



# **DIRECTORS, COMMITTEE TERMS OF REFERENCE & ASSOCIATED GOVERNANCE MATTERS**

The British Water Ski & Wakeboard Federation Ltd

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## **INTRODUCTION**

This document applies to the BWSW Board, BWSW committees (including Disciplines) and the Advisory Council as specified below. Discipline sub-committees and members of Disciplines and sub-committees are deemed to be included within the description of committees. This document must be read subject to all relevant codes of sports governance in effect from time to time.

### **1. NON EXECUTIVE DIRECTORS' ROLE (i.e. all Directors bar the CEO)**

#### **ROLE DESCRIPTION**

As members of the Board all Directors are required to:

- Set the organisation's vision, values and standards and ensure that its obligations to the membership and others are understood and met.
- Set the organisation's strategic aims, ensure that the necessary financial and human resources are in place for the organisation to meet its objectives, and review company performance; and
- Provide entrepreneurial leadership of the organisation within a framework of prudent and effective controls which enable risk to be assessed and managed;

In addition to these requirements for all Directors, the role of non-executive Directors has the following key elements:

**Strategy** Directors should constructively challenge and help develop proposals on strategy.

**Performance** Directors should scrutinise the performance of the organisation in meeting agreed goals and objectives and monitor the reporting of performance.

**Risk** Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible. A comprehensive risk register and business continuity plan is in place and should be reviewed annually.

**People** Directors have a prime role in appointing and where necessary, removing Directors and in succession planning.

Directors should constantly seek to establish and maintain confidence in the conduct of the organisation. They should be independent in judgement and have an enquiring mind. To be effective, Directors need to build recognition by staff of their contribution in order to promote openness and trust.

To be effective, Directors should be well-informed about the organisation and the external environment in which it operates, with a strong command of issues relevant to the business. Once in post, Directors should seek continually to develop and refresh their knowledge and skills to ensure that their contribution to the management and Board remains informed and relevant.

Best practice dictates that effective Directors ensure that information is provided sufficiently in advance of meetings to enable thorough consideration of the issues facing the Board. Directors should insist that information is sufficient, accurate, clear and timely.

An element of the role of the Director is to understand the views of the membership, both directly and through the Chair, the Chief Executive and the Advisory Council reporting to the Board.

## **EFFECTIVE DIRECTORS:**

- Uphold the highest ethical standards of integrity and probity;
- Support the Chief Executive and staff in their leadership of the organisation while monitoring their conduct;
- Question intelligently, debate constructively, challenge rigorously and decide dispassionately;
- Listen sensitively to the views of others, inside and outside of the Board;
- Gain the trust and respect of other Board members and staff; and
- Promote the highest standards of corporate governance and ensure compliance.

## **2. OBLIGATIONS UNDER THE COMPANIES ACT 2006**

Company law requires Directors to prepare accounts each year which give a true and fair view of the Federation's affairs and of the surplus or deficit for that period. Directors are also responsible for:

- Keeping proper accounting records which disclose with reasonable accuracy, at any time, the financial position of the Federation and to enable them to ensure that the accounts comply with the Companies Act 2006;
- Safeguarding the assets of the company and taking reasonable steps to prevent and detect fraud and other irregularities;
- Duties of good faith, skill and care in the governance of the Federation, and in ensuring this applies in all operations of the company.

## **3. BRITISH WATER SKI & WAKEBOARD DIRECTORS - PERSON SPECIFICATION**

### **ESSENTIAL**

Commitment to BWSW and its corporate objectives

Experience and knowledge of corporate governance

The ability and willingness to influence policy

The skill to represent and promote the organisation externally

The availability to attend Board meetings and other meetings as appropriate

### **DESIRABLE**

Management and leadership skills

Legal and financial skills

Understanding of sports funding and sports development

Knowledge of structures, controls and sports politics

Human resource skills

Experience of organisational development

### **DIVERSITY**

It is an aim of BWSW to ensure that diversity is considered in any recruitment drive for new Board members as part of BWSW's equity policy. As an organisation we aim to deliver clear and inspirational leadership for water skiing and wakeboarding and associated disciplines to ensure a vibrant and empowered sport at every level that can evolve to meet every challenge. As part of this aim, we very much recognise the benefits of diversity and inclusion across our wider leadership to include our Board, senior management, committees and key volunteers within the sport.

