

ENGLAND ICE HOCKEY
GOVERNANCE POLICY
(Including Terms of Reference for Board Committees)

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Contents

1. Introduction	3
2. Role and Powers of the Members	3
3. Role and Powers of the Board	4
4. The Reserved Powers of the Board.....	4
5. Role of the Chief Executive Officer	4
6. The Board: Authority and Delegation to the CEO	4
7. The Board: Limits on Executive Action and Delegation	6
General Limitations.....	6
Risk and Internal Control	6
Financial Limitations	6
8. Monitoring	7
9. The Board's Own Processes	7
Members	7
Board Meetings	7
10. Role and Conduct of Directors	8
11. Confidential Information	8
12. The Board Chair, Vice Chair and Senior Independent Director	8
The Vice Chair and Senior Independent Director	9
13. Board Member Selection	9
14. Board Members' Skills Matrix.....	10
15. Board Evaluation.....	10
16. Board Succession	11
17. The Committees of the Board.....	11
Role of Other EIH Committees.....	12
APPENDIX 1	13
The Responsibilities Reserved by the Board.....	13
APPENDIX 2	14
TERMS OF REFERENCE FOR THE COMMITTEES OF THE BOARD	14
The Finance & Audit Committee	14
Terms Of Reference - The Governance & Risk Committee.....	18
The Human Resources (HR) and Remunerations Committee.....	21
The Nominations Committee	24

1. Introduction

- 1.1 Good governance within England Ice Hockey (EIH) requires there to be:
 - 1.1.1 A comprehensive and appropriate set of rules, policies and procedures which define how and where decisions are taken
 - 1.1.2 Clarity in roles and responsibilities and the proper utilisation of distinct skills and processes in implementing these policies.
- 1.2 This Governance Policy is designed to guide the board of EIH (The Board) in these areas and to provide transparency in these areas of governance for others within EIH.
- 1.2 This Governance Policy also sets out the relationship between the Board, as the principal governing body within EIH and the other key constituents within the corporate organisation.
- 1.3 This Governance Policy is designed to complement the Memorandum & Articles of Association (The Articles) of EIH and include further detail to help ensure the effectiveness of the Board.
- 1.4 In interpreting and applying this Policy there are some factors to be noted, which influence the activities of the Board and the operations of EIH;
 - EIH is the recognised national governing body for ice hockey in England and Wales
 - There are other strategic partners involved in the delivery of ice hockey in the UK, notably the Ice Hockey UK (IHUK), the Scottish Ice Hockey Association (SIHA). EIH is committed to working in collaboration with the parties and to establishing a Memorandum of Understanding or Service Level Agreement with IHUK.
 - EIH is a company limited by guarantee without share capital. It must maintain adequate reserves to enable it to be confident at all times of being a going concern in accordance with the requirements of company law
 - EIH has limited resources to fulfil its purpose and must utilise where appropriate a network of volunteers and some contractors, to assist in its activities in addition to a small executive management team led by the Chief Executive Officer (CEO)
 - The Board will ensure that EIH adopts best practice in respect of all of its business processes and embraces the concepts of fairness, transparency, effectiveness, accountability, equality, and diversity.

2. Role and Powers of the Members

- 2.1 The Members of EIH are those individuals and organisations as set out in the Memorandum & Articles of the company. They may attend and vote at the General Meetings and Annual General Meeting of EIH.
- 2.2 The purpose of the Annual General Meeting is for the Members to receive a formal report from the Board on its governance of EIH over the previous year and to attend to any other matters required to be considered by the members under the Company law and the Articles.

3. Role and Powers of the Board

- 3.1 The UK Corporate Governance Code published in July 2018 says that; *“A successful company is led by an effective and entrepreneurial Board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society. The Board should establish the company’s purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.”*
- 3.2 This responsibility for governing EIH, in line with the UK Corporate Governance Code and the UK Code for Sports Governance, has been delegated by the members of the company to the Board under the Articles of EIH. The Board should carry out this task in a manner that will enable EIH to achieve its Objects and Purpose, in a structured and planned manner and is accountable to the members for its performance in this respect.
- 3.3 The Board has the responsibility to set the company’s strategic aims, ensure that the necessary financial and human resources are in place for the company to meet its objectives and review management performance. The Board must provide leadership for the company within a framework of prudent and effective controls and a policy framework which enables risk to be assessed and managed. The Board should also set the company’s values and standards and ensure that its obligations to its stakeholders and others are understood and met.
- 3.4 The Board is accountable for all aspects of EIH's activities including the allocation of resources to and the oversight of the committees established under the Articles. The committees create a structured link for the involvement of volunteers in the operations for defined functions set out in the Articles.

4. The Reserved Powers of the Board

- 4.1 The directors reserve to themselves the powers and authority as set out in **Appendix 1**.
- 4.2 If the Board is called upon to make a decision on any individual matter it will endeavour, so far as is possible, to determine the policy framework relating to that matter prior to making a decision to ensure consistency of approach.

5. Role of the Chief Executive Officer

- 5.1 The CEO is appointed by the Board to lead an executive team and the non-executive committee structure and to manage the operations of EIH in accordance with this policy.

6. The Board: Authority and Delegation to the CEO

- 6.1 The role of the Board is part-time, non-executive and volunteer in nature. The directors have limited time and necessarily must focus on those tasks that are required of them and that they are best equipped as a group, to carry out. It is therefore appropriate that this policy should state

in a structured manner those tasks that the Board reserve to themselves and those that they delegate to the CEO. This policy also defines the Board's processes for monitoring and controlling that delegation.

