

**DATED 29 October 2020**

**BADMINTON ASSOCIATION OF ENGLAND LIMITED**

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**GOVERNANCE POLICY**

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## CONTENTS

1.	INTRODUCTION .....	2
2.	THE MEMBERS OF BADMINTON ENGLAND .....	2
3.	ROLE AND POWERS OF THE BOARD.....	2
4.	THE RESERVED POWERS OF THE BOARD .....	3
5.	AUTHORITY OF THE BOARD AND DELEGATION TO THE CHIEF EXECUTIVE .....	3
6.	LIMITS ON THE BOARD, EXECUTIVE ACTION AND DELEGATION .....	4
7.	SCRUTINY.....	4
8.	BOARD ENGAGEMENT .....	5
9.	BOARD STANDARDS AND CONDUCT .....	5
10.	ROLE AND CONDUCT OF DIRECTORS.....	6
11.	BOARD MEMBER SELECTION .....	ERROR! BOOKMARK NOT DEFINED.
12.	THE COMMITTEES OF THE BOARD .....	7
13.	CODE OF CONDUCT FOR MEMBERS OF COMMITTEES OF THE BOARD.....	8
14.	TERMS OF REFERENCE FOR COMMITTEES OF THE BOARD.....	8
15.	INDICATIVE TIMETABLE.....	8

**BADMINTON ASSOCIATION OF ENGLAND LIMITED**  
**("BADMINTON ENGLAND") - GOVERNANCE POLICY**

**1. INTRODUCTION**

- 1.1 This Governance Policy (the "Policy") sets out the relationship between the Board (Appendix 1), as the principal governing body within Badminton England, and the other key constituents within the organisation. The Policy reflects the five basic principles of good governance as set out in the Government's Code for Sports Governance.
- 1.2 This Policy is designed to complement the Articles of Badminton England and include further detail which may sometimes be included or reference other policies and documents of Badminton England.
- 1.3 This Policy is influenced by Badminton England's status as the National Governing Body for badminton in England. In that capacity it receives funds from clubs, the members of clubs and coaches by way of membership and affiliation fees, but also from UK Sport and Sport England and commercial partners to assist it to advance its Objects (as set out in its Articles). This Policy is designed to meet best practice for the Board of such an organisation.
- 1.4 The Board is determined to ensure that Badminton England adopts best practice in respect of all of its business processes and embraces the concepts of fairness, transparency, effectiveness, accountability, equality, and diversity.

**2. THE MEMBERS OF BADMINTON ENGLAND**

- 2.1 The Voting Members (Appendix 2) of Badminton England are the members of the Member Organisations and the Individual Members (as defined in the Articles). The Voting Members may attend and vote at the General Meetings and Annual General Meeting of Badminton England.
- 2.2 The purpose of the Annual General Meeting is for the Voting Members to receive a formal report from the Board on its governance of Badminton England over the previous year, to approve the appointment of members of the Board and other office holders and to attend to any other matters required to be considered by the Voting Members under Company law and the Articles.

**3. ROLE AND POWERS OF THE BOARD**

- 3.1 This responsibility for governing Badminton England, in accordance with the [Code for Sports Governance](#), has been delegated to the Board under the Articles of Badminton England.
- 3.2 The Board has the responsibility to set Badminton England's [strategic aims](#), ensure that the necessary financial and human resources are in place for Badminton England to meet its objectives and review management performance. The Board must provide leadership for Badminton England within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board should also set Badminton England's values and standards and ensure that its obligations to its stakeholders and others are understood and met.
- 3.3 The Board is responsible for the direction and oversight of Badminton England on behalf of all of the members (as defined in the Articles) and is accountable for all aspects of Badminton England's activities including the allocation of resources to and the operation and servicing of the Advisory Boards and Standing Committees (together the Advisory Boards and Standing Committees shall be referred to as the "Committees") (Appendix 3) established under the Articles.

#### **4. THE RESERVED POWERS OF THE BOARD**

4.1 The following matters are reserved for the Board's decision:

- 4.1.1 the approval of the organisation's strategy;
- 4.1.2 the approval of the long term financial plan and annual budget;
- 4.1.3 the approval of the Annual Report and Accounts;
- 4.1.4 the appointment of the Chief Executive;
- 4.1.5 the confirmation of all other senior management appointments reporting directly to the Chief Executive;
- 4.1.6 the approval of the Committees of Badminton England including their formation and the Terms of Reference of such Committees.

4.2 The Board may delegate certain decisions (as set out in paragraph 4.1 above) to Committees of the Board for decision.

4.3 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. AUTHORITY OF THE BOARD AND DELEGATION TO THE CHIEF EXECUTIVE**

5.1 The Chief Executive is appointed by the Board to lead an Executive team and to manage the operations of Badminton England in accordance with this Policy.

5.2 This Policy provides a framework of those tasks that the Board reserve to themselves and those that they delegate to the Chief Executive. This Policy also defines the Board's processes for monitoring and controlling that delegation.

5.3 The delegation from the Board to the Chief Executive is based upon the strategy and annual operating and financial plans, the organisation policies (Appendix 4) and procedures required of good governance, risk management and plans for the work of the Committees (taken together, the "Plans").

5.4 The Chief Executive will propose Plans (as defined in 5.3 above) setting out the principles upon which the operations of Badminton England will be conducted by all persons involved in the organisation's activities. These Plans will be presented to the Board for approval.

5.5 The Chief Executive is authorised to establish any policy, make any decision, enter into any obligation, take any action and develop any activity to implement or advance the Plans and which is not within the powers that the Articles and/or this Policy has specified may only be exercised by the members or the Board or that the Board has reserved to itself.

5.6 The Chief Executive is accountable to the Board for the exercise of any authority delegated to the Chief Executive and the Board will monitor directly all aspects of the Chief Executive's use of such authority.

5.7 In carrying out its work, the Board will satisfy itself directly or by report from the relevant Committee that there are in operation throughout the organisation, the rules, codes, policies, and procedures specified in the Articles or required within a code of good governance and the material risks to the success of Badminton England's operations and its reputation are being identified and understood and that systems of risk management, compliance and control are in place to mitigate such risks.

5.8 The Board may at any time change the authority of the Chief Executive or of a Committee and, may change the purpose and the reserved matters. 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.

## **6. LIMITS ON THE BOARD, EXECUTIVE ACTION AND DELEGATION**

6.1 The Board places, through the limitations set out in this paragraph 6, the limits on the practices, methods, conduct and other means by which the Chief Executive may carry out the authority delegated within this Policy. All Chief Executive actions and decisions will be carried out in accordance with commonly accepted business practice and professional ethics.

6.2 The Chief Executive will not engage in or cause or permit any practice, activity or decision to be taken without having regard to:

- (a) the interests of the members;
- (b) Badminton England's relationships with Sport England, UK Sport, badminton bodies nationally and internationally, with sponsors, suppliers, customers and any other stakeholders;
- (c) the effect on the reputation of Badminton England;
- (d) regulatory consequences;
- (e) the health, safety and environmental consequences;
- (f) the interests of Badminton England's employees, volunteers or those of other parties doing work for Badminton England and, in particular, the need to treat them in an equitable and dignified manner and to maintain a proper and secure working environment; and
- (g) the Plans (as defined in 5.3 above).

6.3 The Chief Executive will not cause or permit Badminton England to operate without a comprehensive system of internal financial and operating controls to protect Badminton England's assets and reputation and to monitor the application of Badminton England's resources in a manner which meets the standards of external auditors.

