

TABLE TENNIS ENGLAND



BOARD GUIDANCE

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1. Board

The Board has overall responsibility for the outcomes of Table Tennis England and is tasked with driving the organisation forward to realise the vision of providing an environment that promotes and supports active, lifelong participation in Table Tennis at all levels whilst striving to identify and develop Commonwealth, European, World and Olympic/Paralympic champions

All directors must act in the best interests of the organisation, and in a manner consistent with their legal duties, whilst ensuring they comply with the Code of Sports Governance (See Appendix 1) and Board Code of Conduct (See Appendix 2).

Section 214, insolvency Act 1986

Directors must exercise the same standard of care, skill and due diligence that would be exercised by a reasonably diligent person with:

- *The general knowledge and skill expected of a person having the same functions (objective test)*
- *The general knowledge, skill and experience that the director has (subjective test)*

These roles and duties are described more fully below: -

The Board is primarily concerned with five areas of work:

STRATEGY

- be the ultimate decision-making body and accordingly exercise all of the powers of the organisation.
- be responsible for setting the strategy of the organisation including the strategic aims and objectives.
- maintain and demonstrate a clear division between the Board's management and oversight role and the executive's operational role.
- responsibility for the overall leadership of Table Tennis England and setting the organisation's values and standards.
- Review of performance in the light of Table Tennis England's strategic aims, objectives, business plans and budgets and ensuring that any corrective action is taken.
- Working with Table Tennis England Senior Leadership Team to develop strategic plans and develop priorities within the context of the organisation vision.
 - a. **Carry Out Board business efficiently** – keeping its own house in order by conducting productive meetings where key issues are dealt with in an efficient way. It engages in regular self-assessment and development activities to strengthen its effectiveness.
 - b. **Understand and respect the relationship between board and staff** – by recognising areas of staff responsibility and avoiding interference in operational matters that are the domain of staff.
 - c. **Management of staff** – Recognising that the board does not have any responsibilities regarding the employment or direct management of Table Tennis England staff.
- Changes to Table Tennis England's management and control structure
- Any changes to Table Tennis England's status as an organisation or decision to cease to operate any part of it
- Approval of propositions and corresponding documentation to be put forward to Company Members.
- Approval of public statements concerning matters decided by the Board.
- Any decision likely to have a material impact on Table Tennis England from any perspective, including, but not limited to, financial, operational, strategic or reputational.

* In all cases Table Tennis England refers to The English Table Tennis Association trading as Table Tennis England

FINANCE & GOVERNANCE

- Maintain proper financial oversight ensuring adherence to the financial protocols (see Appendix 3).
- Approval of annual report and accounts.
- Approval of any significant changes in accounting policies or practices.
- Approval of material unbudgeted capital or operating expenditures which the Board may not be aware of during the budget setting process.
- Select and support the Chief Executive.
- Working alongside Table Tennis England Senior Leadership Team agree an annual budget linked to organisation priorities and delivery of outcomes/outputs. Striving to secure additional financial resources and investment into Table Tennis from a variety of sources.
- Contracts which are materially strategically or by reason of size, entered into by Table Tennis England and acquisitions or disposals of fixed assets.
- Contracts of Table Tennis England not in the ordinary course of business.
- Determining the honorarium for Chairman and the Board based on the recommendations of the appropriate committee.
- Approval of the division of responsibilities between the Chairman, the Chief Executive and other Board Directors.
- Approval of the delegated levels of authority, including the Chief Executive's authority limits.
- Establishing Board committees and approving their Terms of Reference, and approving changes thereto.
- Receiving reports from board committees on their activities.
- Calling the Annual General Meeting and other General Meetings as may be required
- Review of Table Tennis England's overall corporate governance arrangements.

MAJOR PROJECTS

- Approve major capital projects at the earliest stage.
- Support staff in key projects.

CHECKING, CHALLENGING, MONITORING AND SCRUTINISING

- Ensure compliance with the law.
- Respect the role of staff and the etiquette in ensuring Chief Executive has approved the delegation to the relevant staff.
- Maintain effective Board performance.
- Oversight of Table Tennis England's operations ensuring:
 - Competent and prudent management and planning
 - Maintenance of responsible management and internal control systems.
 - Adequate accounting and other records; and
 - Compliance with statutory and regulatory obligations.
- Undertake a formal and rigorous annual review of its own performance, that of its committees and individual Directors.
- Ensuring maintenance of a sound system of internal control and risk management including:
 - Approving Table Tennis England's risk appetite.
 - Receiving reports on, and reviewing the effectiveness of, Table Tennis England's risk and control processes to support its strategy and objectives.
 - Approving procedures for the detection of fraud and the prevention of bribery.
 - Undertaking an annual assessment of these processes.
 - Changes to the structure, size and composition of the Board, following recommendations from the appropriate committee.