- 6.2 The delegation from the Board to the CEO is based upon the Values (statements approved by the Board, defining the principles and beliefs which guide the behaviours of the office bearers within EIH), the medium term Strategy (the 4 year plan approved by the Board, which sets out the Purpose, Vision and key medium term targets for EIH), the Annual Plan (the plan approved each year by the Board which sets out the key targets and deliverables for the executive team, contractors and key committees of EIH), the policies and procedures required of good governance and the risk management plan. The Strategy and Annual Plans shall incorporate the 4 year and annual plans for the work of the committees and the 4 year and annual budgets.
- 6.3 The CEO will work with the Board in 2024 to establish a Values Statement. This will then be reviewed with the Board on a 4 yearly basis. The Values will set out the principles upon which the operations of EIH will be conducted by all persons involved in the organisation's activities, whether as a volunteer or an employee.
- 6.4 The Strategy will provide a framework for the development of the organisation on a rolling four-year basis. The CEO will each year propose and the Board will approve the Strategy and the Annual Plan. The Annual Plan for the next year will be approved towards the end of the previous accounting year.
- 6.5 The Strategy, the Annual Plan and the Values Statement will be actively promulgated throughout the organisation by the CEO and Executive team.
- 6.6 The CEO is authorised to make any decision, enter into any obligation, take any action and develop any activity to implement or advance the Strategy and the Annual Plan and which:
- Is not within the powers that the Articles has specified may only be exercised by the members or the Board (including the Committees of the Board) or that the Board has reserved to itself
 - Is within the policy framework of EIH
 - Is within a reasonable interpretation of the executive limitations and the EIH Values Statement.
- 6.7 The CEO is accountable to the Board for the exercise of any authority delegated to the CEO. The Board will monitor directly or through the Board committees all aspects of the CEO's use of such authority. In carrying out its monitoring work, the Board will satisfy itself directly or by report from the relevant Board committee that:
- There are in operation throughout the organisation, the rules, codes, policies, and procedures specified in the Articles or required within the UK Code of Sports Governance
 - The material risks to the success of the EIH's operations and its reputation are being identified and understood and that systems of risk management, compliance and control are in place for their mitigation.
- 6.8 The Board may at any time change the authority of the CEO or of the Board committees and in particular, may change the purpose, the reserved powers and the executive limitations. However, so long as any particular delegation of authority is in place, the Board will respect and support the decisions and judgement of its delegate within the proper exercise of such authority.

7. The Board: Limits on Executive Action and Delegation

- 7.1 The Board places, through these executive limitations, the limits on the practices, methods, conduct and other means by which the CEO may carry out the authority delegated within this Governance Policy. All CEO actions and decisions will be carried out in accordance with commonly accepted business practice and professional ethics and within these executive limitations.

General Limitations

- 7.2 The CEO will not engage in or cause or permit any practice, activity or decision to be taken;
- (a) Without having regard to:
- The interests of the members;
 - EIH's relationships with UK Sport; ice hockey bodies nationally and internationally and with sponsors, suppliers, and customers;
 - The Values Statement;
 - The effect on the reputation of EIH;
 - The health, safety, environmental and regulatory consequences;
 - The interests of EIH's employees, volunteers or those of other parties doing work for EIH and, in particular, the need both to endeavour to treat them in an equitable and dignified manner and to maintain a proper and secure working environment.
- (b) Which represents a material deviation from the Strategy and/or the Annual Plan; and
- (c) Without ensuring that a system of control is in place for the prevention of conduct which is dishonest or illegal.

Risk and Internal Control

- 7.3 The CEO will not cause or permit EIH to operate without a comprehensive system of internal financial and operating controls in place. These are to ensure the protection of EIH's tangible and intangible assets and reputation and to monitor the application of EIH's resources in a manner which meets the standards of external auditors.

Financial Limitations

- 7.4 The Board will establish and maintain financial policies to set out financial limitations. The CEO will not cause or permit EIH to operate in a manner which would or would be likely, to result in the company becoming financially distressed and in particular, the CEO will not cause or permit:
- EIH to operate outside the financial limits, authorities or ratios set out in the financial policies or otherwise set by the Board from time to time; or
 - The allocation of capital and resources of EIH unless within the limits of the financial policies ; or
 - The assets of EIH to be inadequately maintained, unnecessarily risked or unprotected or unreasonably disposed.

8. Monitoring

- 8.1 The Board will carry out its diverse monitoring responsibilities through whatever means it considers appropriate, using such internal or external resources as it deems relevant. The CEO will report to the Board at each meeting of the Board and advise the Board in a timely manner on all material matters currently or prospectively affecting EIH and its performance including:
- Progress on the development and implementation of the Strategy and the Annual Plan
 - The operating and financial performance of EIH including any material underperformance and proposals to remedy the situation
 - Any failure to observe the executive limitations
 - The outcome of any agreed actions or significant developments relating to any material agenda items considered at previous Board meetings
 - Any action or project that represents a material deviation from the Business Plan or the Annual Plan
 - Any action or project (otherwise than permitted by the Annual Plan) that will involve capital investment or revenue commitments exceeding the period of the Strategy or which is not within the Strategy
 - The identification of any material risks to EIH and an assessment of the effectiveness of the controls in place to manage such risks
 - Any material political, economic, social or lifestyle other developments affecting ice hockey or its development
 - Any material developments or issues concerning the skills and capability of the EIH operations
 - Anything which may have a material adverse impact on the reputation of EIH or ice hockey more generally.

