



Northumberland Football Association - Board of Trustees Terms of Reference

1. Northumberland Football Association is a registered charity operating across the local authority areas of Newcastle upon Tyne, North Tyneside & Northumberland. Its Trustees are jointly and severally responsible for the overall control and strategic direction of the company, in accordance with the Memorandum and Articles of Association (the Articles) and other relevant legal and regulatory requirements and the principles of good governance.
2. **Membership of the Board of Trustees**
 - 2.1 The Board of Trustees is responsible for the recruitment and appointment of Trustees and for determining the number of Trustees.
 - 2.2 Board appointments will normally be made for a three-year period. Board members can be reappointed for successive three-year terms up to a maximum term of 9 years.
3. **Meetings**
 - 3.1 Board meetings will normally take place bi-monthly. Any Director may call a Trustees' meeting.
 - 3.2 Meetings can take place in person, by videoconference or a combination of both. The meeting Chair will decide on the format of the meeting. Committee business may also be conducted by email provided that the quorum is met.
 - 3.3 There shall be a written record of each meeting, agreed by the Trustees at the subsequent meeting.
 - 3.4 The quorum for a Board meeting is three Trustees (3), one of whom should be the Chair or Senior Independent Director of the Board, or in their absence a Director appointed by the meeting to chair on that occasion.
 - 3.5 Decisions will primarily be taken by consensus, but any member of the Board may request a vote. Should the vote be tied, the chair of the meeting shall have the casting vote.
4. **Committees and delegations**
 - 4.1 The Board may set up Committees and specify which Trustees should serve on those Committees and whether co-opted members should be asked to serve. The Board may also delegate any of its powers to a committee.
5. **Staff attendance**
 - 5.1 The Chief Executive shall normally attend Board meetings. Other staff may also be invited to attend, (at the Chief Executive's discretion and with the Chair of the Board's agreement).
6. **Director roles and responsibilities**
 - 6.1 The Articles set out Northumberland Football Association's objects, the activities it may undertake to deliver those objects and the powers and duties of the Trustees. The Trustees must exercise their powers in strict accordance with the Memorandum and Articles and should also endeavour to reflect best practice in governance.
 - 6.2 In summary, the roles and responsibilities of the Trustees, as members of the Board, are as follows:
 - 6.2.1 To always act in the best interests of Northumberland Football Association, in accordance with Northumberland Football Association's Articles.
 - 6.2.2 To promote and sustain the assets and resources ensuring solvency and effective management of Northumberland Football Association.
 - 6.2.3 To ensure personal familiarity with the Articles, other regulatory and legal requirements, and operational processes.
 - 6.2.4 To ensure compliance with all legal and regulatory requirements relevant to the Northumberland Football Association's activities, for example in relation to health and safety, employment of staff, money laundering and the proceeds of crime, and data protection.
 - 6.2.5 To agree the vision and strategic direction of Northumberland Football Association and arising from that an annual business plan and budget and an annual report and accounts.



6.2.6 To take responsibility for the appointment and ongoing oversight of the Chief Executive and to ensure that any duties delegated to the Chief Executive do not impinge on those of the Board.

6.2.7 To monitor the Northumberland Football Association's performance and delivery.

6.2.8 To ensure that minutes are kept recording the key issues and the decisions of meetings of the Board and any Committees / Working Groups.

6.2.9 To ensure that there are effective controls in place to monitor and review regularly the Northumberland Football Association's finance and administration systems.

6.2.10 To ensure that appropriate records relating to accounts and financial matters are maintained in the required manner and that they are independently audited and filed appropriately.

6.2.11 To ensure that all risks to Northumberland Football Association and its assets are identified and appropriate steps taken to mitigate those risks.

6.2.12 Where money that is not immediately required is invested, to ensure that this happens in the most suitable manner, in line with the Northumberland Football Association's investment policy.

6.2.12 To ensure that there is no personal profit from the office of Director.

7. Expectations of Trustees

7.1 Trustees are expected to attend Board meetings and meetings of any Committee of which they are a member, to prepare fully for those meetings, to engage actively in discussion and decision making, to exercise collective responsibility and to respect confidentiality. Trustees should also be prepared to provide advice and support as necessary between meetings.

7.2 Board members will be expected to participate in annual appraisals of performance, carried out by the Chair.

8. Conflicts of interest

8.1 Trustees are required to declare any conflicts or potential conflicts of interest on an annual basis; these will be recorded on the register of interests.

8.2 If a Director identifies a potential conflict arising from an agenda item or paper at a forthcoming Board or Committee meeting, this should be flagged in advance with the Chief Executive or Chair. The Director may be asked to leave the room or not participate when the item is discussed. In some circumstances they may also be excluded from accessing relevant papers.

9. Review

Terms of reference are reviewed bi-annually, or earlier if necessary.