6.4 The Board will establish and maintain financial policies to set out financial limitations.

6.5 The Chief Executive will not cause or permit Badminton England to operate in a manner which would or would be likely, to result in Badminton England becoming financially distressed and in particular, the Chief Executive will not cause or permit Badminton England 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 assets of Badminton England to be inadequately maintained, unnecessarily risked or unprotected or unreasonably disposed.

## **7. SCRUTINY**

7.1 The Board will scrutinise and monitor all material matters which affect or may affect Badminton England through whatever means it considers appropriate, using such internal or external resources as it deems relevant.

7.2 The Chief Executive 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 Badminton England and its performance including:

- 7.2.1 progress on the development and implementation of the Plans and any action or project that represents a material deviation from the Plans;
- 7.2.2 the operating and financial performance of Badminton England;
- 7.2.3 the outcome of any agreed actions or significant developments relating to any agenda items considered at previous Board meetings;
- 7.2.4 any action or project (otherwise than permitted by the Plans) that will involve capital investment or revenue commitments exceeding the period of the Plans or which is not within the Plans;
- 7.2.5 the identification of any material risks to Badminton England and how such risks will be managed;
- 7.2.6 any material political, economic, social or lifestyle other developments affecting badminton or its development; and
- 7.2.7 any material developments or issues concerning Badminton England's operations.

## **8. BOARD ENGAGEMENT**

- 8.1 The Board will engage appropriately with the members, the Committees and with businesses engaged with Badminton England, to ensure it is able to take into account the views of all those with interests in the sport.
- 8.2 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.
- 8.3 The agenda for Board Meetings will be set by the Chairman in consultation with the Chief Executive. A similar process will be used for meetings of the Committees. Any Director or Committee may request the addition of an item to the agenda.
- 8.4 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 Voting 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.

## **9. BOARD STANDARDS AND CONDUCT**

- 9.1 To promote the commitment of Badminton England to improving the organisation and protecting public investment, its reputation and the interests of stakeholders the Board, led by the Chairman, will undertake an annual evaluation of the skills and performance of the Board and its individual directors.
- 9.2 The Board will adopt formal systems and processes for the annual evaluation of its own performance, the performance of the Committees and of the Chief Executive.
- 9.3 The Chairman will also manage a review meeting with each individual Director once a year to determine if each director continues to contribute effectively and demonstrate commitment to their role.
- 9.4 Annually the Board will also provide feedback to the Chairman, through an Independent Director who shall meet with the Chairman to provide the performance feedback from other Directors.
- 9.5 To provide independent perspective on the performance of the Board, the Board will ask an external facilitator to perform a review of the performance of the Board every four years.

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

## **10. ROLE AND CONDUCT OF DIRECTORS**

10.1 Directors will ensure that they carry out their duties in accordance with the directors' Code of Conduct<sup>1</sup>.

10.2 Each Director will act in a manner which avoids conflict of interest and will ensure that no decision or action is taken that may be perceived to place his or her own interest, or any other interest, in priority to the interests of Badminton England.

10.3 Directors are expected to utilise their relevant skills, knowledge and experience at meetings.

10.4 Directors will commit to the collective, group decision-making process of the Board, by debating issues in a constructive manner and questioning issues and opinions presented at meetings. Individual Directors will always respect the contributions of other Directors.

10.5 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.

10.6 All Directors are expected to attend each meeting of the Board and to inform the Chairman and Chief Executive in advance if they are unable to do so.

10.7 All Directors are expected to exercise the utmost discretion with respect to all aspects of their work. 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 Chairman and with appropriate legal advice.

## **11. BOARD MEMBER SELECTION**

11.1 The composition of the Board is set out in Articles 19.1 & 19.2. The way in which Directors are then elected is set out in Articles 25.1 – 25.4.

11.2 The Board shall appoint one Independent Director as the Senior Independent Director. Senior Independent Director means an independent director who is appointed as such by the Board, and whose responsibilities include:

11.2.1 providing a sounding board for the Chairman;

11.2.2 serving as an intermediary for the other directors when necessary;

11.2.3 acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chairman or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate; and

11.2.4 leading on the process to appraise the Chairman's performance.

11.3 In accordance with the Code for Sports Governance, Badminton England has adopted a target of and will take steps to encourage a minimum 70%/30% split of each gender on its Board. In addition, at least 25% and ideally one third of the Board will be Independent Directors.

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[https://www.badmintonengland.co.uk/media/5860/code\\_of\\_conduct\\_for\\_member\\_of\\_the\\_bod\\_final\\_april\\_2017\\_1.pdf](https://www.badmintonengland.co.uk/media/5860/code_of_conduct_for_member_of_the_bod_final_april_2017_1.pdf)

11.4 Directors will be recruited on the basis of a Skills Matrix (Appendix 5) which will have regard to the skills and equity requirements of the Board. This will be reviewed by the Board from time to time.

11.5 The recruitment of Directors will be managed by the Nominations Committee of the Board and they will recommend preferred candidates to the Board for approval to be subsequently presented to the Voting Members for election.

## **12. THE COMMITTEES OF THE BOARD**

12.1 The Board may at any time establish Committees of the Board to assist it in carrying out its responsibilities. The Board shall determine the terms of reference and rules of procedure for each Committee which it appoints. Such regulations may be generic or specific to the individual Committee. The Committees will speak or act for the Board only when and to the extent so authorised.

12.2 The purpose of a Committee (howsoever designated) is to assist the Board by preparing policy alternatives for the Board's consideration but it may have specific delegated powers as determined by the Board and shall report to the Board. Staff members may attend Committee meetings to advise on strategy and policy implications.

12.3 The Standing Committees of the Board shall be the Nominations Committee, the HR Committee and the Disciplinary Committee and the Advisory Boards shall be the England Performance Board, the Player Development Board and the Finance and Risk Board.

12.4 Regular meetings of the Committees of the Board will be scheduled, with a minimum of number of annual meetings per Committee being set out in each Committee's Terms of Reference.

12.5 Each Committee will be comprised of a minimum number and type of Directors (as specified in the Terms of Reference) that the Board considers best suited by virtue of qualifications or experience to serve on that Committee. The Chairman and the Chief Executive shall be ex officio members of each Committee, but without a vote.

12.6 No paid member of staff, with the exception of the Chief Executive, shall be a member of any Committee and will not count towards a quorum but may be appointed 'in attendance' without a vote.

12.7 Each 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.

12.8 Other than for matters which are reserved for the Board as outlined in paragraph 4 of this Policy, the Committees may approve policies on behalf of the Board according to a scheme of delegation which will be approved by the Board.

12.9 At each Committee meeting half the number of voting members plus one will form a quorum.

12.10 Matters approved by a Committee 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.

12.11 The code of conduct of the Committees and the main responsibilities and requirements for each of the Committees are set out below.



### **13. CODE OF CONDUCT FOR MEMBERS OF COMMITTEES OF THE BOARD**

- 13.1 The Committees commit themselves and their members to ethical business conduct. The members must exhibit unconflicted loyalty to the interests of Badminton England. Their accountability must supersede any conflicting loyalty to other interest groups and membership of other interest groups and membership of other committees or staffs. It also supersedes the personal interests of any Committee member acting as a source of Badminton England services.
- 13.2 Committee members must avoid conflict of interest with respect to their responsibilities to Badminton England in that there must be no self-dealing or conduct of private business or personal services between any Committee member and Badminton England except as controlled to assure openness, competitive opportunity and equal access to inside information.
- 13.3 When a Committee has to decide upon an issue, about which a member has an unavoidable conflict of interest, that member must give prior notice of interest, must be excluded from the Committee's deliberations and voting on the issue and the member must leave the meeting while the particular business is transacted.
- 13.4 Committee members must not use their position to obtain employment for themselves, their family or close associates. Should a member intend to seek employment with Badminton England, they must first resign from any Committee position. Committee members must annually declare their involvement with other organisations, vendors or other associations which might result in a conflict of interest.
- 13.5 Committee members must not attempt to represent their individual interests over Badminton England matters except as set forth in the committee's terms of reference.
- 13.6 Committee members must respect the confidentiality appropriate to issues of a sensitive nature.

