Royal Caledonian Curling Club – Terms of Reference – Board of Directors

The Royal Caledonian Curling Club, trading as Scottish Curling is the national governing body for the sport of curling in Scotland, established in 1838 and is operated under the terms set out in the Memorandum and Articles of Association. To ensure there is clarity as to where responsibilities lie, this document has been created to avoid confusion and duplication of effort and resources.

Purpose of the Board

In addition to the statutory responsibilities of company directors, the board has three principal responsibilities that are designed to ensure the short and long term success of the company, on behalf of the members, giving consideration to the legitimate interests held by other stakeholders including: employees, partners, investors and the public.

1. Governance
   The board has responsibility for ensuring that rules and policies are in place and are followed, to facilitate development and to retain the reputation of the organisation, set up to govern the sport.

2. Strategy
   The board sets the strategy for the organisation which is then delivered by the staff to achieve the strategic objectives. The strategies and policies of the organisation underpin its activities and interests.

3. Finance
   The directors have the ultimate financial responsibility for the organisation. The board approves the budget (long term and annual), receives regular updates of progress against the budget and approves the annual accounts for presentation to the members at the AGM.

Directors are under a fiduciary duty to the Company to carry out the duties of their office: i) in the best interests of the Company; ii) for a proper purpose; iii) using reasonable care and reasonable skill; iv) to avoid insolvent liquidation.

Membership of the Board

The RCCC Board is comprised of 10+ directors as prescribed in the Articles, outlined below:

6 Elected Directors	Two appointed at each AGM, max 2 terms (3 years /term)
President (Director)	Upon election, ex-officio, for term of office (1 year)
CEO (Director)	Upon appointment, ex-officio.
Chair (Director)	Openly recruited from within or outwith the board
Independent Directors	Two or three persons not directly connected to the sport
Co-opted Directors	Up to 3 members may co-opted until the next AGM

Others may be invited to attend meetings as observers, not having a vote.

Observer	Sportscotland partnership manager
Observer	Vice President, upon election for one year
Observer	Ladies Branch President, upon election for one year, currently coopted as a director
Observer	Head of Development

Secretariat	*Administrator*

Responsibilities of the Board
1. Approval of Strategic Plans, Annual Operational Plans and policies required by the organisation to fulfil its duties and obligations. 2. Consider proposals from the committees to amend the rules or certain byelaws, then approve amendments to rules or byelaws. 3. Monitor progress towards the approved strategic objectives and performance against short and long term plans and to alter its direction in light of changing circumstances. 4. Set and approve the annual budget before the start of the financial year and monitor the annual budget. 5. Present the annual accounts for the members to approve at the Annual General Meeting. 6. Receive, consider and approve any expenditure in excess of £15,000, not previously approved. 7. Monitor and review the risk management processes and internal control mechanisms. 8. Monitor the effectiveness of the organisation's Governance arrangements. 9. Appoint the Chief Executive Officer, who will also be an ex officio director, the Chairman of the board will act as line manager to the CEO. The CEO will be responsible for the recruitment and management of all other staff and will consult with the Nominations Committee for senior executive management roles. 10. Provide advice and counsel to the CEO in the execution of the CEO's duties. 11. Approve and act as the guardian of RCCC's corporate values 12. Directors will sign and be bound by a Code of Conduct 13. Directors will complete the Register of Interests, declaring any new interests that arise, at the start of each meeting. 14. Review the skills and experience represented on the Board in light of the Company's strategic direction, for the purpose of co-opting persons with specific skills to join the board, for succession planning and board training when required. 15. Receive reports from all committee meetings and review any recommendations made. 16. Ensure there is oversight on active engagement and communicate with the members on substantial matters. 17. The Board will nominate a director to be a director and attend meetings of external organisations such British Curling and the Scottish Curling Trust. 18. Oversee activities and matters delegated to other organisations. 19. Approve the annual report to members. 20. Approve any applications to the Scottish Curling Trust and any donations to the Trust.

Reporting to the board
The board will receive reports for the Board meetings, eg: • CEO update • Quarterly Finance Report • Operational Plan • Risk Register • Committee Reports eg Audit, Member Development, Coaching, Competitions, etc • Reports from directors on partner organisations: British Curling, Scottish Curling Trust
Committees
Certain responsibilities may be delegated by the board to relevant committees. The responsibilities of those committees will be as set in their terms of reference, as amended from time to time. There will be at least one director on each committee, not necessarily in the role of the chair/convenor.

Management of Board Meetings	
The Board meetings will be managed by the chair. The quorum for Board meetings shall be five (of whom at least 3 must be elected or appointed) but not including the CEO.	
Frequency of meetings	The Board shall meet at least six times per year.
Annually following AGM,	Confirm all dates, times and venues for Board meetings, until the next AGM.
Meeting minus 14 days	Chair emails board members requesting agenda items, papers and other documents for circulation prior to the board meeting.
Meeting minus 10 days	Papers to be submitted to the Chair/CEO.
Meeting minus 7 days	CEO ensures the agenda and key papers are circulated to the board and attendees. These will include reports from: CEO, committees, SCT, BC and the sportscotland Tracker.
Meeting	The chairman will chair all meetings and in their absence the directors will elect one of their number to chair that meeting. All persons present will be able to contribute to discussions unless the board decides to the contrary. Decisions made at meetings will be made by the directors; decisions require a simple majority vote, when no majority the chairman will be given a casting vote. The CEO will take the minutes of the meeting or arrange for a suitable person to do so.
Meeting plus 14 days	CEO circulates the draft minute to the board for review and comment.
At the next meeting	The minute will be approved and then posted on the website.

Document control

Ver.	Date	Author	Approved	Action
1.0	01/10/2011	CEO	Board	
2.0	01/07/2015	CEO	Board	
3.0	01/05/2017	CEO	Board	

4.0	01/03/2019	CEO	Board	
5.0	21/04/2021	CEO	Board	