**CSP Network Board Terms of Reference**

September 2015

(Updated Dec 2017 to accommodate agreed changes to articles)

**1.0 Introduction**

CSP Network is a registered Charity and Company Limited by Guarantee with charitable Objects focusing on sports participation and health. County Sports Partnerships are its members.

This document supplements and supports the Articles of Association of CSP Network which define its membership, and the appointment and responsibility of the Board of Trustees. It provides further information regarding the purpose, profile and operation of the Board, and builds on and captures the outcomes of the 2015 Governance Review. It is supplemented further by Charity Commission Guidance on the role and duties of Trusties, which will be provided during the appointment process.

**2.0 Purpose**

1. **CSP Network**

As a registered charity and the umbrella body for County Sports Partnerships, the primary purpose of CSP Network is to effectively lead, support and represent CSPs to enable the network to fulfil its statutory and charitable obligations and achieve its mission:

*‘Improving people’s lives by growing grassroots sport and physical activity’*

To achieve this, the organisation undertakes the following key functions:

* Provide leadership to challenge, stretch and inspire CSPs, whilst championing the local ownership and independent nature of CSPs and the leadership role of their Boards.
* Provide advocacy and promotion to position CSPs effectively and increase support amongst key stakeholders.
* Secure and develop programmes, funding & resources and facilitate collaboration within and across the network to drive efficiencies, effectiveness, maximise commercial potential, sustainability and impact.

* Create tools, training and guidance and provide targeted support for individual CSPs when needed to help CSPs continually improve and maximise their collective impact and to sustain nationwide coverage.

To support the delivery of our aims we have developed a number of strategic objectives and KPIs within a balanced scorecard approach, which looks at both the umbrella body itself as well as the health of the network as a whole;

* **Quality & Collaboration** - Continually improving and innovating to improve standards and collaborating to unlock our collective expertise.
* **Performance & Impact** – Creating a value adding service offer demonstrating impact on outcomes.
* **Stakeholder Value** - The provision of attractive services to meet identified needs and consistently delivering above expectations.
* **Financial Sustainability** - To grow and diversify funding sources to increase impact and improve sustainability.

CSP Network needs to be an effective organisation with sufficient resources and capacity to deliver these services, and needs to be seen as a credible national organisation by other agencies.

1. **CSP Network Board**

The purpose of the Board is to enable the CSP Network to achieve its mission and charitable objects through effective leadership, governance, influence and accountability.

The Board members are both the charity trustees and the company directors of the CSP Network which is a charitable company registered with both the Charity Commission and Companies House.

The Board’s key roles are:

***Leadership -*** To provide effective leadership to CSPs and key stakeholders, guiding, upholding and protecting the values, integrity and reputation of CSP network

***Governance –*** To ensure CSP Network complies with its Articles of Association/governing documents, governance best practice, and any other relevant legislation or regulations, safeguard the assets and continuity of the organisation

***Strategy -*** To set the strategic direction and strategic objectives of CSP Network, develop, approve and monitor the implementation of the Business Plan

***Financial –*** To take financial responsibility to safeguard the assets and continuity of the organisation, agree strategic priorities for funding, investment and business development, explore commercial opportunities, assess and manage risk and compliance, and *en*sure that financial information is accurate and that controls, monitoring and reporting systems are robust and defensible.

***Partnership –*** To ensure that strategic relationships and alliances are developed at high levels through effective partnership engagement, transparent communication, relationships and satisfaction

***Advocacy and Influence -* To champion and advocate the work of CSPs and the CSP Network, engaging with and influencing key decision makers and influencers**

***Delivery –*** To provide scrutiny and constructive challenge with regard to delivery plans, policies, progress and impact

The charity’s Articles of Association further outline the formal powers of the Board.

The role of the Chair and Trustees is set out in an appendix to this document.