9. The Board's Own Processes

Members

- 9.1 The Board will engage appropriately with the committees and with investors and businesses engaged with EIH, to ensure it is able to take into account the views of all those with interests in the sport.

Board Meetings

- 9.2 The Board will determine the key items for its consideration for the coming financial year and will plan its meetings to a timetable that will ensure that these are fully addressed in a timely manner. There will usually be a minimum of 5 board meetings per year and the calendar of board meetings will be agreed in advance.
- 9.3 The agenda for Board meetings will be set by the Chair in consultation with the CEO. A similar process will be used for meetings of Board committees. Any director may request the addition of an item to the agenda.
- 9.4 Minutes of record (but not of discussion) of the matters considered at all Board meetings and the outcome will be published for the information of members but, in the interests of free and open

exchange of views between members of the Board, the minutes of discussion or matters involving the disclosure of business or personal names will be retained in confidence. The directors will determine the manner and timing of the publication of their decisions.

10. Role and Conduct of Directors

- 10.1 EIH will require preferred candidates to make a Declaration of Good character Statement prior to confirming the appointment of each Director
- 10.2 EIH will provide each director with an outline of their responsibilities within an Appointment Letter and as part of an induction programme at the start of their term as a director of EIH.
- 10.3 Directors will ensure that they carry out their duties in accordance with their Appointment Letter, Directors' Code of Conduct and the Conflict of Interest Policy for Directors, established by EIH.
- 10.4 Each director will act in a manner which avoids conflict of interest and will ensure that no decision or action is taken that has the effect of placing, or giving the perception of placing, his or her own interest, or any other interest, in priority to the interests of EIH.
- 10.5 Directors will debate issues openly and constructively and be free to question or challenge opinions presented at meetings. Individual directors will always respect the contributions of other directors and strive to understand their perspective and contributions to debate and discussions.
- 10.6 Directors are expected to utilise their relevant skills, knowledge and experience at meetings. The CEO as an executive director will bring to Board debate and discussion their unique knowledge, experience and perspective on EIH activities.
- 10.7 Directors will commit to the collective, group decision-making process of the Board.
- 10.8 Unless the Board has established an agreed position in relation to a topic under discussion, individual Board members should not publicly declare a personal view. Once the Board has established an agreed position it is the duty of all Board members to support that view in public, even if they may have argued differently during the Board's discussions. Any declaration of a difference of opinion should only be made with the prior consent of the Board.
- 10.9 All directors are expected to attend each meeting of the Board and to inform the Chair and CEO in advance if they are unable to do so.

11. Confidential Information

- 11.1 All directors are expected to exercise the utmost discretion with respect to all aspects of their work.
- 11.2 Directors may not communicate any confidential information known to them by reason of their position that has not been made public, except as may be necessary in the course of their duties or under the authority of the Chair and with appropriate legal advice.

12. The Board Chair, Vice Chair and Senior Independent Director

- 12.1 The Chair will be responsible for:

- Providing leadership to the Board and will act as facilitator for meetings of the Board.
 - Setting the Board's agenda in consultation with the CEO
 - Ensuring the effectiveness of the Board, including how individual directors perform and interact at meetings
 - Ensuring that the directors receive accurate, timely and clear information
 - Ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues, and that this time is used productively
 - Ensuring the Board's decisions are executed;
 - Promoting a culture of openness and debate amongst the Board by facilitating the effective contribution of all directors and ensuring constructive relations between executives and directors
 - Acting as a link between the Board and executive, particularly the Chief Executive
 - Representing the Association to third parties
 - Appraising the performance of the Chief Executive
 - Proactively managing conflicts of interest
 - Setting an example in the values and behaviour they adopt
- 12.2 The Chair has authority to act and speak for the Board between meetings and will engage with the CEO on behalf of the Board as required. The Chair will report no later than the next meeting of the Board on any material or sensitive exercise of this authority.

The Vice Chair and Senior Independent Director

- 12.3 The Board shall appoint from within their number a Vice Chair who shall not be an employed executive of EIH. The Vice Chair will also be an independent director. In the absence of the Chair, the Vice Chair will act as Chair of the Board. The Vice Chair will also be recognised as the Senior Independent Director.

The Vice Chair and Senior Independent Director is responsible for:

- Providing a sounding Board for the Chair of the Board
- Serving as an intermediary for other directors when necessary
- Acting as an alternative contact for members and stakeholders to share any concerns if the normal channels of the Chair or the management of the Association fail to resolve the matter or in cases where such contact is inappropriate
- Leading the process of appraising the Chair's performance
- Chairing Board meetings, in the absence of the Chair

13. Board Member Selection

- 13.1 The Board composition will be as determined by the Articles and the Board Recruitment Policy and shall consist of appointed and nominated Directors. In accordance with the Sports Governance Code and the EIH Articles, 5 of the directors will be independent non-executive directors (INED). EIH will develop a policy to create diversity within its Board composition and then manage Board recruitment and development in line with this policy.

INEDs will be recruited and appointed by the Board, to enhance decision making by providing objective scrutiny and independent perspective drawing on their current and previous experience.

The Board will also consist of up to five NEDs who are appointed by the Members at the AGM. These appointed directors who may hold other positions within ice hockey or who may have

commercial interest within the sport, will not be considered as INEDs. Any potential conflict of interest will be managed in accordance with the Conflicts of Interest Policy.