### **14. TERMS OF REFERENCE FOR COMMITTEES OF THE BOARD**

- 14.1 The Terms of Reference of the Advisory Boards and Standing Committees are set out in Appendix 6.

### **15. INDICATIVE TIMETABLE**

- 15.1 The indicative timetable of actions taken by Badminton England is set out in Appendix 7. The indicative timetable sets out the dates or time scales in accordance with which Badminton England will aim to take certain actions (for example, the date by which it aims to release the dates of general meetings in the upcoming year).
- 15.2 The indicative timetable is not binding on Badminton England and the Board may make reasonable adjustments to the timetable from time to time in its sole discretion, subject always to compliance with the Articles and Company law.

July 2020

# Appendices

## Contents

1. Board of Directors
2. Voting Members
3. Advisory Boards and Standing Committees
4. Organisation Policies
5. Board Skills Matrix
6. Terms of Reference - Advisory Boards and Standing Committees
7. Indicative Timetable

## Appendix 1 – Board of Directors

The Board of Directors:		
Role	Name	Term of office
Chairman [* ^]	Mike Robinson	2017- 2020
Senior Independent Director and Chair of the Player Development Board [* ^]	Jim Mann	2018 – 2021
Director and Chair of the Finance and Risk Board [* ^]	Joyce Church	2019 – 2022
Director and Chair of the England Performance Board [*]	Alison Odell CBE	2019 - 2022
Director [* ^]	Mike McSweeney	2019 - 2022
Director [* ^]	Jackie Newcombe	2019 - 2022
Director [* ^]	Nick Cox	2019 - 2022
Director [* ^]	Peter Fitzboydon	2019 - 2022
Director [* ^]	Peter Emptage	2020 - 2023
Chief Executive [=]	Adrian Christy	N/A
<p>KEY</p> <p>* Elected</p> <p>^ Independent</p> <p>+ Co-opted</p> <p>= Ex-officio</p>		
<p>N.B. Biographies for Board members can be found <a href="#">here</a>.</p>		

## Appendix 2 - Voting Members

The year in brackets after a name denotes the end of their current term.

President and Vice Presidents			
President	Diana Troke (2022)		
Vice Presidents	Geoff Hinder (2021)	Eric Brown (2022)	Nora Perry MBE (2020)
	Abby Kumar (2022)	Derek Batchelor (2023)	

Elected Members			
Elected Members	Dave Bartlett (2021)	Brenda Bird (2022)	Yunus Suleman (2021)

County Badminton Associations		
Avon <a href="http://www.avonba.co.uk">www.avonba.co.uk</a>	Bedfordshire <a href="http://www.bedfordshirebadminton.com">www.bedfordshirebadminton.com</a>	Berkshire <a href="http://www.badmintonclubs.co.uk/berkshire">www.badmintonclubs.co.uk/berkshire</a>
Buckinghamshire <a href="http://www.badmintonbucks.co.uk">www.badmintonbucks.co.uk</a>	Cambridgeshire <a href="http://www.cambsba.org.uk">www.cambsba.org.uk</a>	Cheshire <a href="http://www.cheshirebadminton.org">www.cheshirebadminton.org</a>
Cornwall <a href="http://www.cornwallbadminton.co.uk">www.cornwallbadminton.co.uk</a>	Cumbria <a href="http://www.cumbria-badminton.co.uk">www.cumbria-badminton.co.uk</a>	Derbyshire <a href="http://www.derbyshirebadminton.co.uk">www.derbyshirebadminton.co.uk</a>
Devon <a href="http://www.devonbadminton.co.uk">www.devonbadminton.co.uk</a>	Dorset <a href="http://www.dorsetbadminton.co.uk">www.dorsetbadminton.co.uk</a>	Durham <a href="http://www.dcba.co.uk">www.dcba.co.uk</a>
Devon <a href="http://www.devonbadminton.co.uk">www.devonbadminton.co.uk</a>	Dorset <a href="http://www.dorsetbadminton.co.uk">www.dorsetbadminton.co.uk</a>	Durham <a href="http://www.dcba.co.uk">www.dcba.co.uk</a>
Essex <a href="http://www.badmintonessex.co.k">www.badmintonessex.co.k</a>	Gloucestershire <a href="http://www.glosba.org.uk">www.glosba.org.uk</a>	Guernsey <a href="http://www.guernseybadminton.co.uk">www.guernseybadminton.co.uk</a>

County Badminton Associations cont.		
Hampshire <a href="http://www.hampshirebadminton.co.uk">www.hampshirebadminton.co.uk</a>	Herefordshire <a href="http://www.herefordshirebadminton.co.uk">www.herefordshirebadminton.co.uk</a>	Hertfordshire <a href="http://www.hertsbadminton.net">www.hertsbadminton.net</a>
Isle of Wight <a href="http://www.wightbadminton.co.uk">www.wightbadminton.co.uk</a>	Jersey <a href="http://www.jerseybadminton.net">www.jerseybadminton.net</a>	Kent <a href="http://www.kentbadminton.co.uk">www.kentbadminton.co.uk</a>
Lancashire <a href="http://www.lancashirebadminton.co.uk">www.lancashirebadminton.co.uk</a>	Leicestershire <a href="http://www.lbabadminton.org">www.lbabadminton.org</a>	Lincolnshire <a href="http://www.lincs-badminton.co.uk">www.lincs-badminton.co.uk</a>
<p>London</p> <p>The following definitions of county boundaries in the Greater London area have been adopted. Clubs should affiliate to the appropriate county association as indicated:</p> <ul style="list-style-type: none"> <li>▪ To be regarded as ESSEX - the Boroughs of Barking, Havering, Newham, Redbridge and Waltham Forest.</li> <li>▪ To be regarded as KENT - the Boroughs of Bexley, Bromley, Greenwich and Lewisham.</li> <li>▪ To be regarded as MIDDLESEX - the City of London and the Boroughs of Barnet, Brent, Camden, Ealing, Enfield, Hackney, Hammersmith, Haringey, Harrow, Hillingdon, Hounslow, Islington, Kensington and Chelsea, Richmond-upon-Thames (north of the river), Tower Hamlets and Westminster.</li> <li>▪ To be regarded as SURREY - the Boroughs of Croydon, Kingston-upon-Thames, Lambeth, Merton, Richmond-upon-Thames (south of the river), Southwark, Sutton and Wandsworth.</li> </ul>		
Middlesex <a href="http://www.middlesexbadminton.co.uk">www.middlesexbadminton.co.uk</a>	Norfolk <a href="http://www.norfolkbadminton.co.uk">www.norfolkbadminton.co.uk</a>	Northamptonshire <a href="http://www.nbassoc.co.uk">www.nbassoc.co.uk</a>
Northumberland <a href="http://www.northumberlandbadminton.org">www.northumberlandbadminton.org</a>	Nottinghamshire <a href="http://www.nottsba.co.uk">www.nottsba.co.uk</a>	Oxfordshire <a href="http://www.oxfordshirebadminton.co.uk">www.oxfordshirebadminton.co.uk</a>
Shropshire <a href="http://www.shropshirebadminton.co.uk">www.shropshirebadminton.co.uk</a>	Somerset <a href="http://www.somersetbadminton.org.uk">www.somersetbadminton.org.uk</a>	Staffordshire <a href="http://www.staffordshirebadminton.org.uk">www.staffordshirebadminton.org.uk</a>
Suffolk <a href="http://www.suffolkbadminton.co.uk">www.suffolkbadminton.co.uk</a>	Surrey <a href="http://www.surreybadminton.co.uk">www.surreybadminton.co.uk</a>	Sussex <a href="http://www.badmintonsussex.co.uk">www.badmintonsussex.co.uk</a>
Warwickshire <a href="http://www.badmintonwarwickshire.co.uk">www.badmintonwarwickshire.co.uk</a>	Wiltshire <a href="http://www.wiltshirebadminton.co.uk">www.wiltshirebadminton.co.uk</a>	Worcestershire <a href="http://www.badmintonworcestershire.co.uk">www.badmintonworcestershire.co.uk</a>
Yorkshire <a href="http://www.yorkshirebadminton.co.uk">www.yorkshirebadminton.co.uk</a>		

