



Board of Directors – Terms of Reference

[To be read in conjunction with 'Appendix A - Workflow and Detailed Terms']

Responsibilities

Overall, and executive, responsibility for governing the organisation, overseeing and controlling its management. The Board is the ultimate decision-making body and accordingly exercises all of the powers of the Association. It directs the business affairs of the Association, determining the vision, strategy and plans, policies and financial investment required to achieve the Association's aims and ensure its long-term success, whilst maintaining and demonstrating a clear division between the Board's management and oversight role and the executive's operational role.

The Board is:

1. Legally responsible to conduct and exercise its powers under prevailing law and regulations, managing conflicts of interests and applying a duty of care.
2. Empowered to strategically direct and lead Lancashire FA, setting ambition and direction for the sport and the Association, whilst ensuring there are the necessary financial and human resources available to achieve goals. To effectively provide this function, understand the position of the Association in its markets and its relationship and responsibilities to its members, key stakeholder and partners.
3. Responsible for providing governance and accountability, overseeing excellent standards of corporate governance and the management of the governance processes within a framework of prudent and effective risk assessment and management controls.
4. Responsible for monitoring and evaluating Lancashire FA's performance towards its strategic aims and objectives and review management performance.
5. Required to set and lead clear expectations concerning the Company's culture, values, standards and behaviours to achieve success and growth for the Association and the sport.
6. Required to commit appropriate time, capacity and application of skills and knowledge to significantly contribute to the effective management and performance of the Association.

Details about membership of the Board

The Board of Directors is constituted according to the Articles of Association (See Appendix B – Extract from Articles of Association) and is an appropriate size (minimum 4 and maximum 12) to:

- Meet the requirements of the Association.
- Have the appropriate balance of skills, experience, independence and knowledge.
- Manage changes to its composition (including that of its committees) without undue disruption.
- Promote an open dialogue amongst the Directors.

Frequency of meetings

Scheduled meetings take place either at the County Ground or virtually on the 2nd Monday of every alternate month with pre-set agenda items according to the schedule of matters. More or less frequent meetings may be scheduled if required for the Board to discharge their duties effectively.

How decisions are recorded

Board minutes contain a proper record of the meeting and are recorded during the meeting within the [Board Agenda/Minutes smartsheet](#). Minutes from meetings are finalised within 24-hours of each meeting.



Directors required to make decisions (quorum)

- Quorum is 4 eligible Directors with the Chair having the casting vote if votes for and against are equal.
- No one individual on the Board may have the unfettered ability to take a decision.
- Where a decision is required prior to the next scheduled Board Meeting, approval will be by the majority of Directors, must be quorate, in writing or by phone or video conference or email and recorded by the Company Secretary or their nominee.
- There shall also be a report to the next Board Meeting on the reserved matter.

Behaviours for committee members

Refer to the Board Code of Conduct for values and behaviours of Board of Directors and all Committee Members.