- 13.2 The recruitment of the Chair and appointed directors will be open and transparent and all positions will be advertised widely in accordance with the Directors Recruitment Policy of EIH. The recruitment of appointed directors will be managed by the Nominations Committee of the Board and they will recommend the preferred candidates to the Board for approval.
- 13.3 The recruitment of all directors will usually be completed in the quarter of the year prior to the AGM each year.
- 13.4 The CEO will be a member of the Board on an ex-officio basis for as long as he/she holds the position of CEO.

14. Board Members' Skills Matrix

- 14.1 The composition of the Board shall be monitored annually against a skills matrix which shall be determined by the Board in light of current best practice. This may include but not be limited to the following areas; Understanding of ice hockey, performance, coaching and clubs, safeguarding and player welfare, anti-doping, sports and company governance, risk management, strategic planning, financial planning and management, risk planning and management, marketing and communications, digital strategy, commercial and event management, legal and human resource management.
- 14.2 The Board will seek to create a Board with a strong skills balance, gender and wider equity balance and seek to ensure that the membership of the Board is representative of the community of EIH.

15. Board Evaluation

- 15.1 The primary measure of the effectiveness of the Board is the satisfactory and progressive attainment of the Purpose and the successful execution of its strategic and annual plans.
- 15.2 The Board will adopt formal systems and processes for the annual evaluation of its own performance, the performance of the Committees and of the CEO.
- 15.3 The Chair will formally review the performance of the CEO each year.
- 15.4 The Chair will also manage a review meeting with each individual director once a year.
- 15.5 Annually the Board will also provide feedback to the Chair, through the Senior Independent Director who shall meet with the Chair to provide the performance feedback from other directors.
- 15.6 The Board will also ensure that there is an externally facilitated review of the performance of the Board every 4 years.

16. Board Succession

- 16.1 The Board shall have in place an effective succession and rotation plan to reduce the risks associated with abrupt changes to the Board and the loss of particular skills and capabilities at Board level.

17. The Committees of the Board

- 17.1 The Board may at any time establish committees of the Board to assist it in carrying out its responsibilities. Any committee will be subject to the Board policies and will speak or act for the Board only when and to the extent so authorised.
- 17.2 The permanent committees of the Board shall be the;
- Finance & Audit Committee
 - Governance & Risk Committee
 - HR & Remuneration Committee
 - Nominations Committee
- 17.3 Regular meetings of the committees of the Board will be scheduled, with a minimum of two meetings per committee annually.
- 17.4 Each committee of the Board will be comprised of three non-executive directors who the Board considers best suited, by virtue of their qualifications or experience, to serve on that committee.
- 17.5 The Chair of each committee of the Board shall usually be an independent director recruited for their expertise within finance, legal and HR matters.
- 17.6 The CEO may attend each meeting of each committee. If the CEO is unable to attend, another member of the executive team may be delegated to attend where appropriate.
- 17.7 Each Board committee should establish more detailed processes and procedures for carrying out its responsibilities within its Terms of Reference. These must be consistent with the Board policies and the Terms of Reference and shall be approved by the Board.
- 17.8 These terms of reference must include the development and execution of an Annual Plan, which shall be drawn from and be in line with the Strategy and Annual Plans of EIH.
- 17.9 Other than for matters which are reserved for the Board as outlined in Appendix 1, the committees may approve policies on behalf of the Board according to a scheme of delegation which will be approved by the Board. Committees must be mindful to bring to the Board for approval any matters which are related to the matters reserved to the Board.
- 17.10 Matters approved by the committees of the Board need not be further presented and approved by the Board, although the committee must make the Board aware at the following meeting of the matters which have been considered and approved by the committee. These matters will be noted in the minutes of the Board meeting. Members will have full access to the papers of the committees of the Board within the confidential and shared folders of the Board.
- 17.11 The main responsibilities and requirements for each of the committees of the Board are set out in Appendix 2.

Role of Other EIH Committees & General Managers

- 18.1. The Board shall determine the committee structure within EIH, which shall also identify and include the General Managers (GM) and other identified individuals. This shall be proposed annually by the CEO to the Board.
- 18.2. The other committees and GMs of EIH are responsible for carrying out the duties defined by their terms of reference. The terms of reference for all committees and GMs shall be approved by the Board.
- 18.3. The plans of all committees shall be fully aligned with the 4-year Strategy and Annual Plan of EIH. All committees within EIH will be accountable to the Board through the CEO.

APPENDIX 1

The Responsibilities Reserved by the Board

1. The responsibilities reserved to the Board include:
 - 1.1. Managing the AGM and communications with members
 - 1.2. Establishing and having oversight of the committees of the board and the other committees and contracted and appointed individuals who are responsible for running the sport
 - 1.3. Developing, approving and reviewing progress of the Annual Plan
 - 1.4. Formalising the delegated powers of the Chief Executive Officer
 - 1.5. Deciding matters referred to it by the CEO
 - 1.6. Approving budgets
 - 1.7. Approving requests for non-budgeted spend
 - 1.8. Setting the rates for subscriptions and affiliation fees for membership of the Association
 - 1.9. Supervising risk management and safety matters
 - 1.10. Maintaining the integrity of the Association's brand and protecting the Association's intellectual property rights
 - 1.11. Appointing Directors
 - 1.12. Managing all Board review processes
 - 1.13. Establishing, approving and monitoring all company policies
 - 1.14. Establishing and maintaining a Stakeholder Engagement Strategy; and
 - 1.15. Approving EIH representatives to national bodies

APPENDIX 2

TERMS OF REFERENCE FOR THE COMMITTEES OF THE BOARD

The Finance & Audit Committee

1. Purpose of the Finance & Audit Committee

- 1.1. The purpose of the Finance & Audit Committee (The Committee) is to assist the Board of Directors in fulfilling its oversight responsibilities with regards to setting the strategic process for financial management, control and the annual reporting of EIH's annual accounts. The duties are set out in paragraph 5 below.

