



UK Deaf Sport



DeaflympicsGB

UK Deaf Sport

Board Terms of Reference (TOR)

The Issue Status

The Issue Status is indicated by the version number in the footer of this document. It identifies the Issue Status of the 'UK Deaf Sport Board Terms of Reference'.

When any part of this document is amended, a record is made in the Amendment Log shown below.

The 'UK Deaf Sport Board Terms of Reference' can be fully revised and re-issued at the discretion of the UK Deaf Sport Board.

Issue	Amendment	Date	Initials	Policy Owner	Approving Body	Date Approved by Approving Body	Review Date
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1. Purpose

- 1.1 The purpose of the UK Deaf Sport (UKDS) Board is to ensure UKDS's long-term prosperity by providing oversight of the organisation and collectively directing the organisation's affairs.
- 1.2 The Board sets and implements the overall direction and strategy of the organisation and has ultimate responsibility for making decisions and exercising all of the powers of UKDS.
- 1.3 The Board delegates different functions to specific committees and advisory groups to assist the Board on relevant aspects of governance. Each committee and advisory group will have their own terms of reference.

2. Introduction

- 2.1. UK Deaf Sport (UKDS) is an organisation with voting members. The UKDS Board acts on behalf of, and is subordinate to, the Association's Members, who elect individuals to the board at the Annual General Meeting (AGM), amongst other matters.
- 2.2. At all times the Board will act in accordance with the UKDS Memorandum and Articles of Association.
- 2.3. UKDS use the term deaf¹ to represent all people who are deaf, hard of hearing or have a hearing loss, whether this is acquired or from birth.

3. Core Values

- 3.1 The UKDS Board must at all times:
 - 3.1.1 observe all of the Nolan principles of public life including selflessness, integrity, objectivity, impartiality, accountability, openness, honesty and leadership in relation to the management of UKDS;
 - 3.1.2 be accountable and give value to the Members and its stakeholders for its activities;
 - 3.1.3 work in partnership with UKDS's Senior Management Team;

¹ The term deaf covers a range of definitions of deafness, including those who are profoundly deaf, have severe, moderate or mild hearing loss or are hard of hearing whether acquired or from birth. This includes the use of the terms Deaf and deaf whereby the use of a capital D in Deaf may denote those who identify as having a cultural and shared experience of being Deaf.

ICSD (who govern the Deaflympics) set their own criteria for eligibility which is a hearing loss of at least 55dB in the better ear (3 tone frequency average of 500, 1,000 and 2,000 Hertz, ANSI 1969 standard). DeaflympicsGB athletes will meet this standard.

3.1.4 foster and develop a wider interest in participation in deaf sports while retaining the principal objective to build elite high performance within deaf sport operations;

3.1.5 ensure that, above all else, it supports the interests of its Members.

4. Composition & Election

4.1 The maximum size of the Board shall not exceed 12 members (unless previously agreed with Sport England). The minimum size of the Board will not be less than 3 members. At any one time at least 25% of members of the Board shall be Independent.

4.2 The number of Independent Directors will always be in the majority, subject to the usual terms of appointment, co-option and election.

4.3 One of the independent Directors shall be appointed as the Senior Independent Director (SID) by a simple majority of the other independent Directors.

4.4 At least three of the Directors shall be persons who are not related to or cohabiting with another Director.

4.5 Directors will be elected for a maximum of 3 terms of 3 years each. For the purpose of calculating the maximum term, Directors will be regarded as starting their first term of office at the first AGM of their appointment.

4.6 In the event a Director is subsequently appointed as the Chair following a period of service as a Director on the Board, that Director may continue to serve on the Board for the period of such appointment, subject to a maximum term of 12 years on the Board inclusive of their term prior to such appointment.

4.7 A Director who has served for nine consecutive years must take a break from office and may not be reappointed until the earlier of:

4.7.1 the fourth anniversary of the commencement of his or her break from office; and

4.7.2 if applicable, the fourth AGM following the AGM at which his or her break from office commenced.

4.7.3 any period off the Board of less than four continuous years will count as service on the Board, when calculating the maximum term served.

4.8 In exceptional circumstances (for example to assist succession planning), Directors who have served their full term on the Board can have this period extended for a further year. A clear explanation should be provided in the Annual Report of the reason(s) for the extension.

- 4.9 A Director appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office.
- 4.10 At any one time, and if practical, only one third of the Independent Directors will be subject to re-election.
- 4.11 UKDS defines a person as independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. Examples of a 'close connection' include:
- 4.11.1 they are, or have within the last four years, been actively involved in the organisation's affairs, for example, as a representative of a specific interest group within the organisation such as a sporting discipline.
 - 4.11.2 they are, or have within the last four years, been an employee of the organisation.
 - 4.11.3 they have close family ties with any of the organisation's Directors or senior employees.
- 4.12 The Board shall consist of members with the appropriate balance of skills, experience, diversity, independence and knowledge to meet the needs of UKDS.
- 4.13 The roles of Chair and Chief Executive Officer (CEO) shall not be exercised by the same individual. The division shall be established in writing in the *Matters Reserved to the Board and Scheme of Delegation* which will be agreed by the UKDS Board.