Technical Officials	
Badminton Umpires' Association of England <a href="http://www.buaofe.org.uk">www.buaofe.org.uk</a>	Badminton Line Judges Association of England <a href="http://www.bljaofe.org.uk">www.bljaofe.org.uk</a>

## Appendix 3 – Advisory Boards and Standing Committees

Advisory Boards				Standing Committees		
Finance & Risk Board	England Performance Board	Player Development Board	Governance Board	Disciplinary Committee	HR Committee	Nominations Committee
<b>Joyce Church</b> Steve Cook James Cunningham Denise Kelly Pete Fitzboydon	<b>Alison Odell OBE</b> Tom Armstrong Julie Bradbury Ian Clark Jonathan Griffin Jos Hoyte-Smith Jim Mann Stuart Mason Andy Wood	<b>Jim Mann</b> Andy Aspinall Liz Austin Eric Brown Nick Cox Chris Egan Alison Odell OBE Mike Roe Jurgen Van Leewen Rosie Williams	<b>Mike Robinson</b> Jim Mann Jackie Newcombe	<b>Jim Mann</b> Tbc	<b>Mike McSweeney</b> Rebecca List tbc	<b>Mike Robinson</b> Jim Mann Jackie Newcombe

## Appendix 4 – Organisation Policies

Type of Policy	Name of Policy	Date of Last revision	Date of next review
<b>Ethics and Equity</b>	Anti-Doping Policy	2016	June 2021
	Equality and Diversity Policy	July 2020	July 2022
	Safeguarding Adults at Risk Policy	October 2017	October 2020
	Safeguarding and Protecting Young People in Badminton Policy	May 2019	May 2021
	Sports Betting and Integrity Policy	May 2017	November 2020 Combine with Anti-Corruption and Sports Betting Policy
	Transgender Policy	January 2019	January 2021
	<b>Finance</b>	Anti-Corruption & Anti-Fraud Policy	January 2017
Car/Driving Policy		August 2014	September 2020
Expenses Policy		August 2014	September 2020
IT Usage Policy		November 2016	November 2020
Phone Policy		December 2014	November 2020
Procurement Policy		November 2016	Under review at present
Reserves Policy		May 2020	May 2021
Treasury Management Policy		November 2016	Under Review at present
<b>Health and Safety</b>	Health and Safety Policy Statement	February 2020	February 2021
	<b>Human Resources</b>	Annual Leave and Public Holidays Policy	July 2020
Anti-Bullying and Harassment Policy		December 2014	September 2020

	Career Break Policy	December 2014	September 2020
	Disciplinary Policy	February 2015	September 2020
	End of Contract Policy	July 2020	July 2021
	Flexible Working Policy	February 2015	August 2020
	Homeworking Policy	February 2015	To combine into one policy
	Hours of Work Policy	February 2015	
	General Conduct and Behaviour at Work Policy	February 2015	August 2020
	Grievance Procedure	December 2014	August 2020
	Maternity Policy	January 2016	August 2020
	Parental Leave Policy	January 2016	To combine into one policy
	Paternity Policy	January 2016	
	Redundancy Policy	January 2016	August 2020
	Recruitment Policy	July 2020	July 2021
	Sickness Absence Policy	May 2018	August 2020
	Special Leave Policy	December 2014	August 2020
	Total Reward Policy	July 2015	September 2020
	Whistleblowing Policy	May 2016	September 2020
<b>Data</b>	Data Protection Policy	May 2018	May 2021
	Direct Marketing Policy	May 2018	May 2021
	Storage, Retention and Disposal Policy	May 2018	May 2021
	Privacy Policy/Notice	May 2018	May 2021



## Appendix 5 – Skills Matrix

Role / Skill	Chair	SID	Chair/Director, Finance & Risk	Chair/Director, England Performance	Chair/Director, Player Development	Other directors
Core/Essential	4	4	4	4	4	4
Leadership	4	4	3	3	3	2/3
Financial	4	3	4	2	2	2/3
Elite performance	2	2	2	4	2	2/3
Player development	2	2	2	2	4	2/3
Commercial	2	3	2	2	2	2/3 & 1 x 4
Marketing & communication	2	3	2	2	2	2/3 & 1 x 4
Use of data & technology in a digital world	2	3	3	2	2	2
The badminton sector	3	2	2	3	3	2 x 4
<p><i>Specific knowledge and experience of badminton as required by the Board of Directors from time to time and dependent on Badminton England's strategy. Such knowledge and experience may include, but not be limited to talent development, coach learning / development, club / CBA administration, tournaments and major events, volunteering, officials.</i></p> <p><i>These attributes may be found in directors with other skills, but the Board should aim to include two directors with expertise/experience from within badminton.</i></p>						

### Skill Levels:

1. Basic
2. Moderate
3. Advanced
4. Expert

### Core skills:

Integrity	High ethical standards
Sound judgement	Willingness to challenge
Inter-personal	Listening, persuasiveness, ability to communicate ideas, sensitivity, openness, awareness, cooperative, team working
Leadership	Ability to gain respect and attention
Critical thinking	Creativity, strategic awareness, taking a wider view
Business acumen	Ability to identify new opportunities, embrace change, innovate

Assimilation	Rapidly able to absorb new information, especially financial and statistical information
Political astuteness	Diplomatic. Aware of the possible implications of messages being conveyed.
Determination	Strong drive to be successful
Learning	Willing to learn and develop self. Learning from mistakes rather than being intimidated by them.
Primary legal responsibilities	Understanding of and compliance with the legal responsibilities of being a director.
Commitment	To attending Board meetings and participation in relevant debates. Willingness to take on Advisory Board activities as a Chair or Board member. Prepared to use their skills, knowledge and experience as a mentor as and when required.

## **Appendix 6 – Terms of Reference for Advisory Boards and Standing Committees**

### **Finance & Risk Board**

#### **Terms of Reference**

##### **Purpose of the Finance & Risk Board**

1. The purpose of the Finance & Risk Board is to:
  - a. To provide Board oversight on Finance & Risk matters, including, but not limited to, Badminton England's financial affairs, risk management and internal control and IT. Risk management covers all strategic, reputational and/or other significant risks that may impact Badminton England
  - b. To provide assurance to the Board of Directors on the management of grant funding.

