



BTF

FRG030 - Matters Reserved for The Board

This document sets out the matters on which decisions must be taken by the British Triathlon Federation Board (the "**Board**").

As noted in the Board's Terms of Reference, the TE Management Board have responsibility for Triathlon England matters so that reserved matters affecting Triathlon England will normally need to be referred to the TE Management Board (as set out in the "Matters Reserved" for the TE Management Board) rather than the Board and the list of matters set out below should not read so as to mean that decisions on Triathlon England matters are reserved for the Board, except as expressly provided for in this document. There are a number of exceptions where Triathlon England matters are not excluded from the matters reserved for the Board:

- Any matter that would or is likely to result in Triathlon England operating outside the annual budget agreed by the Board.
- Any matter that would commit Triathlon England to expenditure in future years (i.e. beyond the current agreed annual budget).
- Changes to the Triathlon England Regulations.
- Any matter relating to an area where National Association business is dealt with on a combined basis by the Federation, including Coaching qualification requirements, Technical official qualification requirements, the Performance Pathway (other than Regional Academies and Skills School), Technical rules relating to competition in triathlon events, Event permitting procedures and accreditation requirements and Insurance matters.
- Any matter where the TE Management Board has agreed that the Board should take the lead across the whole of the Federation's activities, including Health & Safety, Risk management, Office management and accommodation and Employee-related matters (including remuneration).

The following matters are reserved specifically for the Board:

Strategy and management

- Responsibility for the overall leadership of the Federation and setting the Federation's values and standards.
- Approval of the Federation's strategic aims and objectives.
- Approvals of the annual operating expenditure budgets and any material changes to them.
- Oversight of the Federation's operations ensuring:

- competent and prudent management;
- sound planning;
- maintenance of sound management and internal control systems;
- adequate accounting and other records; and
- compliance with statutory and regulatory obligations.
- Review of the Federation's performance against its strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- Extension of the Federation's activities into new income or activity streams.

Structure

- Major changes to the Federation's corporate structure, including, but not limited to acquisitions, joint ventures.
- Changes to the Federation's management and control structure.
- Any changes to the Federation's legal status.

Financial reporting and controls

- Approval of pre-audited year-end accounts.
- Audit
 - Approval of the annual report and accounts, including the corporate governance statement and Directors' remuneration report.
- Approval of any significant changes in accounting policies or practices.
- Approval of treasury policies
- Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).

Internal controls

Ensuring maintenance of a sound system of internal control and risk management including:

- Receiving reports on, and reviewing the effectiveness of, the Federation's risk and control processes to support its strategy and objectives;
- Approving procedures for the detection of fraud and the prevention of bribery;
- Reviewing the self-assurance audit report
- Undertaking an annual assessment of these processes; and
- Approving an appropriate statement for inclusion in the annual report.

Contracts

- Approval of major investments (major is classed as in excess of £100,000 over 1 year or £150,000 over multiple years)
- Contracts which are material strategically or by reason of size, entered into by the Federation in the ordinary course of business, for example bank borrowings and acquisitions or disposals of fixed assets (including intangible assets such as intellectual property)

Communication

- Ensuring a satisfactory dialogue with its members based on the mutual understanding of the Federation's objectives.
- Approval of resolutions and corresponding documentation to be put forward to members at the Annual General Meeting.

Board membership and other appointments

- Review and agree proposed changes to the structure, size and composition of the board, ahead of any Annual General Meeting resolutions.
- Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the Federation and on the Board.
- Appointments to the Board, after full and careful consideration of the recommendations by the Nomination Committee.
- Appointment of the Senior Independent Director to provide a sounding board for the President and to serve as intermediary for the other Directors when necessary.
- Membership and chairmanship of board committees following full and careful consideration of the recommendations from the Nomination Committee.
- Appointment or removal of the Federation's company secretary.
- Appointment, reappointment or removal of the external auditor to be put to members for approval in general meeting, after full and careful consideration of the recommendation of the Audit, Risk & Governance committee.

Remuneration

- The policy governing all aspect of the remuneration of the Chief Executive after full and careful consideration of recommendations made to it by the Remuneration Committee.
- All matters relating to remuneration of employees of the Federation referred to it by the Remuneration Committee.
- Setting any annual salary increase for employees of the Federation after full and careful consideration of the recommendation of the Remuneration Committee.

Delegation of authority

- The division of responsibilities between the President, the Chief Executive [and other Directors,] should be clearly established, set out in writing and agreed by the Board.
- Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing).
- Establishing board committees and approving their terms of reference, and approving material changes thereto.
- Receiving reports from board committees on their activities

Corporate governance matters

- Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual Directors, and the division of responsibilities.
- Determining the independence of non-executive Directors in light of their character, judgment and relationships.
- Considering the balance of interests between members, employees and the community.
- Review of the Federation's overall corporate governance arrangements.
- Authorising conflicts of interest where permitted by the Federation's articles of association.
- Ensuring that the Federation is compliant with UK Sport's Code for Sports Governance.

Policies

Approval of overarching policies, including, but not limited to:

- Code of Conduct;
- Bribery prevention policy;
- Whistleblowing policy;
- Health and safety policy;
- Human resources policies;
- Communications policy;
- Olympic & Paralympic Selection policies.
- Treasury and Taxation
- Corporate Criminal Offence

The Executive Team are responsible for the approval of operational level policies however the Board has oversight at any time required.

The Audit, Risk & Governance Committee will maintain regular oversight of the policy register ensuring reviews are completed on time and will randomly select 1 - 2 policies per year for a full review.

Other

- Approval of the appointment of the Federation's principal professional advisers, including legal, accounting and tax advisers.
- Any decision likely to have a material impact on the Federation from any perspective, including, but not limited to, financial, operational, strategic or reputational.
- This schedule of matters reserved for board decisions.

Policy Name	Matters Reserved for the Board
Policy ID	FRG030a
Version	2.0
Date Last Reviewed;	April 2019
Editor	Anne Vinestock & Andy Salmon
Approved By;	Board April 2019
Next Review;	April 2021