

REVIEW OF GOVERNANCE OF COMMITTEES AND PANELS

TERMS OF REFERENCE

I. Background

Following the publication of the Code for Sport Governance British Rowing undertook a review of the existing governance and agreed an action plan of changes to ensure full compliance with the Code. The main changes that were agreed by the voting members of British Rowing at the AGM in October 2017 were:

- British Rowing's Council was disbanded.
- A body of Regional Representatives elected by the affiliated clubs and events in a Region was instituted.
- The Regional Representatives hold all the powers of the members of a company as defined by the Companies Act (e.g. power to call General Meetings and the power to vote on Resolutions). In addition, the Regional Representatives also have the power to elect four directors to the Board.
- Board members are no longer entitled to vote on Resolutions at General Meetings.
- Powers previously vested in Council (apart from the powers transferred to the Regional Representatives) were transferred to the Board.
- The appointment process for the Chair of British Rowing was amended from an election by Council to an open recruitment process resulting in an appointment by the Board.

The review did not examine the roles and remits of the Sport Committee (SC), those Committees and Panels reporting through the SC, other Panels, Groups and Honorary Safety and Medical Advisors. It now makes sense to extend this review to these areas to examine how the Committees, Panels and Honorary Advisors:

- Function, including reviewing their Terms of Reference.
- Represent the diversity of the sport.
- Represent the regions and whether regional representation is necessary or appropriate to each Committee, Panel, Advisor.
- Report
- Relate to and integrate with members of staff of BR (and other bodies)
- Meet best governance practice as defined in the Code for Sport Governance

For the purposes of this review British Rowing includes all aspects of the sport including Regions and Volunteers.

The following sets out the Terms of Reference for the Review.

2. Purpose

The purpose of the Review is to make recommendations to the Board of British Rowing related to:

- Ensuring we have effective structures that will enable all those involved in our sport to work in partnership to deliver British Rowing's priorities
- In the context of the Corporate Governance Handbook and other Regulations, confirming where the accountability for the work of the Committees, Panels, Groups and Advisors currently lie and assessing if this is fit for purpose. If not then recommending where change may be of benefit.

The first stage will be to assess the main components for which the Sport Committee has responsibility. This stage will be completed by October 2019 with an interim report made to the Board in July 2019. Dependent on the findings of the report at this time there may be a need to undertake a 2nd stage to examine the other groups and committees.

3. Roles & Responsibilities

The Review shall be undertaken by a Panel appointed by the Board of British Rowing to carry out the review. The Panel will be chaired by an Independent Director, supported by the Deputy Chair of the Board and a fully independent member (who will be from outside of the sport with experience in sport governance). At the end of each stage of the review a written report will be prepared for consideration by the Board

The following identifies the roles and responsibilities of each group within this structure

4. British Rowing Board

The Board shall:

- agree the Terms of Reference of the Review;
- approve the appointment of an Independent Board Director of British Rowing to be Chairman of the Project Board;
- approve the appointment of the fully Independent Board Director;
- receive the report at each stage; and
- oversee the implementation of agreed recommendations from the reports.

5. Review Process

The method of review shall be decided by the Panel. The following is indicative of the work that will be undertaken:

- A review of the current Committees, Panels, Groups and Advisors including the work that they undertake, their reporting structures and composition.
- Interviews and/or surveys with selected members of the Committees, Panels, Groups and Advisors.

- Interviews and/or surveys with Regional Chairs and a sample of Regional Representatives
- Discussions with additional stakeholders from the broader rowing community identified during the course of the review
- Identification of best practice from other sports

6. Key Findings and Recommendations

A report will be presented to the Board in July with interim findings, with a view to producing a final report ahead the Board meeting immediately preceding the October AGM. The Panel can make recommendations as it deems appropriate. The Board can decide whether to make public those recommendations, as well as whether to carry them forward, taking advice as it deems appropriate.

7. Timing

The Review shall begin with immediate effect after these Terms of Reference have been approved by the Board of British Rowing. It is intended that the review completes in time for any resulting recommendations relating to the Sports Committee be put forward and considered before a new Chair is elected. The current Sports Committee Chair retires in October 2019.

8. Outside the Scope of the Review

If during the course of its work the Panel receives any information outside of its scope which relates to the broader activities of British Rowing, then it shall be noted and referred to the Board for appropriate consideration.

11 April 2019