

BRITISHROWING

# Corporate Governance Handbook

September 2018

TEAMWORK | OPEN TO ALL | COMMITMENT



## INTRODUCTION

This Corporate Governance Handbook (**the Handbook**) has been prepared by British Rowing Limited to explain how it is governed, and how it makes its decisions.

This Handbook was approved by the Board of British Rowing Limited on 22 May 2018 and takes effect on 1 September 2018. It replaces all previous rules, handbooks, governance processes and similar documents created prior to 1 September 2018.

### Governance Principles

British Rowing has established its governance structure, processes and procedures to comply with a number of relevant and diverse standards, as well as its responsibilities and duties under national law.

This Handbook reflects in particular the commitment British Rowing has made in relation to the Code for Sport Governance (**the Code**). The Code was jointly produced by UK Sport and Sport England, and applies to all organisations within the United Kingdom to whom they provide funding. The Code contains a number of core Principles and Requirements: British Rowing has committed to comply with these Principles and Requirements.

The core principles of the Code are –

**Structure:** Organisations shall have a clear and appropriate governance structure, led by a Board that is collectively responsible for the long-term success of the organisation and exclusively vested with the power to lead it. The Board shall be properly constituted, and shall operate effectively.

**People:** Organisations shall recruit and engage people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that further the organisation's goals.

**Communication:** Organisations shall be transparent and accountable, engaging effectively with stakeholders and nurturing internal democracy.

**Standards and Conduct:** Organisations shall uphold high standards of integrity, and engage in regular and effective evaluation to drive continuous improvement.

**Policies and Processes:** Organisations shall comply with all applicable laws and regulations, undertake responsible financial strategic planning, and have appropriate controls and risk management procedures.

British Rowing operates according to these principles in the practical application of its governance. In particular:

**The Board has overall responsibility for British Rowing:** the Board has ultimate responsibility for running British Rowing.



**Governance is based on collaboration:** British Rowing is an organisation where people want to work together to achieve a common goal. Its governance arrangements are designed to encourage agreement and working together.

**Governance processes are proportionate:** British Rowing has established governance processes to help it make sound and accountable decisions. British Rowing relies on and trusts the skills and judgement of its people.

**Governance should reflect everyone:** Rowing attracts and embraces people with varying interests and perspectives. British Rowing's governance structures and processes recognise this breadth of interests, providing a voice for different views through a genuinely democratic structure.

### Using this Handbook

- A. British Rowing's governance structures are explained and detailed in Section A of this Handbook.
- B. The manner in which British Rowing's Board delegates its governance powers are explained and detailed in Section B of this Handbook.
- C. The key features of British Rowing's constitution are explained and detailed in Section C of this Handbook.
- D. The key operational standards adopted by British Rowing are explained and detailed in Section D of this Handbook.
- E. Certain features of British Rowing's processes concerning Rowing and disciplinary matters are explained and detailed in Section E of this Handbook.

Where relevant the Handbook refers to specific provisions in the Articles. Any wording from the Articles is included as boxed text in this Handbook.

Users of this Handbook may also wish to review the following documents:

The Memorandum and Articles of British Rowing;  
The British Rowing Regulations;  
The British Rowing Rules of Racing;  
British Rowing Policies

Each of these documents is available for download on the British Rowing website.

The Definitions used in the Articles of British Rowing are adopted and used in the Handbook, save that:

- The terms 'Chair' and 'Deputy Chair' as used in the Articles (including the Definitions) are replaced by the terms 'Chair' and 'Deputy Chair' in this Handbook. This Handbook refers to certain provisions of the Articles, and for ease and consistency of reading the term 'Chair' as used in the Articles has been replaced with the word 'Chair', and the term 'Deputy Chair' as used in the Articles has been replaced with the words 'Deputy Chair'.
- The term 'Regatta' is replaced by the term 'Competition'.

These Definitions (subject to the changes referred to above) are set out at Schedule I to this Handbook.

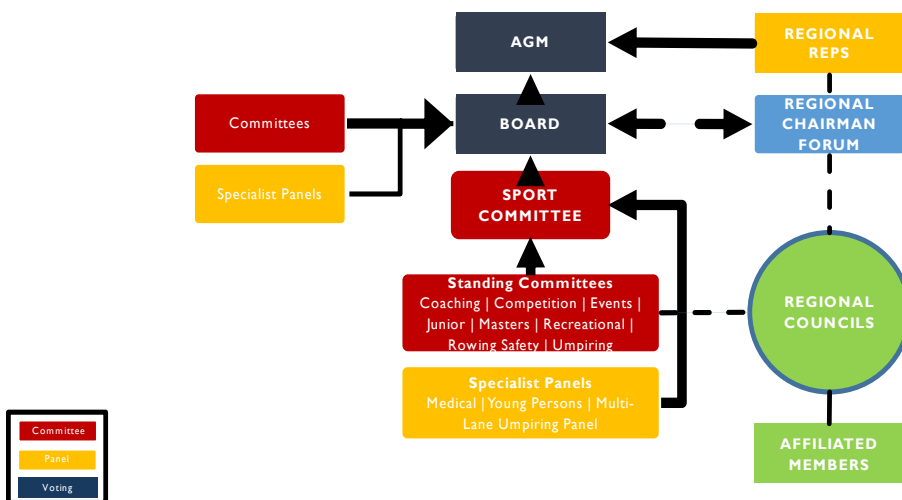


## SECTION A: HOW BRITISH ROWING IS GOVERNED

British Rowing Limited is a company limited by guarantee whose constitution is set out in its Articles. British Rowing is the governing body of Rowing in England with the general object of advancing and safeguarding the interests of Rowing, and promoting participation at all levels of Rowing.

The Board of British Rowing is the ultimate decision-making body for British Rowing and exercises all of British Rowing’s Powers as created by the Articles. British Rowing has an Executive Team, which is charged with the day-to-day operation of the business. The Board determines the strategy and direction of British Rowing on the basis of proposals submitted by the Executive Team.

A diagram setting out British Rowing’s governance structure is set out below.



## THE BOARD

### I. The Board: Overview

- 1.1. The Board is collectively responsible for the long-term success of British Rowing and exclusively vested with the power to lead it.
- 1.2. The Board is the ultimate decision-making body and exercises all of the Powers of British Rowing as described in the Articles; responsible for setting the strategy of British Rowing; and maintains and demonstrate a clear division between the Board’s management and oversight role and the executive’s operational role.



## **2. The Board: Powers and Responsibilities**

- 2.1. With the exception of the Chief Executive Officer, the Board is comprised of non-executive directors. The Board shall therefore delegate the day to day running of the business of British Rowing to the Chief Executive and the employees of British Rowing (referred to collectively as 'the Executive') in an appropriate manner.
- 2.2. The Board has approved matters specifically reserved for determination by the Board and the matters delegated to the Executive in the British Rowing Scheme of Delegation.
- 2.3. The Chief Executive Officer has general authority to run British Rowing. The powers delegated to the Chief Executive Officer and the employees are detailed in the British Rowing Scheme of Delegation, which shall be regularly reviewed and approved by the Board.
- 2.4. The British Rowing Scheme of Delegation is included at Schedule 2 to these Regulations.

## **3. The Board: Composition**

- 3.1. The Board consists of:
  - a) the Chair (who shall be responsible for the leadership of the Board)
  - b) the Chief Executive Officer
  - c) four Independent Directors
  - d) the Deputy Chair (who shall deputise for the Chair when necessary)
  - e) the Chair of the Sport Committee
  - f) two Nominated Directors
  - g) the Home Nations Director
  - h) the Athlete Director
- 3.2. The members of the Board shall be the Directors of British Rowing. They are referred to in this Handbook as 'Board members', 'Directors' and/or 'members of the Board'.
- 3.3. The members of the Board will be appointed by the Board, pursuant to the nomination and election process specified in the Articles and in this Handbook. Each member of the Board will be appointed for a specific term of office. The term of office applicable to each member of the Board and the process for the appointment of each member of the Board is detailed further in the Handbook.

## **4. The Board: Appointment Process and Terms of Office**

### *4.1. Appointments to the Board*

- 4.1.1. The Chair, Chief Executive Officer and up to four Independent Directors shall be appointed to the Board by the Board. The Nominations Committee shall lead the



process for the appointments of these Directors on behalf of the Board.

- 4.1.2. The Nomination Committee shall inform UK Sport/Sport England of any appointment process being carried out by British Rowing in relation to any member of the Board and the Chief Executive Officer, and shall permit UK Sport/Sport England to observe any such process.
- 4.1.3. The Deputy Chair, Chair of the Sport Committee and two Nominated Directors shall be appointed to the Board following election by the Members of British Rowing.
- 4.1.4. The Home Nations Director shall be appointed to the Board following nomination by either Scottish Rowing or Welsh Rowing.
- 4.1.5. The Athlete Director shall be appointed to the Board following election by the Great Britain Rowing Team.
- 4.1.6. The Board shall have in place succession plans to ensure orderly appointments to the Board.
- 4.1.7. No individual shall be appointed as a member of the Board until he or she has provided a Declaration of Good Character and Declaration of Interests.
- 4.1.8. All Board members are subject to the British Rowing Regulations
- 4.1.9. All Board members are subject to relevant British Rowing Policies including the Anti-Bribery Policy, Code of Ethics and Behaviour, and the Directors Code of Conduct.

#### 4.2. *The Chair*

- 4.2.1. The Board shall appoint the Chair. This appointment will be following an open, publicly advertised recruitment process conducted under the supervision of the Nominations Committee.
- 4.2.2. The Chair shall be appointed for a term of up to four years. The specific term of appointment shall be at the discretion of the Board acting on the recommendation of the Nominations Committee.
- 4.2.3. Following appointment, the Chair shall act as a Director of British Rowing, subject to the Articles.
- 4.2.4. The Chair may not be appointed to be or act as the Chief Executive Officer.
- 4.2.5. The division of duties, roles and responsibilities as between the Chair and the Chief Executive Officer will be established in writing and agreed by the Board. This division is referred to and included at Schedule 2 to these Regulations.
- 4.2.6. The Chair's role is to lead the Board and establish an environment that enables the Board to achieve its potential and secure the long-term success of British Rowing.
- 4.2.7. As part of this leadership role, the Chair will:
  - 4.2.7.1. set the Board's agenda;
  - 4.2.7.2. ensure the effectiveness of the Board, including how individual Directors perform and interact at meetings;
  - 4.2.7.3. ensure that the Directors receive accurate, timely and clear information;
  - 4.2.7.4. ensure that adequate time is available for discussion of all agenda items, in



- particular strategic issues, and that Board time is used productively ;
- 4.2.7.5. ensure that Board decisions are executed;
- 4.2.7.6. promote a culture of openness and debate amongst the Board by facilitating the effective contribution of all Directors and ensuring constructive relations between the Executive and Directors;
- 4.2.7.7. act as a link between the Board and the Executive, particularly the Chief Executive Officer;
- 4.2.7.8. manage conflicts of interest;
- 4.2.7.9. take a lead on governance matters; and
- 4.2.7.10. set an example in values and behaviour.

#### 4.3. *The Chief Executive Officer*

- 4.3.1. The Board shall appoint the Chief Executive Officer. This appointment will be following an open, publicly advertised recruitment process conducted under the supervision of the Nominations Committee.
- 4.3.2. The Chief Executive Officer shall be appointed at the discretion of the Board acting on the recommendation of the Nominations Committee.
- 4.3.3. Following appointment the Chief Executive Officer will act as an ex officio Director. The Chief Executive Officer shall remain a member of the Board for the duration of holding the office of Chief Executive Officer.
- 4.3.4. The Chief Executive may not be appointed to be or act as the Chair.
- 4.3.5. The division of duties, roles and responsibilities as between the Chair and the Chief Executive Officer will be established in writing and agreed by the Board.

#### 4.4. *Independent Directors*

- 4.4.1. The Board shall appoint four Independent Directors. These appointments will be following an open, publicly advertised recruitment process conducted under the supervision of the Nominations Committee.
- 4.4.2. The Independent Directors shall be appointed for individual terms of up to three years. The specific terms of appointment shall be at the discretion of the Board acting on the recommendation of the Nominations Committee.
- 4.4.3. Following appointment, the Independent Directors shall act as Directors of British Rowing, subject to the Articles.
- 4.4.4. The term 'Independent' shall be construed as meaning that the Director is free from any close connection to British Rowing and if, from the perspective of an objective outsider, they would be viewed as independent. Director may still be deemed to be 'independent' even if they are a Registered Individual and/or participate in Rowing. Examples of a 'close connection' include that the Director:
  - 4.4.4.1. is or has within the last four years been actively involved in British Rowing's affairs, for example as a representative of a specific interest group within British Rowing;



- 4.4.4.2. is or has within the last four years been an employee of British Rowing; or
- 4.4.4.3. has close family ties with any of British Rowing's Directors or senior employees.
- 4.4.5. The Board will appoint one of the Independent Directors to be the Senior Independent Director.
- 4.4.6. The Senior Independent Director responsibilities include:
- (i) providing a sounding board for the Chair;
  - (ii) serving as an intermediary for the other Directors when necessary;
  - (iii) acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chair or British Rowing's management fail to resolve the matter or in cases where such contact is inappropriate; and
  - (iv) leading on the process to appraise the Chair's performance.
- 4.5. *The Deputy Chair*
- 4.5.1. The Members of British Rowing will elect a person to act as Deputy Chair. This election will take place at a General Meeting. The process for such election is set out and explained at Schedule 3 to these Regulations.
- 4.5.2. The person so elected will be appointed by the Board to act as a Director of British Rowing, subject to the Articles.
- 4.5.3. The Deputy Chair shall be appointed for a term of up to four years taking into account any recommendation made by the Nominations Committee as to term of office.
- 4.6. *The Chair of the Sport Committee*
- 4.6.1. The Members of British Rowing will elect a person to act as Chair of the Sport Committee. This election will take place at a General Meeting. The process for such election is set out and explained at Schedule 3 to these Regulations.
- 4.6.2. The person so elected will be appointed by the Board to act as a Director of British Rowing, subject to the Articles.
- 4.6.3. The Chair of the Sport Committee shall be appointed for a term of up to four years, taking into account any recommendation made by the Nominations Committee as to term of office.
- 4.7. *Nominated Directors*
- 4.7.1. The Members of British Rowing will elect two persons to act as Nominated Directors. This election will take place at a General Meeting. The process for such election is set out and explained at Schedule 3 to these Regulations.
- 4.7.2. The persons so elected will be appointed by the Board to act as Directors of British Rowing, subject to the Articles.
- 4.7.3. The Nominated Directors shall be appointed for terms of up to four years, taking into account any recommendation made by the Nominations Committee as to term of office.





#### 4.8. *The Home Nations Director*

- 4.8.1. The Board shall appoint the Home Nations Director. This appointment will be following nomination on an alternating basis by Scottish Rowing and Welsh Rowing.
- 4.8.2. The Home Nations Director shall be appointed for a term of up to three years. The specific term of appointment shall be at the discretion of Scottish Rowing or Welsh Rowing.
- 4.8.3. Following appointment, the Home Nations Director shall act as a Director of British Rowing, subject to the Articles.

#### 4.9. *Athlete Director*

- 4.9.1. The GB Rowing Team will elect a person to act as the Athlete Director who will following election (subject to the Articles) be appointed by the Board as the Athlete Director.
- 4.9.2. The process for such election is set out and explained at Schedule 3 to these Regulations.
- 4.9.3. Following election the person so elected will be appointed by the Board to act as a director of British Rowing, subject to the Articles.
- 4.9.4. The Athlete Director shall be appointed for a term of up to three years, at the discretion of the Board, taking into account any recommendation made by the Nominations Committee as to term of office.

#### 4.10. *Re-appointment of Chair and Independent Directors*

- 4.10.1. If at the expiry of their term of office the Chair or any of the Independent Directors wish to be re-appointed as a Director for a further term of office they may indicate their wish to the Board and the Nominations Committee.
- 4.10.2. The Nominations Committee will consider the re-appointment and make a recommendation to the Board.
- 4.10.3. If the Nominations Committee recommends that the Chair or any of the Independent Directors wishing to be appointed for a further term of office be so appointed the Board may do so taking into account any recommendation made by the Nominations Committee as to term of office.

