

## Appendix 1 & 2 - Memorandum and Articles of British Taekwondo Control Board (WTF) Ltd- British Taekwondo

### Terms of Reference: Council

#### Abbreviations-

1. British Taekwondo Control Board (WTF) Ltd- British Taekwondo
2. British Taekwondo Control Board (WTF) Ltd Council- The Council
3. British Taekwondo Control Board (WTF) Ltd Executive Board- The Executive Board

#### Introduction

This Terms of Reference sets out the composition, duties and the procedures of the Council and should be read in conjunction with the Terms of Reference for the Council Sub-Committees and Executive Board and Schedule of Matters reserved to the Executive Board.

#### Purpose

The purpose of the Council is to be the main decision making forum on behalf of British Taekwondo Ltd. It has overall responsibility for control of the British Taekwondo Ltd, the establishment of strategy and fund raising.

The Council is responsible for overseeing the Executive Board.

#### Members

The Council consists of 11 members, as follows, who shall hold office subject to The Articles of Association of British Taekwondo:-

- President
- Vice President
- Chief Executive Officer (CEO)
- Finance Director / Treasurer
- Chief Instructor
- Registrar
- Secretary General
- Two Independent Trustees
- Two Club representatives

## Responsibilities

The Council consists of members with appropriate ranges of skills (as set out in the Council skills matrix) to manage the business of the Company including its strategic objectives.

Council job descriptions are available from HR, on request.

Council board members must understand;

- The mission of British Taekwondo and the code of ethics for members
- The time and participation requirements of Council members.
- The Voluntary Code of Good Governance as prescribed by the Sport and Recreation Alliance.

The President will ensure that Council members are able to plan;

- British Taekwondo's mission, goals, objectives programmes and services.
- British Taekwondo's budget and financial statements.
- The roles, duties and responsibilities of the Council, individual Council members and the Executive Board.

The President will ensure that the Council is able to plan its activities with knowledge of the achievements, abilities, strengths and limitations of current Council members, staff and volunteers.

## Quorum

The quorum for the transaction of business shall be five members of whom one must be the President of the Council and one must be the CEO of the Executive Board (These may be the same person). The President has the casting vote where there is a tied vote, provided that more than three members of the Council are present or represented at the meeting. Only members of the Council are entitled to vote at meetings of the Council.

## Meetings

The Council shall meet four times per annum.

The President may call for ad hoc meetings.

The Council has the following standing Sub-Committees:-

1. Sport Taekwondo UK Ltd
2. Disciplinary Committee
3. Poomsae Committee
4. Martial Arts Technical Committee
5. Referee Committee

### Schedule of matters reserved to the Council

1. Approval of the British Taekwondo Vision, Values, Strategy, Business plan and key policies.
2. Approval of the British Taekwondo Delegations of Authority.
3. Receipt, co-ordination and administration of grant applications on behalf of British Taekwondo and its members.
4. Approval of the British Taekwondo annual operating budget and capital expenditure budgets.
5. Review of the British Taekwondo capital and liquidity positions.
6. Approval of major changes to the British Taekwondo's corporate, management or control structure (including the set-up of legal entities).
7. Approval of the British Taekwondo accounts and other financial and non-financial statements issued to external parties.
8. Appointment or removal of any Director and succession planning for the Council and Executive Board.
9. Approval of major contracts entered into by British Taekwondo, for example bank borrowings and acquisitions or disposals of fixed assets.
10. Approval of press releases concerning matters decided by the Council.
11. Forming Sub Committees of the Council and approving their Terms of Reference.
12. Approval of the appointment, reappointment or removal of the external auditor.
13. Approval of appointments to all Sub-committees.
14. Imposition of disciplinary measures and sanctions against parties in accordance with British Taekwondo Discipline Regulations.
15. Approval of the levels of insurance for British Taekwondo. This will include approval of the individual membership fee, club affiliation fee, instructor insurance fee, instructor course fee and any other fee deemed necessary for activities as member of British Taekwondo.
16. Approval of club membership applications on a monthly basis.
17. Review and approval of remuneration policy and compensation packages for members of the Executive Board.
18. Approval for the Executive Board members to sit on external Boards/Committees.
19. Review business (financial and non-financial) reports from the business functions and Sub-Committees and consolidated reports for the organisation.
20. Review actual performance in light of the British Taekwondo's strategy.
21. Approve the Annual Report and Accounts and any other published financial statements and significant statements issued to external parties.
22. Receive and consider high level reports on matters significant to British Taekwondo, in particular: -Relations with key government bodies; Human resources; Disciplinary claims; Risk management; Health, safety and environment; Child Protection; Equity/equality issues