## **4. THE ROLE OF THE CHAIRMAN**

The Chairman should ensure that all Board and Advisory Council members, when taking up office, are fully briefed on the terms of their appointment, and on their duties and responsibilities. They should also be given a copy of this document; other relevant background material such as the latest corporate plan, recent annual reports and accounts; notes describing BWSW's organisational structure and basis of operation. Induction briefing should be provided for all new members of the Board to outline its role and scope, including minutes of past meetings and the expectations in this document, the work of the organisation and to meet the staff team. All new Board members are expected to undertake an effective induction process.

The Chairman has particular responsibility, with the Chief Executive, for providing effective strategic leadership on matters such as:

- a) formulating the organisation's business strategy;
- b) representing the views of the organisation to the general public;
- c) encouraging high standards of propriety and promoting efficient and effective use of staff and other resources throughout the organisation.

The Chairman should ensure that the Board meets at regular intervals throughout the year, and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Board members. There should be at least 6 Board meetings per year and the articles of association stipulate the size and required composition of the quorum. The Chairman keeps under review, informally, the contributions made by Board members to the organisation's work. Arrangements should be made to review, annually, the activities and effectiveness of the Board via a Board appraisal process, and the contributions made by the Chairman and the individual members. Board members are expected to make every effort to regularly attend Board meetings and liaise outside of these meetings by email, video conference or phone.

## **5. THE ROLE OF THE CHIEF EXECUTIVE**

The Chief Executive is accountable to the Board for the overall organisation, management, and staffing of the organisation and for its daily operations, including conduct and discipline. Board members should support the Chief Executive in undertaking this responsibility.

The Board has overall responsibility for the conduct of the organisation's finances. The Chief Executive is accountable to the Board for the propriety and regularity of the finances for which the organisation is answerable; for keeping proper accounts; for prudent and economical administration; for avoiding of waste and extravagance; and for the efficient and effective use of all the resources in the organisation's charge. S/he has a responsibility to see that appropriate advice is tendered to the Board on all these matters.

## **6. DELEGATION**

Board members (other than the Chief Executive) serve on a part-time basis. Responsibility for day-to-day matters is delegated to the Chief Executive and staff within a clearly understood framework of strategic direction and management control by the Chief Executive. The Board will delegate responsibility for specified matters to committees of the Board. The following principles apply to powers delegated by the Board:

- a) All such committees have any necessary additional written terms of reference beyond those contained in this document, which state clearly the extent and limits of their responsibilities and authority.
- b) If relevant, terms of reference must distinguish between issues on which the committees of the Board are empowered to take decisions, and issues on which they advise the Board, but take no final decisions.
- c) Where committees of the Board are acting under delegated authority to take specified decisions, they will provide at least annual written reports to the Board on the decisions taken.
- d) Where no power has been specifically delegated then no delegation shall be implied.

## **7. COMMITTEE MEMBERS STANDARDS**

### **CORE VALUES**

The members of BSW committees must at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the management of the association.
- Be accountable to members and stakeholders for its activities.

### **STANDARDS**

All Committee Members must:

- Follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life set out below;

- Comply with these terms of reference, and ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the association and any relevant regulations.
- New Committee Members should attend relevant training or induction courses as appropriate (e.g. DBS checks and attendance at safeguarding seminars);
- Not misuse information gained in the course of their service for personal gain or for political purpose, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations.
- Be a member of BWSW.

#### **APPOINTMENTS**

All committee members should be subject to appointment by the Board or, in the case of a sub-committee, by a relevant committee to the extent within its devolved authority from time to time.