#### 4.11. *Multiple Terms of Office - Directors*

- 4.11.1. No Director shall be appointed for more than two consecutive terms of office, except in the following circumstances:
  - 4.11.1.1. Where a Director other than the Chair is appointed to the position of Chair that Director may serve up to a further two terms subject to a maximum of twelve years' service as a Director;
  - 4.11.1.2. in exceptional circumstances (which shall be determined by a majority vote of the Board) a Director may hold office for a year more than the prescribed limits.



4.11.2. If a Director has completed the maximum term of office permitted by these Articles at least four years must elapse before that Director may be appointed again as a Director for British Rowing.

#### 4.12. *Director Inductions*

4.12.1. On appointment, each member of the Board shall be given a written statement of their responsibilities.

4.12.2. If the appointment is a new appointment, a full, formal and tailored induction will be provided to that Director on joining the Board.

#### 4.13. *Director Failing to Complete Term*

4.13.1. If a Director ceases for any reason to be a Director before the expiry of the relevant term of office for that Director the Board may appoint another eligible person to act as a Director for an appropriate period not exceeding the balance remaining of the term which ordinarily would have been served by the Director being replaced.

#### 4.14. *Termination of Director Appointment*

4.14.1. A Director will automatically cease to become a Director in the circumstances specified in the Articles –

#### **Termination of Director Appointment: Article 37**

The office of Director shall de facto be vacated –

- a) If a receiving order is made against a Director or that Director makes any arrangement or composition with any creditors.
- b) If the Director becomes of unsound mind.
- c) If by notice in writing to British Rowing the Director resigns from the Board.
- d) If the Director becomes prohibited from holding office by reason of any court order.
- e) If the Director is removed from office by a resolution pursuant to Section 168 of the Act.
- f) If the Director is found to have brought British Rowing into disrepute
- g) If the Chief Executive Officer's contract of employment is terminated for any reason.

4.14.2. The determination as to whether the circumstances referred to in Article 37(b) of the Articles arise shall be made the Board on the basis of independent medical testimony.



4.14.3. The determination as to whether the circumstances referred to in Article 37(f) of the Articles arise shall be made in accordance with the disciplinary provisions in this Handbook and in the British Rowing Regulations.

## **5. The Board: Composition Targets, Skills and Induction**

- 5.1. Equality promotes a fairer society where everyone can participate and has the opportunity to fulfil their potential. It can be summarised in terms of equal access, treatment, shares and outcomes and is backed by legislation designed to address unfair discrimination. Diversity promotes the recognition and valuing of difference in its broadest sense. It is about creating a working culture and practices that recognise, respect, value and harness difference for the benefit of the organisation and the individual.
- 5.2. British Rowing is committed to ensuring that the principles of equality and diversity remain at the forefront of the selection, appointment and election processes. British Rowing –
- 5.2.1. has adopted a target of, and will take all appropriate actions to encourage, a minimum of 30% of each gender on its Board; and
  - 5.2.2. is committed to progressing towards achieving gender parity and diversity on its Board, including, but not limited to, Black, Asian, minority ethnic (BAME) diversity, and disability.
  - 5.2.3. British Rowing will identify proportionate and appropriate actions to be taken to support and/or maintain (as appropriate) these targets.
- 5.3. British Rowing will –
- 5.3.1. prepare and publish on its website information about its work to foster diversity within its leadership and decision-making;
  - 5.3.2. prepare and publish on its website information about the skills, experience, independence and knowledge required of its Board;
  - 5.3.3. have a formal, rigorous and transparent procedure for the appointment of new directors to the Board, and all appointments shall be made on merit in line with the skills required of the Board;
  - 5.3.4. adopt policies and practices that foster openness and debate amongst members of the Board;
  - 5.3.5. will have in place succession plans for orderly appointments to the Board and to key positions within senior management.

## **6. The Board: Conduct**

### *6.1. Code of Conduct*

- 6.1.1. British Rowing has adopted and implemented a Directors Code of Conduct that, amongst other things, requires all Directors to act at all times with integrity, in a



forthright and ethical manner and in accordance with the Conflicts of Interest provisions in this Handbook and in the Articles.

6.1.2. The Directors Code of Conduct is included at Schedule 4 to these Regulations.

## 6.2. *Conflicts of Interest*

6.2.1. British Rowing requires members of the Board to avoid any participation in the discussion of, or vote in respect of, a matter in which they have a material conflict of interest.

6.2.2. This restriction is contained within the Articles, which provide as follows:

### **Conflicts of Interest: Articles 27-34**

[27] The Board may authorise any matter (which shall include but not be limited to proposed decisions and involvement at Board meetings) that would, if not authorised, involve any Director breaching that Director's duty under section 175 of the Act to avoid conflicts of interest (a 'Conflict').

[28] No authorisation may be given in respect of any matter in which any Director has a material conflict of interest. The [Chair] shall decide if a Conflict involves such a material conflict of interest.

[29] Any authorisation will be effective only if:

- a) the matter in question shall have been proposed by any Director for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of these Articles or in such other manner as the Board may determine;
- b) the requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question; and
- c) the matter was agreed to without the Director in question voting or would have been agreed to if that Director's vote had not been counted.

[30] Any authorisation may (whether at the time of giving the authority or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
- (c) be terminated or varied by the Board at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

[31] In authorising a Conflict the Board may decide (whether at the time of giving the authority or subsequently) that if a Director has obtained any information through any involvement in the Conflict otherwise than as a Director of British Rowing and in respect of which a duty of confidentiality is owed to another person the Director is under no obligation to: disclose such information to the Board or to any Director or other officer or employee of the company; use or apply any such information in performing any duties as a Director; where to do so would amount to a breach of that confidence.

[32] Where the Board authorises a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:

- h) is excluded from discussions (whether at meetings of the Board or otherwise) related to the Conflict;
- i) is not given any documents or other information relating to the Conflict;
- j) may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the Conflict.

[33] Where the Board authorises a Conflict the Director will be obliged to act in accordance with any terms imposed by the Board in relation to the Conflict; and the Director will not infringe any duty owed to British Rowing by virtue of sections 171 to 177 of the Act provided that the Director acts in accordance with such terms, limits and conditions (if any) as the Board impose in respect of its authorisation.

[34] A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to British Rowing for any remuneration, profit or other benefit derived from or in connection with a relationship involving a Conflict which has been authorised by the Board or by British Rowing in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.



## 7. The Board: Conduct of Meetings

7.1. The Board shall meet sufficiently regularly to discharge its duties effectively, and will keep a proper record of its meetings and decisions. The Board shall conduct its meetings as provided for in the Articles –

### **Board Meetings, Quorum and Decisions: Article 26**

The Board shall meet and deal with its business as follows:

- a) 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 year. The Board shall maintain a proper record of its meetings and decisions.
- b) The Directors shall be entitled to attend meetings of the Board by any reasonable means 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.
- c) The quorum for Board meetings may be fixed from time to time by a decision of the Directors, but it must never be less than seven, and unless otherwise fixed it is seven. Unless a quorum is participating, no proposal may be voted on, except a proposal to call another meeting.
- d) Any decision of the Directors must be by a majority. If the numbers of votes for and against a proposal are equal, the [Chair] or other Director chairing the meeting has a casting vote.

## 8. The Board: Indemnity against Costs and Expenses

8.1. Directors shall be entitled to an indemnity against costs and expenses as provided for in the Articles –

### **Article 91**

Subject to the provisions of Section 232 of the Act and these Articles, every member of the Board, the company secretary and the holder of any office of British Rowing shall be entitled to be indemnified against all costs charges losses expenses and liabilities incurred in the execution and discharge of any responsibilities relating to British Rowing.



8.2. British Rowing will put in place appropriate Directors and Officers Insurance cover in respect of the liabilities incurred by the Board in the execution and discharge of any responsibilities relating to British Rowing.

## **9. The Board: Evaluation**

- 9.1. The Board, led by the Chair, shall undertake, and maintain in writing a record of, an annual evaluation of its own skills and performance and of individual Directors.
- 9.2. External evaluation of the Board shall be facilitated at least every four years or at the request of UK Sport / Sport England.
- 9.3. The Board shall agree and implement a plan to take forward any actions resulting from the evaluations.

## **10. Financial Control and Risk Strategy**

- 10.1. The Board shall ensure that –
- 10.1.1. all Directors understand the key legal and regulatory obligations that affect the Board and the British Rowing; and
  - 10.1.2. British Rowing has appropriate policies and procedures in respect of these obligations.

### *10.2. Financial control*

- 10.2.1. British Rowing shall exhibit honesty, integrity and competence in financial matters.
- 10.2.2. The Board shall adopt appropriate and proportionate finance policies and procedures and take all reasonable steps to ensure that these policies and procedures are communicated to, and understood and followed by, the Directors, staff and volunteers. The Board will review and update these finance policies and procedures at least once every two years.
- 10.2.3. The Board shall put in place and document appropriate policies and procedures for the approval of expenditure and other financial commitments and the authorisation of payments.

### *10.3. Accounting*

The Articles provide as follows –



#### **Accounts and Audit: Articles 85-89**

[85] The Board shall cause accounting records of British Rowing to be kept in accordance with Section 386 of the Act (or as the same may be hereafter amended or altered).

[86] Accounting records shall be kept at the office or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to inspection by the Directors.

[87] At the Annual General Meeting in every year the Board shall lay before the Members a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting, subject nevertheless to the provisions of Section 431 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

[88] Once at least in every year the accounts of British Rowing shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

[89] Auditors shall be appointed and their duties regulated in accordance with the Act.

10.4. British Rowing will prepare annual accounts which –

10.4.1. comply with legal Requirements and recognised accounting standards;

10.4.2. give specific disclosure of income received from public investors and clearly account for the expenditure of such funding; and

10.4.3. are audited.

10.5. The audited annual accounts will be published British Rowing's website.

10.6. *Financial strategy*

The Board must actively plan and monitor the financial position and performance of British Rowing against an annually approved budget and at least a four-year financial forecast.





#### 10.7. Risk Management and Internal Control

10.7.1. British Rowing shall maintain robust risk management and internal control systems.

10.7.2. The Board shall conduct an annual review of the effectiveness of the British Rowing's risk management and internal control systems to ensure that they provide reasonable assurance.

### 11. Transparency

11.1. British Rowing shall publicly disclose information on its governance, structure, strategy, activities and financial position to enable its stakeholders to have a good understanding of them.

11.2. British Rowing shall publish in its Annual Report and Financial Statement:

11.2.1. the total remuneration paid to its senior management team; and

11.2.2. the remuneration (if any) paid to each of its Directors.

11.3. British Rowing shall develop a strategy for engaging with, and listening to, its stakeholders (including elite athletes), which the Board shall contribute to and review at least annually.

## SECTION B: DELEGATION OF POWERS BY THE BOARD

### 12. The Chief Executive Officer

12.1. The Chief Executive Officer is the principle executive officer of British Rowing.

12.2. The Articles provide as follows –

#### **Chief Executive Officer: Articles 20-22**

[20] 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.

[21] The same individual shall not exercise the role of [Chair] and Chief Executive Officer.

[22] 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 these Articles, 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.



12.3. The powers delegated to the Chief Executive Officer and the employees are detailed in the British Rowing Scheme of Delegation. The British Rowing Scheme of Delegation is included at Schedule 2 to these Regulations.

### 13. Committees

13.1. The Board may delegate such of its powers to specific Committees, as detailed in this Handbook. The Articles provide as follows –

#### **Delegation by the Board: Articles 35-36**

[35] The Board may from time to time constitute, establish or appoint such Committees as it may deem necessary and may delegate to any such Committee such of the powers and duties of the Board as it may think fit. Such Committees shall have clear terms of reference that identify their responsibilities and the powers delegated to them by the Board.

[36] All bona fide acts done by any meeting of the Board or by any committee of British Rowing, or by any person acting as an executive officer or any such other committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board, or committee as the case may be.

13.2. The Board has established a number of Committees and 'Panels' to support its work. These are referred to collectively as 'Committees'. The Board will establish Terms of Reference for each Committee.

13.3. The following provisions apply to each Committees –

13.3.1. Each Committee shall appoint a chair. The chair of each Committee shall be nominated by the relevant Committee and approved by the Board. If a Committee does not offer a nomination the Board will appoint a chair.

13.3.2. The membership of each Committee shall be determined by its Terms of Reference.

13.3.3. The chairs of each Committee shall (if applicable) have a casting vote on that Committee.



- 13.3.4. Persons who are not members of a Committee but who are appointed as substitute representatives shall have a proxy vote.
- 13.3.5. Persons who are not members of a Committee may be invited by the chair of the Committee to attend meetings, but shall not be entitled to vote.
- 13.3.6. Committees shall meet as often as necessary for the execution of their duties, and shall submit regular reports to the Board. The names of those present at each Committee meeting shall be included in such reports.
- 13.3.7. Any Committee wishing to publish any announcement through the press or otherwise shall first submit it to the Board for approval.

#### **14. Committees Reporting to Board**

- 14.1. The Board has established the following Committees, which will report directly to the Board. The Terms of Reference for each of these Committees are included at Schedule 5 of the Handbook.

##### *The Nominations Committee*

- 14.2. The Nominations Committee is established to evaluate the balance of skills, knowledge and experience required for a particular appointment; prepare a description of the role and capabilities required for a particular appointment; and oversee the process by which a particular appointment is made.

##### *The Audit and Risk Committee*

- 14.3. The Audit and Risk Committee is established to ensure that the provision of financial and other information to and from the Board is timely and accurate; British Rowing's financial policies, procedures and controls are comprehensive and appropriate and ensure that expenditure and financial commitments are properly approved and payments properly authorized; and British Rowing has comprehensive and appropriate governance and risk policies and procedures including the keeping of an appropriate risk register.

##### *The Finance Committee*

- 14.4. The Finance Committee is established to provide oversight of financial matters for the Board, to make recommendations to the Board on budgetary and financial matters, to ensure that the Board is informed in advance of the financial consequences of future plans, to monitor financial performance and to oversee an appropriate investment of British Rowing's reserves.

##### *The Sport Committee*

- 14.5. The Sport Committee is established to fulfil a number of specific roles connected with the development of Rowing.



#### *The Disciplinary and Grievance Panel*

14.6. The Disciplinary and Grievance Panel is established to ensure that British Rowing handles complaints, grievances and disciplinary matters fairly and efficiently.

#### *Safeguarding Vulnerable Groups Advisory Panel*

14.7. The Safeguarding Vulnerable Groups Advisory Panel is established by the Board to review and ensure that British Rowing's procedures reflect the recommendations of external agencies that specialize in the protection of vulnerable groups, and that these procedures are distributed to and understood by British Rowing's staff, volunteers and all participants in Rowing.

#### *Anti-doping and Integrity Advisory Panel*

14.8. The Anti-doping and Integrity Advisory Panel is established to advise on and oversee the implementation of the British Rowing Anti-doping Policy.

#### *National Facilities Panel*

14.9. The National Facilities Panel is established to consider, approve funding for, advise and comment on facilities schemes.

#### *Magazine Management Panel*

14.10. The Magazine Management Panel is established to manage the strategy of "Rowing & Competition", the official magazine of British Rowing.

### **15. Committees Reporting to Sport Committee**

15.1. To assist the Sport Committee in fulfilling its roles the Board has established a number of Committees that will report to the Sport Committee. The Sport Committee will in turn report on the work undertaken by those Committees to the Board. The Terms of Reference for each of these Committees are included at Schedule 6 of the Handbook.

#### *National Competition Committee*

15.2. The National Competition Committee is responsible for developing and publishing rules for Rowing.

#### *British Rowing Events Committee*

15.3. The British Rowing Events Committee is responsible for coordinating the management of the British Rowing Championship events and such other events to be approved by British Rowing.



#### *Junior Rowing Committee*

15.4. The Junior Rowing Committee is established to support the provision and development of Junior Rowing.

#### *The Masters Rowing Committee*

15.5. The Masters Rowing Committee is established to support the provision and development of Masters' Rowing.

#### *National Coaching Committee*

15.6. The National Coaching Committee is established to develop and champion coaching and coaches and provide information and advice to the Sport Committee.

