



# Board of British Rowing

## Terms of Reference

### 1. 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.

### 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 (one of whom will be the Senior Independent Director)
  - 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.
- 3.3. The members of the Board will be appointed by the Board, pursuant to the nomination and election process specified in the Articles. 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. In relation to the Athlete Director, the Board shall undertake an open, publicly advertised recruitment process from which two candidates for the role will be selected. One of the candidates shall be appointed as Athlete Director pursuant to election by the GB Rowing Athletes.
- 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 Conduct, 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.
- 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 four 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 in the [Election Procedures for Elected Directors](#).
- 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 in the [Election Procedures for Elected Directors](#).
- 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 in the [Election Procedures for Elected Directors](#).
- 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 four 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 in the [Election Procedures for Elected Directors](#).
- 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 four 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 at 39 a – h.

4.14.2. The determination as to whether the circumstances referred to in Article 39(b) of the Articles arise shall be made the Board on the basis of independent medical testimony.

4.14.3. The determination as whether the circumstances referred to in Article 39(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, gender, race and ethnicity, disability, LGBTQ+ and socio-economic and regional equality, thus reflecting the diversity of wider society.
- 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 Board 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 Board Directors Code of Conduct is included in the Board Induction Pack.

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 at Clause 29 – 36.

## **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 28 a – d.

## **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, clause 93.

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 set out the Board's responsibilities for accounts and audits in clauses 87 – 91.

### 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 on 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.

Last Review	2018
Reviewed by	Board
Next Review due	2023