##### **Scope of Responsibilities**

2. The responsibilities of the Finance & Risk Board are to:

##### **General**

- a. provide high standards of governance and transparency concerning financial matters and risk management
- b. provide a link between the Executive Team and Board of Directors
- c. collaborate with the other Advisory Boards
- d. escalate matters to the Board of Directors for consideration, where appropriate, including matters with strategic and/or significant financial implications

##### **Finance**

- e. keep under review the management of Badminton England's financial affairs and to monitor financial performance against the annual budget and agreed metrics
- f. recommend the annual budget and the annual reforecast to the Board of Directors
- g. provide assurance to the Board of Directors on internal controls
- h. consider financial proposals (including all material projects requiring capital expenditure) presented by the Executive Team and make recommendations to the Board of Directors
- i. review the annual financial statements and recommend their approval to the Board
- j. oversee the appointment and fees of the auditors, review the scope of and approach to the audit and meet at least annually with the auditors with and without management present

## **Risk management**

- k. provide assurance to the Board of Directors that all material risks to BE have been identified by management, reasonably assessed, quantified and prioritised and that suitable arrangements are in place to manage and mitigate those risks effectively
- l. review relevant policies, systems, internal controls and management information from time to time ensuring that each is compliant with legislation, good governance and investment requirements as appropriate
- m. provide assurance to the Board of Directors regarding IT controls and compliance with relevant legislation, including, but not limited to the General Data Protection Regulations.

## **Delegated Authority**

- 3. To appoint 'start and finish' Steering Groups as required where a focus on a specific matter, requiring particular expertise, may be needed

## **Schedule of the Finance & Risk Board**

- 4. The following are key dates for the Finance & Risk Board:
  - a. The Finance & Risk Board shall usually meet four times annually – February, May, August, November. The dates of meetings will be set by the Chair and agreed by the Board of Directors.
  - b. Members of the Finance & Risk Board may also be invited to attend an annual joint meeting of the Board of Directors, Advisory Boards and CMT; such meeting is expected to take place in January

## **Composition of the Finance & Risk Board**

- 5. The Finance & Risk Board will be composed of those who:
  - a. Have proven experience in finance, risk management and/or IT
  - b. Are passionate about wanting, and contributing to, the growth and success of Badminton England
- 6. The Chair shall be a member of the Board of Directors and appointed by the Board of Directors
- 7. In addition to additional representation from the Board of Directors, the Finance & Risk Board will be composed of the following relevant and demonstrable experience:
  - a. Financial and/or management accounting
  - b. Risk management
  - c. IT
  - d. Project management
  - e. Investment
  - f. Other relevant skills or expertise as required from time to time

8. The Nominations Committee is responsible for the recruitment of Board members with the required skills/expertise, working with the Chair of the Finance & Risk Board. The Board of Directors will approve all appointments.
9. Members of the Executive Team will attend Board meetings.

**Finance & Risk Board Procedures**

10. A quorum for the meeting shall be the majority of the Board.
11. Every endeavour will be made to reach decisions on the basis of consensus, but where a matter needs to be put to the vote it shall be by show of hands and a decision shall be on the basis of a simple majority. All members of the Finance & Risk Board shall have one vote and the Chair shall be entitled to cast both a deliberative and, if necessary, a casting vote.
12. Minutes of each meeting shall be recorded and circulated to members, to members of the Board of Directors.
13. Otherwise, subject to any contrary direction or intention provided by the Board, the Finance & Risk Board shall be free to determine its own procedures.
14. The Finance & Risk Board is expected to work alongside and in support of the Executive Team to support the delivery against Badminton England's strategic priorities.
15. Badminton England shall meet all reasonable expenses of the Finance & Risk Board in line with its expenses policy.

## **England Performance Board**

### **Terms of Reference**

#### **Purpose of the England Performance Board**

1. To provide Board oversight on England Performance to include but not be limited to, player progression and development, coach education and learning, coaching development, domestic competition, team championships and selection criteria, medals and duty of care.

#### **Scope of Responsibilities**

2. The responsibilities of the England Performance Board are to:

##### **General**

- a. provide high standards of governance and transparency concerning England Performance matters
- b. provide a link between the Executive Team and Board of Directors
- c. escalate strategic, significant (operational/financial) and/or contentious matters to the Board of Directors for approval
- d. collaborate with the other Advisory Boards, particularly the Player Development Board

##### **England Performance**

- e. review operational performance against agreed metrics and the contribution that England Performance makes to the strategic plan
- f. make recommendations to the Board of Directors on England Performance matters from time to time
- g. ensure considerations relating to England Performance matters relate to able bodied players and those with disabilities
- h. consider the relationships with external organisations where Badminton England can influence the development of players and coaches
- i. monitor diversity within the England Performance Board ensuring it is working towards greater inclusivity and diversity and promoting opportunities.

#### **Delegated Authority**

3. To appoint 'start and finish' Steering Groups as required where a focus on a specific matter, requiring particular expertise, may be needed.

#### **Schedule of the England Performance Board**

4. The England Performance Board shall usually meet four times annually – February, May, August, November. The dates of meetings will be set by the Chair and agreed by the Board of Directors.
5. Members of the England Performance Board may also be invited to attend an annual joint meeting of the Board of Directors, Advisory Boards and CMT; such meeting is expected to take place in January.

## **Composition of the England Performance Board**

6. The England Performance Board will be composed of those who have relevant expertise from current or recent involvement in elite performance – they will:
  - a. Know what it takes to win
  - b. Have proven experience in developing players and coaches with the characteristics to achieve success at an elite performance level
  - c. Have a thorough knowledge of the pathways and structures within English badminton or other sports systems to include, but not be limited to, player progression and development, coach education and learning, coaching development, tournament planning, transitioning from the junior to the senior pathway and the medal environment
  - d. Recognise duty of care, to players and the ‘people who look after the people’.
7. The Chair shall be a member of the Board of Directors and appointed by the Board of Directors.
8. In addition to additional representation from the Board of Directors, the England Performance Board will be composed of the following relevant and demonstrable experience:
  - a. 2 x Player Development
  - b. 1 x Olympian
  - c. 1 x Elite coach and coach educator/developer
  - d. Other relevant skills or expertise to be considered from time to time.
9. The Nominations Committee is responsible for the recruitment of Board members with the required skills/expertise, working with the Chair of the England Performance Board. The Board of Directors will approve all appointments.
10. Members of the Executive Team will attend Board meetings.

## **England Performance Board Procedures**

11. A quorum for the meeting shall be the majority of the Board.
12. Every endeavour will be made to reach decisions on the basis of consensus, but where a matter needs to be put to the vote it shall be by show of hands and a decision shall be on the basis of a simple majority. All members of the England Performance Board shall have one vote and the Chair shall be entitled to cast both a deliberative and, if necessary, a casting vote.
13. Minutes of each meeting shall be recorded and circulated to members, to members of the Board of Directors and the members of the Player Development Board.
14. Otherwise, subject to any contrary direction or intention provided by the Board, the England Performance Board shall be free to determine its own procedures.
15. The England Performance Board is expected to work alongside and in support of the Executive Team to support the delivery against Badminton England’s strategic priorities.
16. Badminton England shall meet all reasonable expenses of the England Performance Board in line with its expenses policy.

## **Player Development Board**

### **Terms of Reference**

#### **Purpose of the Player Development Board**

1. To provide Board oversight on Player Development to include but not be limited to, participation, player progression and development, coach education and learning, coaching development, competition and duty of care.

#### **Scope of Responsibilities**

2. The responsibilities of the Player Development Board are to:

##### **General**

- a. provide high standards of governance and transparency concerning player development matters
- b. provide a link between the Executive Team and Board of Directors
- c. collaborate with the other Advisory Boards, particularly the England Performance Board
- d. escalate strategic, significant (operational/financial) and/or contentious matters to the Board of Directors for approval

##### **Player Development**

- e. review operational performance against agreed metrics and the contribution that Player Development makes to the strategic plan
- f. make recommendations to the Board of Directors on Player Development matters from time to time
- g. ensure considerations relating to Player Development matters relate to able bodied players and those with disabilities
- h. consider the relationships with external organisations where Badminton England can get closer to delivery and influence the customer experience in order to grow participation.