#### *National Umpiring Committee*

15.7. The National Umpiring Committee is established to maintain and develop a high standard of umpiring practice; and plan, organise and administer the training and licensing of umpires.

#### *Multi-lane Umpiring Panel*

15.8. The Multi-lane Umpiring Panel is established to provide advice and guidance aimed at maintaining the consistency and standard of Multi-lane Umpiring in England and Wales; and to assist in the preparation and training of British umpires for FISA Umpire Licence examinations.

#### *Rowing Safety Committee*

15.9. The Rowing Safety Committee is responsible for providing safety guidance and advice to British Rowing and supporting safe practice in all aspects of Rowing; and responsible for devising, maintaining and communicating the British Rowing 'RowSafe' program.

#### *Recreational Rowing Committee*

15.10. The Recreational Rowing Committee is established to support the provision and development of recreational Rowing and provide information and advice to the Sport Committee.

#### *Medical Advisory Panel*

15.11. The Medical Advisory Panel is established to advise British Rowing on how best to promote and protect the health of the British Rowing community.

#### *Young Persons' Panel*

15.12. The Young Persons' Panel is established to promote and develop rowing for young people in the 16 to 25 age group.



## **16. Task and Finish Groups**

- 16.1. The Board may at any time establish ad hoc working groups (a task and finish group) to review any policy or issue that affects British Rowing.
- 16.2. The Board will decide on the number of members to form the task and finish group and agree a timescale for the task assigned to the task and finish group.

## **SECTION C: BRITISH ROWING CONSTITUTION**

British Rowing has developed a sporting democracy structure within England based on ten designated geographical areas, referred to as Regions. Each Region has a Regional Rowing Council, which has the responsibilities detailed in the British Rowing Regulations. The Affiliated Members of British Rowing (being Rowing Clubs and Competition Organisers) within each Region elect the leadership personnel of each Regional Rowing Council, and also one or more Regional Representatives for their Region. These Regional Representatives are the Members of British Rowing, with the right to vote on resolutions at General Meetings of British Rowing.

## **17. Regions and Regional Rowing Councils**

- 17.1. British Rowing has designated ten Regions within England, being –
  - 17.1.1. East Midlands
  - 17.1.2. Eastern
  - 17.1.3. North West
  - 17.1.4. Northern
  - 17.1.5. Thames
  - 17.1.6. Wessex & South East Coast
  - 17.1.7. West
  - 17.1.8. West Midlands
  - 17.1.9. Wiltshire, Avon, Gloucestershire and Somerset (WAGS)
  - 17.1.10 Yorkshire
- 17.2. The boundaries of each Region are defined by river basins and by the location of Affiliated Members who are members of the Region. Any changes to the boundaries of a Region shall be recommended by the Regional Chair's Forum to the Board for their agreement.
- 17.3. A Regional Rowing Council, as further provided for in the British Rowing Regulations, shall administer each Region.



#### 17.4. Model Constitutions

17.4.1. Model constitutions for Regional Rowing Councils shall be issued and reviewed from time to time by the Board. These shall embody the principles of transparent financial accounting; democracy and clear roles and responsibilities and accountability; and a fair and open disciplinary system.

17.4.2. The Board may also issue model constitutions for Clubs.

### 18. The Voting Members of British Rowing

18.1. The Members of British Rowing are persons entitled to vote at General Meetings of British Rowing. They are elected by the Affiliated Members of British Rowing.

18.2. The Articles provide as follows -

#### **Membership Provisions: Articles 38-50**

##### **Membership**

[38] For the purposes of registration the number of Members and Affiliated Members is declared to be unlimited.

[39] The provisions of Section 113 of the Act or any statutory modification or re-enactment thereof shall be observed by British Rowing, and every Affiliated Member (not having subscribed to the Memorandum and Articles of Association) shall sign a written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may in its absolute discretion accept or reject any person or body applying to be an Affiliated Member.

##### **Conditions of Membership**

[40] The Members and Affiliated Members shall have such rights and obligations as are contained in these Articles and any rules or regulations established by British Rowing.

[41] Any person on agreeing to become and having been accepted as a Member or Affiliated Member shall be deemed to have agreed to be bound by these Articles and any rules or regulations established by the Board whether or not a written statement shall have been signed to that effect.

[42] A Member or Affiliated Member shall be liable to suspension or expulsion from British Rowing on the passing of a resolution to that effect by the Board if they refuse or neglect to comply with these Articles or any rules or regulations established by the Board.



[43] A Member or Affiliated Member may resign from membership by giving written notice to British Rowing, subject to any rules or regulations established by the Board.

[44] Membership or Affiliated Membership is not transferable.

#### **Provisions regarding Members**

[45] The Members of British Rowing are the Regional Representatives elected by the Affiliated Members within a Region. The relevant Regional Rowing Council shall conduct these elections.

[46] British Rowing shall establish regulations in respect of the conduct of elections of Regional Representatives and the terms of office to be served by Regional Representatives.

[47] Each Region shall have an unlimited number of Regional Representatives such number being based on the number of Registered Individuals resident within each Region.

[48] A Registered Individual shall be deemed to be resident within a Region by reference to the address of the First Named Club.

[49] Each Region shall be allocated one Regional Representative for each one thousand five hundred (1,500) or part thereof Registered Individuals resident within each Region as illustrated in the below example:

Number Registered Individuals	Number of Regional Representatives
0-1500	1
1501-3000	2
3001-4500	3
4501-6000	4
6001-7500	5
7501-9000	6
9001-10500	7
10501-12000	8
12001-13500	9

[50] British Rowing shall review the number of Regional Representatives resident within each Region periodically but in any event not less than once every three years and make such changes to the number of Regional Representatives as may be necessary from time to time to be fair and equitable to each Region.





## 19. General Meetings of British Rowing

19.1. British Rowing will hold an Annual General Meeting for the benefit of its Members, to allow for matters affecting the strategy adopted by British Rowing to be discussed, information to be provided to Members, and for any business that requires to be undertaken by Resolution to be transacted.

19.2. General Meetings will be held according to the provisions in the Articles, as follows:

### **General Meeting Provisions: Articles 51-81**

#### **General Meetings of British Rowing**

[51] British Rowing shall hold an Annual General Meeting and may hold General Meetings.

[a] British Rowing shall hold an Annual General Meeting in every calendar year at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the past preceding Annual General Meeting. Subject to the foregoing, British Rowing shall hold its Annual General Meetings between 1st August and 31st December inclusive in each year.

[b] All General Meetings other than Annual General Meetings shall be called General Meetings.

[52] The Board may whenever it thinks fit convene a General Meeting. A General Meeting shall also be convened within two months of the receipt of a requisition by at least fifty per cent (50%) of the Members. Such requisition shall state the object of the Meeting and any resolution or motion to be proposed thereat.

[53] Any motions for discussion at a General Meeting not originating from the Board shall be signed on behalf of at least fifty per cent (50%) of the Members entitled to vote and lodged with British Rowing before such date as may be specified by the Board being not more than two months and not less than one month before the date of such Meeting.

[54] At least fourteen days' notice in writing of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given to each Member and Affiliated Member and to such other persons (including the Auditors) entitled to



receive such notices from British Rowing. Notice may be sent by post or by electronic means.

[55] The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed at that meeting.

### **Proceedings at General Meetings**

[56] All Members and Affiliated Members shall be entitled to attend a General Meeting. A Member will have the right to vote, an Affiliated Member may speak but not vote.

[57] Directors may attend and speak at General Meetings.

[58] All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the following, which shall be deemed ordinary business –

[a] Consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors;

[b] The election of the Deputy [Chair], the [Chair] of the Sport Committee and the Nominated Directors; and

[c] The appointment of, and the fixing of, the remuneration of the Auditors.

[59] At all General Meetings, only the business notified in the agenda accompanying the notice shall be transacted.

[60] A Member will have the right to speak at a General Meeting if that Member is able to communicate information or opinions that the Member has on the business of the meeting.

[61] The chair of a General Meeting may permit other persons who are not Members or Affiliated Members to attend and speak at a General Meeting.

[62] No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty per cent (50%) of the Members in person shall be a quorum.

[63] If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Board.

[64] The [Chair], or in the [Chair]'s absence the Deputy [Chair], shall preside as [chair] at every General Meeting, but if there be no such person present within ten minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Members

present shall choose some member of the Board, or if no such member thereof be present, or if all the members of the Board present decline to take the chair, the Members present shall choose another Member who shall be present to preside.

[65] The [chair] of the Meeting may, with the consent of any such meetings at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

#### **Voting at General Meetings**

[66] At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (which for the avoidance of doubt shall be any vote conducted by the raising of hands or other unambiguous expression of support) unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration of the result of a show of hands by the [chair] of the Meeting shall be final. In the case of an equality of votes whether on a show of hands or on a poll the [chair] of the Meeting shall be entitled to a casting vote.

[67] British Rowing may make whatever arrangements it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

[68] A poll may be demanded by the [chair] of the Meeting or by at least two Members present by representative or by proxy. A demand for a poll may be withdrawn.

[69] A poll on the election of the [chair] of the Meeting or on a question of adjournment or any other question must be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the [chair] of the Meeting at which the poll is demanded.

[70] Each Member shall have one vote only at each General Meeting

[71] No Member shall be entitled to vote in a poll, or to speak or vote in person at a General Meeting unless all money due to British Rowing by that Member at the time has been paid. No Affiliated Member shall be entitled

to speak in person at a General Meeting unless all money due to British Rowing by that Affiliated Member at the time has been paid

### **Proxy Attendance and Voting**

[72] Proxies may validly be appointed by a notice in writing (a “proxy notice”) that:

- [a] states the name and address of the Member appointing the proxy;
- [b] identifies the person appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed;
- [c] is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as British Rowing may determine; and
- [d] is delivered to British Rowing in accordance with the Articles and any instructions contained in the notice of the General Meeting to which it relates.

[73] British Rowing may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

[74] Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

[75] Unless a proxy notice indicates otherwise, it must be treated as:

- [a] allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- [b] appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

[76] A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that Meeting or any adjournment of it, even though a valid proxy notice has been delivered to British Rowing by or on behalf of that Member.

[77] An appointment under a proxy notice may be revoked by delivering to British Rowing a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.

[78] A notice revoking a proxy appointment only takes effect if it is delivered before the start of the Meeting or adjourned Meeting to which it relates.

### **Amendments to resolutions**

[79] An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:



[a] notice of the proposed amendment is given to British Rowing in writing by a Member entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the Meeting is to take place (or such later time as the [chair] of the Meeting may determine), and

[b] the proposed amendment does not, in the reasonable opinion of the [chair] of the meeting, materially alter the scope of the resolution.

[80] A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

[a] the [chair] of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

[b] the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

[81] If the [chair] of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the [chair]'s error does not invalidate the vote on that resolution.

## 20. Honorary Positions

### *Appointment*

20.1. The Regional Representatives may nominate:

20.1.1. an Honorary President for a term of 3 years; and

20.1.2. any number of Honorary Vice Presidents either for terms of 3 years each or for life (Honorary Life Vice President).

20.2. There shall be no obligation for the Regional Representatives to appoint an Honorary President or any Honorary Vice Presidents

20.3. The Chair shall present nominations for Honorary President or Honorary Vice President to the Board following consultation with the Regional Representatives.

20.4. The Board may in its sole discretion approve any nominations for appointments to the position of Honorary President or Honorary Vice President.

20.5. An Honorary President or Honorary Vice Presidents may have their term renewed by the Board as many times as the Board deems appropriate

### *Rights of Honorary President or Honorary Vice President*

20.6. Following appointment, any Honorary President or Honorary Vice Presidents shall be entitled to attend General Meetings but, unless otherwise qualified to do so, may not vote.

### *Removal of Honorary President or Honorary Vice President*

20.7. If, in the reasonable opinion of the Chair, an Honorary President or Honorary Vice President is deemed to have brought British Rowing into disrepute or it is no longer considered desirable for any reason that the incumbent should continue in post, the Chair shall report such matter



to the Board which will have discretion to remove such Honorary President or Vice President at any time.

#### *Honorary Rowing Safety Advisor*

20.8. The Regional Representatives shall nominate a person to act as Honorary Rowing Safety Advisor.

20.9. The Chair shall present the nomination for Honorary Rowing Safety Advisor to the Board following consultation with the Regional Representatives.

20.10. The Board may in its sole discretion approve the nomination for the position of Honorary Rowing Safety Advisor.

20.11. The Honorary Rowing Safety Advisor shall be appointed for a term of three years, which may be renewed by the Board as many times as the Board deems appropriate. The Honorary Rowing Safety Advisor will be a member of the Rowing Safety Committee and a voting member of the Sport Committee.

#### *Removal of Honorary Rowing Safety Advisor*

20.12. If, in the reasonable opinion of the Chair, the Honorary Rowing Safety Advisor is deemed to have brought British Rowing into disrepute or it is no longer considered desirable for any reason that the incumbent should continue in post, the Chair shall report such matter to the Board which will have discretion to remove the Honorary Rowing Safety Advisor.

## **SECTION D: BRITISH ROWING STANDARDS**

### **21. Equity and Diversity**

21.1. British Rowing is fully committed to the principles of equality of opportunity and is responsible for ensuring that no member, volunteer, employee or job applicant receives less favourable treatment on the grounds of age, gender, gender reassignment, disability, race, ethnic origin, nationality, colour, marriage or civil partnership, pregnancy, maternity or parental, religion or belief, socio-economic status, sexual orientation or political belief.

21.2. British Rowing will ensure that everyone who wishes has an equal opportunity to participate in the sport of rowing at all levels and in all roles, whether as a beginner, participant, performer, or as a coach, manager, employee, administrator or official.

### **22. British Rowing Code of Ethics and Behaviour**

22.1. The Board has implemented the British Rowing Code of Ethics and Behaviour, which establishes the standards of behaviour British Rowing expects from all participants in Rowing, and in particular –



22.1.1. Rowers

22.1.2. The Parents, Guardians, Carers and Supporters of Rowers

22.1.3. Clubs and Event Organisers

22.1.4. Umpires and Officials

22.1.5. Coaches and Instructors

22.1.6. British Rowing Employees

22.1.7. Volunteers

22.2. The terms above are used as referred to in the British Rowing Code of Ethics and Behaviour.

## **23. Safeguarding**

23.1. British Rowing is committed to promoting the welfare of all involved in Rowing, and in particular children.

23.2. The Board has implemented a number of Policies and associated guidance documents to ensure that everyone who participates in Rowing can do so in a safe and enjoyable environment.

23.3. The Safeguarding Vulnerable Groups Advisory Panel is established by the Board pursuant to this Handbook. The Case Management Group (also referred to as the 'CMG') has also been established by the Board to make decisions on matters related to the safeguarding and protection of children. The CMG is also required make decisions relating to any concerns arising from information gathered through British Rowing's recruitment process.

23.3.1. The Board shall appoint the members of the CMG. The Executive may also appoint an individual to be part of the CMG if it considers that the appointee is suitably qualified and experienced.

23.3.2. The CMG operates independently.

23.3.3. The Terms of Reference for the CMG are included at Schedule 5 of the Handbook.

23.4. British Rowing will adopt and implement measures to facilitate the effective sharing of information concerning matters related to the safeguarding and protection of children with partner organisations.

23.5. British Rowing will adopt and implement measures provisions to ensure that the relationship between the Executive and the Child Protection in Sport Unit (CPSU) is as efficient and effective as possible.

## **24. Rowing Safety**

24.1. British Rowing is committed to promoting the safety of all involved in Rowing.



24.2. The Board has implemented a number of Policies and associated guidance documents to ensure that everyone who participates in Rowing does so safely.

## **25. Whistle-blowing Policy**

25.1. British Rowing has established a clear framework for identifying concerns, particularly those involving perceived failings in its governance process. This demonstrates the values of openness and responsiveness, which underpins its approach to running the organisation.

25.2. The Board has established the British Rowing Whistle-blowing Policy, which is included at Schedule 7 of the Handbook.