- Ensuring adequate succession planning for the Board and Senior Leadership Team so as to maintain an appropriate balance of skills and experience within the organisation and the board.
- Chairmanship, membership and Terms of Reference of Board committees/groups.
- Ensure compliance with the Code of Sports Governance and TTE's Articles.

AMBASSADORIAL

- Promote the organisation
- Positively representing the views and promoting policies of Table Tennis England and by performing ambassadorial duties on behalf of Table Tennis England

Board size and composition

The Board shall be of an appropriate size to:

1. Meet the requirements of the organisation.
2. Have the appropriate balance of skills, experience, independence and knowledge; (see Appendix 4 Board Skills Matrix)
3. Manage changes to its composition (including that of its committees) without undue disruption;(see Appendix 5 Board Directors Tenure Matrix)
4. Promote an open dialogue amongst the directors.

The Board size shall not exceed twelve persons unless agreed with Sport England and UK Sport

2. The Role of the Chair

The Chairperson is responsible for leadership of the Board, ensuring its effectiveness on all aspects of the role and setting its agenda. The Chairperson is pivotal in creating the conditions for overall Board and individual Board Director effectiveness and ensures constructive relations between Board Directors and staff.

It should be noted that the Code of Sports Governance states that UK Sport and Sport England reserve the right to require that an organisation in which they invest appoint an Independent Chairperson. This right will only be exercised after appropriate consultation and if UK Sport /Sport England reasonably believes that it is necessary to safeguard public funding or further the purposes for which that funding was granted.

These specific responsibilities are in addition to the Chairperson's responsibilities as a Board Director:

- 2.1 Setting the agenda: The agenda should take full account of the issues and the concerns of all Board Directors. Agendas should be forward looking and concentrate on strategy, rather than focusing on management issues.
- 2.2 Ensuring that Board Directors receive accurate, timely and clear information: to enable the Board to make sound decisions, monitor effectively and provide advice to promote success of the organisation.
- 2.3 Managing Board meetings – to ensure that sufficient time is allowed for discussion of issues, and where appropriate, arranging informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that Board Directors have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision making.
- 2.4 Liaising with Chief Executive to ensure strategy and operations and working together to deliver organisational outcomes.

- 2.5 Member development – taking the lead in inducting and developing individual Board Directors, with a view to enhancing the Boards overall effectiveness as a team.
- 2.6 Member engagement and mobilisation – Encouraging active engagement by all members of the Board. Setting tasks and work plan for Board Directors to assist in the achievements of the Board’s goals.
- 2.7 Ensure Board decisions are executed.
- 2.8 Manage conflicts of interest.
- 2.9 Set an example in the values and behaviour and adhere to the Board Code of Conduct
- 2.10 Chairperson and Chief Executive
 - Chairperson and Chief Executive – there should always be clear division of responsibilities.
 - While the Chief Executive runs day-to-day business, the Chairperson should focus on running the Board.
 - The roles of the Chairperson and the Chief Executive shall not be exercised by the same individual.

3. The Role of the Board Director

Board Directors actively promote and improve table tennis every day using both their networks and expertise. Sound judgement is central to the Board Director’s role. The objectivity and fresh perspective acquired through their relative distance from day-to-day matters, combined with experience acquired elsewhere, encourages stronger organisational performance.

A strong Board: -

- Makes strategic decisions as opposed to operational and management decisions.
- Works with the Senior Leadership Team and staff to ensure the decisions of the Board are acted upon.
- Delegates to sub committees as appropriate, ensuring it retains ownership.

Operational v Strategic

Effective Boards understand the difference between governing and managing.

Seven guiding questions should be considered by Board Directors to deliver their role:

- How does it affect the current landscape?
- Is it about the future?
- Is it core to our mission?
- Is a high-level policy decision needed to resolve the situation?
- Is a red flag flying?
- Does this affect stakeholders or members?
- Does the Chief Executive want and need the Board’s support?

