



THE BRITISH GYMNASTICS BOARD

TERMS OF REFERENCE

COMPOSITION OF THE BOARD

BG is a not for profit company, limited by guarantee and controlled by a Board of twelve members made up as follows:

- 1 x Elected Officer (President)
- 7 x Independent NED's
- 4 x Executive Directors (including the CEO)

Meetings

Meetings shall be held quarterly in September, December, March and June. The March meeting will include an annual strategy day.

Quorum

The Quorum for meetings of the Board shall be half the number of the full Board (six) provided that the number of Non-Executive Directors present is equal to or exceeds the number of Executive Directors present at the meeting.

ROLES & RESPONSIBILITIES

Members of the Board, take responsibility for four key areas:

<p><u>Strategy</u></p> <p>The Board set BG's vision, values and standards and ensure that its obligations to BG's membership are understood and met. Board Members also set BG's strategic aims and ensure that the necessary human and financial resources are in place for BG to meet its objectives.</p>	<p><u>Performance</u></p> <p>Non-Executive Directors scrutinise the performance of Executive Directors/Senior Management in meeting agreed goals and objectives and monitor the reporting of performance.</p>
<p><u>Risk</u></p> <p>The Board provide leadership of BG within a framework of prudent and effective controls, which enable risk to be assessed and managed. Board Members should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.</p>	<p><u>People</u></p> <p>Non-Executive Directors are aware of the interests of all stakeholders and have a prime role in appointing and reviewing the performance of the Executive Management Team.</p>

The overall Governance of British Gymnastics is assessed annually to meet standards set by UK Sport and Sport England and it is a key responsibility of the Board to submit the self-assurance return each year.

ROLE OF THE CHAIRMAN:

- Chairman of the Board
- Chairman of the AGM/EGM
- Openly recruited
- May have a casting vote at meetings where he/she is in the Chair

RESPONSIBILITIES:

- Contribute to the work of the Board as a Non-Executive Director
- Deal with Probity/Integrity of the Board
- Approves Board Agenda
- Controls Board Meetings
- Strong involvement in selection and appointment of NEDs and Executive Directors
- Ensure the proper conducting of Board Business
- Establish, maintain and develop reporting and meeting procedures for the Board and its Committees
- Ensure the Board set frequency, purpose, conduct and direction of meetings
- Ensure the Board assign appropriate tasks and objectives to individual members and agree the working relationships
- Ensure the Board receives the timely information it needs
- Maintain proper focus on the Board's key role and tasks
- Allow time for important matters to be discussed thoroughly
- Encourage and ensure all Directors make a full contribution
- Draw together pertinent points to reach well informed consensus
- Ensure adequate Minutes are kept
- Review and monitor the Board's effectiveness and conduct an annual performance appraisal of the Board and the members of the Board.
- Review and monitor the performance of the CEO as required by the Board
- Effectively manage any Conflicts of Interest

International responsibility:

- Represent the organisation at the International Congresses of the FIG and UEG

ROLE OF THE PRESIDENT

- Elected by the members
- To be the titular head of the organisation

RESPONSIBILITIES:

- Act as the "ceremonial" representative of BG, in making awards, appearing at competitions and other public events
- Contribute to the work of the Board as a Non-Executive Director

ROLE OF THE CEO

The CEO's roles and responsibilities are governed by a formal Role Profile in line with normal employment practices.

BOARD SUB COMMITTEES

The Board has 7 sub committees:-

The **Nominations Committee** reviews and makes recommendations to the Board on the compositions of the Board and recruitment of new members.

The **Remuneration Committee** sets remuneration arrangements and service contracts for the Executive Directors including the CEO and monitors the overall staff salary budget.

The **Audit Committee** drives the company's internal auditing process and reviews the company policies for governance, risk and control.

The **Investment Committee** reviews and approves the company's investment strategy in line with the Company's overall Strategy and Risk Framework.

The **Awards Committee** annually reviews nominations received from the Home Countries and Technical Committees for awards to be presented to deserving members.

The **Commercial Advisory Committee** supports the development of a commercial strategy enabling BG to achieve increased financial sustainability.

The **Governance Review Committee** assists the Board to review and agree the Articles of Association to ensure it remains relevant and reflects the operations of the company.