### **8. ROLE OF COMMITTEE MEMBERS**

Committee Members have collective responsibility for the operation of their relevant committee. They must:

- Engage fully in collective consideration of the issues, taking account of the full range of relevant factors, including any guidance available;
- Have a strong commitment to BWSW, knowledge and experience of operations and be constructive within the context of a formal strategy / corporate plan;
- Be respectful to all involved in BWSW and outside parties;
- Respond appropriately to complaints;
- Ensure that the Committee does not exceed its powers or functions, and
- Act in good faith as regards BWSW at all times.

Committee Members are expected to regularly attend meetings of the relevant committee and any Committees to which they are appointed, as well as attend events at which it is reasonable for them to be present.

### **9. THE SEVEN PRINCIPLES OF PUBLIC LIFE**

#### **SELFLESSNESS**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### **INTEGRITY**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### **OBJECTIVITY**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **ACCOUNTABILITY**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

## **OPENNESS**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

## **HONESTY**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

## **LEADERSHIP**

Holders of public office should promote and support these principles by leadership and example.

# **10. THE ADVISORY COUNCIL**

## **COMPOSITION**

The Advisory Council shall be nominated by each Discipline with each Discipline having up to two individuals as representatives on the Advisory Council plus in addition a representative appointed by the governing body for water skiing for each of Northern Ireland, Scotland and Wales. The Advisory Council is subject to the democratic processes set out in the articles of association of BWSW and all relevant codes of sports governance. Each discipline shall ensure as democratic a process as is reachable in making appointments to the Advisory Council. Each discipline shall seek effective liaison between it and the Advisory Council in terms of issues relevant to it.

## **MEETINGS**

The Advisory Council will meet at least twice each year:

- Pre-season post the Annual General Meeting;
- In October post season or as convenient.

## **POWERS AND DUTIES**

The Advisory Council as stated in the articles of association of BWSW is responsible for:

- Keeping the Board informed of the views of the participants at a grass roots level in the various Disciplines;
- Advise and be a sounding board as requested from time to time by the Board;
- Review the current-year activities of BWSW, and
- Hear the Board's recommendations for honorary membership, vice-president, patron and president.

The above constitutes the Advisory Council's terms of reference.

## **QUORUM**

A quorum shall consist of 6 of the nominated Discipline representatives.

# **11. THE BOARD**

## **COMPOSITION**

The Board shall be appointed by the voting Full Members at the BWSW Annual General Meeting. In the event of a position on the Board falling vacant the Board shall consider appointing a replacement for the remainder of the Board's term. The quorum and maximum / minimum number of the Board shall be as fixed by the articles of association of BWSW from time to time.

## **Appointed Board members will normally hold the following portfolios:**

- The Chairman
- The Vice Chairman
- The Treasurer
- Responsibility for development
- Responsibility for diversity
- Responsibility for safety and welfare
- Such other portfolios as may be required by any applicable code of sports governance from time to time

### **Plus:**

- The Chief Executive Officer
- A Senior Independent Director

## **MEETINGS**

It is expected the Board will meet six or more times each year.

## **POWERS AND DUTIES**

1. The Board shall be answerable to the BWSW Annual General Meeting. Minutes shall be kept of all meetings and circulated to the Advisory Council and made available to all Full and Associate Members.

2. The Chief Executive shall be responsible for the day to day management of BWSW business based on the overall principles as outlined in the corporate strategy.

3. The Board will be responsible for strategic planning and implementation of the following key areas:-

- Corporate structure and strategy
- Corporate governance and assurance
- Financial management and controls
- Ensure effective organisational planning and adequate resources to meet key aims
- Manage resources effectively
- Enhance the organisation's public image and be accountable to key stakeholders
- Quality assurance
- Assess performance to include that of the Board itself

Given the employed resource of BWSW all directors will be expected to contribute generally to the affairs of BWSW with a minimum time commitment of 8 hours per month.

## **PERFORMANCE & EVALUATION**

The Board to resolve that, led by the Chair, it shall:

- a) undertake and maintain in writing a record of an annual evaluation of its own skills, performance, and effectiveness
- b) undertake and maintain in writing a record of annual appraisal of each individual Director, and CEO
- c) undertake and maintain in writing a record of evaluations of its Committees (Committees evaluation need not be undertaken annually); and
- d) agree and implement a plan to take forward any actions resulting from the evaluations.