Director Legal Duties

Below are eight duties that directors will have to comply with: -

1. Duty to act within powers.
2. Duty to promote the success of the organisation.
3. Duty to exercise independent judgement.
4. Duty to exercise reasonable care, skill and diligence.
5. Duty to avoid conflicts of interest.
6. Duty not to accept benefits from third parties.
7. Duty to declare interest in proposed transactions or arrangement.
8. Duty to comply with the Code of Conduct.

In addition, the collective responsibilities of the board are:

Set strategic objectives and targets

- 3.1 Developing strategy: Board Directors should actively and constructively contribute to and challenge the development of strategy.
- 3.2 Risk: Board Directors should satisfy themselves that financial information is accurate and that systems of risk management are robust and defensible.
- 3.3 Overseeing results: ensuring the delivery of planned results by monitoring performance against strategic objectives and targets.
- 3.4 Individual skills, knowledge and experience: Board Directors offer a diverse number of skills. They should use any specific skills, knowledge or experience they have to promote table tennis, improve Table Tennis England's networks and help the Board reach sound decisions.

4. The Board

- 4.1 Table Tennis England is constituted under its Articles of Association (See Appendix 6)
- 4.2 The membership, management and affairs of Table Tennis England are regulated by these Articles, its subsequent amendment by General Meetings, and any regulations which are approved by the Board from time to time.

Membership

- 4.3 The Board consists of: -
 1. No more than 12 members who are all Directors.
 2. A chairperson appointed by the Board in an open and transparent process for an initial term of four years, and can be in post for a maximum of two terms.

3. Three Member Directors, titled Elected Director, are elected by Company Members. One of whom, subject to the right skills and an appropriate vacancy on the Board shall act as Chairperson or Deputy Chairperson.
4. A maximum of eight other Members (making a maximum of 12 in total) appointed by the Board with at least 25% being Independent, with all serving terms not exceeding four years initially and for two terms maximum
5. When appointing new Board Directors, members should complement the skills and knowledge of existing Members. The Board Skills Matrix can be found in Appendix 4 to support this process.
6. Work towards achieving a minimum of 30% of each gender on its Board: and
7. Work towards gender parity and greater diversity including but not limited to, Black, Asian, minority ethnic (BAME) diversity and disability

4.4 In accordance with Article 26 members of the Board may be removed of their Board membership by notice in writing if any member:

- Is requested in writing by a majority of fellow directors to resign.
- Ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.
- Has a bankruptcy order made against that person.
- In understood to become physically or mentally incapable of acting as a director and may remain so for more than three months, as recorded by a medical practitioner treating the Board Director.
- As soon as notification is received by the organisation, from the director, that the director is resigning from office and such resignation has taken effect in accordance with its term.

4.5 Board Committees

The Board shall maintain an Audit Committee (which forms part of the Finance and Audit Committee for Table Tennis England) and (either on a permanent or an ad hoc basis) a Nomination Committee unless the particular circumstances of the organisation are such that it is appropriate for the Board to act as the Nomination Committee.

The Board shall establish any further Committees which it considers necessary to support its work.

A majority of the Members of the Nomination Committee shall be Independent Non-Executive Directors and it shall be chaired by the chairperson (except when it is dealing with the appointment of a successor to the chairperson, when it shall be chaired by the Senior Independent Non-Executive Director). Elected Directors will be able to sit on the Nomination Committee if they so wish.

4.6 In respect of any additional Committees, Advisory Groups and support when they may be required (committees is used generically for these groups below):

The Board can appoint Committees to advise it or carry out any of its functions.

- The Board can appoint to its Committees individuals who are not members of the Board and can revoke such appointments at any time.
- The Board will usually appoint its Members to Chairperson each of these Committees, but may appoint any individuals to these positions.

5. Directors

The Board shall consist of Appointed and Elected Directors. All director positions will be subject to an open, formal, publicly advertised transparent selection process, either election or appointment, on initial appointment and on re-appointment.

Appointed Directors

Appointed Directors, which includes Independent Directors, shall be appointed by resolution of the Board following an open, formal, publicly advertised and transparent selection process by an appointments panel, taking account of the candidate's ability, experience and expertise to fulfil the identified role on the Board. A role description for an Appointed Directors can be found in Appendix 7

Elected Directors

Elected Directors are three Board Directors who are elected by and/or on behalf of the membership and one will be appointed by the Board as the Deputy Chairperson taking account of the Elected Directors' stated views and recommendations. A role description for Elected Directors can be found in Appendix 8

Independent Directors

The Code for Sports Governance requires a quarter of the Board's membership to be defined as independent directors. The Code defines an Independent Director as independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport. The Nominations Committee will use their collective discretion taking into consideration all material facts before recommending appointments to the Board if an individual meets this criteria.