1. **Underpinning Approach**

A recent governance review has reinforced the need for CSP Network to strike an appropriate balance between:

* supporting/representing whilst also stretching/challenging the network to maximise its potential;
* seeking direction from member CSPs whilst also providing leadership taking account of the wider context and collective purpose; and
* respecting CSPs’ independence whilst also facilitating collective action and impact

As such the underpinning approach can be confirmed as follows:

* The CSP Network Board has a dual role to support the long term success of CSPs which requires it to lead a strong, well established and resourced umbrella body and central team.
* As a federated structure we celebrate the local ownership, presence and independence of CSPs, whilst also championing the power of the network to provide national reach and a holistic, inclusive approach – this is our key USP.
* We avoid directing CSPs and instead provide high quality ‘offers’ or ‘asks’ which CSPs independently and voluntarily decide whether to pursue.
* However CSPs have agreed that at times it may be appropriate to act collectively, for example to provide national reach and coverage to meet external stakeholder needs and exemplify our unique selling point.
* CSPs have also agreed that there should be a set of expectations that CSPs sign up to as part of their membership of the network, such as responding to consultations, contributing to working groups and adopting network policies.
* As the umbrella body, the CSP Network Board seeks to reflect the views of CSPs in forming policy and strategy. However at times the CSP Network Board also needs to lead and drive the future direction of the network, taking account of the wider context and stakeholder views. This is important so that at times CSPN can be responsive and take a dispassionate view of the potential opportunities that ongoing change will offer.
1. **Board Composition, Appointment, Expectations & Induction**

The Board seeks to provide a balanced ‘competency-based’ structure consisting of 11 Trustees, and a blend of internal and external expertise, influence and contacts, within CSP staff teams and Boards, and as well as those with no direct involvement with member CSPs.

* **6 Members associated with CSPs** (Board Members or staff) drawn from nominations from member CSPs
* **4 Members not connected to CSPs**, identified through an open process to meet identified needs.
* **Plus a Chair**, drawn from nominations received from member CSPs or identified by the Trustees.
* **Up to one coopted trustee**

In addition Sport England are usually invited to join Board meetings as a non-voting observer.

All appointments are made by the Board from nominations received, to enable the selection of a Board to meet the required profile.

Trustees are appointed for terms of 3 years and a maximum of two consecutive terms.

Trustees are expected to make a significant contribution to the organisation, attending Board meetings, key events and contributing to key pieces of work and sub committees.

The CSP Network Board of Trustees should have a commitment to the role and function of CSPs; understand the nature of federated structures; have sufficient independence to take an objective and dispassionate view; a range of business skills and competencies; and contacts and influence within appropriate high level networks.

All appointments would be competency based against a desired Board profile designed to assist the organisation to deliver it mission and strategy, including sector knowledge (eg sport, health, education), core business skills (eg Legal, marketing/digital, finance, HR) , diversity, geographical, CSP characteristics (eg geography, demographics, size, legal status), contacts and influence (eg within national agencies/networks).  The Board Profile is further defined within the appendix to this document.

All Trustees will receive an induction including a briefing and associated background information tailored to their experience.

1. **Board Proceedings**
* The Board must hold at least threemeetings each year.
* A quorum at a meeting of the Board is three Trustees or at least one third of the Trustees (if greater).
* A meeting of the Board may be held either in person or by suitable **electronic means** agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
* The **Chair** or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
* Unless otherwise stated, any issue may be determined by a simple majority of the votes cast at a meeting of the Board, but a resolution **in writing** agreed by all the Trustees (other than any **Conflicted Trustee** who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
* Every Trustee has one vote on each issue but, in case of an equality of votes, the chair of the meeting has a second or casting vote.
* A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
1. **Sub Committees & Member Engagement**

In accordance with its Articles of Association, all the members of the CSP Network are CSP organisations – there are no individuals as members. Each member CSP has a vote at the CSP Network’s AGM.

As an umbrella body for CSPs, the CSP Network, its staff and Board need clear mechanisms to engage its member organisations in its work, ensure lines of communication are clear, and that members are able to influence and understand decisions made by the Board. The following is not fixed or exhaustive but gives an indication of the strategies used by the Board to ensure effective member engagement. It will be important to engage CSPs at Chair/Board, Chief Executive/Director and staff level.

Sub committees and working groups of the Board will provide a key mechanism to engage member CSPs to progress areas of work and enable the Board to focus on strategic matters whilst ensuring appropriate scrutiny of these specific business areas.