25.3. If any person has a concern about British Rowing members of staff, any persons associated with British Rowing, or any Board member's conduct on matters concerning suspected fraud, corruption or bribery whilst carrying out British Rowing, or, if any person wishes to report any an incident of illegal or wrongful conduct by any person associated with British Rowing, that person should refer to the British Rowing Whistle-blowing Policy.

25.4. All notifications and subsequent internal investigations will be conducted professionally, ethically and with discretion. British Rowing will endeavour to protect confidentiality whilst any internal investigation is being completed.

## **SECTION E: SPORT AND DISCIPLINARY MATTERS**

### **26. Regulations**

26.1. The Board has approved and implemented the British Rowing Regulations, which apply to all participants in Rowing, and in particular

- 26.1.1. Regional Rowing Councils
- 26.1.2. Regional Representatives
- 26.1.3. Affiliated Members
- 26.1.4. Registered Individual
- 26.1.5. The Board

26.2. The British Rowing Regulations will be regularly reviewed and approved by the Board.





## 27. Rules of Racing

### 27.1. Rules of Racing

- 27.1.1. The National Competition Committee has the responsibility of developing and publishing rules for Rowing.
- 27.1.2. These rules are referred to as 'the Rules of Racing'
- 27.1.3. The Sport Committee is responsible for all matters associated with the development of the Rules of Racing.
- 27.1.4. The Board will approve the Rules of Racing and any amendments to the Rules of Racing.

## 28. International Competitions

### 28.1. FISA

- 28.1.1. The Federation Internationale des Societes d'Aviron (FISA) is the international governing body for Rowing.
- 28.1.2. British Rowing is the FISA recognised National Federation for Rowing for Great Britain.

### 28.2. Commitments to FISA

- 28.2.1. As the National Federation for Rowing for Great Britain, British Rowing is required to be autonomous and be organised and governed in accordance with the Articles.
- 28.2.2. British Rowing accepts the following obligations:
  - 28.2.2.1. to comply fully with all duties and provisions of the Statutes, Rules, Bye- Laws and Regulations established by FISA and decisions taken by FISA;
  - 28.2.2.2. to apply the World Anti-Doping Code;
  - 28.2.2.3. to immediately notify the FISA Executive Committee of any material change made to its Statutes, change of President and/or Secretary General, its address and contact details, or of any other elements which affects its ability to fulfil its membership obligations;
  - 28.2.2.4. to cause their own members to comply with the Statutes, Rules, Bye- Laws and Regulations established by FISA and decisions taken by FISA;
  - 28.2.2.5. in the event that a change in the registered design or the colours of its racing uniform or blades is desired, to make a request to the FISA Executive Committee at least three months prior to the first proposed use in competition; and
  - 28.2.2.6. to fulfil at all times all the conditions necessary for its admission to membership and to comply with all the undertakings given on that occasion;
- 28.2.3. The Board will periodically review British Rowing's compliance with these obligations.
- 28.2.4. The Board will appoint as required delegates from British Rowing to attend each FISA Congress and any other FISA governance forums.



28.2.5. British Rowing will pay all membership and other fees required by FISA.

#### *28.3. British Olympic Association*

28.3.1. British Rowing is recognised by the British Olympic Association ('the BOA') as being the National Federation for Rowing for Great Britain.

28.3.2. British Rowing will pay all membership and other fees required by the BOA.

28.3.3. British Rowing will respect and comply with the membership terms and conditions specified by the BOA from time to time.

#### *28.4. British Paralympic Association*

28.4.1. British Rowing is recognized by the British Paralympic Association ('the BPA') as being the National Federation for Para-Rowing for Great Britain.

28.4.2. British Rowing will pay all membership and other fees required by the BPA.

28.4.3. British Rowing will respect and comply with the membership terms and conditions specified by the BPA from time to time.

#### *28.5. Selection for International Competition*

28.5.1. The Board shall maintain and publish:

28.5.1.1. a fair, open and transparent process for the selection of rowers to represent Great Britain in international competitions; and

28.5.1.2. an appropriate and documented Selection Appeals Procedure in respect of the selections made for international competition.

### **29. British Rowing and Anti-Doping**

29.1. British Rowing is committed to the principles and purposes of the World Anti-Doping Code, and in particular to protecting the rights of all persons involved in Rowing to participate in doping-free sport.

29.2. British Rowing has adopted as its Anti-Doping Rules the UK Anti-Doping Rules produced from time to time by UK Anti-Doping Limited, the current National Anti-Doping Organisation established by the UK Government for the United Kingdom.

### **30. Disciplinary Matters and Sanctioning Powers**

30.1. The Board has the power under the Articles to make and enforce rules and regulations concerning all forms and aspects of Rowing. This includes the power to establish disciplinary and complaints processes and impose sanctions in respect of the breach of any rules and regulations relating to Rowing.



- 30.2. The Board of British Rowing has in relation to any Club, Competition or Registered Individual, the power to order any measures that are recommended to it by the Disciplinary and Grievance Panel or the Case Management Group.
- 30.3. *Disciplinary Matters: the Disciplinary and Grievance Panel*
- 30.3.1. The Board has established the Disciplinary and Grievance Panel to ensure that British Rowing handles complaints, grievances and disciplinary matters fairly and efficiently.
- 30.3.2. The Board has designated the Disciplinary and Grievance Panel to be the dispute resolution body in respect of certain specified disputes, as detailed and explained in the British Rowing Regulations. The Disciplinary and Grievance Panel shall have the power, in relation to matters where it acts as the relevant dispute resolution body, to require that parties to a dispute participate and give evidence, and provide documents or other evidence.
- 30.3.3. The Disciplinary and Grievance Panel shall have the power impose sanctions that may include but shall not be limited to:
- 30.3.3.1. ordering any party to pay some or all of the out-of-pocket expenses of the other party (but not any legal or other professional costs) to the relevant dispute; and/or
- 30.3.3.2. ordering any party to pay the costs incurred by the Disciplinary and Grievance Panel
- 30.3.3.3. recommending to any Club that a Registered Individual who is a member of that Club be suspended from membership of that Club or that membership be terminated;
- 30.3.3.4. recommending to the Board that the rights enjoyed by a Registered Individual be suspended or that the Registered Individual shall have those rights terminated;
- 30.3.3.5. recommending to the Board that a Club or Competition be suspended as an Affiliated Member of British Rowing or that the Club or Competition's status as an Affiliated Member be terminated;
- 30.3.3.6. recommending to the Board that appropriate measures be undertaken to give effect to any suspension.
- 30.3.4. An Affiliated Member, Registered Individual or any other relevant body or individual against whom an order has been made by the Board shall comply with the terms of that order including any full or partial suspension from any part of any activity controlled by British Rowing or any other activity within the sport.
- 30.3.5. The Board may if it believes that a sanction imposed by it might have any effect on international competition or competition in another country, report that sanction to FINA for recognition world-wide and, in the case of foreign nationals, to their country of origin.



30.4. *Disciplinary Matters: Safeguarding*

- 30.4.1. The Board has established the Case Management Group to ensure that British Rowing responds quickly and efficiently in relation to matters that arise in relation to the British Rowing Safeguarding and Protecting Children Policy and Adults at Risk Policy.
- 30.4.2. The Case Management Group shall have all the powers detailed within the British Rowing Safeguarding and Protecting Children Policy and Adults at Risk Policy.
- 30.4.3. An Affiliated Member, Registered Individual or any other relevant body or individual against whom an order has been made by the Case Management Group shall comply with the terms of that order including any full or partial suspension from any part of any activity controlled by British Rowing or any other activity within the sport.

30.5. *The National Competition Committee*

- 30.5.1. The Board has designated the National Competition Committee to be the dispute resolution body in respect of certain specified disputes, as detailed and explained in the British Rowing Rules of Racing.
- 30.5.2. The National Competition Committee shall have the power to impose sanctions as detailed and explained in the British Rowing Rules of Racing.



## Schedule One

### Corporate Governance Handbook Appendix I

#### DEFINITIONS

The words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<b>Word(s)</b>	<b>Definition</b>
Act	The Companies Act 2006 and any subsequent statutory modification or re-enactment thereof for the time being.
Affiliated Member	A Club or Competition that becomes affiliated to British Rowing affiliation being subject to payment of all relevant fees.
Annual General Meeting	An annual meeting of Members as provided for in these Articles.
Articles	These Articles of Association.
Athlete Director	A member or former member of the GB Rowing Team who is currently competing for the GB Rowing Team or competed for the GB Rowing Team in the most recent Olympiad (being the four-year cycle, in which the first year is the calendar year in which the summer Olympic Games are due to take place) and elected as a Director by the GB Rowing Team.
Board	The Board of Directors for the time being of British Rowing that has overall responsibility for governing British Rowing.
British Rowing	British Rowing Limited.
Chair	The Chair of the Board.
Chief Executive Officer	The Chief Executive Officer for the time being of British Rowing.
Club	A club in the United Kingdom whose members take part in Rowing.



Competition	An organised group of rowing races sanctioned by British Rowing in which the result of each race is determined by the order in which boats are placed at the finish, or a processional race, being a race in which boats are started at intervals of time or distance and of which the result is determined by means other than the order of arrival at the finish but may also include other rowing events sanctioned by British Rowing,
Deputy Chair	The deputy chair of the Board elected to the Board by the Members.
Director	A Director of British Rowing.
First Named Club	The Club stated by a Registered Individual when registering with British Rowing to be the primary Club that the Registered Individual participates in as a matter of course.
GB Rowing Team	The athletes who have represented Great Britain and Northern Ireland at the most recent FISA (Fédération Internationale des Sociétés d’Aviron) World Championships or Olympic or Paralympic Games.
General Meeting	An Annual General Meeting or meeting of Members other than an Annual General Meeting.
Home Nations Director	The Director appointed by Scottish Rowing and Welsh Rowing.
Independent Director	A Director appointed pursuant to the Articles to be an independent Director.
Member	A Regional Representative elected by the Affiliated Members within a Region.
Poll	The term ‘poll’ refers to any procedure used at a General Meeting where it is not possible to obtain a clear result as to a resolution by a show of hands.
Nominated Director	A Director elected to the Board by the Members
Region	A geographical area as from time to time determined by British Rowing to be a region.



Regional Representative	A Registered Individual elected to represent the Affiliated Members within a Region.
Regional Rowing Council	A body created and established by British Rowing to represent all Affiliated Members within a Region and to carry out such functions as the Board may from time to time delegate to it.
Register of Members	The register of members held by British Rowing.
Registered Individual	A person registered with British Rowing and paying the relevant fees.
Rowing	The sport of propelling a boat by oars, including sculling and coxing, and also any activity in which a rowing action is used with any boat, machine, ergometer or other apparatus, including the sport of Para Rowing.
Scottish Rowing	The national governing body for the sport of Rowing in Scotland.
Sport Committee	A Committee established by the Board to co-ordinate and advise as to policies, activities and initiatives relating to Rowing.
United Kingdom	The United Kingdom of Great Britain and Northern Ireland together with the Crown Dependencies and Overseas Territories.
Welsh Rowing	The national governing body for the sport of Rowing in Wales.

Words importing the singular number only shall include the plural number, and vice versa.  
Words importing persons except the word 'individual' shall include Clubs, Competitions, corporations and other organisations whether incorporated or unincorporated.



## **Schedule Two**

### **Corporate Governance Handbook**

#### **Scheme of Delegation and Authority Specifications**

##### **THE SCHEME OF DELEGATION**

###### **1. Overview**

The Board has approved Reserved Authorities and Delegated Authorities that set out the matters specifically reserved for determination by the Board, and those matters delegated to management.

The matters specifically reserved for Board approval under the Reserved Authorities include decisions about British Rowing's financial plans, strategy and major policies, matters involving amounts over specified limits (which varies depending upon the nature of the transaction) and/or with the potential to have a material impact on the reputation of the organisation.

The Board also has the authority for succession planning and remuneration of the Chief Executive Officer (CEO).

All matters not specifically reserved for the Board and necessary for the day to day management of the organisation are delegated to the CEO.

###### **2. Reserved Authorities**

The CEO has general authority to run the organisation. This authority is largely delegated by the CEO to the executive directors who directly report to him/her (the Directors' Team). However, both the Board and the CEO reserve authority over specific decisions and areas of activity. These are the Reserved Authorities.

The Reserved Authorities do not define the complete list of matters that must be submitted to the Board or the CEO. Other material or significant items may require approval or disclosure to the Board or the CEO. If in doubt please contact the Director of Finance & Business Services.

Where titles or roles change, these Reserved Authorities apply to the equivalent role.

Approval from the authority holder must be obtained before taking action in any area of activity listed in this section.



Strategy & Budgets	
Board	Corporate strategy Annual budget
CEO	Business Plan Approval of all new projects / developments, not included in annual budget subject to delegated authority on expenditure levels.
Grant Funding Applications	
Board	Approval of all other applications
CEO	Approval of applications subject to agreed upper limit.
Human Resources	
Board	Remuneration, terms and conditions of CEO Remuneration of senior leadership team Major restructuring Pay policy and terms and conditions impacting all staff
CEO	Staff appointments except CEO Redundancy events Engagement of consultant for whom annual cost is likely to exceed £15k
CEO, or Director of Finance & Business Services	Signing of employment contracts
Risk Management & Insurance	
Audit & Risk Committee	Approval of insurance programme
Director of Finance & Business Services	Approval of annual insurance policies/premiums
Freehold & Leasehold Property, Additions & Disposals	
Board	Approval of purchase or sale of land/buildings. Approval of capital property projects



Audit	
Board	Appointment of internal auditors Recommendation of appointment of external auditors to Members Remuneration of external auditors
Financial Controls & Investments	
Board	Appointment of Investment Managers Charges / Loans / Mortgages Opening and closing of bank accounts Amendments to bank mandates and authorised signatories Write-off debts to an agreed limit.
CEO	Write-off debts to an agreed limit.
Director of Finance & Business Services	Write-off debts to an agreed limit.
Legal Matters	
Board	Conduct of litigation likely to have an impact on the organisation.
CEO	Appointment of external legal advisers.
Name, Trademarks & Intellectual Property	
Board	Approval of any exclusive contract involving exploitation of BRL's intellectual property. Approval of any non-exclusive category contract involving exploitation of BRL's intellectual property in accordance with the Delegated Authorities Approval of any contract in the nature of a commercial joint venture
CEO	Policies and standards for the use of organisation's name and branding Approval of any non-exclusive category contract involving exploitation of BRL's intellectual property in accordance with the Delegated Authorities

\*Any such transactions to be reported to the Board as part of the Finance Report

### 3. Delegated Authorities

The delegated authority levels approved by the Board have been agreed by the Board. They are redacted in the table below, but appear in a confidential version of this table. Notwithstanding the



authority levels below, delegated authority must still be exercised within existing approved budgets and business plan.

Therefore, if any planned financial transaction is:

- not within the existing approved budget or business plan; and
- the incremental cost cannot be fully offset by additional secured income or identified budgeted cost savings; and
- the expected net incremental cost is expected to result in a variance of greater than an agreed level then approval must be sought from the Finance Committee before any commitment is made.

Transaction Type	Directors' Team / Reports to the CEO	CEO	Board
<i>Non-Property Capital Expenditure</i> <i>Threshold applies to individual asset value</i>	<i>Director of Performance</i> [Redacted] <i>Director of Finance &amp; Business Services &lt;</i> [Redacted] <i>All other Directors &lt;</i> [Redacted]	[Redacted]	[Redacted]
<i>Revenue expenditure</i> <i>Threshold applies to total contract value</i>	<i>Director of Performance</i> [Redacted] <i>Director of Finance &amp; Business Services &lt;</i> [Redacted] <i>All other Directors &lt;</i> [Redacted]	[Redacted]	[Redacted]
Non-exclusive sponsorship		[Redacted]	[Redacted]

## Notes

Any matters that are to be submitted to the Board for approval must first be submitted to the Finance Committee for review.

Purchases must not be parcelled into separate transactions to avoid the requirement for approval at the appropriate level of authorisation.



For one-off expenditure over an agreed level of comparative quotes or tenders should be obtained where possible. For items of regular expenditure exceeding an agreed level annually, comparative quotes or tenders must be obtained at intervals of no more than 4 years. Where terms and conditions of funding contracts specify a lower limit that limit shall be applied.

