



Annual Governance Statement

Scope

The Annual Governance Statement provides Sport Resolutions' stakeholders with a report on the governance performance of the company during the reporting period. The purpose of the statement is to demonstrate Sport Resolutions' commitment to a high level of governance through new and existing internal controls.

This statement is prepared as part of the Code for Sports Governance requirements and outlines our progress to date.

Reporting period: 2021 AGM – 2022 AGM

The Code

The UK Government introduced the Code for Sports Governance in October 2016 and commenced assessing all national governing bodies in October 2017. Annual compliance with this code is a requirement of receiving funding from UK Sport.

The Code sets out 58 requirements across five governance areas:

- 1) Structure
- 2) People
- 3) Communication
- 4) Standards and Conduct
- 5) Policies and Procedures

Statement

Sport Resolutions has made it a priority to meet the requirements of the Code for Sports Governance ('The Code'). The company received notification that it had complied with the criteria for Tier 3 organisations in December 2017.

The company has disclosed the relevant information in its governance, structure, strategy, activities and financial position since its inception. However, new policies and procedures created in line with The Code's requirements have further improved our transparency.

Governance remains a standing item on the Board's meeting agenda and the executive will continue to report on compliance with the Governance Action Plan. The Board understands that compliance with the Code is an on-going requirement and it is our aim to demonstrate through this report and through our website that we have appropriate governance in place to

maintain a robust system of internal control and that we fully support our policies, objectives and strategy.

Our ongoing commitment was evidenced by our meeting all requirements of UK Sport's first Thematic Review, which focussed on Board appointments, the role of the Nominations Committee, and Director inductions.

Sport Resolutions will work quickly to meet the requirements of the revised Code. This will include further improvements to the diversity of our Board and Panels.



Audley Sheppard KC
Chair, Sport Resolutions
28 September 2022

About Us

Sport Resolutions is the independent, not-for-profit, dispute resolution service for sport in the United Kingdom, and is now increasingly responding to request for assistance internationally. We were established by the main stakeholder groups in sport. Our aim is to provide an expert, speedy and cost-effective alternative to internal appeals processes and court-based litigation. We provide sport specific arbitration and mediation services and operate the National Anti-Doping Panel (NADP) and National Safeguarding Panel (NSP).

Governance Structure

The organisation is a company limited by guarantee. Our memorandum and articles of association are published on our website at <http://www.sportresolutions.co.uk/about-us/governance/sports-governance>

Board governance changes and events during period:

- Edwin Glasgow KC retired as Chair of the company on 30th June 2021
- Audley Sheppard KC was appointed Chair of the company on 1st July 2021
- A full board evaluation took place in January 2022
- Director appraisals took place in March 2022

The Board

We set out below the way in which the Board currently operates in accordance with the Company's revised Articles of Association. The Board is collectively responsible for the long-term success of the organisation and is exclusively vested with the power to lead it.

As Chair, Audley Sheppard KC is responsible for the leadership of the Board. As Senior Independent Non-Executive Director, John Palmer deputises for the Chair in his absence. The

Board is the ultimate decision-making body and exercises all of the powers of the organisation other than those specifically allocated to other persons under either legislation or its articles of association. It is responsible for setting the strategy of the organisation and providing oversight of executive action but maintains a clear division between its management and oversight role, and the executive's operational role.

The full Board of Sport Resolutions is made up of a maximum of seven Independent Non-Executive Directors, and a maximum of four Representative Directors (nominated by the members of the company), and the Chief Executive Officer (in an ex officio capacity). The Board is made up of 63% Independent Directors and does not consider any of its Member Directors to be 'independent'.

The Board meets four times in each calendar year, with summary minutes from Board meetings and the AGM being published on the Sport Resolutions website.

Sport Resolutions' board meetings take place in-person and via video conference. Attendance at Board meetings during the reporting period was 89%.

Name	Role	Board meetings attended
Edwin Glasgow KC	Chair (retired 30 June 2021)	1 / 1
Audley Sheppard KC	Chair (commenced 1 July 2021)	4 / 4
John Palmer	Senior Independent Non-Executive Director	4 / 4
Tracy Harrison	Independent Non-Executive Director	3 / 4
Nigel Smith	Independent Non-Executive Director	3 / 4
Martin Gibbs	Independent Non-Executive Director	4 / 4
Alison Mitchell	Independent Non-Executive Director	2 / 4
Jacqui Traynor	Independent Non-Executive Director	3 / 4
Keith McGarry	Representative Non-Executive Director	4 / 4
Richard Hendicott	Representative Non-Executive Director	4 / 4
Sarah Newton	Representative Non-Executive Director	4 / 4
Richard Harry	Chief Executive	4 / 4

Director recruitment

The Nominations Committee is responsible for the recruitment of Independent Non-Executive Directors through interviewing and then recommending individuals to the Board for appointment.

The Members of the company appoint individuals to represent them on the Board at each Annual General Meeting. These individuals are appointed as directors of the company.

The Nominations Committee is responsible for Board succession planning and Board diversity, including a broad mix of skills. This committee is formed of the Chair of the company, the Senior Independent Director and the Chair of the Audit and Risk Committee.