#### **Delegated Authority**

3. To appoint 'start and finish' Steering Groups as required where a focus on a specific matter, requiring particular expertise, may be needed.

#### **Schedule of the Player Development Board**

4. The Player Development Board shall usually meet four times annually – February, May, August, November. The dates of meetings will be set by the Chair and agreed by the Board of Directors.
5. Members of the Player Development Board may also be invited to attend an annual joint meeting of the Board of Directors, Advisory Boards and CMT; such meeting is expected to take place in January.



## **Composition of the Player Development Board**

6. The Player Development Board will be composed of those who:
  - a. Have a knowledge of the pathways and structures within English badminton to include, but not be limited to, participation, coach education learning, coaching development and competition
  - b. Have proven experience in developing players and coaches
  - c. Are passionate about wanting, and contributing to, growth and success.
7. The Chair shall be a member of the Board of Directors and appointed by the Board of Directors.
8. In addition to additional representation from the Board of Directors, the Player Development Board will be composed of the following relevant and demonstrable experience:
  - a. Player introduction and retention
  - b. Club or County representative
  - c. Coach and coaching development
  - d. Competition pathway
  - e. Other relevant skills or expertise to be considered from time to time.
9. The Nominations Committee is responsible for the recruitment of Board members with the required skills/expertise, working with the Chair of the Player Development Board. The Board of Directors will approve all appointments.
10. Members of the Executive Team will attend Board meetings.

## **Player Development Board Procedures**

11. A quorum for the meeting shall be the majority of the Board.
12. Every endeavour will be made to reach decisions on the basis of consensus, but where a matter needs to be put to the vote it shall be by show of hands and a decision shall be on the basis of a simple majority. All members of the Player Development Board shall have one vote and the Chair shall be entitled to cast both a deliberative and, if necessary, a casting vote.
13. Minutes of each meeting shall be recorded and circulated to members, to members of the Board of Directors and the members of the England Performance Board.
14. Otherwise, subject to any contrary direction or intention provided by the Board, the Player Development Board shall be free to determine its own procedures.
15. The Player Development Board is expected to work alongside and in support of the Executive Team to support the delivery against Badminton England's strategic priorities.
16. Badminton England shall meet all reasonable expenses of the Player Development Board in line with its expenses policy.

## **Governance Board**

### **Terms of Reference**

#### **Purpose of the Governance Board**

- 1 The purpose of the Governance Board is to:
  - a. Scrutinise and review that systems are in place to ensure, monitor and improve the governance of Badminton England
  - b. Ensure the Board of Directors fulfils its legal responsibilities.

#### **Scope of Responsibilities**

- 2 The responsibilities of the Governance Board are to:
  - a. consider and propose changes to structure and content of the Associations rules i.e. Articles of Association, Standing Orders
  - b. oversee compliance of the Code for Sports Governance
  - c. manage resolutions to the General Meetings
  - d. provide oversight to our ethics work (including safeguarding, equality, anti-doping) and duty of care
  - e. review relevant policies from time to time ensuring that each is compliant with legislation, good governance and investment requirements as appropriate
  - f. manage the evaluation of the performance of the Board of Directors, the Advisory Boards and the respective representation
  - g. provide recommendations to the Board of Directors, as appropriate, on governance matters.

#### **Delegated Authority**

- 3 To appoint 'start and finish' Steering Groups as required where a focus on a specific matter, requiring particular expertise, may be needed.

#### **Schedule of the Governance Board**

- 4 The Governance Board shall usually meet twice annually – February and November. The dates of meetings will be set by the Chair and agreed by the Board of Directors.
- 5 Members of the Governance Board may also be invited to attend an annual joint meeting of the Board of Directors, Advisory Boards and CMT; such meeting is expected to take place in January.

#### **Composition of the Governance Board**

- 6 The Chair shall be a member of the Board of Directors and appointed by the Board of Directors.
- 7 The remainder of the Governance Board will be composed of members of the Board of Directors.

- 8 With the prior approval of the Board of Directors, independent members with specific, relevant expertise may be recruited. In such cases, the Nominations Committee is responsible for the recruitment of Board members, working with the Chair of the Governance Board. The Board of Directors will approve all such appointments.
- 9 Members of the Executive Team may attend Board meetings.

#### **Governance Board Procedures**

- 10 A quorum for the meeting shall be the majority of the Board.
- 11 Every endeavour will be made to reach decisions on the basis of consensus, but where a matter needs to be put to the vote it shall be by show of hands and a decision shall be on the basis of a simple majority. All members of the Governance Board shall have one vote and the Chair shall be entitled to cast both a deliberative and, if necessary, a casting vote.
- 12 Minutes of each meeting shall be recorded and circulated to members, to members of the Board of Directors.
- 13 Otherwise, subject to any contrary direction or intention provided by the Board, the Governance Board shall be free to determine its own procedures.
- 14 The Governance Board is expected to work alongside and in support of the Executive Team to support the delivery against Badminton England's strategic priorities.
- 15 Badminton England shall meet all reasonable expenses of the Governance Board in line with its expenses policy.

## **Disciplinary Committee**

### **Terms of Reference**

#### **1. Purpose**

The Disciplinary Committee is responsible to the Board of Directors for the functions prescribed in the Badminton England Disciplinary Regulations

#### **2. Membership and Chairing**

- a. The Chair of the Disciplinary Committee will be appointed by the Board of Directors and reported to the General Meeting
- b. In the absence of the Chair of the Disciplinary Committee at a meeting, those present will elect another member of the Disciplinary Committee to act as Chair for that meeting
- c. The Disciplinary Committee will consist of a maximum of six members – five approved by the Board of Directors as voting members, one of whom will be the Chair, along with the Disciplinary Officer
- d. The names of all appointed Disciplinary Committee members will be reported to the General Meeting, such appointments taking into account the skill sets required to fulfil the role of the Disciplinary Committee
- e. The Disciplinary Committee may invite non-Committee members to attend meetings from time to time but in a non-voting capacity
- f. The Chairman and Chief Executive of Badminton England shall be ex-officio members of the Disciplinary Committee

#### **3. Reporting**

The Disciplinary Committee will report directly to the Board of Directors

#### **4. Voting and Quorums**

- a. Only appointed Disciplinary Committee members can vote
- b. At each meeting of the Disciplinary Committee, half of the number of voting members plus one will constitute a quorum
- c. In circumstances where urgent decisions are necessary between scheduled meetings of the Committee the use of tele-conferencing, e-mail and other appropriate means may be employed to obtain the views of Committee members

#### **5. Agenda and Supporting Papers**

- a. In all instances the agenda and meeting papers should be circulated by the Chair or the meeting secretary.
- b. The Chair is responsible for drafting the items for the agenda. The Chair may decide to liaise with the meeting secretary on the information to input into the document(s).

- c. Sufficient time should be programmed into the diary to allow for agenda preparation and to ensure that all members are aware of any papers they are expected to draft. Agenda and meeting papers should be circulated 7 working days before the date of the meeting.
- d. The Chair retains the right to reject a late paper and to postpone the discussion of the item to the next meeting.
- e. All substantive issues and matters requiring a decision should not be considered unless accompanied by appropriately timed paperwork.