## **The Roles of Chair and Chief Executive Officer**

The division of responsibilities as between the Chair and Chief Executive Officer (CEO) has been agreed by the Board as set out below.

### **Chair**

The Chair is responsible for leadership of the Board. In particular, the Chair will:

1. Ensure effective operation of the Board and its committees in conformity with the highest standards of corporate governance.
2. Ensure effective communication between members of the Board and between British Rowing and the Affiliated Members and Members of British Rowing, and chair the AGM and any General Meetings of British Rowing.
3. Set an agenda for the Board, in conjunction with the CEO, which is primarily focused on strategy, performance, delivery and accountability, and ensure that the Board considers all major issues relevant to those areas.
4. Ensure that the Board determines the nature and extent of the significant risks that British Rowing is willing to embrace in the implementation of its strategy, and that the Board reviews on an ongoing basis the effectiveness of risk management and internal control systems.
5. Manage the Board to ensure that adequate time is available for discussion of all agenda items and to ensure that complex or contentious issues are dealt with effectively, making sure that directors have sufficient time to consider them.
6. Ensure that Board members receive accurate, timely and clear information about matters that are relevant to the Board in the performance of its duties.
7. Ensure that the delegation of authority from the Board to executive management is clear, appropriate, and understood by both sides.
8. Ensure that all Board committees are properly established, composed and operated according to



well-defined terms of reference.

9. Ensure that appointments to the Board are dealt with in accordance with best practice and that the Board considers matters such as its own composition, balance and succession planning on a regular and timely basis.

10. Ensure appropriate induction and development programmes are available to, and followed by, directors.

11. Support the CEO in the development of strategy and, more broadly, to support and advise, but also challenge and review the performance of the CEO.

12. Maintain such access to senior management as is necessary and useful, while respecting senior management's primary responsibility for managing British Rowing, and ensuring that the Board focuses its governance and strategic responsibilities and does not slip incrementally or otherwise into the management or operational role.

13. Promote effective relationships and communications between non-executive directors and members of the Senior Management Team as required.

14. Ensure that the performance and effectiveness of the Board, its main committees and individual directors is formally evaluated on a regular basis.

15. Act as an ambassador, representing and championing British Rowing at clubs and events, and on a local, national and international level.

16. To ensure, together with the CEO, that there is a clear understanding on the part of staff, Officers and Board members as to who is authorised to act as a spokesperson for the organisation and issue public statements.

### **Chief Executive Officer**

The CEO has the responsibilities detailed in the Handbook and an overriding duty to implement the strategy agreed by the Board. In particular, the CEO will:

1. Develop strategy proposals for recommendation to the Board and ensure that agreed strategy actions are reflected in the business.

2. In conjunction with the Senior Management Team, develop an annual budget and funding plan for the delivery of the Business Plan, consistent with British Rowing strategy, for presentation to the Board



for approval. This should include developing processes and structures to ensure that any capital investment proposals are reviewed thoroughly, that associated risks are identified and appropriate steps taken to manage the risks.

3. Maintain and develop good communications and relationships with funding partners such as UK Sport and Sport England, as well as other sources and potential sources of income such as commercial sponsors.

4. Maintain and develop good communications and relationships with relevant third parties such as FISA, the BOA and the BPA, ensuring that the views of these groups are shared with the Board and that British Rowing's views are communicated to them.

3. Be responsible to the Board for the performance of British Rowing consistent with agreed strategy, funding plans and policies, and keep the Board as a whole updated on progress made against such agreed strategy, funding plans and policies.

4. Facilitate the leadership of all directorates in developing their own strategic plans for the future, including appropriate succession planning, ensuring that they are properly evaluated and that they are built into overall British Rowing strategy.

5. Plan human resourcing to ensure that British Rowing has the capabilities and resources required to achieve its plans and ensure that robust management succession and management development plans are in place and presented to the Board from time to time.

6. Develop an organisational structure and establish appropriate processes and systems to ensure the efficient use of resources and the safeguarding of British Rowing's assets.

7. Lead the Senior Management Team, including the development of performance targets and appraisals for senior management.

8. Lead the commercial activity of British Rowing, ensuring in particular the appropriate review and evaluation of any undertakings in which the assets or intellectual property of British Rowing are being monetised, and that any such undertakings are brought to the Board for approval in accordance with British Rowing's agreed financial policies and procedures manual.

9. Develop and promote effective communication between Senior Management, the Board, and the Members.

10. Ensure that the flow of information to the Board is accurate, timely and clear.



11. Establish a close relationship of trust with the Chair, reporting key developments in a timely manner and seeking advice and support as appropriate.

12. Ensure that reporting lines within British Rowing are clearly established and understood by Senior Management, and operate effectively.

13. Ensure that management put procedures in place to ensure compliance with all relevant legislation and regulation.

14. Develop and maintain an effective framework of internal controls including risk management in relation to all business activities.

15. Keep the Chair promptly informed on all matters that may be of importance to the Board or of which the Board should be aware.

The Chair and CEO will meet regularly to review issues, opportunities and problems.



## Schedule Three

### Corporate Governance Handbook

#### ELECTION PROCESSES

These processes have been approved by the Board. They are intended to provide a transparent, fair and straightforward process for the election of Directors to the Board.

#### Election Process: Elected Directors

**The Deputy Chair, Chair and Deputy Chair of the Sport Committee and the two Nominated Directors are elected by the Members. The process for these elections is explained below.**

The Deputy Chair is elected by the voting Members of British Rowing, being the Regional Representatives appointed to represent the ten Regions. The election (if required) will take place at a General Meeting.

1. If the Deputy Chair resigns, or is at or near the end of the prescribed term of office, the Company Secretary will ask the Regional Representatives to nominate a candidate or candidates for election to the post of Deputy Chair.
2. Nominations for the Deputy Chair position shall be made in writing, proposed and seconded by Regional Representatives and received by the Company Secretary at least 30 days before the date of the General Meeting at which the election is to be held.
3. The invitation for nominations will explain the role of Deputy Chair and the requirements placed on the person elected to the post.
4. Each Regional Representative may nominate one candidate for election to the post of Deputy Chair, although there is no obligation to nominate. The names of the candidates must be notified as per paragraph 2 above.
5. The Form of Nomination must be as below (or substantially in the same format) –

I wish to nominate \_\_\_\_\_

for the position of Deputy Chair on the Board of British Rowing.

Name of Proposer:

Date:

Name of Secunder:

Date:





I agree to be nominated for the position of Deputy Chair on the Board of British Rowing.

Name:

Date

6. If only one candidate is nominated to British Rowing for election to the post of Deputy Chair by the end of the period set for receipt of nominations, that person will (subject to the Articles) be appointed to the position of Deputy Chair for a term of up to four years (taking into account any recommendation made by the Nominations Committee as to term of office).
7. If nominations for more than one person are received an election must be held. The process for election will be:
  - 7.1. British Rowing will notify each Regional Representative in advance of the General Meeting that:
    - 7.1.1. an election for the post of Deputy Chair will be held at the General Meeting; and
    - 7.1.2. the names of the candidates for the election.
  - 7.2. The election will take place according to the processes detailed in Articles 66, 67, 70, 71 and 72-78, save that voting will take place by secret ballot.
  - 7.3. The election shall be decided by a simple majority. If there is a tie the members will be invited to cast their votes for a second time but the candidates will be limited to those who received the equal number of votes. If after a second vote there is a tie the result will be determined by the drawing of lots.
  - 7.4. The result of the election will be announced at the General Meeting that the election is held at. Following the election the successful candidate shall subject to the Articles be appointed for a term of up to four years (taking into account any recommendation made by the Nominations Committee as to term of office).
8. The same process will follow in respect of the elections for the Chair of the Sport Committee and the two Nominated Directors.
9. The same process will follow in respect of the election for the Deputy Chair of the Sport Committee save that that person will not be appointed as a Director following election.

### **Election Process: Athlete Director**

The Athlete Director is elected by the members of the GB Rowing Team, being the athletes who have represented Great Britain and Northern Ireland at the most recent FISA (Fédération Internationale des Société d’Aviron) World Championships or Olympic or Paralympic Games.

1. If the Athlete Director resigns, or is at or near the end of the prescribed term of office, the Company Secretary will invite the GB Rowing Team to nominate a candidate or candidates for election to the post of Athlete Director.



2. The invitation for nominations will explain the role of Athlete Director and the requirements placed on the person elected to the post.
3. This invitation will be sent to each member of the GB Rowing Team in advance of the Board Meeting at which the Athlete Director is to be appointed.
4. The GB Rowing Team is collectively responsible for nominating candidates. The names of the candidates selected by the GB Rowing Team must be nominated to British Rowing before the date of the Board Meeting at which the Athlete Director is to be appointed.
5. The Form of Nomination must be as below (or substantially in the same format) –

I wish to nominate \_\_\_\_\_

for the position of Athlete Director on the Board of British Rowing.

Name of Proposer:

Date:

Name of Seconder:

Date:

I agree to be nominated for the position of Athlete Director on the Board of British Rowing.

Name:

Date

6. If only one candidate is nominated to British Rowing, that person will subject to the Articles be appointed to the position of Athlete Director for a term of three years.
7. If nominations for more than one person are received an election must be held. The process for election will be:
  - 7.1. British Rowing will notify each member of the GB Rowing Team as to the candidates, the manner and time within which votes may be cast (which shall include but not be limited to post, e-mail, or other means but must be in writing) and the means by which a member may abstain from voting;
  - 7.2. Each member of the GB Rowing Team will cast a vote within the time specified; a vote received by British Rowing outside of the time specified will not be counted;
  - 7.3. The notification will include the following text for use by members of the GB Rowing Team wishing to cast a vote:

I confirm that I, [\_\_\_\_\_] wish to vote for [\_\_\_\_\_] for the role of Athlete Director on the Board of British Rowing, for a three-year term of office, commencing \_\_\_\_\_.



I understand that the Athlete Director is not a representative of the GB Rowing Team or the Rowers on the Board but rather brings their experience of high performance sport and the GB Rowing Team to help guide the strategic thinking and monitoring of targets for the benefit of the organisation.

- 7.4. British Rowing will collate and count the votes and announce the result of the election following the relevant Board Meeting. The election shall be decided by a simple majority. If there is a tie the members will be invited to cast their votes for a second time but the candidates will be limited to those who received the equal number of votes. If after a second vote there is a tie the result will be determined by the drawing of lots.



## **Schedule Four**

### **Corporate Governance Handbook**

#### **BOARD MEMBER CODE OF CONDUCT**

Each member of the British Rowing Board is subject to the following Code of Conduct.

Each Board Member is required to confirm adherence to the Code of Conduct by signing a copy of the Code of Conduct, which will include the following declaration:

*Declaration*

*I understand that substantial breach of any part of this Code may result in procedures being put in motion that may result in my being asked to resign from the Board.*

*Should this happen I will be given the opportunity to be heard. In the event that I am asked to resign from the Board I will accept the majority decision of the Board in this matter and resign at the earliest opportunity.*

*Signed:*

*Name:*

*Date:*

#### **Code of Conduct**

British Rowing expects its Board members to commit to its values of integrity, excellence and teamwork, and to work to enable and inspire. It requires members to act in an ethical and business-like manner and including proper use of authority, appropriate decorum in group and individual behaviour, when acting as Board members, and to follow principles set out below based on those published by the Committee on Standards in Public Life as the Nolan Principles:

##### **Selflessness**

British Rowing Board members should take decisions solely in terms of the organisation's interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

##### **Integrity**

British Rowing Board members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties as a member of the Board.



### **Objectivity**

In carrying out British Rowing business, including making appointments, awarding contracts, or recommending individuals for rewards and benefits, Board members should make choices on merit.

### **Accountability**

British Rowing Board members are accountable for their decisions and actions and must submit themselves to appropriate scrutiny.

### **Openness**

British Rowing Board members 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**

British Rowing Board members have a duty to declare any private interests relating to their British Rowing duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### **Leadership**

British Rowing Board members should promote and support these principles by leadership and example.

Should a Board member be considered for employment by British Rowing, he or she must temporarily withdraw from Board deliberations, voting, and access to applicable Board information until an outcome is known.

### **General**

Board members will;

- Abide by the rules, policies and procedures of the organisation. This includes having a knowledge of the contents of the Articles of Association and the Corporate Governance Handbook and relevant policies and procedures.
- Support the objects and mission of British Rowing, championing it, using any skills of knowledge they might have to further that mission and seeking expert advice where appropriate.
- Be active trustees, making their skills, experience and knowledge available to British Rowing and seeking to do what additional work they can outside meetings, including sitting on sub-committees.
- Develop and maintain a sound and up-to-date knowledge of British Rowing and its environment. This will include an understanding of how British Rowing operates, the social,



political and economic environment in which it operates and the nature and extent of its work.

- Use British Rowing's resources responsibly, and when claiming expenses will do so in line with British Rowing's procedures.
- Accept their responsibility to ensure that British Rowing is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
- Actively contribute towards improving governance of the Board, participating in induction and training and sharing ideas for improvement.
- Help to identify good candidates for the trusteeship at British Rowing and with their fellow Board members will appoint new members in accordance with agreed selection criteria.
- Respect diversity, different roles and boundaries, and avoid giving offence.
- Maintain the separation of their roles as Board member and volunteer if applicable.

### **Preparation for meetings**

British Rowing Board Members should:

- Attend all appropriate meetings and other appointments of British Rowing or give apologies. If unable to regularly attend meeting they should consider whether there are other ways that they could engage with the organisation.
- Prepare for meetings by reading the agenda, papers and emails before the meeting.
- Participate fully in the meeting:
  - Listen to what others have to say and keep an open mind
  - Contribute positively to the discussions
  - Try to be concise and avoid soliloquies/speeches
- Talk to the Chair before the meeting if they need to clarify anything.
- Arrive on time. Stay to the end of the meeting.
- Help others concentrate on the meeting. Discourage side conversations.
- Have the best interests of the organisation in mind at all times.
- Draw attention to any potential conflicts of interest that may arise in the meeting.
- Keep any information relating to Board matters confidential and ensure any interaction with the press on British Rowing matters has been approved by the Chair or CEO of British Rowing.

Keep abreast of best practice and follow the IOD directors' Handbook which sets out guidance regarding duties and obligations for directors.



### **'Rules of engagement'**

1. Executive team to be encouraged to engage with Board Members outside of Board meetings using their specific experience or expertise.
2. If Board Members disagree/are not happy with a business related matter to talk directly with the CEO, thereby reinforcing the role of the CEO.
3. Board Members to raise issues of concern with the Chair and/or CEO in advance of meetings wherever possible.
4. There is Cabinet responsibility, meaning that discussions and decisions made at Board meetings are consistently communicated externally.
5. If a Board Member wants to get involved more deeply in a particular area then this should be communicated via the CEO.
6. The CEO report should focus on strategic objectives and status of progress.

### **Leaving the Board**

If a Board member wishes to cease being a Board member of British Rowing at any time the Board member should inform the Chair in advance, in writing and stating any reasons for leaving.



## **Schedule Five**

### **Corporate Governance Handbook**

#### **COMMITTEES REPORTING TO BOARD**

The Terms of Reference for the Committees reporting to the Board are set out below.

#### **THE NOMINATIONS COMMITTEE**

1. Purpose
  - 1.1. The Nominations Committee's principal purpose is to evaluate the balance of skills, knowledge and experience required and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
2. Reporting
  - 2.1. The Nominations Committee shall report to the Board.
3. Membership – voting
  - 3.1. The Nominations Committee must comprise a minimum of five people subject to the majority of the members of the Nominations Committee being Independent Directors. Its members shall be:
    - 3.1.1. The Chair of British Rowing;
    - 3.1.2. One Regional Representative
    - 3.1.3. Up to four Independent Directors of British Rowing;
  - 3.2. The Board may appoint an independent person with a background in human resources and/or recruitment to be a member of the Nominations Committee to assist the Nominations Committee with the fulfilment of its functions.
  - 3.3. The Chair of British Rowing will act as chair of the Committee except when dealing with the appointment of a successor to the Chair when an Independent Director shall act as Chair of the Committee.
4. Attendance – non-voting
  - 4.1. The Committee shall ask such persons as may be needed to enable the Nominations Committee to carry out its functions in an appropriate and timely manner to attend, but not vote, at meetings of the Nominations Committee.
5. The Functions of the Nominations Committee shall be:
  - 5.1. To regularly evaluate the skills, knowledge, experience and diversity of the Board and to make recommendations with regard to any changes giving full consideration to succession planning.
  - 5.2. Based on the evaluation of the Board, to prepare a role description and person specification for any Director appointment to be made.
  - 5.3. In respect of all appointments to which the Committee nominates candidates ('Nominated Roles'), appoint a selection panel appropriate to the Nominated Role to carry out the selection process. In respect of the nomination of an Independent Director this panel would usually be chaired by the Senior Independent Director.





