



Governance Sub Group (GSG)

Terms of Reference

In accordance with Article 9.1 of the Welsh Athletics Ltd Articles of Association

The Board may delegate any of its powers to any committee, sub group or task group consisting of such person or persons as it thinks fit. Any such delegation shall be subject to the overall supervision and responsibility of the Board and subject to the decisions of the Board from time to time.

Purpose

To ensure that an appropriate and relevant governance structure is in place which supports the Welsh Athletics strategic framework and is compliant with best practice for corporate governance and is appropriate for a high performing NGB.

The group is delegated by the Board to;

- Keep under review the alignment of the Welsh Athletics Ltd governance framework with its strategic direction.
- Examine any activity within its terms of reference.
- Where appropriate and in consultation with the Chair of the Board or the CEO, to seek legal or other professional advice and expertise and take actions to enable the group to fulfil its responsibilities.

Membership

All members of the group will be appointed by the Board.

The group will be comprised of;

- The Board Non-Executive Director with responsibility for Governance (acting as Chair)
- The Head of Operations (or nominee)
- Up to 5 additional members.

Quorum

At least four members.

Meetings

Meetings shall be held a minimum of three times in each operational year (April-March).

The Chair may request additional meetings if considered necessary.

Duties

The duties of the group shall be to;

- Keep under review the governance framework and all governance related documentation to ensure they are fit for purpose.
- Monitor the Company's compliance with all governance related legal, regulatory and listing requirements.
- Prepare recommendations to the Board and as necessary, to the full membership in order to fulfil specific objectives for governance.
- Advise the Board of required amendments to ensure compliance to external governance standards.
- Monitor alignment of the governance structure and communication pathways with the Welsh Athletics strategic framework.
- Keep under review the effectiveness of corporate risk management and control arrangements and advise the Board as appropriate.
- Monitor the implementation of agreed governance reviews/ audits/self-assurance based recommendations.

Reporting Procedures

- Action notes of meetings of the Group will be circulated to all members of the Board of Directors.
- The GSG Chair will provide relevant updates to the Board via a standard Board agenda item.
- The GSG Chair will prepare a report to the Board annually in September, summarising issues and actions throughout the year.
- A member of the executive team, nominated by the CEO, will act as clerk to the group.