

## **TERMS OF REFERENCE**

### **1. Introduction**

The Governance & Risk Committee (the Committee) is a sub-committee of the British Canoeing (BC) Board.

The Committee has been established to support the Board in its responsibilities for issues of governance, compliance and risk.

The Committee shall operate within the powers delegated to it by the Board and in line with the responsibilities contained within section 3 of these Terms of Reference.

This Committee will have some overlapping responsibilities with the HR & Remunerations Committee and the Finance Committee of the Board, particularly with regards to Risk Management and Contracting Policy. For the avoidance of doubt, where it is unclear where matters should be referred, they ought to be referred in the first instance to the Governance & Risk Committee.

### **2. Membership**

The Committee should consist of a minimum three (3) members, appointed by the Board, including at least: two non-executive BC Board members, one of whom shall be an Independent member; and one executive BC staff member.

The Committee will be chaired by a nominated Non-Executive Board member who must have relevant and recent experience to perform this role. In the absence of the Chair, the Committee may nominate another Non-Executive Board Member to deputise in his/her absence.

The Committee may co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience and may procure specialist advice at the expense of the organisation, subject to budgets being agreed in advance by the Board.

The Committee meetings will normally be attended by the Head of Governance and Compliance, who shall usually provide the secretariat function.

The Committee may ask any other member of the BC staff to attend a meeting to assist it with its work.

### **3. Responsibilities**

The Governance & Risk Committee shall have delegated powers from the Board to carry out the following responsibilities;

- I. Monitor and obtain assurance that the CEO has established all non-financial rules, codes, policies, and procedures specified in the Articles or otherwise are appropriate for the good management of British Canoeing and its activities. These shall include but

not be limited to the following; Codes of Conduct; Disciplinary and Disputes Policy and Procedures, Safeguarding Policy and Procedures, Equity policy; Gender and Transgender Policy, Health and Safety Policy; Anti-Doping Policy, Data Management Policy, Transportation Policy & Contracting Policy;

- II. Monitor and obtain assurance that the implementation of the policies and procedures are appropriate and effective;
- III. Establish and review the Risk Management policies and procedures and Risk Registers, including monitoring and obtaining assurance that the management or mitigation of risks of a non-financial nature are being appropriately addressed by the CEO;
- IV. Receive reports, consider and advise the Board on all matters involving a material breach of the policies and any consequent disciplinary processes or proceedings;
- V. Review the systems in place to enable those who work for or are otherwise engaged by British Canoeing to raise in confidence, any concerns about possible improprieties in operational matters and arrange for such matters to be appropriately investigated;
- VI. Review and receive assurances regarding any matters and cases being dealt with and in particular any matters where material legal action is risked or being taken;
- VII. Deal with any other matters referred to it by the Board;
- VIII. The Committee is authorised by the Board to seek any information it requires from any employee, volunteer, member or committee of BC in order to perform its duties.

#### **4. Reporting**

Minutes of each Committee Meeting will be presented to the subsequent Board meeting and, where necessary, the Chair of the Committee will provide a report to the Board on any substantive matters of importance and any material issues or concerns.

The Committee shall report its decisions to the Board and make whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will provide the Board an Annual Report, timed to support finalisation of the Governance report to UK Sport and Sport England and the Annual Report, summarising its conclusions from the work it has done during the year.

#### **5. Meetings**

The Committee will meet at least three times a year. The Chair of the Committee may convene additional meetings as they deem necessary.

The meetings may be held in person or by teleconference or video conference and individual members may join a physical meeting remotely via teleconference or video conference and be regarded as present at the meeting.

Notices of meetings shall contain information relating to venue, time, date and agenda. Papers to meetings shall be circulated at least one week before the date of the meeting.

Minutes of the meeting will usually be circulated to the Committee within 14 days of the meeting.

## **6. Quorum**

A minimum of two members of the Committee must be present for the meeting to be deemed quorate.

## **7. Resolutions and voting**

Decisions of the Committee shall be taken by resolution and recorded in the minutes. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote.

## **8. Terms of reference and committee effectiveness**

The Terms of Reference for the Committee and Committee effectiveness shall be reviewed at least every two years by the Board and this will include a review of membership of the Committee.

**End**

**September 2018**