5.4. When submitting a nomination to the Board, present a report on the process undertaken and the reasons for the nomination.

5.5. To do any other things that might be appropriate for a Nominations Committee.

## 6. Meetings

6.1. The Nominations Committee shall meet as often as may be appropriate but in any case not less than once per year. Meetings may be held by telephone but shall be attended in person not less than once per year. A quorum shall be 3 members entitled to vote at the meeting, one of whom should be the chair of the Nominations Committee.

6.2. In the absence of the chair of the Committee, the remaining members present shall elect one of themselves to chair the meeting.

## THE AUDIT AND RISK COMMITTEE

### 1. Purpose

1.1. The Audit and Risk Committee's principal purposes are to ensure that the provision of financial and other information for the Board and from the Board to the wider membership and to other entities, such as the lottery funding bodies, is timely and accurate.

1.2. British Rowing's financial policies, procedures and controls are comprehensive and appropriate and ensure that expenditure and financial commitments are properly approved and payments properly authorized.

1.3. British Rowing has comprehensive and appropriate governance and risk policies and procedures including the keeping of an appropriate risk register.

### 2. Reporting

2.1. The Audit and Risk Committee shall report to the Board.

### 3. Membership – voting

3.1. The Audit and Risk Committee shall be led by a member of the Board but its membership may be supplemented by skilled persons who are not Board members. Its members may not also be members of the Finance Committee. Its members shall be:

3.1.1. An Independent Director recruited on a skills basis who shall be the Chair of the Audit and Risk Committee;

3.1.2. An independent member who may be an Independent Director;

3.1.3. One of the Regional Representatives;

3.1.4. A representative from either Scottish Rowing or Welsh Rowing, save that the representative may not be the Home Nations Director.

### 4. Attendance – non-voting

4.1. The Director of Finance & Business Services (who shall act as secretary of the Audit and Risk Committee).

4.2. The Chief Executive Officer.

4.3. The Audit and Risk Committee shall ask such persons as may be needed to enable the Committee to carry out its functions in an appropriate and timely manner to attend, but not vote, at meetings of Audit and Risk Committee.



5. The Functions of the Audit and Risk Committee shall be:
  - 5.1. To review in depth the Directors' Report and Financial Statements prior to their formal approval by the Board, considering such matters as the appropriateness of accounting policies and the truth, fairness and comprehensiveness of the information contained therein;
  - 5.2. To receive reports from and discuss matters with the Independent Auditors; including issues which arose during audit, key accounting and audit judgements, levels of errors and effectiveness of the audit process;
  - 5.3. To review the scope of the work of the Independent Auditors and any internal or other auditors;
  - 5.4. To review the services and cost of the Independent Auditors from time to time and to make recommendations to the Board and the AGM for the appointment of auditors and the policy on the supply of non-audit services by independent auditors;
  - 5.5. To review the financial and other information provided to the Board, and the procedures to produce it, to ensure that it is timely, sufficient and accurate;
  - 5.6. To review the financial information to be provided to other entities to ensure that it is timely, sufficient and accurate;
  - 5.7. To review the comprehensiveness and appropriateness of British Rowing's governance and risk policies and to advise the Board on British Rowing's overall risk appetite, tolerance and strategy;
  - 5.8. To review, no less frequently than quarterly, the risk register to ensure that it is being accurately maintained and that the matters raised therein are being dealt with in an appropriate and timely manner;
  - 5.9. To report to the Board, as soon as is practicable, any matters that may arise from the review of the risk register that may or ought to be of concern to the Board;
  - 5.10. To review and ensure that British Rowing's policies and procedures for approving financial commitments, for the authorisation of payments, with regard to obtaining value for money and for ensuring compliance with tax and all other laws, guidance and legislation are appropriate and adequate;
  - 5.11. To review the procedures and other internal controls of British Rowing for the prevention and detection of fraud, the prevention of bribery and for whistleblowing and reporting to ensure they are appropriate and fit for purpose;
  - 5.12. To ensure that British Rowing maintains a comprehensive, but economic, portfolio of insurance cover to protect its interests, and those of its staff, Board members, officers, and, where appropriate its volunteers, affiliated Competitions and Registered Individuals;
  - 5.13. To do any other things that might be appropriate for an Audit and Risk Committee.
6. Meetings
  - 6.1. The Audit and Risk Committee shall meet as often as may be appropriate but in any case not less than four times per year. Meetings may be held by telephone but shall attended be in person not less than twice per year. A quorum shall be 3 members entitled to vote at the meeting.
  - 6.2. In the absence of the chair of the Audit and Risk Committee, the remaining members present shall elect one of themselves to chair the meeting.



## THE FINANCE COMMITTEE

1. Purpose
  - 1.1. The Finance Committee's principal purposes are to provide oversight of financial matters for the Board, to make recommendations to the Board on budgetary and financial matters, to ensure that the Board is informed in advance of the financial consequences of future plans, to monitor financial performance and to oversee an appropriate investment of British Rowing's reserves.
2. Reporting
  - 2.1. The Finance Committee shall report to the Board.
3. Membership – voting

The Finance Committee is a committee of the Board. Its members shall usually be not less than four people, which shall include:

  - 3.1. One of the Independent Directors, who shall be chair of the Committee and recruited on a skills basis;
  - 3.2. A second Director;
  - 3.3. At least one Director who has been elected by the Regional Representatives to the Board; and
  - 3.4. The Home Nations Director.
4. Attendance – non-voting Persons who would normally attend but not vote at the Finance Committee shall be:
  - 4.1. The Chief Executive Officer;
  - 4.2. The Finance Director (who shall act as the secretary of the Finance Committee);
  - 4.3. Relevant members of the senior management team when their future budgets are reviewed, or when otherwise requested by the Chair; and
  - 4.4. Such other persons as may be needed to enable the Finance Committee to carry out its functions in an appropriate and timely manner
5. The Functions of the Finance Committee shall be:
  - 5.1. To propose a medium term (3-5 year) financial strategy to the Board for approval;
  - 5.2. To review and, if appropriate, provide input on British Rowing's annual budgets, including the annual remuneration policy contained within them;
  - 5.3. To review and, if appropriate, provide input on budgets for events;
  - 5.4. To review and, if appropriate, provide input on (a) any subsequent material changes to those budgets (b) any proposals from the CEO, which might have a material impact on the income, expenditure or financial situation of British Rowing and (c) any contracts which might have a material impact on the income, expenditure or financial situation of British Rowing;
  - 5.5. To review and, if appropriate, provide input on the recommended level of membership fees for the forthcoming year in conjunction with the budget;
  - 5.6. To review and, if appropriate, provide input on the recommended level of reimbursement of expenses for the forthcoming year in conjunction with the budget;
  - 5.7. To monitor financial performance throughout the year against budgets and prior years and, where appropriate, receive reports explaining any variances or unusual items;



- 5.8. To ensure that value for money is achieved in contracts entered into by British Rowing, with a value above the CEO's delegated authority levels;
- 5.9. To review budgeted capital expenditure, as part of the review of the annual budgets, and to review any major capital expenditure plans;
- 5.10. To oversee an appropriate investment of British Rowing's reserves;
- 5.11. To oversee an appropriate handling of British Rowing's liquidity, foreign exchange exposure and investments;
- 5.12. To make recommendations to the Board and to advise them generally on financial matters; and
- 5.13. To do any other things appropriate for a Finance Committee.

## 6. Meetings

- 6.1. The Finance Committee shall meet as often as may be appropriate but in any case not less than four times per year. Meetings may be held by telephone but shall be attended in person not less than twice per year. A quorum shall be 3 members entitled to vote at the meeting.
- 6.2. In the absence of the chair of the Committee, the second Director shall chair meetings of the Committee.

## THE SPORT COMMITTEE

### 1. Purpose

- 1.1. The British Rowing co-ordinating committee for the development of the sport of Rowing. The committee has oversight of the activities, initiatives and policies within the remit of the standing committees represented on it.

### 2. Reporting

- 2.1. The committee shall report to the Board.

### 3. Membership – voting

- 3.1. The membership of the Sport Committee shall be:
  - 3.1.1. A committee chair and committee deputy chair elected by the Regional Representatives who may or may not otherwise be a member of the Sport Committee, each of whom shall serve a term of no more than four years and will be eligible for re-election but may not serve more than two consecutive terms; and
  - 3.1.2. The Chairs of the following Committees or their nominated representatives; National Coaching, National Competition, National Umpiring, Junior Rowing, Masters Rowing, Recreational Rowing and Rowing Safety.
  - 3.1.3. The Honorary Rowing Safety Adviser.

### 4. Attendance – non-voting

The following people shall be entitled to attend, but not vote, on the Sport Committee:

- 4.1. The Chair and Deputy Chair;
- 4.2. The Chair of the Finance Committee;
- 4.3. The Chief Executive Officer;
- 4.4. Other members of the staff of British Rowing approved by the chair of the Sport Committee;



- 4.5. The Chairs of the following specialist panels or their nominated representatives: Medical Advisory, Safeguarding Vulnerable Groups and the Young Persons'; and
  - 4.6. Other individuals invited by the chair of the Sport Committee to attend for a specific purpose.
5. The functions of the Sport Committee shall be to:
    - 5.1. Report to the Board on the effectiveness of current rowing policies and activities and make recommendations for improvement;
    - 5.2. Monitor the implementation of planned development activities and polices; and
    - 5.3. Co-ordinate the outputs from the Standing Committees and specialist panels to foster a consistent approach to development across the whole sport, receive reports from and consider the information and recommendations therein.
6. Meetings
    - 6.1 The committee shall normally meet before each Board meeting and in time for the Board to consider its report.

## **THE DISCIPLINARY AND GRIEVANCE PANEL**

1. Purpose
  - 1.1. The Disciplinary and Grievance Panel's principal purpose is to ensure that British Rowing handles fairly and efficiently complaints, grievances and disciplinary matters for which it is responsible under the Disciplinary and Grievance Procedure of British Rowing as approved by the Board from time to time.
2. Reporting
  - 2.1. The Disciplinary and Grievance Panel shall report to the Board.
3. Membership – voting
  - 3.1. The Disciplinary and Grievance Panel shall comprise a minimum of eight people who shall be appointed by the Board having regard to the mix of skills necessary for the effective discharge of the Disciplinary and Grievance Panel's duties. The Disciplinary and Grievance Panel shall not include any person who is an employee of British Rowing.
  - 3.2. The Disciplinary and Grievance Panel shall appoint a chair from amongst its number.
4. The Functions of the Disciplinary and Grievance Panel shall be to:
  - 4.1. Hear complaints, grievances and disciplinary matters referred to it and to make such rulings and/or recommendations as the Panel thinks appropriate in accordance with the Disciplinary and Grievance Procedure.
  - 4.2. Keep under review the Disciplinary and Grievance Procedure and make such recommendations to the Board as may be necessary from time to time to ensure the effective and equitable handling by British Rowing of complaints, grievances and disciplinary matters.
  - 4.3. Provide guidance to Affiliated Members and Regions from time to time on interpretation of the Disciplinary and Grievance Procedure.



4.4. Provide an annual report to the Board detailing the number and nature of cases heard and their outcomes and make such recommendations as the Disciplinary and Grievance Panel considers necessary for the improvement of the Disciplinary and Grievance Procedure.

5. Meetings

- 5.1. The Grievance and Disciplinary Panel shall meet as often as may be appropriate but in any case not less than once per year. Meetings may be held by telephone but shall be attended in person not less than once per year. A quorum shall be 5 members entitled to vote at the meeting.
- 5.2. In the absence of the chair of the Committee, the remaining members present shall elect one of themselves to chair the meeting.

## **SAFEGUARDING VULNERABLE GROUPS ADVISORY PANEL**

1. Purpose

- 1.1. The panel's responsibilities are to check that British Rowing's procedures continue to reflect the current recommendations of external agencies that specialise in the protection of vulnerable groups and that the procedures are disseminated and applied by British Rowing's members and staff.

2. Reporting

- 2.1. The panel will make an annual report to the Board, through the Lead Safeguarding Officer, on the progress of its activities in implementing and monitoring these procedures and on the incidence and outcome of cases that have arisen during that year.
- 2.2. The panel will advise the Sport Committee on safeguarding matters and a representative will attend its meetings as and when appropriate.

3. Membership

- 3.1. The membership of the panel will include a Board member (Chair of the Panel); Chief Operating Officer or Lead Safeguarding Officer, Welsh Rowing; Lead Safeguarding Officer, Scottish Rowing; a minimum of three members of British Rowing staff as identified by the Chief Executive Officer as having key responsibility for the dissemination and application of safeguarding practices. The panel may from time to time call upon external expert advice in auditing its procedures and improving its policies.

4. Functions

- 4.1. To oversee the implementation of the safeguarding policies;
- 4.2. To monitor these policies in practice;
- 4.3. To support implementation of British Rowing's work towards the Child Protection in Sport Unit Safeguarding Framework.

5. Meetings

- 5.1 The panel will meet at least two times per year.



## **CASE MANAGEMENT GROUP**

1. The Board of British Rowing (the Board) shall appoint the members of the Case Management Group ('CMG'). The Board shall only appoint an individual if it considers that the appointee is suitably qualified and experienced. All powers expressed to be exercisable by the CMG are those of the Board delegated to the CMG.
2. The CMG will operate independently of the Board. However individual members of the CMG may be members of the Board or employees of British Rowing.
3. The purpose of the CMG is to make decisions on the initial reported cases related to the safeguarding and protection of children. It may also include making decisions relating to concerns arising from information gathered through the recruitment process.
4. Meetings regarding disciplinary action may be held by telephone or decisions taken by a written resolution, signed by at least two members. A quorum of persons for decision-making purposes with regard to any disciplinary action initiated is three. Where necessary, the chair of the CMG shall have a casting vote in decision-making.
5. The Chair of the Board (Chair) may appoint an alternate member of the CMG who may be a member of the Board, including himself, who will act as a temporary member for the purposes of a meeting, if insufficient members are unable to attend a meeting for quorum purposes but a case needs to be considered for the purposes of child protection.
6. A member of the CMG may resign by giving written notice to the Chair. This will have immediate effect.
7. The Chair may give written notice to a member of the CMG, removing that member with immediate effect. A member may be removed from the CMG if that member has been found to have committed a breach of the Safeguarding and Protecting Children Policy.

## **ANTI-DOPING AND INTEGRITY ADVISORY PANEL**

1. Purpose
  - 1.1. To advise on and oversee the implementation of the British Rowing Anti-doping Policy.
2. Reporting
  - 2.1. The panel will report to the Board.
3. Membership
  - 3.1. The British Rowing Officer or Board member with responsibility for anti-doping will be the Chair of the panel.
  - 3.2. The other members will be the Chair; British Rowing Medical Officer; Honorary Legal Adviser; Performance Director; Great Britain Rowing Team Chief Medical Officer; Development Director and an Athlete Representative.
4. Attendance
  - 4.1. Other experts may be invited as appropriate. The Chief Executive Officer may attend the meetings.
5. Functions
  - 5.1. To review and recommend any revisions to the Anti-doping Policy;
  - 5.2. To advise on any related education programmes;
  - 5.3. To agree a Doping Control Programme with UK Anti-doping;



5.4. To advise UK Anti-doping of any known infringements of British Rowing anti-doping rules by rowers or support personnel tested outside the United Kingdom.

