

## ASSESSMENT AGAINST CODE REQUIREMENTS: Principle 1: Structure

REQUIREMENT	MET / NOT MET	ASSESSMENT (to be agreed between investor(s) and the sport)	EVIDENCE	ACTIONS
1.1 The Board of the organisation shall: (A) be the ultimate decision-making body and accordingly exercise all of the powers of the organisation; (B) be responsible for setting the strategy of the organisation; and (C) maintain and demonstrate a clear division between the Board's management and oversight role and the executive's operational role.	Met.	The Board manages the business of the organisation. The Board is the highest decision making body in the organisation.  It was recommended in the most recent audit report that a scheme of delegation and matters reserved for the Board documents be developed.	Article 42 Paragraphs 3.4 and 3.9 of the 2016 onsite audit report. Agenda for December 2018 Board and SMT day	<b>Required:</b> The Board should ensure the items on the schedule of matters reserved for the board are discussed at least once a year.  <b>Required:</b> The Board should review the annual business and operational plans produced by the Executive Team.
1.2 All directors must act in the best interests of the organisation, and in a manner consistent with their legal duties.	Met	Role and responsibilities are detailed in the directors role descriptor, Governance Policy and Code of Conduct. Full Board training on Directors Duties was delivered by British Canoe's Head of Governance and Compliance. 24 Sept 2017.	Training material and handouts	
1.3 A Council shall not be able to override the Board, but may have reasonable rights to consultation and constructive challenge.	N/A	British Canoeing does not have a Council.		
1.4 Where Councils are permitted to appoint directors, such appointments shall reflect not more than one third of the directors.	N/A	British Canoeing does not have a Council.		
1.5 A nominated director shall not be considered an independent director and must be non-executive.	Met	BC Board has a composition that allows for independents and nominated directors		
1.6 Council members may hold office for a maximum of either two, four-year terms or three, three-year terms.	N/A	British Canoeing does not have a Council.		
1.7 In accordance with Principles 3 and 4, Councils must act with integrity and be transparent in their workings.	N/A	British Canoeing does not have a Council.		
1.8 The Board shall be of an appropriate size to: (A) meet the requirements of the organisation; (B) have the appropriate balance of skills, experience, independence and knowledge; (C) manage changes to its composition (including that of its committees) without undue disruption; and (D) promote an open dialogue amongst the directors.	Met.	The Board currently has 12 directors, including:5x INEDS, 6x Nominated (1/1/1/3) and the CEO. BC has recently updated their Board skills matrix which was approved by the Board in Dec 2018	December 2018 Board Minutes	
1.9 The size of a Board shall not exceed twelve persons unless agreed with UK Sport / Sport England.	Met.	The Board can have a minimum of 6 directors and a maximum of 12. The Board currently has 12 directors.	Article 46. British Canoeing website - Governance. Paragraph 3.4 of the 2016 onsite audit report (incorrect as it quotes maximum of 10.	
1.10 Each organisation must maintain an up-to-date matrix detailing the skills, experience, independence and knowledge required of its Board.	Met	The BC Board skills matrix was reviewed and approved by the Board at its meeting 2 December 2018.	Skills matrix December 2018 Board Minutes	<b>Required:</b> Following the annual evaluations (board evaluations and individual directors, the board should review and update the board skills matrix (Linked to Requirement 4.1)
1.11 No one individual on the Board may have the unfettered ability to take a decision.	Met.	The quorum at Board meetings is a majority of the number of directors appointed to the Board. Questions arising at a Board meeting are also decided by the majority of votes.	Articles 63 and 65.	
1.12 If a member of the executive management of the organisation (e.g. the chief executive officer or senior finance officer) is appointed to the Board, then they may only be appointed in an Ex Officio capacity.	Met.	The British Canoeing CEO sits on the Board.	British Canoeing website - Governance. Article 48(c).	
1.13 Subject to the exceptions set out in Requirement 1.14 below, a director may serve on the Board for a maximum of either: (A) four terms of two years; (B) two terms of four years; or (C) three terms of three years	Met.	Board directors can serve a maximum of two terms of four years.	Article 49. Paragraph 3.21 of the 2016 onsite audit report.	
1.14 The exceptions referred to in Requirement 1.13 are as follows. (A) A director may serve on the Board for a maximum of twelve years if appointed as chair of the organisation or to a senior position on an international federation. (B) A director appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office. (C) In exceptional circumstances (for example to assist succession planning), a chair or director may hold office for a further year.	Met.	BC Board Directorships met this requirement.  It is noted that BC has seven Vice Presidents and one President where tenure does not apply. These positions are non-voting positions and they are not Directors.		
1.15 When a director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a director for that organisation again.	Met.	BC's Articles state that after serving a max of two consecutive terms, Directors shall not be eligible for re-appointment as a Director for the next four years. Articles were approved March 2018	Article 49.	
1.16 Each Board must appoint a chair who shall be responsible for the leadership of the Board.	Met.	The Articles state that the Board shall appoint a Chairman following an open, publicly advertised recruitment process.	Article 50.	