**6. Minutes and Meeting**

- a. The meeting secretary should accurately take the minutes of the group. Minutes should not be verbatim but should capture the main points of discussion in order to provide the rationale for all decisions and actions.
- b. Minutes and decisions should be recorded using the minute template and all actions should be recorded using an action register.
- c. In the first instance the meeting secretary should send the draft minutes, actions and decisions to the Chair within 72 working hours of the meeting. The Chair should amend if/as necessary before either circulating to the attendees directly, or passing back to the Meeting Secretary for distribution within the timelines agreed. The intent should be to get minutes to all attendees within 10 working days of the meeting. Comments on minutes, actions or decisions should be sent back to the Meeting Secretary and Chair within 10 working days of the date of distribution.
- d. It is the responsibility of the Chair to ascertain the progress of any action.
- e. Reports and notes to be considered at a meeting should be distributed to the group members at least 7 days prior to the date of that meeting.
- f. The Chair is responsible for setting the meeting dates for the year, though he or she may liaise with the meeting secretary to find suitable dates.
- g. The Disciplinary Committee will normally meet 4 times a year,
- h. The minute secretary shall be responsible for booking the meeting room and any refreshments.
- i. The date and time of the next meeting should appear on the foot of each set of minutes.
- j. In the event of a matter requiring more urgent attention, for example to agree an interim suspension or to discuss a serious reported concern, the Chair will convene Disciplinary Committee members to communicate via conference call, and /or email.

**7. Functions**

- a. The Disciplinary Committee will consider matters as set out in its terms of reference, cases referred to it by the Disciplinary Officer, or matters as requested by the Board of Directors, taking advice as appropriate
- b. The Disciplinary Committee will assume powers delegated to it by the Board of Directors
- c. The Board of Directors may modify and approve these powers as it sees fit

**8. Delegated Powers**

The Disciplinary Committee has the following delegated powers:

- a. The Disciplinary Committee may make decisions on badminton matters that are fully consistent with the agreed strategic aims and policies of Badminton England as set out in the following documents:

Equality and Diversity Policy  
Codes of Conduct  
Disciplinary Regulations

**9. Procedures and Training**

- a. The membership of the Disciplinary Committee will be reported to the General Meeting annually at its Autumn meeting
- b. Any casual or other vacancies will be reviewed at the next Disciplinary Committee meeting and recommendations presented to the Board of Directors at its next meeting for its confirmation
- c. The terms of reference of the Disciplinary Committee will be reviewed at least every two years
- d. The normal procedures and regulations of the Board of Directors also apply to the Disciplinary Committee
- e. Members of the Disciplinary Committee should take steps to maintain and develop their knowledge and skills, for example by attending appropriate training

**10. The Role of the Disciplinary Committee**

- a. To support the decision-making process by the Badminton England Disciplinary Officer on the management of disciplinary cases reported into Badminton England. Principally these relate to agreeing appropriate required action both internally and/or via external referral to statutory agencies.
- b. To support the making of decisions as to what level each case will be dealt with i.e. minor poor practice which may be referred back to a club complaints/disciplinary procedures with advice, or more serious matters which will be dealt with by Badminton England through the Badminton England Disciplinary Regulations.

- c. To advise others within the organisation about actions they may need to take, such as initiating disciplinary proceedings, such action may be referred to the Board of Directors for determination from time to time
- d. To monitor and review progress on all cases and to identify any trends emerging which may require a review or revision of existing policies and procedures
- e. To appoint a pool of panel members from which a panel (and, if necessary, an appeal panel comprising different panel members), will be identified for each of the specific matters, each panel member having relevant knowledge and/or expertise.

### **Badminton England's commitment to Diversity**

Badminton is recognised as a global sport (there are 185 nations within the membership of the Badminton World Federation) and that worldwide appeal is reflected in those taking part in badminton in England. Badminton England also celebrates the inclusivity and diversity of its membership – being a sport played by those from primary school age to the older population and from all sections of society.

Badminton England strives to ensure that the diverse representation of those taking part in badminton is reflected across its governance structure and welcomes the *Code for Sports Governance* and its requirement that “Organisations shall recruit and engage people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that further the organisation’s goals”.

Badminton England has made significant progress in recent years in recruiting greater female representation to its Board of Directors. The female representation on the Board currently exceeds the requirements in the Code of Sports Governance; that being a minimum of 30% of each gender on the Board. However, Badminton England remains committed to making further progress by working towards gender parity on the Board and also to ensure that the composition of the Board better reflects the diversity of those taking part in the sport in England. In doing so it will ensure that Board members possess the skills and experience necessary to deliver its strategic plan and to ensure good governance. This requirement is reflected in the terms of reference of Badminton England’s Nominations Committee when recruiting and making recommendations for new members of the Board, and will remain under regular scrutiny.

## **Human Resources Committee**

### **Terms of Reference**

#### **1. Purpose**

- a) To provide reassurance and due diligence to the Board of Directors surrounding the Human Resources processes of Badminton England ensuring they support the strategic objectives of the Association as a good employer and comply with current legal requirements
- b) To ensure that Badminton England's obligations as an employer, particularly in relation to equality and diversity and workforce planning and compliance with healthcare standards in the area of human resources are met.
- c) To work closely with the Board of Directors in relation to the development of non-executive directors and as necessary. It will also, through the Chair of the Human Resources Committee, coordinate its work with that of the Divisional Boards and other governance committees where their roles raise workforce or other human resource issues

#### **2. Membership and Chairing**

- a. The Committee will be Chaired by a member of the Board of Directors
- b. In the absence of the Chair of the HR Committee, the Committee will elect any member to act as Chair for that meeting
- c. The Committee will consist of a maximum of eight members - six appointed by the Board of Directors, along with the Finance Director and HR Manager
  - i. The Chair of the HR Committee
  - ii. Chairman, Board of Directors
  - iii. Senior Independent Director, Board of Directors
  - iv. Chief Executive
  - v. A maximum of two independent members
- d. The Finance Director and HR Manager will be ex-officio - non-voting and shall not be present when their own salary and that of the Chief Executive is under consideration
- e. The Human Resources Committee is authorised by the Board of Directors to obtain legal, remuneration or other professional advice from both inside and outside the Association as and when required, at the Association's expense, and to appoint and secure the attendance of external consultants and advisors if it considers this beneficial.

#### **3. Reporting**

- a. The Human Resources Committee will report directly to the Board of Directors



#### **4. Voting and Quorums**

- a. Only the appointed members of the Human Resources Committee members are eligible to vote
- b. At each meeting, half the number of voting members plus one will form a quorum

#### **5. Minutes and Meetings**

- a. Meetings of the Human Resources Committee shall be held as necessary but not less twice a year and at such other times as the Chairman of the Board of Directors shall require
- b. The Chairman of the Human Resources Committee shall report to the Board of Directors after each meeting of the Human Resources Committee.
- c. The minutes of the meetings shall be circulated to all members of the Human Resources Committee.

#### **6. Functions**

- a. The Human Resources Committee will consider matters as set out in its terms of reference or as requested by the Board of Directors, taking advice as appropriate.
- b. The Human Resources Committee will assume powers delegated to it by the Board of Directors.
- c. The Board of Directors will modify and approve these powers as it sees fit.

#### **7. Delegated Authority**

The Human Resources Committee has the following delegated authority:

- a. To act within the remit of its purpose and role. The only limits to these are:
  - i. Decisions which would be contrary to the constitution of Badminton England
  - ii. Decisions which would be contrary to current legislation
- b. To retain and terminate the services of any external Human Resources consultant assisting Badminton England
- c. The Board of Directors has not delegated any other decision-making powers to the Human Resources Committee. Human resource management is a responsibility of the executive.