2. Authority and Accountability

- 2.1 The authority of the Committee is established by the Board. It reports to the Board.
- 2.2 The Committee has the powers to:
 - 2.1.1. Take any decision on behalf of the organisation that is within the powers delegated to it by the Board.
 - 2.1.2. Seek any information it requires from any employee, consultant, committee or panel members of the organisation in order to perform its duties and all such persons are directed to co-operate with any request made by the Committee.
 - 2.1.3. Obtain at the company's expense, outside legal or professional advice on any matter within its terms of reference (the CEO must sign off any expenditure ensuring there are sufficient funds)
 - 2.1.4. Have published in the organisation's annual reports any issues that cannot be resolved between the Committee and the Board.

3. Chair

- 3.1 At least one of the members of the Committee shall be an individual with significant financial expertise and qualifications who shall act as Chair of the Committee. The Chair of the Committee shall be appointed by the Board.

4. Membership

- 4.1. Committee members shall be appointed by the Board in consultation with the Committee chair, for a period of two years but shall be subject to annual review.
- 4.2. The Committee shall comprise of no less than three non-executive directors and one other member who may be either;
 - 4.2.1. a non-executive director appointed by the Board; or
 - 4.2.2. an independent person with relevant financial experience who is co-opted by the Finance, Audit & Risk Committee for such term as is required.
- 4.3. These shall be the full members of the Committee.
- 4.4. Attendance of non-members of the Committee shall be by invitation only.
- 4.5. The CEO will be in attendance at the meetings.

- 4.6. A member of the Committee shall act as secretary and shall produce and circulate draft minutes of each meeting.

5. Duties

- 5.1. The primary duties and responsibilities of the Committee include:
- 5.1.1. Reviewing and approving the statements to be included in the annual report concerning internal control, financial risk management, the assessment of principal risks and emerging risks, and the going concern statement
 - 5.1.2. Reviewing each of the Company's policies and procedures relating to financial governance and risk management
 - 5.1.3. Review the EIH financial risks on a quarterly basis;
 - 5.1.4. Appraising the integrity of the company's internal policies, procedures, financial controls and their operation and ensuring appropriate risk management systems are in place.
 - 5.1.5. Reviewing the budgets within the 4 Year Strategy and Annual Plan prior to their submission to the Board
 - 5.1.6. Reviewing and agreeing the annual budget and cash flow projections before they are submitted to the Board for approval.
 - 5.1.7. Monitoring performance against budget through the year including cash flow projections before they are submitted to the Board;
 - 5.1.8. Approving all investment advice before it is presented to the Board;
 - 5.1.9. Ensuring robust processes and reporting is in place in respect of public funds including Sport England, and appropriate use of funds.
 - 5.1.10. Reviewing current contracts with existing suppliers and recommend to the Board any new contracts for approval.
 - 5.1.11. Ensuring any certifications required by Regulatory Authorities are in place
 - 5.1.12. Oversight of any litigation, contingent liabilities and tax matters, including compliance with statutory tax obligations
 - 5.1.13. Monitoring and reviewing the effectiveness of the financial management information technology systems and processes and receive assurance that they are appropriately designed and are being effectively utilised and that all data is fully protected.
 - 5.1.14. Reviewing the Whistle Blowing policy and other practices and systems in place to enable those who work for or are otherwise engaged by EIH to raise, in confidence, any concerns about possible improprieties in financial reporting or other financial matters and arrange for such matters to be appropriately investigated
 - 5.1.15. Managing incidents of fraud and the operation of the Company's Financial Regulations and Anti-bribery and Fraud policy relating to whistleblowing.
 - 5.1.16. Considering other financial matters referred to it by the Board and making recommendations on significant strategic matters with financial implications or investment required.
 - 5.1.17. Review of the external Auditors' Audit Plan
 - 5.1.18. Monitoring the level of fees paid by EIH to the external auditor
 - 5.1.19. Reviewing the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the committee
 - 5.1.20. Reviewing the findings of the audit with the external auditor
 - 5.1.21. Periodically reviewing the effectiveness of the Committee and reporting the results of that review to the Board.
 - 5.1.22. Working and liaising as necessary with all other Board committees ensuring interaction between committees and with the Board is reviewed regularly, taking particular account of the impact of risk management and internal controls being delegated to different committees.

6. Procedure

- 6.1. The Committee shall meet at least four times a year and otherwise as required.
- 6.2. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda, shall be forwarded to each member of the Committee and any other person required to attend, by email no later than 7 days before the meeting, unless otherwise agreed by the Committee Chair.
- 6.3. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 6.4. A person may participate in a meeting of the Committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.

7. Quorum

- 7.1. The quorum necessary for the transaction of business shall be three Committee members, at least two of whom shall be non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to implement all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

8. Minutes of meetings

- 8.1. The secretary will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2. The secretary will circulate and produce draft minutes of all meetings to Committee members usually within 7 working days of the meeting. They will also maintain an action log and circulate with the agreed minutes to the Board.
- 8.3. The secretary shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 8.4. Decisions taken by the Committee will be reported to the following meeting of the Board and the Committee shall make a short report to each meeting of the Board.

