



Annual Governance Statement

The Annual Governance Statement provides Sport Resolutions' stakeholders, clients, sponsors and suppliers with a report on the governance performance of the company during the reporting period. This statement is prepared as part of the Code for Sports Governance requirements and outlines our progress to date.

Reporting period: 2019 AGM – 2020 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') and the company was gratified to receive notice of compliance with The Code 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.

The purpose of this Annual Governance Statement is to report on the governance actions and changes over the reporting period. The Code remains a standing item on the Management 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 ongoing 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.



Edwin Glasgow QC
Chair, Sport Resolutions
01 October 2020

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>

The Board

We set out below the way in which the Board currently operates in accordance with the Company's existing Articles of Association but it is important to acknowledge that this structure is in the process of being brought up to date so as to provide as more efficient way of operating. 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, Edwin Glasgow Q.C 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, nine Representative Directors (who are nominated by each of the member organisations), and the Chief Executive Officer.

At the AGM, the Board of Directors meet to appoint individuals to sit on the Management Board and the three sub-committees of the Board for which appointments are made to. The Nominations Committee, NADP Board and NSP Board are determined by position rather than name, in accordance with their terms of reference.

The full Board delegates to the Management Board the responsibility to oversee the running of the business and for setting strategy.

The Management Board meets four times a year and is made up of an Independent Chair, five Independent Non-Executive Directors, three Directors representing the member organisations (Member Directors), and the Chief Executive in an ex-officio capacity. The Management Board is made up of 63% Independent Directors and does not consider any of its Member Directors to be 'independent'.

The Management Board delegates Board recruitment and review to the Nominations Committee, which is responsible for referring to the Board Skills Matrix, Board Diversity Action Plan and Board Recruitment Procedures when a vacancy arises on the Board. The Nominations Committee is formed of the Chair of the company, the Senior Independent Director and the Chair of the Audit and Risk Committee.

Summary minutes from Management Board meetings and the AGM are published on the Sport Resolutions website.

Committees

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

The ARC 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 Management Board for consideration. The Risk Register is regularly updated in line with past and future business activities and strategies.

Board meeting attendance by director 2019/20

Name	Role	Board meetings attended	Committees	Committee meetings attended
Edwin Glasgow Q.C	Chair	4 / 4	Nominations Committee	2 / 2
John Palmer	Senior Independent Non-Executive Director	4 / 4	Nominations Committee, Marketing and Service Development Committee	6 / 6
Tracy Harrison	Independent Non-Executive Director	3 / 4	Marketing and Service Development Committee, Panel Appointment and Review Committee, Nominations Committee (co-opt)	6 / 6
Nigel Smith	Independent Non-Executive Director	4 / 4	Audit and Risk Committee, Nominations Committee	4 / 4
Martin Gibbs	Independent Non-Executive Director	4 / 4	Marketing and Service Development Committee, Panel Appointment and Review Committee	3 / 4
Keith McGarry	Member Director	4 / 4	Audit and Risk Committee, Panel Appointments and Review Committee	4 / 4
Richard Harry	Chief Executive	4 / 4	Audit and Risk Committee, Marketing and Service Development Committee, Panel Appointments and Review Committee	8 / 8
Lizzie Simmonds	Member Director	1 / 1	Audit and Risk Committee	1/1
Richard Hendicott	Member Director	3 / 3	Panel Appointment and Review Committee	0 / 0
Alison Mitchell	Independent Non-Executive Director	n/a	n/a	n/a
Jacqui Traynor	Independent Non-Executive Director	n/a	n/a	n/a

Meeting attendance for current Board members was 97% for the reporting period. This is a significant increase from the 83.3% reported in the previous period.

Board governance changes and events during period:

- The company undertook an extensive external Board evaluation during the period. This was administered by the Sport and Recreation Alliance
- The Board approved a new strategy and company seal
- A detailed review of the Articles of Association took place
- A revised and newly formatted Risk Register was created to show mitigation

Board Personnel Changes during period:

- Resignation of Vicki Aggar, Representative Director for the British Athletes Commission
- Appointment of Lizzie Simmonds, Representative Director for the British Athletes Commission
- Resignation of Elaine Battson, Representative Director for the British Paralympic Association
- Appointment of Adrian Stockman, Representative Director for the British Paralympic Association
- Resignation of James Allen, Representative Director for the Sport and Recreation Alliance
- Appointment of Leigh Thompson, Representative Director for the Sport and Recreation Alliance
- Resignation of Johanna Sheppard, Independent Non-Executive Director
- Appointment of Alison Mitchell, Independent Non-Executive Director
- Appointment of Jacqui Traynor, Independent Non-Executive Director

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 Management Board so that any issues can be discussed and so that improvements can be made. In this reporting period the Board undertook an external evaluation, administered by the Sport and Recreation Alliance. These results were summarised by the executive and discussed at the June 2020 Board meeting.

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

Directors are encouraged to meet with the Chief Executive and the Chair of the company at least once per annum. Wider Board engagement and encouraging more regular one-on-one meetings is included within the Governance Action Plan.

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 Management Board and 50% female representation across the company (Management Board and executive).

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 2020 with no significant matters arising.

Policy Review

The company completes an internal review of all policies on a biennial basis. The latest review will be completed in October 2020. 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.

The staff engagement survey, annual Board evaluation and feedback received through external surveys was considered by the Board in June 2020. An executive report was developed and actions have been developed and completed.

Remuneration

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

Board Structure**Directors****Member Representative Directors**

British Athletes Commission
British Olympic Association
British Paralympic Association
European Sponsorship Association
Northern Ireland Sports Forum
Professional Players Federation
Scottish Sports Association
Sport and Recreation Alliance
Welsh Sports Association

Lizzie Simmonds
Shahab Uddin
Adrian Stockman
Warren Phelops
Keith McGarry
Richard Bryan
vacant
Leigh Thompson
Richard Hendicott

Independent Non-Executive Directors

Edwin Glasgow Q.C
Nigel Smith
Martin Gibbs
Jacqui Traynor

Alison Mitchell
John Palmer
Tracy Harrison

Ex Officio

Richard Harry

Company Secretary

Ross Macdonald

Management Board

Edwin Glasgow Q.C (Chair)
John Palmer (Senior INED)
Martin Gibbs
Nigel Smith
Tracy Harrison
Alison Mitchell
Jacqui Traynor
Keith McGarry
Lizzie Simmonds
Richard Hendicott
Richard Harry (CEO)

Member Organisations



Last review (date)	October 2020
Reviewed by (name)	Board
Next review and approval due (date)	October 2022