

TERMS OF REFERENCE

1. Introduction

The Governance 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 and compliance. The Committee will also consider and review governance related risks within British Canoeing.

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 the 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 Committee.

2. Membership

The Committee should consist of a minimum of four (4) members, appointed by the Board, including:

- up to three non-executive BC Board members, at least one of whom shall be an Independent member;
- up to two executive BC staff members who shall normally be the BC Chief Executive Officer (CEO) & BC Director of Governance.

Wherever possible the number of non-executive BC Board members of the Committee shall be greater than the number of BC executive staff to ensure a level of independence from the executive staff.

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 their 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 an additional member of the Governance department 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. Review and recommend changes to the Articles of Association and Governance Policy;
- II. Monitor and review British Canoeing's compliance with the UK Sport Code for Sports Governance and report progress and any outstanding actions to the Board;
- III. Monitor and obtain assurance that 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 Appeal Regulations, Safeguarding Policy and Procedures, Equality Policy; Transgender Competition Policy, Health and Safety Policy; Anti-Doping Policy and Data Protection Policies and Procedures;
- IV. Monitor and obtain assurance that the implementation of these policies and procedures are appropriate and effective;
- V. Review the British Canoeing Risk Policy on an annual basis;
- VI. Consider and review Governance related risks, including monitoring and obtaining assurance that the management or mitigation of relevant risks are being appropriately addressed by the CEO;
- VII. Receive reports, consider and advise the Board on all matters involving a material breach of the policies and any consequent disciplinary processes or proceedings;
- VIII. Review the systems in place to ensure that those who work for or are otherwise engaged by British Canoeing are able to raise in confidence, any concerns about possible improprieties in operational matters and arrange for such matters to be appropriately investigated;
- IX. Receive and review a regular report on the current Safeguarding cases being managed by British Canoeing and ensure these are being managed effectively;
- X. Receive and review an update on the current legal, complaint, disciplinary, appeal and Data Protection issues affecting British Canoeing;
- XI. Support the delivery and implementation of actions following external Board evaluations, as directed by the Nominations Committee;
- XII. Review and receive assurances regarding any other significant matters being dealt with and in particular any matters where material legal action is risked or being taken;
- XIII. Deal with any other matters referred to it by the Board;
- XIV. 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

A summary report of each meeting will be presented to the subsequent Board meeting with full Minutes also made available for review. Where necessary, the Chair of the Committee will also update 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 four 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 usually 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 three members (including at least two non-executive 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. In the event of a tied vote, the Chair shall have the casting 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

March 2023