9. Decision making

- 9.1. Decisions of the Committee shall usually be agreed by consensus, but where a vote is required, a decision will require a majority, which shall be greater than fifty per cent (50%) of the available votes at that meeting and this majority must include the votes of at least two non-executive directors.

9.2. Voting shall be on a show of hands and each member of the Committee shall be entitled to one (1) vote.

9.3. If the numbers of vote for and against a proposal at a meeting of the Committee are equal, the Chair of the meeting shall not have a casting vote and the matter shall be referred to the Board.

10. Reporting

10.1. Minutes of each Committee meeting will be shared with the Board. Decisions taken by the Committee will be reported to the following meeting of the Board and the Committee shall make a short report to each meeting of the Board.

11. Terms of Reference and Committee Effectiveness

11.1. The Committee's terms of reference, membership and effectiveness will be reviewed biannually by the Board and the Committee.

Terms Of Reference - The Governance & Risk Committee

1. Purpose of the Governance & Risk Committee

- 1.1. The purpose of the Governance & Risk Committee (The Committee) is to assist the Board of Directors in fulfilling its oversight responsibilities with regards to governance and risk matters. The duties are set out in paragraph 5 below.

2. Authority and Accountability

- 2.1. The authority of the Committee is established by the Board. It reports to the Board. The Committee has the powers to:
 - 2.1.1. Take any decision on behalf of the organisation that is within the powers delegated to it by the Board.
 - 2.1.2. Seek any information it requires from any employee, consultant, committee or panel members of the organisation in order to perform its duties and all such persons are directed to co-operate with any request made by the Committee.
 - 2.1.3. Obtain at the company's expense, outside legal or professional advice on any matter within its terms of reference (the CEO must sign off any expenditure ensuring there are sufficient funds)
 - 2.1.4. Have published in the organisation's annual reports any matters that cannot be resolved between the Committee and the Board.

3. Chair

- 3.1. At least one of the members of the Committee shall be an individual with significant legal and governance expertise and qualifications who shall act as Chair of the Committee. The Chair of the Committee shall be appointed by the Board.

4. Membership & Voting

- 4.1. Non-executive director members shall be appointed by the Board in consultation with the Committee Chair, for a period of two years.
- 4.2. The Committee shall comprise of three independent non-executive directors and up to two other members who may be either;
 - 4.2.1. a non-executive director or
 - 4.2.2. an independent person with relevant legal and governance experience who is co-opted by the Committee for such term as is required.
- 4.3. These shall be the voting members of the Committee.
- 4.4. Attendance of non-members of the Committee shall be by invitation only.
- 4.5. The CEO will be in attendance at the meetings and shall be a non-voting member.
- 4.6. A member of the Committee shall act as secretary and shall produce and circulate draft minutes of each meeting.

5. Duties

5.1. The primary duties and responsibilities of the Committee shall be to:

- 5.1.1. Review and recommend changes to the Articles of Association and Governance Policy
- 5.1.2. Monitor and review EIH's compliance with the UK Sport Code for Sports Governance and report progress and any outstanding actions to the Board
- 5.1.3. Monitor and obtain assurance that all non-financial rules, codes, policies, and procedures specified in the Articles or otherwise are appropriate for the good management of EIH and its activities. These shall include but not be limited to the following; Codes of Conduct; Disciplinary and Appeal Regulations, Safeguarding Policy and Procedures, Equality Policy; Transgender Competition Policy, Health and Safety Policy; Anti-Doping Policy and Data Protection Policies and Procedures
- 5.1.4. Monitor and obtain assurance that the implementation of these policies and procedures are appropriate and effective
- 5.1.5. Ensure that EIH maintains risk management systems, which are regularly reviewed and monitored to ensure they are effective and provide reasonable assurance.
- 5.1.6. Monitor performance against the risk register at each meeting and identify any risks which need to be reported to the Board
- 5.1.7. Consider and review in detail the governance related risks, including obtaining assurance that the management or mitigation of relevant risks are being appropriately addressed by the CEO
- 5.1.8. Receive reports, consider and advise the Board on all matters involving a material breach of the policies and any consequent disciplinary processes or proceedings
- 5.1.9. Review the systems in place to ensure that those who work for or are otherwise engaged by EIH are able to raise in confidence, any concerns about possible improprieties in operational matters and arrange for such matters to be appropriately investigated
- 5.1.10. Receive and review a regular report on the current Safeguarding cases being managed by EIH and ensure these are being managed effectively
- 5.1.11. Receive and review an update on the current legal, complaint, disciplinary, appeal and Data Protection issues affecting EIH
- 5.1.12. Support the delivery and implementation of actions following external Board evaluations, as directed by the Nominations Committee
- 5.1.13. Review and receive assurances regarding any other significant matters being dealt with and in particular any matters where material legal action is risked or being taken
- 5.1.14. Deal with any other matters referred to it by the Board

6. Procedure

- 6.1. The Committee shall meet at least four times a year and otherwise as required.
- 6.2. The Chair shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 6.3. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair. Notice of each meeting confirming the venue, time and date together with an agenda and supporting papers, shall usually be forwarded to each member of the Committee and any other person required to attend, by email no later than 7 days before the meeting. Failure to do so shall not invalidate the proceedings of the meeting.

- 6.4. A person may participate in a meeting of the Committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.

