

Purpose

The purpose of the Committee shall be to advise and make recommendations to the Board and Executive team on strategic matters relating to good governance practice, ensuring it is aligned to *Table Tennis United*.

It shall be an outcome focused Committee whose attention is on ensuring Table Tennis England meets the Code for Sports Governance and other compliance requirements. From time to time, the Committee shall oversee 'task and finish' projects that might be needed to accelerate or inform key activity.

Scope of Responsibilities

Governance

- Monitoring the roles and responsibilities of the Board
- Monitoring the duties and responsibilities of directors and officers
- Monitoring conflict of interest policy and procedures
- Monitoring the Board's diligence and attentiveness in applying governance best practices and responding to the requirements of the business.
- Monitoring the Board's self-evaluation and improvement process
- Monitoring for the Board's effectiveness and continuing development
- Regularly review of insurance arrangements in place and recommendations to the Board on insurance cover policy.

Articles, Regulations and Policies

- Review, check, and challenge published Articles and Regulations ensuring that they are fit for purpose and relevant.
- Scrutinise and ensure that all policies are in place, up to date and followed.
- Be aware of disciplinary, appeal and equality issues passing through the organisation ensuring that they are managed appropriately.
- Be aware of complaints and grievances that pass-through Table Tennis England and that they are managed appropriately.

Risk Management

- Identify and assess all material risks to the Board.
- Review Table Tennis England's risk policy and profile against its risk appetite and strategy
- Review management's view of emerging and potential risks; and to review the management actions required in response to changes in the risk profile and emerging or potential risks.
- Request and review reports on particular aspects of risk management
- Review and recommend to the Board, for approval, the statements to be included in the Annual Review concerning governance.

- Consider, significant new business initiatives/proposals from a risk viewpoint and make recommendations to the Board.
- Provide independent objective challenge, oversight, and support of risk management activity across Table Tennis England.

Delegated Authority

- To appoint Tier 2 Sub Committees to the Governance & Risk Committee, and the respective Terms of Reference, and any 'start and finish' Steering Groups as required where a focus on a specific matter, requiring particular expertise, may be needed.
- Approval of Regulations unless policy change requires Board approval.
- Approval of new Company Member applications

Composition of the Governance & Risk Committee

1. The Chair shall be an Appointed member of the Board of Directors and be appointed by the Board of Directors
2. A maximum of one additional member of the Board of Directors may become a member of the Committee at the discretion of the Board of Directors
3. If a Board member is a member of a committee and they cease to be a member of the Board of Directors, they cease to be a member of the committee.
4. The Head of Governance
5. Up to four additional members of the Governance & Risk Committee with relevant and demonstrable experience relevant to the identified outcome(s)
6. Other relevant skills or expertise may be co-opted from time to time to support a specific matter.
7. The recruitment of Committee members will be undertaken by the CEO/Chair of the Organisation, an Independent Director & an Elected Director (one of which will be the Chair of the Committee) and recruitment will be based on the required skills/expertise required to fulfil these Terms of Reference, working with the Chair of the Governance and Risk Committee. The Board of Directors will approve all appointments.
8. The Chair of the Board and the Chief Executive shall be ex-officio

Governance & Risk Committee Procedures

1. The Board may refer specific strategic matters to the Committee.
2. At the start of the business year, and in reference to the annual implementation plan, the Committee shall identify the focus areas for the Committee and present to the Board for approval.
3. The Committee shall be responsible to the Board, and at each Board meeting, provide reports and updates, the identification of risks, its successes, and any recommendations.
4. The Committee shall meet a minimum of four times a year. These can be virtual or physical meetings.
5. The quorum of the meeting shall be a majority of the Committee.

6. 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 Committee shall have one vote and the Chair shall be entitled to cast both a deliberative and, if necessary, a casting vote.
7. At any meeting of the Committee at which the Chair is not present the other members of the Committee shall agree a Chair for that meeting.
8. Minutes of each meeting shall be produced, maintained, and presented to Board. A summary of the minutes will be published on the Table Tennis England website.
9. The Committee is expected to work alongside and in support of the Executive Team to support the delivery of Table Tennis England's strategic priorities.
10. Committee members shall be entitled to claim from Table Tennis England such out of pocket expenses as are legitimately incurred in furtherance of agreed committee business, in line with the Table Tennis England volunteer expenses policy.
11. Proactively ensure equality, diversity and inclusion is included into the composition, activity and thought leadership of the Committee.
12. All members of the Committee shall adhere to the Nolan principles of Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, and Leadership.
13. The composition, structure and business of the Committee will ensure, where appropriate, that it is compliant with the Code for Sports Governance.
14. All members may serve for a maximum tenure of four years and be reappointed for a maximum of two terms. Members will be eligible for reappointment after a four-year break.
15. During this first cycle members will be appointed on a two, three or four year term (dependent on the number of volunteers), to provide continuity and ensure not all members standdown at the same time.

Note: This will be undertaken alphabetically with the volunteers surname closest to 'A' being the shortest term. Then on re-appointment will be for a four year term if they, and the Committee, wish them to continue.