1.17 The roles of chair and chief executive shall not be exercised by the same individual and the division shall be established in writing and agreed by the Board.	Met	The roles of Chair and CEO are exercised by different individuals. The division is established in writing and agreed by the Board.	British Canoeing website - Governance. Governance Policy	
1.18 UK Sport and Sport England reserve the right to require that an organisation in which they invest appoint an independent chair. This right will only be exercised after appropriate consultation and if UK Sport / Sport England reasonably believes that it is necessary to safeguard public funding or further the purposes for which that funding was granted.	Note	The Chair is currently independent.	Paragraph 3.5 of the 2016 onsite audit report.	
1.19 At least 25% of the Board shall be independent non-executive directors.	Met.	5/12 directors are independent, being 42%.	Article 48(b). British Canoeing website - Governance.	
1.20 Each Board shall appoint one of its independent non-executive directors to be the Senior Independent Director.	Met	The BC Board has a SID appointed who is also the Vice Chair. A new Vice Chair and SID was appointed in January 2018  The appointment of a SID is noted in BC's Governance Policy 12.1 this was amended in September 2018 to make it clearer that the Vice Chair will be an Independent Director and will be the SID.	Governance policy	
1.21 Boards shall adopt policies and practices that: (A) foster openness and debate amongst directors; and (B) set out clear expectations with respect to the running of Board meetings and director behaviour.	Met	As detailed in the Governance Policy/Role & Conduct of Directors	Governance Policy and Directors Code of Conduct	
1.22 The Board and its committees (if any) shall: (A) meet sufficiently regularly to discharge their duties effectively; and (B) maintain a proper record of their meetings and decisions.	Met	The Board is to meet a minimum of 3 times per year. Meeting minutes are produced for each Board meeting and appear to sufficiently record discussions and actions taken against most agenda items.  BC has recently enhanced its Board structures by: - Reviewing Board work plan - Develop Board Calendar - Mirror for Board sub-committees	Board work plan. Board minutes X 5 per year.	
1.23 The Board shall maintain an audit committee and (either on a permanent or an ad hoc basis) a nomination committee unless the particular circumstances of the organisation are such that it is appropriate for the Board to act as the nomination committee.	Met	The Board has the following sub-committees: - Finance & Audit Committee - HR& Remuneration Committee - Governance & Risk Committee - Nominations Committee	ToRs - Composition and Terms of Reference available on website	
1.24 The Board shall establish any further committees which it considers necessary to support its work.	Met.	The Board may establish or appoint committees as it deems necessary. The Board has the following committees: World Class Management Group, Coaching Strategy Group, Competition and Events Strategy Group, Governance and Risk Committee, English Council HR and Remuneration Committee, Finance and Audit Committee and Nominations Committee.	Article 79. Paragraph 3.6 of the 2016 onsite audit report.	
1.25 Each committee established under 1.23 or 1.24 shall report to the board and have clear terms of reference which identify its responsibilities and any powers delegated to it by the Board.	Met	Terms of reference are in place for the committees. BC's Governance Policy sets out the scheme of matters reserved for the Board. The current policy was approved at Board Meeting 23th September 2018	Governance policy  September 2018 Board Minutes	
1.26 A majority of the members of the nomination committee shall be independent non-executive directors and it shall be chaired by the chair (except when it is dealing with the appointment of a successor to the chair, when it shall be chaired by an independent non-executive director).	Met	Board approved terms of reference state that the Committee should consist of 5 members, appointed by the Board: • Chair of the BC Board, • Vice Chair of the BC Board, • Three non-executive BC Board members, at least two of whom shall be independent.	Tors	

