



Angling Trust

Board

Terms of Reference

DOCUMENT CONTROL SHEET			
Key Information			
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Objective	To detail responsibilities and matters which are reserved to the Angling Trust Board and to supplement the Memorandum and Articles of Association of the Angling Trust		

<u>Revision History and GC Approvals</u>			
Version	Date	Summary of Changes	Name
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<u>Adopted for Implementation</u>		
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ANGLING TRUST BOARD TERMS OF REFERENCE

INTRODUCTION

These terms of reference supplement the Articles of Association of the Angling Trust Limited and include a list of matters reserved for the Board.

RESPONSIBILITIES

The Board is responsible for:

- Setting and agreeing the overall strategy and policy for the organisation;
- Overseeing the development and implementation of major projects;
- Approving the annual accounts
- Overseeing performance management against strategic objectives; and ensuring effective arrangements are in place to provide assurance on risk management, internal control and governance.

The following matters are reserved to the Board:

- Approval of the long term financial plan and annual budget
- Monitoring delivery of the strategic plan and objectives
- Periodic review of the financial plan and performance against annual budget
- Periodic review of major risks
- Discussion of, and engagement with, stakeholder proposals and concerns
- A process to identify areas where the Board may be assisted by further education and training
- Board composition requirements to ensure independence including quorum and proportion of independents
- Appointment of the Chairperson of the Board

The Angling Trust Delegation of Authority Policy further details the responsibilities and authorities which may not be delegated.

MEMBERSHIP

The Board of Directors shall be not less than five nor more than twelve and shall be comprised as follows:

- Up to four Nominated Directors;
- Up to eight Co-opted Directors.

Nominated Directors:

- Individuals nominated and appointed by the Subscriber Members at their annual subscriber meeting, in accordance with the Subscriber Member Rules.
- Appointed for an initial three year term and eligible for re-appointment by the Subscriber Members for a maximum of one further term.

Co-opted Directors:

- At least three shall act in a non-executive capacity and be Independent
- One Independent Director shall have the role of Senior Independent Director
- Co-opted Directors shall be appointed for an initial term of three years and will be eligible for re-appointment by the Directors for second and third terms of three years. Upon expiry of the third term a Co-opted Director may only be eligible for re-appointment for a further term of a maximum of one year if the Directors conclude there are exceptional circumstances.
- The Chief Executive Officer shall be a Director ex officio and hold office with no limit on the number of terms that may be served, and shall immediately cease to be a Director if his or her contract of employment is terminated or otherwise comes to an end.
- The Board may at its discretion appoint up to one further Executive Officer to be a Director. An Executive Officer appointed in this way may hold office with no limit on the number of terms that may be served, and shall immediately cease to be a Director if his or her contract of employment is terminated or otherwise comes to an end.

CHAIRPERSON

The Board shall appoint a Director, other than an Executive, as the Chairperson. The Board may seek proposals from the Nomination Committee.

DEPUTY CHAIRPERSON

The Chairperson shall designate a Director as Deputy Chairperson.

QUORUM

A quorum is five Directors, of which at least 25% present must be Independent.

RESOLUTIONS AND VOTING

Decisions of the Board shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed.

Where a consensus cannot be agreed, the Chairperson may request a vote on a show of hands, in which case each Board Member shall have one vote.

DELEGATION

The Directors of the Board may delegate any of their powers or functions to one or more Directors, or to one of the Directors, supported by employees of the Company. The terms of the delegation must be recorded.

COMMITTEES AND SUB-COMMITTEES

The following are Committees of the Board:

- Audit Risk and Assurance Committee (ARAC)
- Governance Committee
- Nomination Committee
- Angling Participation Advisory Committee (APAC)

The delegations to the Committees are set out in their individual Terms of Reference, which are subject to approval by the Board.

MEETINGS

The Board shall meet quarterly, either in person or via telephone or video-conference. Extra-ordinary meetings may be called if there is urgent business to discuss or transact.

The Board shall periodically meet jointly with the Fish Legal Committee.

SECRETARIAT

The Governance Manager shall provide the secretariat for the meetings, including meeting arrangements and attending to take minutes and record actions.

TERMS OF REFERENCE AND COMMITTEE EFFECTIVENESS

The Board's terms of reference and effectiveness will be reviewed at least annually by the Board, including a review of membership and relevant skills. Any changes considered necessary must be approved by the Board.