6. Meetings

6.1. The panel will meet once a year or as required.

## **NATIONAL FACILITIES PANEL**

1. Purpose

1.1. To consider, approve funding for, advise and comment on facilities schemes.

2. Reporting

2.1. The panel will report to the Board.

3. Membership

3.1. The panel shall consist of a voting membership of a Chair and three other members. The panel members shall be nominated by the Board.

4. Attendance

4.1. The Chair and Deputy Chair, the Chief Executive Officer and other nominated members of staff may attend the meetings.

5. Function

5.1. To ensure a fair process for the allocation of grant aid compliant with requirements of government funding agencies.

6. Meetings

6.1. The panel will meet as required for the timely consideration and approval of the allocation of grant aid.

## **THE MAGAZINE MANAGEMENT PANEL**

1. Purpose

1.1. To manage the strategy of “Rowing & Competition”, the official magazine of British Rowing.

2. Reporting

2.1. The panel shall report to the Board and through it to Council.

3. Membership

3.1. The Magazine Management Panel is to comprise the Chief Executive Officer, Rowing & Competition Editor, Chair as appointed by the Board, and an independent person from the Finance Committee.

4. Functions

4.1. To ensure that the magazine operates within budget;

4.2. To ensure that the policy and strategies of British Rowing, including the Whole Sport and High Performance Plans, are properly reflected;

4.3. To provide a vibrant and informative magazine with news and views of the sport for British Rowing members, potential members and the wider public;

4.4. To encourage innovative ways of provoking discussion and comment amongst members;

4.5. To provide a vehicle for Committees to explain policy issues and decisions made to members;





4.6. To increase circulation by all methods available, including exploiting any commercial opportunities.

5. Meetings

5.1. The panel shall normally meet at least three times per year.



## **Schedule Six**

### **Corporate Governance Handbook**

#### **COMMITTEES REPORTING TO THE SPORT COMMITTEE**

The Terms of Reference for the Committees reporting to the Sport Committee are set out below.

#### **NATIONAL COMPETITION COMMITTEE**

1. Purpose
  - 1.1. To devise appropriate strategies for the provision and development of competition rowing and provide information and advice to the Sport Committee; and
  - 1.2. To devise, maintain and regulate the implementation of the Rules of Racing for British Rowing approved events.
2. Reporting
  - 2.1. The committee shall report to the Sport Committee.
3. Membership – voting
  - 3.1. The members of the committee shall be:
    - 3.1.1. A chair nominated by the committee and approved by the Board;
    - 3.1.2. The Chairs of the National Umpiring Committee, the British Rowing Events and the Rules of Racing Panel;
    - 3.1.3. Nine members who will, in general, be expected to take on a functional role. The committee will use its best endeavours to ensure that the membership reflects Regional representation.
    - 3.1.4. The chair and members of the committee, other than the Chairs of the National Umpiring Committee, the British Rowing Events and the Rules of Racing Panel whose appointments shall be ex officio, shall serve a term of up to three years, renewable once.
    - 3.1.5. A deputy chair and secretary may be appointed and these two roles may be combined.
  - 3.2. The selection criteria for each vacancy will be published and details sent to Regional Chairs. Appropriately qualified candidates should forward their CV's to the chair of the committee. The National Competition Committee will review the nominations and the committee will elect the most suitable candidate who will be approved by Sport Committee.
4. Attendance – non-voting
  - 4.1. The following shall be entitled to attend, but not vote at, the committee;
    - 4.1.1. The Chair and Deputy Chair;
    - 4.1.2. The Chair of the Sport Committee (or a nominee);
    - 4.1.3. The Chief Executive Officer;
    - 4.1.4. Other members of British Rowing staff approved by the chair of the committee; and
    - 4.1.5. Other individuals invited by the committee chair to attend for a specific purpose.



## 5. Functions

### *Competition*

- 5.1. To lead the development of a strategy and programmes that will increase participation in competition Rowing and provide a high quality performance pathway for competitive rowers.
- 5.2. To advise, support and represent the organisers of competitive Rowing events.
- 5.3. To encourage and support event organisers to offer a wide range of competitions, to meet the needs and aspirations of rowers from novice to elite level.
- 5.4. To compile the annual programme of approved events to achieve the objectives of British Rowing. Consider applications from competitions to affiliate to British Rowing and making recommendations in respect thereof to Board.
- 5.5. To raise the awareness of competition Rowing by disseminating information and promoting competition through British Rowing's communication channels.

### *Regulation*

- 5.6. To develop and monitor implementation of the British Rowing Rules of Racing to achieve the objectives outlined above.
- 5.7. The committee has the duty to investigate breaches of the Rules of Racing and the power to impose sanctions, when it deems it appropriate, in accordance with the Rules of Racing.

## 6. Meetings

- 6.1. The committee shall normally meet before each Board meeting and in time for the Sport Committee to consider its report.

## **BRITISH ROWING EVENTS COMMITTEE**

1. Purpose. To co-ordinate the management of the British Rowing Championship events currently comprising:

- The Senior Championships
- The Junior Championships
- The Masters Championships
- The Junior Inter Regional Championships
- The Indoor Championships
- The Sculling Festival

and such other events to be approved by British Rowing.

2. Membership

The membership of the committee shall be:

- The chair of the committee, nominated by the Regional Representatives and approved by Board
- The chairs of the organising committees of British Rowing Championship events
- One representative of Scottish Rowing
- One representative of Welsh Rowing
- Three members of the staff of British Rowing as agreed by the Chief Executive
- Such other persons as may be co-opted by the committee.



The committee shall appoint a Deputy Chair and Secretary from the membership of the Committee and these two roles may be combined.

### 3. Responsibilities

The committee shall have direct responsibility for:

- The appointment of the organising committee of each event and the specification of the roles and responsibilities of each organising committee
- Approval of the purpose and strategy of each event
- Ensuring that best practice, innovation and efficiencies are shared between events
- Approval of the draft budgets for each event, such budgets to be within limits set by the Board of British Rowing
- Co-ordinating the marketing and publicity of each event
- Completion of contracts on behalf of the events

For the avoidance of doubt in the event that the committee is unable to agree any matter relating to any of the above then such matter shall be referred to the Chief Executive who, in conjunction with the Chair of the Sport Committee, will report to the Board of British Rowing with recommendations for their decision.

### 4. Reporting

The Committee shall report directly to the Sport Committee and the Chair shall be a voting member of the Sport Committee.

### 5. Meeting - committee shall meet as often as necessary to perform its functions.

## **JUNIOR ROWING COMMITTEE**

### 1 Purpose

To support the provision and development of Junior Rowing.

### 2 Reporting

The committee shall report to the Sport Committee.

### 3 Membership – voting

The committee shall consist of a voting membership of:

- a representative from each Region, ideally with a junior rowing interest; and
- a committee chair nominated by the committee and approved by the Board.

The voting members, including the committee chair, shall serve a term of no more than three years and will be eligible for re-election, but may not serve more than two consecutive terms.

### 4 Attendance – non-voting

The following persons may attend, but not vote, at meetings of the committee:

- The Chair and Deputy Chair:
- The chair of the Sport Committee (or nominee):
- The Chief Executive Officer: and



- Such other members of British Rowing staff nominated by the committee chair.

In the absence of relevant experience within the membership, other individuals may be invited to attend the committee to advise and inform on specific topics.

5 The functions of the committee shall be:

- To contribute to the development of strategy and programmes for increasing participation by, retention of, competition for and the promotion of rowing for the under 18 years age group. The committee will co-ordinate in this function with the Young Persons' Panel;
- To consider issues raised by clubs, schools, other committees, the junior rowing membership and those who support them, consult with constituents, debate and collate responses and produce recommendations to the Sport Committee; and
- To communicate and promote the adoption of good practice and guidelines relating to junior rowing.

6 Meetings

- The committee shall normally meet before each Board meeting and in time for the Sport Committee to consider its report.

## **MASTERS' ROWING COMMITTEE**

1 Purpose

To support the provision and development of Masters' Rowing.

2 Reporting

The committee will report to the Sport Committee.

3 Membership - voting

Membership of the committee shall be:

- A chair who is nominated by the committee approved by the Board; and
- A representative of each Region

The members, including the chair, shall serve a term of up to three years, renewable once.

A deputy chair and a secretary of the committee may be appointed from the membership and these two roles may be combined.

4 Attendance – non-voting

The following people shall be entitled to attend, but not vote, at the committee:

- The Chair and Deputy Chair;
- The Chair of the Sport Committee (or his nominee);
- The Chief Executive Officer;
- Other British Rowing staff nominated by the Chair of the committee;
- By agreement of the chair of the committee, representatives of Scottish Rowing and Welsh Rowing; and



- Other individuals invited by the chair of the committee to attend for a specific purpose.

#### 5 Functions

- To contribute to the development of strategy and programmes for increasing participation by, retention of, competition for and the promotion of rowing for the over 27 years age group;
- To recommend improvements to competitions for Masters' rowing and to work with event organisers to develop and maintain suitable events for them; and
- To recommend changes to the Rules of Racing as they affect Masters rowing to the National Competition Committee and, through the Board to FISA.

#### 6 Meetings

- The committee shall normally meet before each Board meeting and in time for the Sport Committee to consider its report.

### **NATIONAL COACHING COMMITTEE**

#### 1 Purpose

To develop and champion coaching and coaches and provide information and advice to the Sport Committee.

#### 2 Reporting

The committee shall report to the Sport Committee.

#### 3 Membership – voting

The members of the committee shall be:

- A chair who is nominated by the committee and approved by the Board: and
- A representative of each Region:

The members, including the chair, shall serve a term of up to three years, renewable once. A deputy chair and a secretary of the committee may be appointed from the membership and these two roles may be combined.

#### 4 Attendance – non-voting

The following people shall be entitled to attend, but not vote, at meetings of the committee:

- The Chair and Deputy Chair;
- The chair of the Sport Committee (or his nominee);
- The Chief Executive Officer;
- Other members of staff of British Rowing approved by the committee chair;
- By agreement of the chair of the committee, representatives of Scottish Rowing and Welsh Rowing; and
- Other individuals on the invitation of the committee chair for a specific purpose.



## 5 Functions

- To promote and support the education and training of coaches to achieve high standards of coaching at every level of the sport and contribute to the formulation of policy and plans relating to coaching;
- To develop a national annual programme of coach education, including qualifications, workshops and seminars which supports the implementation of the British Rowing strategic plans: and
- To provide a forum for;
  - a) discussion and communication for rowing coaches through the regional representatives
  - b) liaison and planning with British Rowing staff members.

## 6 Meetings

- The committee shall normally meet before each Board meeting and in time for the Sport Committee to consider its report.

## **NATIONAL UMPIRING COMMITTEE**

### 1 Purpose

- To maintain and develop a high standard of umpiring practice; and
- To plan, organise and administer the training and licensing of umpires.

### 2 Reporting

The committee will report to the Sport Committee.

### 3 Membership – voting

The members of the committee shall be:

- A chair nominated by the committee and approved by the Board;
- A deputy chair nominated by the committee and approved by the Board;
- The chair of each Regional Umpiring Committee; and
- The chair of the Multi-lane Umpiring Panel ex officio

The members, other than the chair of the Multi-lane Umpiring Panel whose appointment is ex officio, shall serve a term of up to three years, and will be eligible for re-election but may not serve more than two consecutive terms.

A secretary will be appointed and shall not be a member of the committee, unless otherwise qualified.

### 4 Attendance – non-voting

The following shall be entitled to attend, but not vote, at meetings of the committee:

- The secretary of the committee;
- The Honorary Executive Officers;
- The Chair of the Sport Committee (or his nominee);
- The Chair of the National Competition Committee;
- The Chief Executive Officer;



- Other members of staff of British Rowing approved by the Chair of the committee; representatives of Scottish Rowing, Welsh Rowing and of English regional rowing associations with the agreement of the Chair of the committee; and
- Other individuals invited by the chair of the committee to attend for a specific purpose.

## 5 Functions

- To provide a forum for the establishment of consistency in the application of Rules of Racing, the dissemination of good umpiring practice and to make recommendations on umpiring where appropriate;
- To liaise with the National Competition Committee on umpiring and the Rules of Racing Panel; and
- To administer umpire licensing, including training, examination, recording and appeals.

## 6 Meetings

- The committee shall normally meet at least once annually and as often as required to fulfil its duties.

## **MULTI-LANE UMPIRING PANEL**

### 1. Purpose

- 1.1. To provide advice and guidance aimed at maintaining the consistency and standard of Multi-lane Umpiring in England and Wales;
- 1.2. To assist in the preparation and training of British umpires for FISA Umpire Licence examinations.

### 2. Reporting

- 2.1. To the National Umpiring Committee on matters relating to Multi-lane umpiring in England and Wales, including the Multi-lane Umpiring Endorsement of British Rowing Umpire Licences;
- 2.2. To the Board when making recommendations for the nomination of British FISA umpires to the Olympic Games, World Championships and other international Competitions.

### 3. Membership – voting

- 3.1. The panel shall comprise a chair, secretary, the chair of the National Umpiring Committee and as many members as are agreed by the Board to fulfil the purpose. The membership of the panel shall not normally be more than eight.
- 3.2. Members of the panel shall be appointed by the Board on the recommendation of the Chair of the Multi-lane Umpiring Panel.
- 3.3. The National Umpiring Committee may make suggestions for members to the Chair of the Multi-lane Umpiring Panel and any such nominations will be agreed by a majority of the panel but must be approved by the Board.

### 4. Attendance – non-voting

- 4.1. The committee may invite temporary advisers in an ad-hoc capacity to assist with specific tasks for which the duration is, in principle, no more than two years, (non-voting).
- 4.2. The Chair of the Board, or nominee, may attend the meetings, (non-voting)





## 5. Functions

- 5.1. To advise the National Umpiring Committee on Multi-lane umpiring;
- 5.2. To prepare FISA Umpire candidates by assisting with their training and holding practice examinations;
- 5.3. To administer the Multi-lane Umpiring Endorsement of British Rowing umpires and to conduct examinations for Multi-lane candidates;
- 5.4. To improve the standard of Multi-lane umpiring by holding seminars from time to time to keep umpires informed of rules changes, guidelines on best practice and other information relevant to their role;
- 5.5. To recommend to the Board umpires for nomination by British Rowing to the Olympic Games, World Championships and other International Competitions;
- 5.6. To guide Regional Umpiring Committees on best practice for Multi-lane Umpiring Endorsement of licences and, where practicable, to monitor multi-lane umpiring at British Rowing Competitions;
- 5.7. To maintain a record of the international umpiring experience of British umpires who hold a FISA umpires licence.

## 6. Meetings

- 6.1 The panel shall normally meet prior to the National Umpiring Committee or Board as appropriate.

## **ROWING SAFETY COMMITTEE**

### 1. Purpose

- 1.1. To provide guidance and advice to British Rowing and to support safe practice in all aspects of the sport of rowing.

### 2. Reporting

- 2.1. The Rowing Safety Committee shall report to the Sport Committee.

### 3. Membership - voting

- 3.1. The members of the committee shall be:
  - 3.1.1. The Honorary Rowing Safety Adviser;
  - 3.1.2. A person elected by the committee to act as the committee chair (who shall normally, but is not required to, be the Honorary Rowing Safety Adviser); and
  - 3.1.3. The Regional Rowing Safety Advisers from each Region.
- 3.2. A deputy chair will be appointed from the committee membership.
- 3.3. A secretary will be appointed and shall not be a member of the committee unless otherwise qualified. This post may be combined with the deputy chair role if the individual is otherwise a member of the committee.

### 4. Co-opted membership – non-voting

The committee may co-opt up to two members to satisfy a clear need for specific and relevant expertise where this would otherwise not be represented in the membership. Co-opted members



will not have a vote.

## 5. Attendance – non voting

5.1. The following people shall be entitled to attend, but not to vote, at meetings of the committee:

- 5.1.1. The Deputy Rowing Safety Advisers from the larger Regions;
- 5.1.2. Representatives from collegiate universities and people with specialist knowledge, by invitation of the chair of the committee;
- 5.1.3. The staff member with responsibility for safety for British international rowing;
- 5.1.4. The Chair and Deputy Chair;
- 5.1.5. The Chair of the Sport Committee (or his or nominee);
- 5.1.6. The Board member with responsibility for safety;
- 5.1.7. The Chief Executive Officer;
- 5.1.8. Other members of British Rowing staff nominated by the committee Chair; and
- 5.1.9. Representatives from Scottish and Welsh Rowing may attend the meetings by agreement with the committee chair.