**ASSESSMENT AGAINST CODE REQUIREMENTS: Principle 2: People**

REQUIREMENT	MET / NOT MET	ASSESSMENT (to be agreed between investor(s) and the sport)	EVIDENCE	ACTIONS
2.1 Each organisation shall: (A) adopt a target of, and take all appropriate actions to encourage, a minimum of 30% of each gender on its Board; and (B) demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity generally on its Board, including, but not limited to, Black, Asian, minority ethnic (BAME) diversity and disability.	Met	BC currently has 3/12 members on their Board that are female, being 25%.  We note that BC has publicly adopted a target of 30% gender on their Board and a commitment to achieving gender parity and greater diversity generally.	UK Sport equality standard and diversity records. British Canoeing website.	<b>Required:</b> On an annual basis, the board should review, update and publish information against the organisation's Diversity Action Plan
2.2 Each organisation shall identify proportionate and appropriate actions to be taken to support and/or maintain (as appropriate) the diversity targets set out in Requirement 2.1.	Met.	BC has developed and publish their Diversity Action Plan in accordance with the requirements of 2.1 and 2.2.  Organisations are expected to then implement this action plan in accordance with the Code.	BC Website BC Diversity Action Plan	<b>Required:</b> On an annual basis, the board should review, update and publish information against the organisation's Diversity Action Plan
2.3 The Board shall ensure that the organisation prepares and publishes on its website information (approved by the Board) about its work to foster all aspects of diversity within its leadership and decision making, including an annual update on progress against the actions identified in Requirement 2.2.	Met	BC has published information, approved by the Board about BC's work to foster all aspects of diversity within leadership and decision making.  Organisations are expected to provide an annual update on progress against the actions identified under 2.2 above	BC website BC DAP BC Diversity Statement Equality and British Canoeing Page	<b>Required:</b> On an annual basis, the board should review, update and publish information against the organisation's Diversity Action Plan
2.4 Each organisation shall have a formal, rigorous and transparent procedure for the appointment of new directors to the Board, and all appointments shall be made on merit in line with the skills required of the Board.	Met	Board level vacancies are advertised on British Canoeing's website and other external domains. We note that their Governance Policy at 13.4 states that all Board appointment should have regard to the skills and equity requirements of the Board.	Governance policy	
2.5 In exceptional circumstances a director may be Co-opted onto the Board if this is necessary to ensure that the Board has the skills and/ or experience necessary to fulfil its role.	N/A			
2.6 The appointment of the Chair and independent non-executive directors must be via an open, publicly advertised recruitment process.	Met	The Articles and/or Governance Policy states that the appointment of the Chair and INEDs shall be via an open publicly advertised recruit process.	Governance policy	
2.7 The Board shall have in place succession plans for orderly appointments to the Board and to key positions within senior management.	Met	The BC Board skills matrix and updated succession plan was reviewed and approved by the Board at its meeting 2 Dec 2018.	Skills matrix and succession plan December 2018 Board Minutes	
2.8 The nomination committee shall lead the process for Board appointments on behalf of the Board (unless, as set out in Requirement 1.23, the organisation does not have a nomination committee, in which case the Board shall be responsible for the appointment process).	Met.	British Canoeing Nomination Committee most recently led the recruitment for the Independent Director with Finance Background who was appointed in March 2018.		
2.9 The Board or nomination committee shall inform UK Sport / Sport England of any appointment process being carried out by the organisation in relation to: (A) any directors; and (B) the chief executive officer; and shall permit UK Sport / Sport England to observe any such process.	Met.	British Canoeing involved GM in INED recruitment most recently.		
2.10 No individual shall be appointed as a director until he or she has provided to the organisation a declaration of good character.	Met.	Declaration of Good Character in place and full Board to completed March 2017 new Director completed in March 2018.		
2.11 On appointment, each director shall be given a written statement of their responsibilities.	Met	New Directors receive a letter upon appointment		
2.12 Each organisation shall ensure that new directors receive a full, formal and tailored induction on joining the Board.	Met.	An induction process has been established for new Board members.	Paragraph 3.30 of the 2016 onsite audit report. Code compliance check-in review 2018	
2.13 Remuneration of directors and employees, if any, shall be determined in accordance with a formal, approved procedure.	Met.	BC has a HR and Remuneration Committee, which deals with staff remuneration. BC Directors are not paid.		