7. Quorum

- 7.1. The quorum necessary for the transaction of business shall be three Committee members, at least two of whom shall be non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to implement all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

8. Decision making

- 8.1. Decisions of the Committee shall usually be agreed by consensus, but where a vote is required, a decision will require a majority, which shall be greater than fifty per cent (50%) of the available votes at that meeting and this majority must include the votes of at least two non-executive directors.
- 8.2. Voting shall be on a show of hands and each member of the Committee shall be entitled to one (1) vote.
- 8.3. If the numbers of vote for and against a proposal at a meeting of the Committee are equal, the Chair of the meeting shall not have a casting vote and the matter shall be referred to the Board.

9. Minutes of meetings

- 9.1. The secretary will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 9.2. The secretary will circulate and produce draft minutes of all meetings to Committee members within 7 working days of the meeting. They will also maintain an action log and circulate with the agreed minutes to the Board.

10. Reporting

- 10.1. Minutes of each Committee meeting will be shared with the Board. Decisions taken by the Committee will be reported to the following meeting of the Board and the Committee shall make a short report to each meeting of the Board.

11. Terms of Reference and Committee Effectiveness

- 11.1. The Committee's terms of reference, membership and effectiveness will be reviewed biannually by the Board and the Committee.

The Human Resources (HR) and Remunerations Committee

1. Purpose of the HR & Remunerations Committee

- 1.1. The purpose of the HR & Remunerations Committee (The Committee) is to assist the Board of Directors in fulfilling its oversight responsibilities with regards to HR & Remuneration matters.

2. Authority and Accountability

- 2.1 The authority of the Committee is established by the Board. It reports to the Board.
- 2.2 The Committee has the powers to:
 - 2.2.1 Take any decision on behalf of the organisation that is within the powers delegated to it by the Board.
 - 2.2.2 Seek any information it requires from any employee, consultant, committee or panel members of the organisation in order to perform its duties and all such persons are directed to co-operate with any request made by the Committee.
 - 2.2.3 Obtain at the company's expense, outside legal or professional advice on any matter within its terms of reference (the CEO must sign off any expenditure ensuring there are sufficient funds)
 - 2.2.4 Have published in the organisation's annual reports any issues that cannot be resolved between the Committee and the Board.

3. Chair

- 3.1 At least one of the members of the Committee shall be an individual with significant HR and remunerations expertise and qualifications who shall act as Chair of the Committee. The Chair of the Committee shall be appointed by the Board.

4. Membership

- 4.1 Committee members shall be appointed by the Board in consultation with the Committee chair, for a period of two years but shall be subject to annual review.
- 4.2 The Committee shall comprise of no less than two non-executive directors and one other member who may be either;
 - 4.2.1 a non-executive director appointed by the Board; or
 - 4.2.2 an independent person with relevant HR & People experience who is co-opted by the Committee for such term as is required.
- 4.3 These shall be the full members of the Committee.
- 4.4 Attendance of non-members of the Committee shall be by invitation only.
- 4.5 The CEO will be in attendance at the meetings.

- 4.6 A member of the Committee shall act as secretary and shall produce and circulate draft minutes of each meeting.

5. Duties

- 5.1 The HR and Remunerations, Committee shall carry out the following tasks and such other tasks as shall be referred to it by the Board:
- 5.1.1 Review and develop the strategy and philosophy being applied by the organisation in remunerating staff to ensure alignment and proportionality
 - 5.1.2 Consider and monitor staffing requirements necessary to ensure that they are appropriate to the delivery of the EIH strategic goals and operational needs
 - 5.1.3 Reviewing and approving any changes to staff remuneration proposed by the CEO
 - 5.1.4 Ensuring that the appropriate HR policies, practices and procedures are in place and operational and reviewing each of these according to the review schedule
 - 5.1.5 Review the EIH HR risks on a quarterly basis;
 - 5.1.6 Receive reports, consider and advise the Board on any employment issues potentially affecting the reputation of EIH
 - 5.1.7 Review the “whistle-blowing” policy and arrangements put in place by EIH for staff to ensure the process is robust and properly managed;
 - 5.1.8 Determine on behalf of the Board matters of policy over which EIH has authority relating to the operation of the pension arrangements and other benefits provided to current or former executive directors
 - 5.1.9 Deal with any other matters referred to it by the Board.
- 5.2 The Chair of the HR Committee, the Chair of the Finance Committee and the Chair of the Board shall be responsible for reviewing and approving the remuneration of the CEO.

6. Procedure

- 6.1 The Committee shall meet at least four times a year and otherwise as required.
- 6.2 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda, shall be forwarded to each member of the Committee and any other person required to attend, by email no later than 7 days before the meeting, unless otherwise agreed by the Committee Chair.
- 6.3 Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 6.4 A person may participate in a meeting of the Committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.

7. Quorum

- 7.1 The quorum necessary for the transaction of business shall be three Committee members, at least two of whom shall be non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to implement all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

8. Minutes of meetings

- 8.1 The secretary will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2 The secretary will circulate and produce draft minutes of all meetings to Committee members usually within 7 working days of the meeting. They will also maintain an action log and circulate with the agreed minutes to the Board.
- 8.3 The secretary shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 8.4 Decisions taken by the Committee will be reported to the following meeting of the Board and the Committee shall make a short report to each meeting of the Board.

9. Decision making

- 9.1 Decisions of the Committee shall usually be agreed by consensus, but where a vote is required, a decision will require a majority, which shall be greater than fifty per cent (50%) of the available votes at that meeting and this majority must include the votes of at least two non-executive directors.
- 9.2 Voting shall be on a show of hands and each member of the Committee shall be entitled to one (1) vote.
- 9.3 If the numbers of vote for and against a proposal at a meeting of the Committee are equal, the Chair of the meeting shall not have a casting vote and the matter shall be referred to the Board.