Senior Independent Director means the Independent Non- Executive Director who is appointed as such by the Board. The additional role of the SID is defined in the Code for Sports Governance.

6. The Role of the Chief Executive

- 6.1 Responsible through the Chairperson and members of the Table Tennis England Board to lead the development of table tennis by influencing and serving key table tennis stakeholders.
- 6.2 Management of staffing and financial resources of Table Tennis England ensuring overall corporate governance within a devolved structure and a quality relationship with the Board
- 6.3 Maintaining strong relationships with Sport England and UK Sport and orchestrating contact with other key stakeholders with an interest in Table Tennis. Engaging and negotiating with the full range of table tennis and related stakeholders.
- 6.4 Communicating through a range of media to promote the aims and achievement of Table Tennis England.
- 6.5 Leading the organisation to ensure that the benefits of Table Tennis programmes are realised
- 6.6 An ex officio Director of the Board.

7. The Responsibilities of Board Membership

Duties

7.1 Duty to comply with the governing document

Board Directors must be familiar with and comply with the provision of the Articles of Association (See Appendix 6).

7.2 Duty of Care

Board Directors are expected to act reasonably and prudently in all matters relating to the organisation, its staff and in its long-term interest.

If you state that you have expertise in a given area, you will be expected to act with a duty of care in the context of that expertise.

Board Directors also have a duty to protect the organisation's reputation and its intellectual property such as branding and databases.

7.3 Duty to protect the organisation resources

Board Directors have a duty to protect all the resources belonging to the organisation, for instance by ensuring that there are adequate financial controls in place allocated/protected in support of the business needs and strategy.

7.4 Duty to act in the best interests of Table Tennis England and avoid conflicts of interest.

When participating in Table Tennis England Board meetings, all outside interests have to be left outside of the meeting discussions. If this is not possible, identify your conflict of interest, and it is your responsibility to manage it and declare it to the Board. Your first duty of care as a Board Director is to Table Tennis England, which means you must act in the best interests of Table Tennis England as a whole.

Inevitably, Board Directors have a wide range of interests in private, public and professional life, and those interests might on occasions, conflict. You have a responsibility to avoid or declare at a Board meeting such conflicts of interest, especially where they involve financial transactions.

Board Directors should read and comply with Table Tennis England's Conflicts of Interest Policy (See Appendix 9).

7.5 Duty to act collectively

Board Directors are jointly responsible for the activities of the Board and you must act together. No Board Director acting alone can bind his or her fellow Board Directors, unless specifically authorised to do so. Directors are expected to accept and support collective decisions once they have been agreed.

7.6 Conduct

A Code of Conduct for Board Directors ensures that the highest personal standards are set and observed at all times. (See Appendix 2 for Board Code of Conduct).

The Board adopts the Nolan Committee's 'Seven Principles of Public Life' (see Appendix 2 Code of Conduct) for further details. These principles should be followed in all aspects of Board Directors involvement and activity, should they not be adhered to then Board Directors would be subject to the Board disciplinary procedures (See Appendix 10).

If a complaint is made against a member of the Board, the Head of Operations and Governance, in consultation with the Chairperson will decide whether the complaint will be dealt with by the Board Complaints and Grievance Procedure (Appendix 11), the Board Disciplinary Procedure or the Board Capability Procedure (Appendix 12).

7.7 Confidentiality – Board Discussion and Board Documents

Confidentiality is essentially a duty not to speak about board matters, share board materials or decisions with external individuals unless authorised to do so.

The presence of staff and other guests at Board meetings can inhibit Board Director conversations and open dialogue is considered crucial to Board deliberations. If Board Directors do not feel that their conversations are private or that the confidentiality of their discussions will be respected, they may feel pressure to avoid certain topic areas or to hedge their comments in a way that doesn't serve the organisation's best interests.

In order to encourage and foster open and candid discussion at its meetings, confidentiality must be maintained. Therefore, it is the policy that each Board Director and staff member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g. correspondence, reports, meeting recordings etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting, unless authorised to do so is prohibited. Board Directors may take notes during the meeting but are not permitted to record the meeting unless authorised to do so.