Directors

All directors of the company receive a thorough induction upon appointment. In normal circumstances, this includes a meeting with the Chair and the Chief Executive of the company.

Directors can serve on the Sport Resolutions Board for a maximum of two terms of eight years, so that skills and ideas are refreshed at regular intervals. The Board succession plan ensures that director recruitment and retirement from office is spaced out.

Directors must adhere to Sport Resolutions' director code of conduct and sign a declaration of good character prior to their appointment being approved by the directors.

Sub-committees

The Board has six sub-committees, each of which meet prior to each Board meeting or as and when required. Each sub-committee reports into the Board at every meeting.

- The National Anti-Doping Panel Board (NADP Board)
- The National Safeguarding Panel Board (NSP Board)
- The Panel Appointments & Review Committee (PARC)
- The Marketing and Service Development Committee (MSDC)
- The Audit and Risk Committee (ARC)
- The Nominations Committee (Nom Com)

Each Committee has its own Terms of Reference clearly stating its remit and responsibilities. These are available to view on the company website [here](#).

Individuals are appointed to be members of each committee on an annual basis by the directors of the company. Members are primarily directors of the company and are appointed based on their professions, skills and experience.

The Nominations Committee, NADP Board and NSP Board are determined by position rather than name, in accordance with their terms of reference.

Risk management

The Audit and Risk Committee reviews the company Risk Register on a quarterly basis to consider new risks and review existing and identified risks. The ARC submits any recommendations or issues to the Board for consideration. The Risk Register is regularly updated in line with past and future business activities and strategies.

Personnel Changes during period:

- Appointment of Audley Sheppard KC, Independent Non-Executive Director (Chair)
- Resignation of Edwin Glasgow KC, Independent Non-Executive Director (Chair)
- Resignation of Lizzie Simmonds, Representative Director for the British Athletes Commission
- Appointment of Sarah Newton, Representative Director for the British Athletes Commission

Annual Board Evaluation

The Board undertakes an evaluation on an annual basis. Directors are asked to review the following areas of the company:

- Board duties and responsibilities
- Company structure and operations
- Board meetings
- Compliance
- Communication
- Board effectiveness
- Skills and experience
- Competence

The evaluation is completed on an anonymous basis and the results are shared with the Board so that any issues can be discussed and so that improvements can be made.

As part of the annual evaluation directors are required to complete the Conflicts of Interest Register, Skills Register and Equality Monitoring Form.

Directors are encouraged to meet with the Chief Executive and the Chair of the company at least once per annum.

Skills Matrix

The matrix outlines the skills, experience and attributes which the Board has identified as being required on its Management Board. This can be compared to the results of the skills register and any skills which are missing or under-represented can be identified ahead of any Board recruitment. It is the responsibility of the Nominations Committee to refer to the skills matrix and the skills register when assessing applications.

Diversity

The Board Diversity Action Plan is reviewed on an annual basis. The plan outlines the steps which need to be taken to improve diversity on the Board and throughout the company. Sport Resolutions currently has 36% female representation on its Board.

The company publishes all equality statistics within its Annual Report and equality monitoring is undertaken for all recruitment (Panel, Board and Staff) so that a profile can be built. The equality profile of the company has improved when assessing the protected characteristics of sex, disability, sexual orientation, race, religious belief and age.

A challenge going forward is to continue to improve diversity amongst the Board, Panel and Staff including in the areas of BAME and social economic background.

Audit

The company has its financial accounts and financial procedures audited on an annual basis. SBM & Co Chartered Accountants completed their audit in August 2022 with no significant matters arising.

Policy Review

The company completes an internal review of all policies on a biennial basis. The next review is scheduled for October 2022. This review includes all company, Board, financial and human resources policy. Any updates or amendments are reported into the ARC for approval.

Staff Engagement Survey

The staff engagement survey is completed annually by all employees of the company on an anonymous basis. This survey gives the staff an opportunity to report to the Board on areas including communication, leadership and responsibility so that any issues can be discussed and so that improvements can be made.

Remuneration

The Chair of the company receives £10,000 per annum. No other director receives remuneration.

Board Structure

Directors as at 28 September 2022

Independent Non-Executive Directors

Audley Sheppard QC (Chair)
John Palmer (Senior Independent Director)
Tracy Harrison
Martin Gibbs
Alison Mitchell
Nigel Smith
Jacqui Traynor

Representative Non-Executive Directors

Sarah Newton
Richard Hendicott
Keith McGarry

British Athletes Commission
Welsh Sports Association
Northern Ireland Sports Forum

Ex Officio

Richard Harry

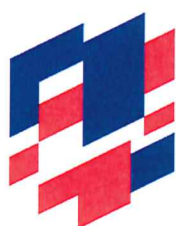
Company Secretary

Ross Macdonald

Member Organisations



BRITISH OLYMPIC
ASSOCIATION



British
Elite
Athletes
Association



British Paralympic
Association



SPORT+
RECREATION
ALLIANCE

ESA
european
sponsorship
association