## 6. Functions

- 6.1. To originate, develop and maintain guidance on rowing safety that British Rowing issues as the governing body for the sport;
- 6.2. To recommend, or take, such action as may be appropriate or necessary to be taken by British Rowing, as the governing body for the sport, as a result of incidents that may come to the attention of the committee;
- 6.3. To take other actions that the committee considers appropriate for the improvement of safety within the sport of rowing,.

## 7. Meetings

7.1 The committee shall normally meet before each Board meeting and in time for the Sport Committee to consider its report.

## **RECREATIONAL ROWING COMMITTEE**

### 1 Purpose

To support the provision and development of recreational Rowing and provide information and advice to the Sport Committee.

### 2 Reporting

The committee shall report to the Sport Committee.

### 3 Membership – voting

The members of the committee shall be:

- A chair who is nominated by the committee and approved by the Board; and
- At least one representative of each Region:

The members, including the chair, shall serve a term of up to three years, renewable once.



A deputy chair and a secretary may be appointed from the membership and these two roles may be combined.

#### 4 Attendance – non-voting

The following shall be entitled to attend, but not vote, at meetings of the committee:

- The Honorary Executive Officers;
- The Chair of the Sport Committee (or his nominee);
- The Chief Executive Officer;
- Other members of staff of British Rowing nominated by the committee Chair;
- By agreement of the committee Chair, representatives of Scottish Rowing and Welsh Rowing; and
- Other individuals invited by the committee Chair to attend for a specific purpose.

#### 5 Functions

- To contribute to the development of strategy and programmes for increasing participation in recreational Rowing;
- To raise the awareness of recreational rowing by disseminating information and promoting communication among clubs and other recreational Rowing providers. The committee shall receive regional reports on recreational Rowing from the Regional Representatives;
- To advise and support the organisers of recreational Rowing events, including tours at all levels from club to international.

#### 6 Meetings

- The committee shall normally meet before each Board meeting and in time for the Sport Committee to consider its report.

### **MEDICAL ADVISORY PANEL**

#### 1. Purpose

- 1.1. To advise British Rowing on how best to promote and protect the health of the British Rowing community.

#### 2. Reporting

- 2.1. The panel shall report to the Sport Committee.

#### 3. Membership

- 3.1. The panel shall consist of medical professionals from the Rowing community. The Chair will be appointed from this membership.

#### 4. Attendance

- 4.1. The Chair and Deputy Chair, the Honorary Rowing Adviser, the Chief Executive Officer and other nominated members of staff may attend the meetings. Other individuals may be invited to attend for a specific purpose
- 4.2. The panel will nominate a member to represent the views of the Medical Panel at the Sport Committee



## 5. Functions

- 5.1. To advise on the formulation of policy and plans to help reduce the risk of illness and injury in the Rowing community, including adaptive, masters, junior, and lightweight rowers;
- 5.2. To promote and support education, training and the dissemination of information to help reduce the risk of illness and injury in the Rowing community, including liaison with the Rowing Safety Committee;
- 5.3. To advise on the medical support needed and appropriate at British Rowing competitions, and collect data on the incidence of injury and illness in rowers;
- 5.4. To advise, in co-operation with the Anti-doping Advisory Panel and Great Britain Rowing Team Medical Team, on anti-doping policy, including its application to junior rowers;
- 5.5. To provide a forum for discussion and communication between medical members of the Rowing community;
- 5.6. To liaise with the FISA Medical Commission and ensure consistency and best practice in both medical support and anti-doping policy.

## 6. Meetings

- 6.1. The panel shall normally meet before each Council meeting and in time for the Sport Committee and Board to consider its report

## **YOUNG PERSONS' ADVISORY PANEL**

### 1. Purpose

- 1.1. The panel will promote and develop rowing for young people in the 16 to 25 age group.

### 2. Reporting

- 2.1. The panel shall report to the Sport Committee.

### 3. Membership

- 3.1. The membership of up to twelve, including a Chair, will be representative of the interests of the 16 to 25 years age group and be drawn from bodies and organisations that are involved with them.
- 3.2. The membership should have a minimum of two thirds within this age group and be representative of the whole range of rowing activity for young people, including tertiary education, clubs, coastal rowing, adaptive rowing and international representation. Recruitment of the members shall be by a selection panel led by the lead staff member for young people.
- 3.3. The Chair and Deputy Chair, the Chair of the Sport Committee or nominee, the Chief Executive Officer and other nominated members of staff may attend the meetings.

### 4. Functions

- 4.1. To contribute to the development of strategy and programmes for increasing participation by, retention of, competition for and the promotion of rowing for the 16 to 25 years age group. The panel will co-ordinate in this function with the Junior Rowing Committee;
- 4.2. To advise British Rowing on matters related to young people and rowing;
- 4.3. To work with the tertiary education sector to support the implementation of strategy and



programmes;

4.4. To support the development of University clubs, local networks and student rowing commissions within local authority organisations.

5. Meetings

5.1. The panel shall meet as required. The panel may conduct meetings using social media and/or video conferencing if required



## **Schedule Seven**

### **Corporate Governance Handbook**

#### **WHISTLE-BLOWING POLICY**

##### **1. Contents**

Sections 2 to 8 of this document is the British Rowing Whistleblowing Policy as defined under Public Interest Disclosure Act 1998, which came into force on 2 July 1999. The Act protects workers who disclose information about malpractice at their current or former workplace, provided certain conditions are met. For the purposes of this policy the workplace includes that of British Rowing as well as off-site locations related to competition and training.

Section 9 of this document provides guidance to those who wish to disclose information about malpractice within a British Rowing affiliated club or event.

##### **2. Scope**

The policy applies to all employees, athletes, contractors and volunteers within British Rowing. Personal grievances (e.g. bullying, harassment, discrimination) are not normally covered by this policy, these are covered by British Rowing's Grievance Policies<sup>1</sup>.

##### **3. Introduction**

All employees, athletes, contractors and volunteers within British Rowing in any capacity, at one time or another may have concerns about what is happening. It is the duty of everyone to speak up about genuine concerns. These concerns are usually best resolved by having a conversation with their line manager or their Director of Performance in respect of an athlete.

When disclosing a concern, an employee, athlete, contractor or volunteer must reasonably believe two things:

1. That they are acting in the public interest; and
2. that the disclosure may fall under one or more of the following headings of malpractice (the list is not exclusive):
  - a criminal offence e.g. fraud;
  - betting, corrupt conduct, inside-information and match fixing;
  - someone's health and safety is in danger e.g. coercion of an athlete to train against medical advice or conducting an unsafe-practice;
  - risk or actual damage to the environment;

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<sup>1</sup> There are separate grievance policies for employees and others.



- a miscarriage of justice;
- an organisation is breaking the law e.g. incorrect or inadequate insurance cover; or
- covering up wrong-doing, such as fabricating test results or supporting cheating (sport rule violation, anti-doping rule violation).

Employees, athletes, contractors and volunteers may be worried about raising such issues or may want to keep the concerns to themselves, perhaps feeling that it is none of their business or that it is only a suspicion. They may feel that raising the matter would be disloyal to colleagues, managers or to British Rowing. They may decide to say something but find that they have spoken to the wrong person or raised the issue in the wrong way and are not sure what to do next.

British Rowing takes any form of misconduct seriously and has introduced this policy to enable employees, athletes, contractors and volunteers to raise concerns early and in the right way. We encourage all individuals, where appropriate, to raise the matter as a concern rather than wait for proof.

#### **4. Assurances to employees, athletes, contractors and students**

##### **4.1 Commitment**

The Board of British Rowing is committed to this policy. If a genuine concern is disclosed under it, British Rowing will use all reasonable endeavours to protect the position of the individual concerned, provided they are acting in good faith. This assurance does not apply to someone who maliciously, raises a concern that they know is untrue.

The daily environment for a British Rowing employee, athlete, contractor or volunteer may be challenging following a whistleblowing disclosure, both whilst the disclosure is being investigated and following the conclusion of the process. If the individual feels that his/her environment is not tolerable, discussions should take place with the HR Manager, or the Director of Performance in respect of an athlete. British Rowing will seek to either redeploy that individual, suitably change their environment, or ensure that they are not disadvantaged as a result of making the disclosure.

##### **4.2 Confidence**

British Rowing does not tolerate the harassment or victimisation of anyone raising a genuine concern. However, we recognise that someone may wish to raise a concern 'in confidence'. If any individuals ask us to protect their identity we will not disclose it without their consent. If the situation develops and British Rowing is not able to resolve the concern without revealing their identity (for instance because evidence is required in court), we will consult with the employee, athlete, contractor or volunteer on how they would like to proceed.

British Rowing recognises that if we do not know the identity of the person disclosing a concern, it may be more difficult to resolve the matter: however, we will always endeavour to balance this with the needs of the individual raising a concern.



## **5. Procedure**

Once British Rowing has been made aware of a concern we will make an initial assessment in order to decide what action should be taken. This may involve: an internal investigation; or an external review/investigation completed by independent experts who are not involved in the operation of British Rowing. The person disclosing will then be made aware of who is handling the concern and how they can be contacted and whether they will be required to assist in the future. A Panel will then be formed based on the needs of the case, which will be composed of those who have the knowledge required to fairly assess the disclosure.

British Rowing will act as quickly as possible to resolve the matter though the time taken to come to a resolution will depend on the nature of the disclosure. If appropriate and confidentiality allows, the person disclosing may be kept informed though this may not always be possible.

When raising a concern the employee, athlete, contractor or volunteer may be asked how they feel the matter might best be resolved. At this stage, we must be made aware of any personal interest in the matter. If the concern is deemed to be covered more appropriately by the Grievance Procedure we will make the individual aware and direct them to the policy. Records of disclosures will be kept in accordance with applicable law.

## **6. Raising a concern internally**

Those who have a concern about misconduct would ideally raise it in the first instance with their Line Manager, alternatively with their Director or the HR Manager or Director of Performance. This may be done orally or in writing. The person disclosing must state whether they wish to raise the matter in confidence so the appropriate arrangements can be made.

If after following these concerns the person disclosing feels the matter has not been addressed, or if they feel that the matter is so serious that they cannot discuss it with any of the above they should contact the CEO.

If the person disclosing is still not satisfied with the decision making process or the action taken they can go to the other levels of escalation detailed in this policy (see below).

## **7. Raising a concern externally**

Some professions, such as medicine and physiotherapy, have statutory duties to inform certain categories of disclosure externally. In disclosure cases such as criminal misconduct, child or vulnerable adult abuse, all employees, athletes, contractors and volunteers must inform the regulatory authorities without undue delay.

The disclosure process when dealt with internally by British Rowing may be duty bound to report this externally to statutory bodies.





## 8. Keeping the Board of British Rowing informed

The CEO will notify the Chair of British Rowing when a whistleblowing case has instigated a Panel investigation. Details of the case will not be discussed at that stage. Once the Panel findings are concluded, the Board of British Rowing will be fully informed, in confidence.

## 9. Raising a concern about malpractice at an affiliated club or regatta<sup>2</sup>

British Rowing is committed to encouraging a culture of openness: to protect its members, to uphold the reputation of the sport, and to maintain the public's confidence. This policy provides guidance by which serious concerns may be raised within British Rowing and addressed correctly.

Whistle-blowers are witnesses to a malpractice and will be protected for any disclosure of information, and supported by British Rowing.

Examples of malpractice include:

- Breaches of British Rowing rules, regulations, codes or policies as they may exist from time to time;
- Breaches of Safeguarding and Protecting Children, or Adults at Risk Policies;
- Danger to health and safety;
- Breach of the law;
- Bribery;
- Conduct that would cause reputational damage to rowing;
- Complicity including the deliberate concealment of any of the above.

Anyone approaching British Rowing, in good faith, with information regarding matters of malpractice taking place at a British Rowing affiliated club or event, will be taken seriously, treated fairly and concerns will be properly considered.

It is important that you do report your concerns. British Rowing recognise that this can be difficult, but whistleblowing will prevent the problem from getting worse, it could protect the individual/s from further harm or risk, and will also ensure that you do not become a party to lack of appropriate action being taken.

Concerns should be raised in the first instance with the following:

Type of concern	Who to raise it with	Contact Details
Breaches of Safeguarding and Protecting Children, or Adults at Risk Policies	Lead Safeguarding Officer	iso@britishrowing.org

<sup>2</sup> Regatta includes any affiliated event or competition subject to British Rowing rules or regulations



Breach of Anti-Doping Policy or Integrity Policy	Anti-Doping & Integrity Officer	antidoping@britishrowing.org
All other concerns	Governance Officer	governance@britishrowing.org

Individuals are encouraged to put their name to any disclosure. Where possible confidentiality will be maintained, although it must be stressed that in serious cases it will not always be possible to maintain strict confidentiality if the concerns reach the investigation stage. Anonymous complaints may not be investigated or acted upon if there is insufficient information to proceed.

All concerns will be taken seriously. They will initially be considered by the relevant Officer, who will make any preliminary enquiries. The relevant Officer will then decide, on the basis of the information provided:

- Whether or not there is enough evidence to proceed
- Whether to refer for appropriate action under the relevant Policy or Procedure.

The relevant Officer will advise the Whistle-blower of the outcome of any enquiry and any action taken.

In some instances, particularly those involving child safety, doping, or betting, it may be necessary to refer the matter to an external authority, for example the police, NSPCC, UK Anti-Doping or Sports Betting Intelligence Unit. If this is the case both the Whistle-blower and the person against whom the concern has been made will be notified of this, unless British Rowing is prohibited from doing so by law or at the direction of the external authority.

Any person approaching British Rowing with genuine concerns will not be disadvantaged or discriminated against in any way because of the disclosure. However, British Rowing will take a serious view and act accordingly, including taking disciplinary action against appropriate parties, should it be found that the allegations have been raised maliciously.

British Rowing accepts that it has an obligation to protect Whistle-blowers who make a disclosure in good faith from reprisal or victimisation as a result of the complaint. If a Whistle-blower suffers any adverse treatment as a result of reporting a concern they should submit a formal complaint under the Disciplinary & Grievance Procedure. If it is found that a Whistle-blower has suffered adverse treatment, harassment or victimisation as a result of their disclosure disciplinary action will normally be taken against the perpetrator.

## 10. Further Information

For your information some regulatory statutory bodies are listed below:

(<https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2>)



These Regulatory statutory bodies have individual policies and procedures for handling concerns and complaints. Many of their websites contain guidance on issues that you may face which may be helpful in your initial deliberations on whether to make a disclosure.

#### The Information Commissioner

In relation to compliance with the requirement of legislation relating to data protection and to freedom of information. Email: [casework@ico.gsi.gov.uk](mailto:casework@ico.gsi.gov.uk) and the website is [www.ico.gov.uk](http://www.ico.gov.uk)

#### The Health and Safety Executive

This relates to health or safety of individuals at work or the health and safety of the public that is work-related, in connection with those industries and work activities for which HSE is the enforcing authority. Online form: <http://www.hse.gov.uk/contact/raising-your-concern.htm> and the website is [www.hse.gov.uk](http://www.hse.gov.uk)

#### The National Society for the Prevention of Cruelty to Children (NSPCC)

Matters relating to child welfare and protection. Email: [help@nspcc.org.uk](mailto:help@nspcc.org.uk)

#### Care Quality Commission

Matters relating to the provision of health and social care. [www.cqc.org.uk](http://www.cqc.org.uk)

#### General Medical Council

Matters relating to the registration and fitness to practise of a member of the medical profession. [www.gmc-uk.org](http://www.gmc-uk.org)

#### Health and Care Professions Council

Matters relating to the registration and fitness to practise of health and care professional (eg physiotherapy). [www.hpc-uk.org](http://www.hpc-uk.org)

### **Appendices to this policy:**

- Internal Flowchart
- Integrity Flowchart
- Safeguarding Flowchart