During Board meetings if you are sharing your household with Non-Board Directors you should ensure that discussions are not over-heard and that confidentiality is maintained.

Upon leaving the Board and ceasing to be a Director, you have a duty to delete all and any copies of Board papers that you may have physically or digitally.

7.8 Attendance

All Directors are expected to be able to give sufficient time to fulfil the duties as set out in the role description. If for any reason a Director finds their circumstances have changed and they are unable to fulfil the role with adequate time commitment they should consider resigning. The attendance record of each Director will be reported in the annual Governance Statement and it will be part of the annual appraisal for each Director.

A persistent poor attendance record (defined as missing at least 50% of Board and committee meetings within a 12 month period without justifiable reasons) could be sufficient reason for the majority of the Board to involve the removal procedures in Article 26.

8. Procedures for Board meetings.

8.1 Timeframes

- The Board usually meets between four to six times a year.
- The quorum for Board decisions is four eligible members, including one Elected Director and at least one Appointed Director.
- If required, voting at Board meetings will be by show of hands. Voting will be by a simple majority vote, with the Chair having a second and casting vote in the event of equality.
- Board papers should be distributed 10 days in advance of meetings where possible (For Board Meeting Schedule please see Appendix 13) and Directors should read them in advance of the meeting.

- Questions relating to Senior Leadership Team Operational Reports should be sent directly to the relevant Head of Department copying in the Head of Operations and Governance prior to the meeting.

8.2 Records of Meetings

Official records must be kept of all formal meetings of the Board and its committees and video recordings saved if it is a virtual Meeting.

The official records must include: -

- The name of those present and any apologies for absence.
- All resolutions, decisions and any declarations of interest reported at the meeting.
- All appointments made at the meeting.
- Details of the establishment of any committees together with their Terms of Reference.

8.3 Delegations of Authority

Delegated authority is required for the following activities:

- Authority to enter into a spending commitment on grants, goods and services and on gifts and hospitality.
- Approval of payments of authorised expenditure on grants, goods and services and on gifts and hospitality.
- Signature of cheques and authorisation of electronic transfer of funds.

Further information on Financial Protocols and delegated authority can be found in Appendix 3.

9. Assessing the Board's Effectiveness

9.1 Internal evaluation of the Board

The areas to be covered in the annual whole Board evaluation will depend on factors specific to Table Tennis England, e.g. its purpose, size and particular challenges being facing, (referring to the skills matrix) but it is expected that, broadly, it will cover the following issues:

- (i) the balance of skills, experience, independence and knowledge of the directors on the Board;
- (ii) its diversity,
- (iii) the ability of the Board to function as a unit; and
- (iv) any other factors relevant to its effectiveness.

The above list is not exhaustive

9.2 Evaluation of Board committees

The process should usually be led by the chair of the committee, reporting to the chair of the Board. It is for the Board to determine the frequency with which evaluations of Board committees should take place. Annual evaluation is considered best practice, but it is recognised that the size of many funded organisations means that their resource needs to be carefully focused so as to maximise governance performance.

9.3 Evaluation of individual directors

The purpose of individual evaluation is to determine whether each director continues to contribute effectively and demonstrate commitment to the role of a director. This process should normally be led by the chair of the Board. The non-executive directors, led by the senior independent director, are usually responsible for performance evaluation of the chair, taking into account the views of all other directors. It

may be appropriate to agree individual development plans as a result of these evaluations; these should not be published.

The organisation should ensure that its directors continually update their skills, knowledge and familiarity with the organisation required to fulfil their role. It should provide them with the necessary resources in order to do so.

9.4 External Board Evaluation

External evaluation of the Board shall be facilitated at least every four years or at the request of UK Sport / Sport England.

10. Appendix Index

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2	Board Code of Conduct
3	Financial Protocols
4	Board Skills Matrix
5	Board Tenure Matrix
6	Articles of Association
7	Appointed Director Role Description
8	Elected Director Role Description
9	Conflicts of Interest Policy
10	Board Disciplinary Procedures
11	Board Complaints & Grievance Procedure
12	Board Capability Procedure
13	Board Meeting Schedule

Training on this procedure is required for:

- All Board Directors

Review:

The procedure is reviewed every two years or updated as and when necessary. The next review is in 2 years			
Procedure Updates			
Issue No.	Description	Date	Action By
Issue 6	Reformatted	6/5/21	Head of Operations and Governance