5. Co-opted Members

- 5.1 In exceptional circumstances, the Board are able to co-opt members on a temporary basis in order to ensure there are sufficient independent Directors or Directors who are not related to or cohabiting with another Director.
- 5.2 A co-opted member's term of appointment shall be no longer than one year from the date of appointment, and they shall retire at the end of the next AGM following their appointment but may offer themselves for reappointment by the members.
- 5.3 All co-opted members will be bound by UKDS's Code of Conduct.

6. Attendance

- 6.1 The Board shall meet as the Chair deems necessary but at least quarterly.
- 6.2 The CEO must give sufficient notice of meetings, in all cases not less than two weeks and circulate material relevant to the meeting one week prior to the meeting.

- 6.3 Whichever is the greater of three voting members or one third of the total number of Board members must be present for the Board to be quorate. Only if the meeting is quorate can decisions be taken, and the proceedings of the meeting be considered as valid.
- 6.4 A Director shall cease to hold office if he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason.

7. Practicalities

- 7.1 Two BSL interpreters will be in attendance at each Board meeting.

8. Roles and Responsibilities

Role of the Chair

- 8.1 The primary role of the Chair is to lead the Board and ensure it is effective in its task of setting and implementing the direction and strategy of UKDS. In addition, the Chair shall have the following responsibilities:
- 8.1.1 Chairing effective and productive Board meetings and general meetings.
 - 8.1.2 Creating a purposeful agenda, in collaboration with the CEO and determining the order of the agenda.
 - 8.1.3 Ensuring that the Board receives accurate, timely and clear information.
 - 8.1.4 Keeping track of the contribution of individual Directors and ensuring that Directors are involved in discussions and decision-making.
 - 8.1.5 Promoting an open and inclusive dialogue among the Directors, directing discussions towards the emergence of a consensus view and summing up discussions so that everyone understands what has been agreed.
 - 8.1.6 Taking a proactive management approach to Conflicts of Interest within the Board
 - 8.1.7 Taking a leading role in determining the structure and composition of the Board and its development.
 - 8.1.8 Leading on annual reviews of the Board, including the balance between Executive and Non-Executive Directors and that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge.
 - 8.1.9 Carrying out an annual performance appraisal of individual Board members and the CEO.

8.1.10 Leading on external led reviews and overseeing the implementation of resulting plans.

8.1.11 Assisting the CEO and Nominations Committee in recruiting Board Members.

8.1.12 Ensuring effective communication, with members and other stakeholders.

Role of the Board

- 8.2 The Board shall set out, promote, and support the implementation of minimum good governance standards in accordance with good practice throughout UKDS and within its membership, including with respect to diversity and inclusion. Governance and self-assurance requirements shall be reviewed at least annually or as required by key stakeholders.
- 8.3 UKDS shall publish clear ambitions to ensure its leadership represents and reflects the diversity of the community it serves. These ambitions shall be centred on UKDS's commitment to achieving greater diversity in all its forms on its Board and senior leadership team.
- 8.4 The Board shall maintain and regularly review a Diversity and Inclusion Action Plan (DIAP), on at least an annual basis.
- 8.5 The Board shall ensure its responsibilities towards the welfare and safety of its members and people (including but not limited to employees, participants and volunteers) are factored into the decisions it makes and shall appoint one of its Directors to take a lead in this area.
- 8.6 The Board shall ensure it factors impact on stakeholders, wider society and the environment into the decisions it makes, and the actions implemented by UKDS.
- 8.7 The Board shall be responsible for ensuring that it and the organisation's staff, have the relevant competence and qualifications in financial matters.
- 8.8 The Board shall ensure the long-term wellbeing of the organisation is foremost; have in place continuity plans for UKDS, particularly in terms of succession planning and the retention of key staff and personnel, to ensure orderly appointments to the Board and to key posts within the organisation.
- 8.9 The Board shall have the following roles in relation to UKDS, its operating divisions and key stakeholders:
- 8.9.1 Promoting an open and inclusive dialogue amongst the directors.
- 8.9.2 Ensuring that the best interests of the deaf sports are represented internationally.