#### **8. Procedures and Training**

- a. The membership of the Human Resources Committee will be determined at the May meeting of the Board of Directors.
- b. Any vacancies will be reviewed at the next Human Resources Committee meeting and recommendations presented to the Board of Directors at its next meeting for its confirmation.
- c. The terms of reference of the Human Resources Committee will be reviewed at least every two years.
- d. The normal procedures and regulations of the Board of Directors also apply to the Human Resources Committee.

- e. Members of the Human Resources Committee should take steps to maintain and develop their knowledge and skills, for example by attending appropriate training.

**9. THE ROLE OF THE HUMAN RESOURCES COMMITTEE**

- a. The Human Resources Committee will scrutinise existing human resource and workforce strategies and policies and their operation and make appropriate recommendations to the Board of Directors
- b. Recommend salary policies and material changes to the Board of Directors for approval
- c. Approve new and/or changes to policies relating to terms and conditions of employment, consult with employees (and representative groups where they exist) and report the information to the Board of Directors.
- d. Approve creation or termination or material amendments of pension and employee benefit plans and report to the Board of Directors for information
- e. Recommend remuneration arrangements to the Board of Directors in connection with the appointment of the Chief Executive
- f. Determine and approve remuneration adjustments for the Chief Executive in accordance with contractual arrangements, following his/her Annual Review
- g. Consider salary adjustments for the Corporate Management Team as recommended by the Chief Executive

## **Nominations Committee**

### **Terms of Reference**

#### **Purpose of the Nominations Committee**

1. The purpose of the Nomination Committee is to develop and maintain an open, rigorous and transparent procedure for making Board appointments and to make recommendations on appointments and re-appointments to the Board of Directors. In addition, it is responsible for recommending appointments to the Advisory Boards and reviewing the succession plans for the non-executive directors, Chief Executive and the executive directors (being members of CMT).

#### **Scope of Responsibilities**

2. The responsibilities of the Nominations Committee are to:
  - regularly review the structure, size and composition (including the skills, knowledge and diversity) required of the Board and make recommendations to the Board with regard to any changes
  - review the results of the Board evaluation process that relate to the composition of the Board in discharging its responsibilities
  - consider succession planning for non-executive directors and the executive directors
  - review development plans for non-executive directors and the executive directors
  - prepare role descriptions and capabilities required for Board and Advisory Board vacancies as and when they arise and identify and nominate for approval by the Board, candidates to fill those vacancies
  - consider the reappointment of any non-executive director at the conclusion of their specified term of office having due regard to their performance and ability to continue to contribute to the Board in light of the skills and expertise required going forwards and the need for progressive refreshing of the Board
  - consider any matters relating to the continuation in office of any non-executive director at any time
  - make recommendations to the Board concerning these matters.
3. In identifying suitable candidates for vacancies, the Committee will:
  - use open advertising and if necessary, may use the services of external advisers to facilitate the search
  - ensure candidates from a wide range of backgrounds are considered
  - inform Sport England/UK Sport of any appointment process being undertaken and permit either or both of them to observe the process
  - consider candidates on merit and against objective criteria

- have due regard for the appropriate gender balance and proportion of independent non-executive directors required and the composition of the Board being representative of the diverse nature of the badminton playing community
- take care that appointees have enough time available to devote to the position.

#### **Schedule of the Nominations Committee**

4. The Nominations Committee shall usually meet twice annually and otherwise, as required, in order to fulfil their responsibilities. The dates of meetings will be set by the Chair and agreed by the Board of Directors.

#### **Composition of the Nominations Committee**

5. The Chair shall be the Chair of the Board of Directors, unless the work of the Committee requires consideration of the Chair's performance and/or succession, in which case, the Chair will be the Senior Independent Director and otherwise the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these Terms of Reference.
6. The remainder of the Nominations Committee will comprise the Senior Independent Director and at least one and up to three other members of the Board of Directors, the majority of whom shall be independent non-executive directors.
7. The Chief Executive and others providing support to the Nominations Committee may attend Committee meetings from time to time.

#### **Nominations Committee procedures**

8. A quorum for the meeting shall be three members, the majority of whom shall be Independent non-executive directors.
9. Every endeavour will be made to reach decisions on the basis of consensus, but where a matter needs to be put to the vote it shall be by show of hands and a decision shall be on the basis of a simple majority. All members of the Nominations Committee shall have one vote and, if necessary, the Chair shall be entitled to a casting vote.
10. Meetings may be held in person, by telephone conference call, or by suitable electronic means agreed by the Nominations Committee in which all participants may communicate (whether visually or not) with all the other participants.
11. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and supporting papers to be discussed, shall be forwarded to each member of the Nominations Committee and any other person required to attend, no later than five working days before the meeting.
12. Minutes of each meeting shall be recorded and circulated to members and once approved, to members of the Board of Directors.
13. Otherwise, subject to any contrary direction or intention provided by the Board, the Nominations Committee shall be free to determine its own procedures.
14. The Nominations Committee is expected to give due consideration to laws, regulations, Badminton England's Articles, strategy and policies and the requirements of the Code for Sports Governance.

15. Badminton England shall meet all reasonable expenses of the Nominations Committee in line with its expenses policy.

## Appendix 7 – Indicative Timetable

All notifications shall be in writing, which can be by email.

X indicates responsibility for action; shading indicates the recipient(s)

	ACTION	DATE BY	CHIEF EXEC	BOARD	VOTING MEMBERS
1.	Dissemination of general meeting and annual general meeting dates	31 July	X	X	
2.	Notification of up to two individuals (plus Hon Secretary if different) to receive papers for general meetings and annual general meetings	31 July Changeable at any time			X (Member Organisations only)
3.	Notification of the individual authorised to cast the vote(s) at general meetings and annual general meetings	31 July Changeable at any time			X (Member Organisations only)
4.	Notification of voting rights (based on affiliation fees received by 1 January)	14 January	X		
5.	Notification of BAofE affiliation fees	31 January	X	X	
6.	Notify individuals approaching the end of their Three Year Term	31 January	X		(Individual Members only)
7.	Notification of willingness or otherwise of those approaching the end of their Three Year Term to stand again (if appropriate)	28 February		X	X (Individual Members only)
8.	Circulate end of Three Year Term and willingness to stand information. Issue nomination forms and guidance	14 March	X		
9.	Nominations for election (to include Voting Members proposing and seconding, or Board proposing, acceptance of nominee and supporting statement) to be <b>received by</b> the Chief Executive	30 April		X	X
10.	Any special resolution proposed for determination at the annual general meeting shall be <b>received by</b> the Chief Executive and be considered at the April general meeting.	31 March		X	X
11.	Any ordinary resolution to a general or annual general meeting shall be <b>received by</b> the Chief Executive	At least 6 weeks prior to the date of the meeting		X	X
12.	The agenda, resolutions and supporting papers for general or annual general meetings shall be circulated. Proxy notices shall be included if resolution(s) or elections are to take place	At least 2 weeks prior to the date of the meeting	X		

	<b>ACTION</b>	<b>DATE BY</b>	<b>CHIEF EXEC</b>	<b>BOARD</b>	<b>VOTING MEMBERS</b>
<b>13.</b>	Amendments to resolutions shall be <b>received by</b> the Chief Executive. Note: amendments to resolutions may only be made as detailed in clause 51 of the Articles of Association	At least 48 hours prior to the start of the meeting		X	X
<b>14.</b>	Proxy notices, completed as per included instructions, shall be <b>received by</b> the Chief Executive	At least 48 hours* prior to the meeting			

\* In calculating this time period, no account shall be taken of any part of a day that is not a working day