**ASSESSMENT AGAINST CODE REQUIREMENTS: Principle 3: Communication**

REQUIREMENT	MET / NOT MET	ASSESSMENT (to be agreed between investor(s) and the sport)	EVIDENCE	ACTIONS
3.1 Each organisation shall publicly disclose information on its governance, structure, strategy, activities and financial position to enable stakeholders to have a good understanding of them.	Met	BC publishes a good level of information on its website, including financial, strategic, constitutional and board information.  It is noted that all specified publication requirements have been met.	Website	<b>Required:</b> On an annual basis publish a governance statement that provides an overview of key governance changes as well as compliance with the Code as part of the British Canoeing Annual Report.
3.2 Each organisation shall publish: (A) in the case of organisations which employ more than 50 staff, the total remuneration paid to its senior management team; and (B) the remuneration (if any) paid to each of its directors (except for members of the senior management team who are Ex Officio directors).	Met	A) SMT salaries disclosed in the Annual Report and Accounts B) Directors are not paid remuneration	Annual report and accounts	<b>Required:</b> On an annual basis publish staff and board remuneration where relevant.
3.3 Any information disclosed shall be fair, accurate and presented in an understandable manner.	Met	We are only actively reviewing whether the info is understandable and in this case can confirm that it is. The remainder of the requirement (fair, accurate) will be dealt with on an exception basis.	Website	
3.4 Each organisation shall develop a strategy for engaging with, and listening to, its stakeholders (including elite athletes where appropriate) which the Board shall contribute to and review at least annually.	Met	BC has a Stakeholder Engagement Strategy in place which was approved by the Board at its meeting 24 Sept 2017	Stakeholder strategy, Annual Plans and board minutes	<b>Required:</b> On at least an annual basis conduct a review of the stakeholder strategy.  <b>Required:</b> Update Stakeholder Engagement Strategy to encompass all the engagement within the annual plans.
3.5 Each organisation shall be expected to carry out a regular staff survey (including their volunteers) at least once a year and: (A) act on the results internally, communicating clearly to their employees and volunteers how such actions are to be taken; and (B) make topline data available to Sport England to collate the results for the purpose of developing a greater understanding of the sport workforce.	Met	BC conducts its staff survey annually every September.  The volunteer survey was circulated in October.	Copy of emailed survey and results and analysis of surveys sent in 2018	<b>Required:</b> On an annual basis conduct a survey of staff and volunteers, implement action plan and provide top line data to UK Sport and Sport England as required.