## Terms of Reference: Executive Board

### Executive Board

These Terms of Reference set out the composition, duties and the procedures of the Executive Board and should be read in conjunction with the Terms of Reference for the Council and Sub Committees and Schedule of Matters reserved to the Council.

### Purpose

The purpose of the Executive Board is to assist the Chief Executive Officer and Council in the performance of their duties, including: -Operational day to day management of the organisation; The development and implementation of strategy, operational plans, policies, procedures and budgets; The monitoring of operating and financial performance; The assessment and control of risk; The prioritisation and allocation of resources.

The Executive Board has collective responsibility for managing the organisation and will endeavour to take into account the interests of all key stakeholders.

### Members

The Executive Board consists of Executive Management and a minimum of 4 members:

- Chairperson- non executive
- Chief Executive Officer
- Finance Director
- Non-executive directors

### Responsibilities

The Executive Board consists of members with appropriate ranges of skills (as set out in the Executive Board skills matrix) to manage the day to day business of the Company including its strategic objectives.

Executive job descriptions are available from HR, on request.

Executive Board members must understand:

- The mission of British Taekwondo and the code of ethics for members
- The time and participation requirements of Council members.
- The Voluntary Code of Good Governance for the Sport and Recreation Sector.

The Chair will ensure that Directors are able to plan:

- British Taekwondo's mission, goals, objectives programmes and services.
- British Taekwondo's budget and financial statements.
- The roles, duties and responsibilities of the Executive Board, individual Directors, individual non executive Directors and the Council

The Chair will ensure that the Board are able to plan their activities with knowledge of the achievements, abilities, strengths and limitations of current Directors, staff and volunteers.

### Quorum

The quorum for the transaction of business shall be three members of whom one must be the CEO and one must be the Finance Director. The Chairperson of the Executive Board has the casting vote where there is a split vote, provided that more than 2 members of the

Executive Board are present or represented at the meeting. Only members of the Executive Board are entitled to vote at meetings of the Executive Board. Should the CEO choose to increase the number of members of the Executive Board the quorum necessary should be readdressed.

### Meetings

The Executive Board will meet at regular intervals and at a minimum of four times per year. The Chairperson of the Executive Board may call for ad hoc meetings. The President of British Taekwondo should be invited to attend the meetings of the Executive Board as appropriate.

### Schedule of matters delegated to the Executive Board

1. Executing the strategy agreed upon by the Council
2. Development of British Taekwondo policy guidelines.
3. Responsibility for the achievement of budgets operational plans and presentation of these to the Council.
4. Approval of British Taekwondo functional objectives and budgets and ensuring that they fall within agreed British Taekwondo targets.
5. Review of the organisational structure of the British Taekwondo and propose recommendations to the Council.
6. Ownership for the management of risk across British Taekwondo.
7. Responsibility for compliance with relevant regulations.
8. Management and regular review of operational and financial performance of the business.
9. Responsibility for the integrity of management information and financial reporting systems.
10. Optimisation of the allocation of British Taekwondo's resources.
11. Responsibility for the co-ordination and co-operation between business functions and Sub-Committees of the Executive Board and Council.
12. Recommending executive reward and incentive packages for Executives at Executive Board function level.
13. Ensuring succession management for each of the Sub-Committees of the Executive Board and Council. Preparing strategic proposals, corporate plans, and budgets
14. Opening bank accounts, signing of contracts and authorising financial payments under the threshold defined in the financial policies
15. Signing of regulatory documents

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