## **12. DEVELOPMENT**

### **COMPOSITION**

The development function of BWSW shall, to the extent resources are available, be carried out through committees, working groups or persons appointed by the Board.

### **MEETINGS**

The relevant Committees will meet at least twice each year. This may be satisfied by attendance at a meeting of the Board.

### **POWERS AND DUTIES**

1. The relevant Committees, working groups and persons appointed by the Board shall be answerable to the Board and report as required. Minutes shall be kept of all meetings and circulated to the Board and the members of the relevant committees or working groups.

2. The development function shall be responsible for;

- Club development
- Youth development programmes (currently the responsibility of the relevant discipline)
- Coaching and coaching workforce \*
- Qualifications and standards \*
- Accreditation \*
- Safety recommendations and codes of practice
- Environmental issues and related guidance
- Sponsorship / support of development related initiatives

The above currently constitutes the requirements of the development function. The Driving and Coaching Development Working Group carry out the asterisked functions.

#### **QUORUM**

The quorum for committees and working groups forming part of the development function shall be as agreed with the Board from time to time.

### **13. DISCIPLINE COMMITTEES**

#### **COMPOSITION**

The Board shall appoint the Discipline Committees.

Each Discipline Committee shall consist of such number of members including the responsible Advisory Council member as may be agreed with the Board from time to time.

The members of the Committee shall elect from among their number a Chairman, a Treasurer and a Secretary as a minimum. They may also elect other positions as required by their particular discipline.

The Chief Executive Officer and / or any Board member are entitled to attend any meetings of the Discipline Committees. Staff members attend as appropriate and a member of the Committee is appointed as main liaison (reporting to the Board).

#### **MEETINGS**

The Discipline Committees will meet as agreed between themselves.

#### **POWERS AND DUTIES**

1. The Discipline Committees shall be answerable to the Board and report as required. Minutes shall be kept of all meetings and circulated to the Board and committee members.

2. The Discipline Committees are responsible for the implementation of policies within their specific sports division;

- Talent Identification and Youth Development
- Elite Athlete and Team Development
- Squad Training
- Squad and Team Selection
- Officials Training and Development
- Competitive calendar including National Championships
- Staging of major international events
- Competition Rules and technical matters.



The above currently constitute the terms of reference of the Discipline Committees subject to any supplemental terms of reference agreed with the Board from time to time.

#### **QUORUM**

A quorum shall consist of 50% of the selected Committee members rounded up to the next whole one.

### **14. COMMITTEE STANDING ORDERS**

These Standing Orders apply to all committees and committee members of BWSW and where relevant they also apply to employees of BWSW.

1. Advisory Council members elected as such by the Disciplines are not appointed as directors of the Federation. Appointment to the Board means that the member becomes a Director of BWSW for the term of office. Each Director shall be required to give the Company Secretary such details as may be required by the Register of Companies at any given time.

2. Once elected to the Advisory Council, appointed to the Board or chosen to sit on any BWSW committee a member shall act in the best interests of the sport of water skiing as a whole and specifically in the best interests of BWSW. Club or Regional allegiances must not affect judgement on any issues.

3. BWSW accepts that much of the management of the sport is carried out by persons who may have a personal (family) or commercial (financial) interest in water skiing. BWSW does not wish to prohibit such involved people within the water skiing fraternity from working on its committees. Accordingly the following procedures have been put into place to ensure a fair discussion and decision making process:-

a) All Committee members and BWSW employees are required to complete a Declarations of Interest Form and submit it to our HQ at the start of their term of office or employment. It is incumbent upon the member to notify any changes to this original declaration. Additionally, each Board member will be required to sign a Fit & Proper Persons Declaration – BWSW requires this declaration for all persons who have general control and management over the running of the organisation or the application of its assets.

b) Committee members may take part in discussions at meetings where they may have a personal or family interest, however, this interest must be clearly declared at the start of the discussion. In the event of a vote being needed to reach a decision the member may not vote; in order to not exert an influence on the outcome of any vote the member should not be present during such a vote if so required.

c) Committee members may not take part in discussions or decisions at meetings where they have a commercial interest. This interest must be clearly declared at the start of the discussion and the member concerned may take no part in the discussion or decision; in order to not exert an influence on the outcome of any vote the member should not be present during such a vote if so required.

d) Any committee negotiating contracts on behalf of BWSW will exclude any members who may have a conflict of interest.