**Sub-Committees**

The Board may delegate any of its functions to committees consisting of two or more individuals appointed by the Board. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Board.

There are currently two sub-committees forHR & Remuneration and Finance that have membership from Board, staff, members and external reps as appropriate,

**The ‘Workstrand’ groups** of the Board involve member CSP staff and Directors to progress specific themes of work, and are usually chaired by a CSP Director /Manager and supported by members of the CSP Network core team.

**Regional CSP Director Groups** exist across the country and provide a key member engagement mechanism. The CSP Network core team will attend these meetings where appropriate, and the chairs of these group will be used as a key consultation mechanism. The Board may bring this group together from time to time to discuss key strategic issues.

**Other member engagement Opportunities:**

**Engagement and communication with CSP Directors**

* CSP Network core team members to attend Directors regional meetings.
* Regular direct communications of important items to Directors
* Post items on portal that are less urgent or important,
* Structured consultations where appropriate
* Monthly communication digest from Nicki Couzens
* Ensure clear communication of discussion and actions from workstrand groups
* Board Minutes on Portal
* Board discussion summaries
* Director Appointments to chairs of workstrand groups
* AGM & Convention

**Engagement and communication with CSP Chairs and Boards**

* National Sounding Board
* Regular communication from CSP Network Board Chair
* CSP Network CSP Board Development Programme
* AGM & Convention
* Adhoc meetings
* Support for individual CSPs where needed

**Engagement and communication with CSP staff**

* Increase use of portal to enable online networking and sharing of practice
* Redevelop CSPN Portal to improve user friendliness
* Improved communications of workstrand groups activity – ensure cross workstrand coordination
* Training and networking sessions
1. **Administration**

 Agendas and papers will be produced and circulated prior to the meetings and minutes produced after the meeting.

 Minutes will usually be published to the members. Due to the confidential nature of the content of the meetings the minutes and working papers may not be distributed beyond the Board at the discretion of the group. In this instance alternative communication mechanisms will be put in place.

1. **Monitoring & Review**

It is the responsibility of the Chair, supported by the Trustees and the Chief Executive / company secretary, to monitor the implementation of this Terms of Reference document.

The Board should review this document every 3 years to ensure it remains up to date and fit for purpose.

**Appendix:**

**CSP Network Board Profile & Skills Matrix**

The CSP Network Board of Trustees should have a commitment to the role and function of CSPs; understand the nature of federated structures; have sufficient independence to take an objective and dispassionate view; a range of business skills and competencies; and contacts and influence within appropriate high level networks.

All appointments are competency based against the desired Board profile below, designed to assist the organisation to deliver it mission and strategy.

In addition to the skills and competencies outlined below, the Board composition will seek to ensure the Board reflects appropriate diversity, geographical spread, CSP characteristics (eg geography, demographics, size, legal status), as well as creating extensive contacts and influence (eg within national agencies/networks).

To be refined in line with our ‘next generation’ strategy.

including sector knowledge (eg sport, health, education), core business skills (eg Legal, marketing/digital, finance, HR) ,

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| **Skill / Experience / Knowledge**  | **Rationale**  |
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| Credibility, Profile, Networks & Influence within national agencies, government departments and the media. | To extend our reach and influence and help raise awareness and profile of CSP Network  |
| Board Director / Trustee Experience and understanding of good governance especially in a non-profit and federated structures | To ensure good governance, transparency and that statutory and charitable requirements are met. |
| Business Development & Enterprise including new service development, commissioning, grant aid, fundraising & Sponsorship. | To help CSP Network and member CSPs to diversify funding to grow impact and sustainability |
| Social impact, equality and fairness | To help drive a commitment to reducing inequalities and help maximise social impact. |
| Customer insight & engagement & developing responsive services | To help us become more ‘customer centric’ organisations |
| Technology & Digital  | To help us improve our technological competence & digital engagement. |
| Business DisciplinesFinanceLegalMarketing, PR, Media and CommunicationsHR | To inform & guide strategic planning & decisions, ensure compliance & reduce costs. |
| Sector Experience / Understanding & SkillsNGB SportEducationHealth Local Government Charity/social enterprise | To guide cross sector links, partnerships and brokerage.Education & Health may be specific priorities. |