



## Matters Reserved to The Board

### **Mission Statement**

The responsibility for the governance of SMILE Through Sport CIC rests with a board of Non-executive directors. This responsibility includes overseeing the actions of the Managing Director, to whom authority to complete management or executive action is delegated. This policy states those matters concerned which are not to be delegated to the Managing Director, nominated committee or any other individual or body.

### **Aims of the Policy Statement**

- To create a clear process for delegation of governance within SMILE Through Sport CIC.
- To ensure the board of Non-executive directors are accountable for the governance of SMILE Through Sport CIC.
- To improve the organisational efficiency of SMILE Through Sport CIC.

### **Matters Reserved to The Board Policy Statement**

The following details those matters which are reserved to the board of SMILE Through Sport CIC and those which may be delegated by the board. This list is not exhaustive and at all times the board of directors are primarily governed by SMILE Through Sport CIC Articles of Association.

### **Regulation and control –**

- Registering the organisation or any changes to the organisation with Companies House.
- Reporting all legally required documentation and submissions to Companies House, including but not limited to year end accounts and CIC34 reports.
- Altering the Memorandum or Articles of Association for the organisation.
- Ratifying any urgent action taken by the Chair of directors or Managing Director.
- Approve any scheme of delegation for the organisation.
- Receive and review any declarations from Non-Executive Directors related to conflicts of interests with the organisation.
- Receive and review any declarations from staff related to conflicts of interests with the organisation.
- Approve arrangements for dealing with complaints from both customers, clients, staff or employees.

Adopted July 2018

To be reviewed July 2019

## Matters Reserved to The Board

- Receive and review reports from the Managing Director and other staff members concerning the on the ground delivery of the organisation.
- Approve all policies of the organisation for all topics including but not limited to governance, human resources, safeguarding and data protection.

### **Appointment/Remuneration/Disciplinary –**

- Recruit and appoint Non-Executive Directors as needed for the board.
- Nominate and elect a chair of the board.
- Review the performance of the chair of the board in line with the role description for the chair.
- Appoint and dismiss committees to report to the board as and when required.
- Agree terms of service for all Non-Executive Directors and create succession plans to ensure continuity of the board.
- Appoint, appraise and dismiss the Managing Director as required.
- Approve the salary of the Managing Director and senior staff.
- Create procedures to evaluate the effectiveness of the board.
- Consider and decide on proposals to remunerate Non-executive directors, in line with Articles of Association.
- Approve any changes in salary or pay scales for all staff within the organisation.
- Approve and agree the organisational staff structure and job roles.

### **Strategic and budgetary matters –**

- Create, approve and lead the strategic direction of the organisation.
- Create, approve and lead the aims of the organisation.
- Monitor and challenge the daily delivery of the organisation in line with its charitable objectives.
- Ensure that trading activities do not impact the charitable objectives of the organisation.
- Approve and monitor the organisation's risk register.
- Monitor and approve the insurance cover of the organisation.
- Approve/amend budgets.
- Approve/review the quarterly financial reports of the organisation.
- Approve capital expenditure in line with the scheme of delegation for the organisation.
- Agree on the number, purpose and mandates of bank accounts used by the organisation.
- Agree the delegation of power and imitations to the Managing Director and other members of staff.

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## Matters Reserved to The Board

- Make all decisions relating to court proceedings on behalf of or against the organisation.
- Approval of the professional advisors used by the organisation, including but not limited to, accountancy, website, payroll and HR providers.
- Approval of director indemnity insurance.
- Approval of any asset transfer or sale.
- Approval of any changes to the pension scheme offered to employees of the organisation.

### **Reporting arrangements –**

- Receive, present and approve an annual report from the organisation alongside the year end accounts.
- Establish, maintain and report any financial procedures used by the organisation.

### **Urgent Matters**

From time to time some matters which are not delegated by the board must be acted upon urgently. In this case approval may be gained from the board in line with the Articles of Association. Approval must be sought from as many members of the board as possible and may be through email, telephone or video. Any matters dealt with as Urgent Matters must be discussed and ratified at the next directors meeting.

This policy must be considered in line with both the Articles of Association of SMILE Through Sport CIC and the scheme of delegation.

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