**ASSESSMENT AGAINST CURRENT GOVERNANCE STANDARDS: Principle 4: Standards and Conduct**

REQUIREMENT	MET / NOT MET	ASSESSMENT (to be agreed between investor(s) and the sport)	EVIDENCE	ACTIONS
4.1 The Board, led by the chair, shall undertake, and maintain in writing a record of, an annual evaluation of its own skills and performance and of individual directors, and that of its committees (committee evaluation need not be undertaken annually).	Met.	BC has recently undertaken a full Board and Committee self evaluation survey and the Chairman has completed individual Director appraisals in September 2018.	Copy of survey	<b>Required:</b> On an annual basis conduct an evaluation of the whole board and of individual directors. Reviews of committees should form part of this evaluation on a regular basis but reviews of committees need not be undertaken annually.
4.2 External evaluation of the Board shall be facilitated at least every four years or at the request of UK Sport / Sport England.	Met.	BC undertook the SE High Performing National Governing Body Evaluation in 2016 - which included Board workshop review.	Paragraph 3.34 (Recommendation 5) of the 2016 onsite audit report. Portas report	<b>Required:</b> Externally facilitated board evaluation to take place in 2020
4.3 The Board shall agree and implement a plan to take forward any actions resulting from the evaluations.	Met.	As part of the HPNGB output	Portas report	<b>Required:</b> On an annual basis agree and carry out the action plan arising from the board evaluations at 4.1 and updating the board skills matrix as required at 1.10.
4.4 Each organisation shall adopt a mandatory directors' code that, amongst other things, requires all directors to act at all times, with integrity, in a forthright and ethical manner and in accordance with their organisation's conflicts policy.	Met.	BC has a Board approved Directors Code of Conduct in place.	Code of conduct	
4.5 The directors' code, terms of reference and other policies of the Board and its committees shall be reviewed at least every four years to ensure compliance with current laws.	Met.	The Committee ToRs, Membership and effectiveness is reviewed every two years. Board Priorities documents (rolling task list) is a standing agenda item.  Many Board policies are contained within the Governance Policy, which was last reviewed in September 2018		
4.6 The chair shall proactively address and manage conflicts of interests amongst the directors. No director may participate in the discussion of, or vote in respect of, a matter in which they have a material conflict of interest.	Met.	Conflicts of interest are declared at the beginning of all Board and formal meetings and reviewed annually by the Finance Committee and the Board as part of the annual financial statements and related party transactions review. New process introduced Dec 2018 whereby all Directors have access to the full register of conflicts of interest.	Recommendation 6 of the 2016 onsite audit report.	<b>Required:</b> The register of director conflicts must be kept up to date and reviewed at least annually.