- 8.9.3 Ensuring that the best interests of the deaf sports are represented nationally.
- 8.10 The Board is the ultimate decision-making body and accordingly exercises all of the powers of UKDS including responsibility for:
 - 8.10.1 Establishing the vision, mission and values of UKDS for approval by UKDS Members.
 - 8.10.2 Setting and implementing the strategy of the organisation, designing the operational structure and supporting budgets for approval by the UKDS Members;
 - 8.10.3 Developing, reviewing and evaluating the strategic and operational plans of UKDS on an on-going basis, at a minimum annually, and communicating the plans to interested stakeholders as and when requested.
 - 8.10.4 Delegating authority to management to implement policy and strategy;
 - 8.10.5 Scrutinising the performance of management in meeting agreed goals and objectives, monitoring and reporting on their performance, at least annually.
 - 8.10.6 Setting and regularly reviewing the remuneration of all UKDS employees, at least annually.
 - 8.10.7 Maintaining and demonstrating a clear division between the Board's management and oversight role and the CEO's operational role.
 - 8.10.8 Managing changes to the composition of the Board (including that of its committees) without undue disruption.
- 8.11 The Board shall have the following further responsibilities and will report to the Members annually including, but not limited to:
 - 8.11.1 Ensure the integrity of financial information and financial controls and systems of risk management, reviewing them at least annually.
 - 8.11.2 Review of budgets and financial information to be published, as per statutory regulations, at least annually.
 - 8.11.3 Regular review of banking, audit and insurance arrangements, at least annually.
 - 8.11.4 Review the internal controls both financial and other, at least annually.
 - 8.11.5 Account to UKDS's stakeholders and Members for the performance of UKDS and report at least annually.
- 8.12 Board members will support and uphold the principles of the Board's commitment to equality, diversity, and inclusion and welfare and safety

- 8.13 No one individual on the Board may have the unfettered ability to take a decision on behalf of the Board or UKDS.
- 8.14 Any decisions taken outside a formal Board meeting will be brought to the subsequent Board meeting and the approval of the Board outside the meeting will be noted in the minutes.
- 8.15 As directed by the Chair, the Board has powers to obtain external professional advice and invite third parties to attend and contribute to meetings of the Board.

Role of the CEO

- 8.16 The CEO is not a member of the Board and has no voting rights.
- 8.17 The role of the CEO is to:
 - 8.17.1 attend all Board meetings, unless specifically requested not to do so by the Board.
 - 8.17.2 help construct the Board meeting agenda with the Chair.
 - 8.17.3 assemble and present information and make recommendations that help to shape the Board's discussions.
 - 8.17.4 present the Board with clear and logical recommendations for action.
 - 8.17.5 give options where there are options.
 - 8.17.6 report progress back to the Board.

9. Standing Agenda Items

- 9.1 Standing agenda items will include:
 - 9.1.1 minutes of the last meeting
 - 9.1.2 conflict of interest;
 - 9.1.3 items approved by email;
 - 9.1.4 outstanding actions;
 - 9.1.5 FARG updates on finance, audit, risk and governance;
 - 9.1.6 legal and regulatory updates.

10. Casting Vote

- 10.1 If the numbers of votes for and against a proposal at a Board meeting are equal, the Chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 10.2 9.1 does not apply if, in accordance with the UKDS Articles of Association, the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

11. Standards

- 11.1 All Board Members must:
 - 11.1.1 comply with these Terms of Reference, and ensure they understand their duties, rights and responsibilities;
 - 11.1.2 be familiar with the function and role of UKDS and any relevant procedures, rules and regulations;
 - 11.1.3 not misuse information gained in the course of their service for personal gain or for political purpose, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
 - 11.1.4 undergo relevant induction and any other training as required by UKDS.
- 11.2 All Board Members are expected to meet the highest standards of integrity. A fit and proper person assessment will be performed on all Board Members as part of the recruitment process. This will include a self-declaration covering bankruptcy. A copy of proof of identity will be retained.
- 11.3 All Board Members are required to sign, the UKDS Code of Conduct, Conflict of Interest and Confidentiality Agreements to confirm they will comply with the associated policies and procedures.

12 Obligations Under the Companies Act 2006

- 12.1 All Directors are required to meet their obligations under the Companies Act 2006. Company law requires Directors to prepare accounts each year that give a true and fair view of the Company's affairs and of the surplus or deficit for that period.
- 12.2 Directors are also responsible for:
 - 12.2.1 keeping proper accounting records that disclose with reasonable accuracy, at any time, the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985;

12.2.2 safeguarding the assets of the company and taking reasonable steps to prevent and detect fraud and other irregularities;

12.2.3 fulfilling duties of good faith, skill and care in the governance of the company, and in ensuring this applies in all operations of the company.

12.3 Role of Board Members:

12.3.1 Members of the Board have collective responsibility for the operation of UKDS. They must:

12.3.1.1 engage fully in collective consideration of the issues, taking account of the full range of relevant factors, including any guidance available;

12.3.1.2 have a strong commitment to UKDS and knowledge and experience of operations and be constructive within the context of a formal strategy/business plan;

12.3.1.3 respond appropriately to complaints;

12.3.1.4 ensure that the Board does not exceed its powers or functions.

