

# British Rowing Articles of Association

## Article 14

- (a) The number of Directors shall not be less than 7 and shall be subject to a maximum of ~~13~~12.
- (b) Unless otherwise determined by Ordinary Resolution of British Rowing in General Meeting, the Board shall consist of:
  - (i) the Honorary Executive Officers (appointed by Council in accordance with Article 12);
  - (ii) the Home Nations Director (appointed for a 3 year term and on an alternating basis by Scottish Rowing and Welsh Rowing, with the first Home Nations Director being appointed by Scottish Rowing);
  - (iii) the Chief Executive Officer (appointed in accordance with Article 14(b));
  - (iv) the Chairman of the Sport Committee (appointed by Council for a 3 year term in accordance with the Rules);
  - ~~(v) subject to Article 14(b)(i) below, the Deputy Chairman of the Sport Committee (appointed by Council in accordance with the Rules);~~
  - ~~(vi)~~(v) two ~~Council Members~~Directors (elected for a 3 year term by Council) who ~~may be Council Members. If a Council Member is elected to Board they shall, immediately following their election to the Board, stand down from their positions on Council. but who shall, in~~ any event, ~~those elected will~~ be eligible for re-election to the Board at the end of their first 3 year term;
  - ~~(vii)~~(vi) the Athlete Director (elected for a 3 year term by the GB Rowing Team); and
  - ~~(viii)~~(vii) four Independent Directors (appointed in accordance with Article 14(d)), one of whom shall be the Senior Independent Director.
- (c) The Chief Executive Officer shall be appointed by the Board following an open selection process conducted in accordance with good market practice by the Board or a sub-committee appointed by the Board.
- (d) The Independent Directors shall each be appointed by Council for a 3 year term in accordance with the Nominations Committee Terms of Reference.
- (e) Seven members of the Board having the right to vote at Board meetings shall form a quorum at meetings of the Board.
- (f) The members for the time being of the Board may act notwithstanding any vacancy in their body.
- (g) The Board may meet together for the dispatch of business, adjourn and otherwise regulate by standing orders or in any other way their meetings as they think fit, provided that at least four such meetings shall be held in each

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year. It shall not be necessary to give notice of a meeting of the Board to any member thereof for the time being absent from the United Kingdom.

- (h) The Directors shall be entitled to attend meetings of the Board by telephone or video-conference and shall be entitled to be counted in a quorum and to speak and vote at any such meeting to the same extent as if they were present in person. The Company Secretary shall take all reasonable steps to facilitate such arrangements when requested by a Director who is unable to attend in person.
- (i) The limits on the duration of terms of office for Directors described in Article 18 shall apply.
- ~~(j) The Deputy Chairman of the Sport Committee shall remain as a Director for the period between the date of adoption of these Articles and the first meeting of Council held after 1<sup>st</sup> September 2015. At the end of this period, the Deputy Chairman of the Sport Committee shall cease to be a Director.~~
- (j) The Chief Executive Officer may from time to time appoint employees as technical, administrative or functional directors whose roles within British Rowing, unless specifically appointed as a Director in accordance with Article 14 (b), do not encompass being a Director within the meaning of the Act. For the avoidance of doubt such persons shall not be entitled to attend, speak or vote at Board meetings and the appointment of such persons shall not require the Company Secretary to inform Companies House of such appointments pursuant to the terms of the Act.