**ASSESSMENT AGAINST CURRENT GOVERNANCE STANDARDS: Principle 5: Policies and Processes**

REQUIREMENT	MET / NOT MET	ASSESSMENT (to be agreed between investor(s) and the sport)	EVIDENCE	ACTIONS
<p><b>5.1 The Board shall ensure that:</b>  <b>(A) both individually and collectively it understands the key legal and regulatory obligations (including those which are specific to sport national governing bodies) which affect the Board and the organisation; and</b>  <b>(B) the organisation has appropriate policies and procedures in respect of these obligations.</b></p>	Met	<p>(A) British Canoe has appointed a Head of Governance and Legal, whom keeps Directors updated on their legal and regulatory obligations.</p> <p>(B) BC have completed the checklist for Policies and Procedures in respect of legal and regulatory obligations. It is noted that all list policies exist, but a number are currently under review.</p> <p>BC advise the following policies are to be reviewed by:</p> <ul style="list-style-type: none"> <li>- Grievance (Mar 2018)</li> <li>- Risk Assessment Form (Dec 2017)</li> <li>- Anti-Fraud and Anti-Corruption Policy (Dec 2017)</li> <li>- Whistleblowing Policy (Dec 2017)</li> <li>- Sport disciplinary (Mar 2018)</li> <li>- Sport grievance (Dec 2017)</li> </ul> <p>BC advise that they do not have a customer charter but they also note that BC has many different stakeholders who could be termed "customers" – members, athletes, coaches, clubs, centres – consequently they believe that their 5 year strategic plan "Stronger Together" is their charter.</p>	Completed checklist	
<p><b>5.2 Each organisation shall exhibit honesty, integrity and competence in financial matters.</b></p>	Met	<p>Evidence - Clean external audit report</p> <p>We note that BC has a qualified Finance Manager. The Deputy Chair is also an Accountant and Chair of the Finance &amp; Audit Committee.</p> <p>BC have noted that the Board has requested more oversight of the WCP specifically any major decision and financial matters.</p>		
<p><b>5.3 The Board shall adopt appropriate and proportionate finance policies and procedures. The organisation shall take all reasonable steps to ensure that these policies and procedures, where appropriate, are communicated to, and understood and followed by, its directors, staff and volunteers (where relevant). The Board must review and update them at least once every two years.</b></p>	Met	<p>British Canoe has completed the checklist for policies and procedures in respect of finance. It is noted that all listed policies/procedures exist and have been reviewed within the last 2 years.</p>	Completed checklist	
<p><b>5.4 Each organisation must prepare annual accounts which:</b>  <b>(A) comply with legal requirements and recognised accounting standards;</b>  <b>(B) give specific disclosure of income received from public investors and clearly account for the expenditure of such funding; and</b>  <b>(C) are audited.</b></p>	Met	<p>We note that the Board is to ensure that legal accounting records are maintained. The organisation's accounts are to be audited annually. Funding from Sport England and UK Sport is reported both as part of the summary position for the organisation and in the monthly management accounts submitted to the Board on a quarterly basis.</p>	<p>Articles 89 and 93.  Paragraph 5.12 of the 2016 onsite audit report.</p> <p>Published on website within the Annual Report &amp; Account</p>	<p><b>Required:</b> On an annual basis prepare audited annual accounts that disclose public income and expenditure.</p>
<p><b>5.5 The audited annual accounts must be published on the organisation's website.</b></p>	Met	<p>Annual report and accounts are published on the website</p>	Website	<p><b>Required:</b> On an annual basis publish the annual accounts at 5.4 to the organisation's website.</p>
<p><b>5.6 The Board must actively plan and monitor the financial position and performance of the organisation against an annually approved budget and at least four year financial forecast.</b></p>	Met	<p>We note that it was recommended in the 2016 onsite report that a cash flow forecast is produced for British Canoeing on a rolling basis (covering at least a 12 month period) and that any current or future cash flow challenges are highlighted within this document.</p> <p>BC have confirm that there is a four forecast in place and that from March 2017 onwards it will become a regular board agenda item and attached to the Finance Report.</p>	<p>Paragraph 5.10  (Recommendation 8) of the 2016 onsite audit report.</p>	<p><b>Required:</b> On an annual basis ensure an annual budget is in place along with board processes to monitor progress against that plan.</p>
<p><b>5.7 The organisation shall maintain robust risk management and internal control systems.</b></p>	Met	<p>Head of Governance has undertaken a detailed review of the organisation's Risk Register and Policy. The Register is reviewed at every Committee meeting and every other Board meeting.</p> <p>A further review is scheduled to be carried out in 2019</p>	Risk Management Policy Dec 2016	
<p><b>5.8 The Board shall conduct an annual review of the effectiveness of the organisation's risk management and internal control systems to ensure that they provide reasonable assurance.</b></p>	Met	<p>Both Board and Committee are responsible for the annual review process; the most review was approved at the December Board meeting with the review being undertaken in Nov 2016.</p>	Board Priorities Document	<p><b>Required:</b> On an annual basis conduct a review of the effectiveness of risk management and internal controls systems.</p>