12.3.2 Board Members are expected to regularly attend meetings of the Board and any Committees to which they are appointed, as well as attend events at which it is reasonable to expect them to be present.

13 Committees and Advisory Groups

13.1 UKDS has two Committees and three Advisory Groups that feed into the Board to advise on different areas of UKDS business. These include the:

13.1.1 Finance, Audit, Risk and Governance Committee (FARG) – to undertake monitoring and supervision of the current and future financial situation and associated risks to the organisation, have oversight of the internal and external audit arrangements including resourcing, review of plans and reports and to report on such to the Board.

13.1.2 Performance Advisory Group (PAG) – to direct a strategy for high performance which will deliver podium success at Domestic and International performance levels including European, Worlds and Deaflympics.

13.1.3 Relations Advisory Group (RAG) - to direct the strategy for relationships with UKDS organisations and National Governing Bodies of Sport within the UK and to provide representatives who reflect and promote UKDS's views to International Sport Bodies.

- 13.1.4 Athlete Advisory Group (AAG) – to provide a recognised forum for deaf athletes to come together and discuss matters affecting deaf athletes from grassroots participation to elite level.
- 13.1.5 Nominations Committee (Noms) – to advise the Board on succession planning for members of the Board, Committees, Advisory Groups and for the role of CEO and oversee recruitment exercises as and when required.
- 13.2 Each committee and Advisory Group will have its own Terms of Reference that explain the objectives, scope of work, activities and tasks to be performed by that committee or advisory group.
- 13.3 The role of any committee is to advise or recommend decisions to the Board. The Board is responsible for making the final decision. Committees can only make decisions if the specific decision has been allocated by the Board in the relevant Terms of Reference.

14 Handling Conflicts of Interest

- 14.1 Directors have a legal obligation to act in the best interests of UKDS, in accordance with UKDS's governing documents, and to avoid situations where there may be a potential conflict of interest.
- 14.2 Conflicts of interest may arise where an individual's personal, business or family interest and/or loyalties conflict with those of UKDS. Such conflicts may create problems - they could for instance:
 - 14.2.1 inhibit free discussion;
 - 14.2.2 result in decisions or actions that were not in the interests of the UKDS; and
 - 14.2.3 risk the impression that UKDS has acted improperly.
- 14.3 Any Director who has a conflict of interest must not be counted in the quorum for that part of the process and may not vote on the matter.

15 Formal Declaration of Interest

- 15.1 Directors should declare their interests using the Declaration of Interest Form attached to the UKDS Conflict of Interest Policy.
- 15.2 There is a standing item on the agenda of each Board Meeting for the declaration of new or altered interests. Directors with new or relevant conflicts of interest must declare their interest at the start of a Board Meeting. Alternatively, Directors can submit their declaration to the CEO so that it is formally received prior to the Board Meeting.

- 15.3 Directors who declare a conflict of interest may be asked to leave the meeting for any discussions or voting related to the part of the process that has caused the conflict of interest.
- 15.4 Interests will be recorded in the UKDS Register of Interests which is maintained by the CEO.
- 15.5 The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that the Directors, executive employees and key committee members act in the best interest of UKDS. The information provided will not be used for any other purpose.

16 Approval of Director's Interest by the Board

- 16.1 Any interest declared by a Director to the Board must be approved by the Board in accordance with the procedure below. Approval must be given using a formal Board resolution. The relevant Director must leave the Board meeting during the discussion of their interest and the voting on the resolution. A quorum must be present for the discussion and decision and the interested Director must not be counted when deciding whether the meeting is quorate. An interested Director may not vote on this approval. The Board will, when appropriate, direct how the relevant conflict will be managed in the future.
- 16.2 All decisions approving a conflict of interest will be recorded by the CEO and reported in the minutes of the meeting.

The report will record:

- 16.2.1 the nature and extent of the conflict;
- 16.2.2 an outline of the discussion; and
- 16.2.3 the actions to be taken to manage the conflict.

17. Board Evaluation

- 17.1 As required by the UKDS Board Evaluation Policy the Board led by the Chair shall:
 - 17.1.1 undertake and maintain in writing a record of an annual evaluation of its own skills, performance, and effectiveness;
 - 17.1.2 undertake and maintain in writing a record of evaluations of its Committees (committee evaluation need not be undertaken annually);
 - 17.1.3 undertake an externally facilitated evaluation of the Board at least every four years, or at the request of UK Sport/Sport England; and

- 17.1.4 agree and implement a plan to take forward any actions resulting from internal and external evaluations.
- 17.2 The Chair of the Board is responsible for undertaking and maintaining in writing a record of annual appraisal of each individual Director and the CEO.
- 17.3 The Senior Independent Director is responsible for leading the annual appraisal of the Chair in collaboration with the Directors of the Board.