

BOARD NOMINATIONS, VOTING & APPOINTMENT PROCESS



The current articles of association provide for 8 members of the Board as a maximum. There are currently 7 elected members, made up of 5 non-Independent Directors, 2 Independent Directors^[1] plus the CEO. As a matter of governance practice, each Director (including Independent Directors but excluding the CEO as a Director) shall retire at the third AGM following their election but they are eligible for re-election by the Full Members (eligible voting clubs and centres) for a maximum period of two further terms of three years. Additionally, any members co-opted to fill a Board vacancy since the previous Annual General Meeting (AGM) also need to stand for election.

An evaluation of the Board in terms of a skills matrix is used at least annually to identify skills gaps and inform recruitment. An objective skills based recruitment and assessment process is implemented in order to identify suitable candidates to stand for election as non-Independent and Independent Directors (other than at AGMs). In addition the Board is also keen to ensure the representation on the Board is as diverse as possible whether that is in terms of thought, background, ethnic origin, disability or otherwise and Member clubs should ensure this is also taken into account in their deliberations.

Vacancies are widely advertised both within and outside of the sport. Our Full Members (voting affiliates) may nominate individuals who in their view meet the skills requirements of any non-Independent Director vacancy, to stand for election at the AGM. The Board may specify any particular skills gaps identified by the skills matrix referred to above.

All member nominated applicants stand for election at the AGM as do any Directors who are due to retire by rotation and are eligible and wish to stand for re-election. To the extent the total number of candidates standing exceeds the permitted maximum size of the Board there will be a competitive vote. A vote between Independent and non-Independent Directors is a separate vote.

AGM voting packs containing full candidate profiles of those who wish to stand for election are circulated in digital format typically 4 weeks prior to any AGM. Full members (who hold a number of votes dependent on the size of their membership) vote freely at the AGM for their preferred candidates. Those elected become Directors of the Company and may serve initially for a maximum of 3 consecutive 3 year terms and for a further term of 1 additional year by a special resolution passed by the Full Members.

^{1]} An Independent Director is defined as someone who is free from any close connection to the Federation and who, from the perspective of an objective outsider, would be viewed as independent and who shall be appointed through an open recruitment process based on skills and experience. For the avoidance of doubt participation in water skiing, wakeboarding and any sport associated therewith shall not automatically disbar someone from being an Independent Director as long as they have no vested interest or are otherwise incapable of objectively being viewed as not independent.

It is important to note that for a sports governing body to be eligible for continued funding through Sport England or UK Sport, it is a mandatory requirement that its Board must consist of a minimum of 25% Independent Directors.