



GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. PURPOSE/ OBJECTIVES: -

- 1.1 The Governance Committee (the 'Committee') is established by the Board of Directors (the 'Board') of British Gymnastics (the 'Company') to assist the Board to review and agree the Articles of Association and all governance related policies and regulations to ensure that they remain relevant and a reflection of the operations of the Company.

2. TERMS OF REFERENCE

- 2.1 The Committee shall review and agree the Articles of Association and all governance related policies and regulations to ensure that the documents are relevant to the current operations of the Company
- 2.2 The Committee shall make recommendations to the Board for approval of any amendments or introduction of new policies or regulations.
- 2.3 To be able to review any Governance issues that require further investigation by the Board, prior to a decision being made.

3. COMPOSITION OF THE COMMITTEE

- 3.1 The Board is responsible for the appointment of members to the Committee and can seek a recommendation from the Nomination Committee.
- 3.2 The Committee shall comprise of the following personnel:
- Two NEDs (one to be named Chair)
 - Two Executive Directors
- 3.3 The Committee is authorised by the Board to obtain legal advice from both inside and outside the Committee as and when required, at the Company's expense, and to appoint and secure the attendance of external consultants and advisors if it considers this beneficial.

4. MEETINGS

- 4.1 The Committee shall meet at such times as necessary to complete the Terms of Reference.
- 4.2 The Agenda will be agreed by the Chair and distributed prior to each meeting.



5. OTHER

- 5.1 The Committee shall agree a strategy to ensure all recommended changes to the Articles are communicated with rationale to the membership prior to the AGM.
- 5.2 The Committee to be available to answer questions at the Annual General Meeting on any recommended changes to the Articles.