10. Reporting

- 10.1 Minutes of each Committee meeting will be shared with the Board. Decisions taken by the Committee will be reported to the following meeting of the Board and the Committee shall make a short report to each meeting of the Board.

11. Terms of Reference and Committee Effectiveness

- 11.1 The Committee's terms of reference, membership and effectiveness will be reviewed biannually by the Board and the Committee.

The Nominations Committee

1. Purpose of the Nominations Committee

- 1.1. The purpose of the Nominations Committee (The Committee) is to assist the Board of Directors in fulfilling its oversight responsibilities with regards to matters relating to the recruitment and appointment of directors and the review of director and Board performance.

2. Authority and Accountability

- 2.1 The authority of the Committee is established by the Board. It reports to the Board.
- 2.2 The Committee has the powers to:
 - 2.2.1 Take any decision on behalf of the organisation that is within the powers delegated to it by the Board.
 - 2.2.2 Seek any information it requires from any employee, consultant, committee or panel members of the organisation in order to perform its duties and all such persons are directed to co-operate with any request made by the Committee.
 - 2.2.3 Obtain at the company's expense, outside legal or professional advice on any matter within its terms of reference (the CEO must sign off any expenditure ensuring there are sufficient funds)
 - 2.2.4 Have published in the organisation's annual reports any issues that cannot be resolved between the Committee and the Board.

3. Chair

- 3.1 The Chair of the Board shall usually be the Chair of the Nominations Committee. The Chair of the Committee shall be appointed by the Board.

4. Membership

- 4.1 The Nominations Committee shall comprise no less than 5 members who are appointed each year. These will include the Chair of the Board, the Vice Chair of the Board and three non-executive Board members, at least two of whom shall be independent.
- 4.2 These shall be the full members of the Committee.
- 4.3 Attendance of non-members of the Committee shall be by invitation only.
- 4.4 The CEO will be in attendance at the meetings.
- 4.5 A member of the Committee shall act as secretary and shall produce and circulate draft minutes of each meeting.
- 4.6 Committee members shall be appointed by the Board in consultation with the Committee chair, for a period of two years but shall be subject to annual review.

5. Duties

- 5.1 The Nominations Committee shall carry out the following tasks and such other tasks as shall be referred to it by the Board:

Board Evaluation

- 5.1.1 Review, at least annually, the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board, compared to its current position and make recommendations to the Board with regard to any changes
- 5.1.2 Maintain and put to the Board annually an up to date matrix detailing the skills and experience required of the Board
- 5.1.3 Lead on an annual evaluation of the performance and effectiveness of the Board and individual directors
- 5.1.4 Lead on any external evaluation of the Board which shall be carried out at least every four years or at the request of Sport England
- 5.1.5 Review annually and report on Board level diversity against the diversity targets and actions set in compliance with the Code for Sports Governance.
- 5.1.6 Lead on evaluation every two years of performance and composition of the Committees of the Board.
- 5.1.7 Ensure succession plans are in place for orderly appointments to the Board and Senior Executives
- 5.1.8 Taking considerations for Directors and other senior Executives in the course of its work, to maintain an appropriate balance of skills and experience within the Company and on the Board, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;

Board and Chief Executive Officer Recruitment

- 5.1.9 To oversee a formal, rigorous and transparent process for the recruitment and appointment of new directors to the Board and the Chief Executive.
- 5.1.10 Ensure Sport England is informed of any recruitment for new directors to the Board and/or the Chief Executive
- 5.1.11 Prepare role description and person specification required for any new Director, including Chair and Vice Chair.
- 5.1.12 Manage on behalf of the Board a formal open and transparent process for recruitment of new Board Directors.
- 5.1.13 Identify and nominate for the Board's approval, candidates to fill Board vacancies as and when they arise.
- 5.1.14 Prepare role description and person specification required for Chief Executive Officer.
- 5.1.15 Manage on behalf of the Board from time to time a formal open and transparent process for the recruitment of new Chief Executive Officer;
- 5.1.16 Identifying and nominating for the Board's approval, new Chief Executive Officer as and when required.
- 5.1.17 Make recommendations to the Board in relation to re-appointment of any Director after the completion of their terms of office, assuming that they have not already reached the maximum term permitted under the Code for Sports Governance.

Ensure all new Directors and Chief Executive complete a fit and proper persons test before appointment

- 5.1.18 Ensure all new Directors and Chief Executive receive a written statement of their responsibilities and receive a full, formal induction upon joining EIH.

Standards and Conduct

- 5.1.19 To review every four years the Directors Code of Conduct, Governance Policy and other policies of the Board.

- 5.1.20 To manage on behalf of the Board any matters relating to breach of Directors Code of Conduct, Governance Policy and/or any other policies of the Board.
- 5.1.21 To manage on behalf of the Board any matters relating to continuation in office of a Director, including suspension or termination.

6. Procedure

- 6.1 The Committee shall meet at least four times a year and otherwise as required.
- 6.2 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda, shall be forwarded to each member of the Committee and any other person required to attend, by email no later than 7 days before the meeting, unless otherwise agreed by the Committee Chair.
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- 9.2 Voting shall be on a show of hands and each member of the Committee shall be entitled to one (1) vote.

- 9.3 If the numbers of vote for and against a proposal at a meeting of the Committee are equal, the Chair of the meeting shall not have a casting vote and the matter shall be referred to the Board.

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11. Terms of Reference and Committee Effectiveness

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