4. No contract shall be signed on behalf of BWSW by any committee unless that contract has previously been authorised by the Board through the Chief Executive Officer.

5. Disciplines must not enter into contracts in their own name and all contracts must be entered into in the full name of BWSW.

### **15. DECLARATION OF INTERESTS & AVOIDING CONFLICTS OF INTEREST**

Our standards of corporate governance require that Committee Members and staff are not exposed to allegations of conflicts of interests in discharging their responsibilities. Relevant information should be recorded on the declaration of interests form and this will ensure that any potential conflicts of interest are considered. Details are also sought for immediate family (i.e. spouse/partner, children and parents) as allegations of conflicts of interest may extend to the influence of close relatives.

Declarations of interest are requested on appointment and on an annual basis; amendments to the register of interests are further requested at subsequent meetings on a regular basis. Conflicts of interest are recognised, managed by the Chair and recorded. The declaration of members interests is an agenda item at every board meeting, members invited to declare any changes to register.

All staff, volunteers, and management committee members of BWSW will strive to avoid any conflict of interest between the interests of the organisation on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purposes of this approach is to protect the integrity of the organisation's decision-making process, to enable our stakeholders to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and committee members.

Examples of conflicts of interest include:

- 1 A committee member who is also a member who must decide whether fees from members should be increased.
- 2 A committee member who is related to a member of staff and there is decision to be taken on staff pay and/or conditions.
- 3 A committee member who is also on the committee of another organisation that is competing for the same funding.
- 4 A committee member who has shares in a business that may be awarded a contract to do work or provide services for the organisation.

Upon appointment each committee member will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will be updated as appropriate.

In the course of meetings or activities, committee members will disclose any interests in a transaction or decision where there may be a conflict between the organisations best interests and the committee members best interests or a conflict between the best interests of two organisations that the committee members is involved with.

## Document History

|            |           |   |
|------------|-----------|---|
| June 2011  | Published | Approved by Management Committee 21 <sup>st</sup> Jan 1998  |
| July 2010  | Reviewed  | Revised with minor amendments (removal of Equality Working Group and other minor amendments)  |
| Feb 2004   | Reviewed  | Revised by the Management Committee 26th February 2004  |
| March 2012 | Reviewed  | Revised by CEO to update in relation to changes to the articles of association adopted at the Jan 2012 AGM. Minor administrative amendments |
| July 2014  | Reviewed  | Minor administrative amendments   |
| April 2015 | Reviewed  | Amendments to conflicts of interest following on from guidance from the Sport & Recreation Alliance   |
| Oct 2016   | Reviewed  | Minor amendments and Advisory Council role updated  |
| April 2017 | Reviewed  | Amendments re diversity across the wider leadership within the organisation   |
| May 2019   | Reviewed  | Minor updates and amendments  |
| Feb 2020   | Reviewed  | Restated in line with current constitutional structure / various amendments   |
| April 2020 | Reviewed  | Various updates to terms of reference and minor amendments / inconsistencies addressed.   |

|              |          |   |
|--------------|----------|---|
| Nov 2021     | Reviewed | Restated in line with current constitutional structure / various amendments and improvements  |
| June 2022    | Reviewed | Minor update re the Chair managing the register of members interests.   |
| August 2023  | Reviewed | Updates to Development in terms of scope of responsibilities  |
| October 2023 | Reviewed | Update to section 11 board terms of reference to include the evaluation of the board, appraisal of directors and evaluation of committees etc. as per the requirements of the Code of Sports Governance 4.2 |