

Annual Governance Statement to 31st March 2023

Governing documents

British Rowing is a company limited by guarantee, constituted by a Memorandum and Articles of Association and is registered in England No. 1706271. The statutory governance framework is provided by the Companies Act. The primary non-statutory governance code is the Code for Sports Governance with which the company is fully compliant.

British Rowing Events Ltd was incorporated in January 2018 and is a wholly owned subsidiary of British Rowing. British Rowing Charitable Foundation was established in July 2018 as a registered charity and a company limited by guarantee of which British Rowing is the sole member. These two subsidiary undertakings together with British Rowing form the group British Rowing.

British Rowing is the governing body for the sport of rowing, both indoor and on-water, in England. On the international front, British Rowing manages the GB Rowing Team on behalf of all the Home Nations, seeking to uphold GB's position as a leading rowing nation. British Rowing is also responsible for the training and selection of individual rowers and crews representing Great Britain.

In addition to the information given in this report, further information regarding:

1. Biographical details of Board Directors
2. Board Terms of Reference
3. Board Code of Conduct
4. Elections Procedures for Elected Directors
5. Matters Reserved for the Board
6. Board Welfare and Safety Lead Specification
7. Approved Board Minutes

can be found on the company's website at <https://www.britishrowing.org/about-us/governance/>.

Board

The Board is collectively responsible for the long-term success of British Rowing. It is the ultimate decision-making body and exercises or delegates all of the Powers of British Rowing as described in the Articles including oversight of financial matters and is exclusively vested with the power to lead it; it is responsible for setting the strategy of British Rowing and maintains and demonstrates a clear division between the Board's strategic and oversight role and the executive's operational role.

Directors

The Chair, Chief Executive Officer and up to four Independent Directors are appointed to the Board by the Board pursuant to the nomination and election process specified in the Articles. The Nominations Committee leads the process for the appointments of these Directors on behalf of the Board. The Deputy Chair of the Board, The Chair and Deputy Chair of the Sport Committee and the two Nominated Directors are elected by the Members. Directors are recruited on the basis of the expertise and experience required.

Composition

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 Non-Executive Directors (INEDs) 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 Non-Executive Directors
- g) the Home Nations Director
- h) the Athlete Director

British Rowing is committed to ensuring that the principles of equality and diversity remain at the forefront of the selection, appointment and election processes. It has adopted a target of, and will take all appropriate actions to encourage, a minimum of 30% of each gender on its Board; and is committed to progressing towards achieving gender parity and diversity on its Board.

Remuneration and Interests

No Director received remuneration or other benefit as a result of their work for the company as a Director. Under the Articles of Association, the company's Chief Executive Officer is also a Director. The employee benefits paid to the Chief Executive Officer for his work in that capacity are included in Note 5 to the Consolidated Financial Statements. Directors make an annual declaration of their business or other interests which might result in a conflict of interest with their role as a Director, or a connection with a related party. Similar declarations are made at each meeting of the Board of Directors and each Board Committee. No conflicts of interest or connections with a related party impacting on a Director's independence was reported in the year to 31 March 2023.

The following persons served as Board members during the year to 31st March 2023

Name	Role Description	No. of Board meetings attended
M Davies	Chair	6 out of 6
K S O'Sullivan	Deputy Chair	6 out of 6
E Behnke		6 out of 6
M Claxton		6 out of 6
N Hubble		6 out of 6
T Kokkinos		6 out of 6
L Lion +		2 out of 3
P Milhofer		6 out of 6
S Reeves		6 out of 6
K Vleck		4 out of 6
A Marks ++		6 out of 6
C Briegal +++		3 out of 3

- + resigned 31.10.2022.
- ++ appointed 01.04.2022.
- +++ appointed 17.11.2022.

Committees Reporting to Board

The Board has appointed five Committees to support its work:

1. Finance Committee
2. Audit & Risk Committee
3. Safeguarding Committee
4. Sport Committee
5. Nominations Committee.

The Finance Committee's 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.

The following persons served as Finance Committee members during the year to 31st March 2023.

Name	Role Description	No. of meetings attended
T Kokkinos	Chair	5 out of 5
M Claxton		4 out of 5
S Reeves		5 out of 5
K Vleck		5 out of 5
A Marks		5 out of 5

The Audit & Risk Committee's purpose is to ensure that British Rowing's statutory financial reporting, internal controls and risk management procedures are comprehensive and appropriate.

The following persons served as Audit & Risk Committee members during the year to 31st March 2023.

Name	Role Description	No. of meetings attended
P Milhofer	Chair	4 out of 4
A Marks		4 out of 4
C Briegal		2 out of 2
B Kent		4 out of 4
S Drury		4 out of 4
H Carrick		4 out of 4

The Safeguarding Committee's purpose is to liaise with and monitor British Rowing's

safeguarding function and report on its performance to the Board.

The following persons served as Safeguarding Committee members during the year to 31st March 2023.

Name	Role Description	No. of meetings attended
E Behnke	Chair	4 out of 4
K Vleck		3 out of 4
L Lion		3 out of 3
K Oddy		4 out of 4

The Sport Committee purpose is to coordinate the development of the sport of rowing, and it has a number of subcommittees to support it in this. The members of the Sport Committee are:

- a Chair and Deputy Chair (elected by the Regional Representatives).
- The Chairs of the following sub-committees: National Coaching, National Competition, British Rowing Events, National Umpiring, Junior Rowing, Masters Rowing, Recreational Rowing and Rowing Safety.

The following persons served as Sport Committee members during the year to 31st March 2023.

Name	Role Description	No. of meetings attended
N Hubble	Chair	5 out of 5
A Marks		4 out of 5
B Wilson	Deputy Chair of Sports Committee	5 out of 5
F Rennie	Secretary	5 out of 5
J Layng	Junior Rowing Committee	4 out of 5
J Turnbull	Recreational Committee	3 out of 5
S Worley	Rowing Safety HRSA	5 out of 5
B Chapman	Masters Committee	3 out of 5
S Simons	National Umpiring Committee	4 out of 5
H Salmon	National Umpiring Committee	5 out of 5
C Pendry	Safety Committee	5 out of 5
A Worley	National Coaching Committee	5 out of 5
P Clements	National Competitions Committee	5 out of 5
J Harlow	Events Committee	2 out of 5
V Parry	National Coaching Committee	2 out of 2

The Nominations Committee's purpose is to evaluate the balance of skills, knowledge, and experience of the Board and to make recommendations on the role and capabilities required for a particular appointment to the Board and to oversee the process by which a particular appointment is made.

The following persons served as Nomination Committee members during the year to 31st March 2023.

Name	Role Description	No. of meetings attended
M Davies	Chair of Committee	1 out of 1
E Behnke		1 out of 1
M Claxton		1 out of 1
T Kokkinos		1 out of 1
P Milhofer		1 out of 1
K Vleck		1 out of 1

Regional Rowing Councils

The Members of British Rowing Ltd are the Regional Representatives, who in turn are elected by the affiliated clubs and events in a Region. 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, they have the power to elect four directors to the Board.

Regional Rowing Councils are responsible for:

- Developing the sport of rowing within its boundaries subject to the strategic direction of the Board;
- Observing the regulations and rules of British Rowing and ensuring they are observed within the Region;
- The fair and proportionate resolution of disputes as provided for in the rules and regulations of British Rowing; and
- Ensuring that affiliated clubs and competitions within the Region elect Regional Representatives.

Operational Management

Day to day management has been delegated to the Chief Executive Officer, Alastair Marks. The operations of British Rowing are facilitated through the Senior Management Team (SMT) (which comprises the senior salaried staff of the company).

Key Management Personnel

In addition to the Directors, from September 2023, the key management personnel of British Rowing (the SMT) comprise the following 5 staff members:

- A Marks – Chief Executive Officer
- L Kingsley – Performance Director
- C Conway – Chief Operational Officer +
- M Hagermans – Director, Membership and Community
- N Reilly-O'Donnell – Director of Pathways ++

+ started on 3rd January 2023

++ started on 4th September 2023

The employee benefits paid to the Senior Management Team in the financial year are included in Note 4 to the Consolidated Financial Statements.

Reserves Policy

A key element in the management of financial risk is the setting of an appropriate reserves policy and its periodic review by the Finance Committee which has delegated authority from the Board of Directors.

Investment Mandate

British Rowing has an investment mandate which is reviewed periodically by the Finance Committee with delegated authority from the Board of Directors.

Other Policies

British Rowing maintains a policy matrix and all policies are reviewed on a periodic basis.

Risk Management

British Rowing has agreed a risk management policy to ensure that effective processes are in place to track and report upon existing and emerging risks that could cause damage to British Rowing or its stakeholders. The objective is to support better decision making through a comprehensive understanding of risks and their likely impact.

The respective roles and responsibilities in the policy are:

Everyone, whatever their role in British Rowing, has a responsibility to highlight and/or escalate potential risks to their manager, their Director or the CEO as appropriate.

The executive management team has a responsibility for:

- Identification and quantification of risks within their respective areas of responsibility.
- Ensuring project, programme and operational risk registers are reviewed within their respective management teams regularly.
- Escalating risks that are assessed as being greater than the relevant risk appetite from project, programme or operational registers for inclusion on the Strategic Risk Register.
- Implementation of mitigating actions to control risk.
- Implementation of assurance processes to monitor effectiveness of risk management.
- Review of risk register at least six times a year.

The Audit & Risk Committee is responsible for:

- The provision of advice on risk management policy and strategy.
- Regular review of the Summary Risk Register Report and of actions to mitigate risks.
- Review of risk register four times a year.

The Board is responsible for:

- Approval of the Risk Management Policy.
- Regular high-level review of the Strategic Risk Register and of actions to mitigate risks.
- Delegation of management of strategic risks to the CEO and the Senior Management Team.
- Periodic review of the risk register and at least once a year.

Principal risks and uncertainties

British Rowing faces a number of risks in common with many sports governing bodies. The key risks are considered to be a significant drop in Government funding, IT/cyber, Safeguarding, Safety and failure to deliver on its strategic objectives.

Assessment of internal controls

The auditors Buzacott issued an unqualified audit opinion for the financial year 2022/23 and did not identify any significant or minor deficiencies in internal control.

Governance framework

British Rowing is committed to compliance with the Code for Sports Governance.

Confirmation of ongoing compliance

British Rowing has communicated openly with Sport England and UK Sport throughout the year. The Board of Directors considers that British Rowing has maintained its status of compliance with the original Code for Sports Governance (2016). British Rowing also fully expects to achieve full alignment with the seven new principles which were introduced in the revised Code, dated 2021, by the respective deadline dates. Of those seven principles, four were considered met with no required further action at the time of writing this statement.

Complaints / whistleblowing

In the year to 31 March 2023 there were no complaints to the company through the complaints and whistleblowing process.

This report was approved by our Board on 25 September 2023 and signed on its behalf by:

Menthanis