



## 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: 2020 AGM – 2021 AGM

### The Code

The UK Government introduced the Code for Sports Governance in October 2016 and commenced assessing all national governing bodies and other funded organisations 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 received notice of full compliance with The Code in December 2017.

The company discloses relevant information of its governance, structure, strategy, activities and financial position, 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 we will demonstrate that we

have appropriate governance in place to maintain a robust system of internal control that fully supports our policies, objectives and strategy through this report and via our website.

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

During the reporting period, the company revised its Articles of Association to limit the number of directors to 12. This amendment ensures that the company meets best-practice governance recommendations by placing fiduciary duties only on those appointed to the Board.

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



Audley Sheppard QC  
Chair, Sport Resolutions  
29 September 2021

## 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:

- The company undertook an extensive review of its Articles of Association during the period. The review resulted in the Board being reduced so that it can be no greater than 12 in number. This amendment also resulted in individuals being removed as directors who previously may have had difficulty discharging their fiduciary duties
- Full review of company policies and procedures by the Audit and Risk Committee (biennial process)

## 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 QC 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, 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.

Due to the COVID-19 pandemic, all Board meetings during the reporting period took place successfully via video conference call. Attendance at Board meetings during the reporting period was 97.7%.

Name	Role	Board meetings attended
Edwin Glasgow Q.C	Chair	4 / 4
John Palmer	Senior Independent Non-Executive Director	4 / 4
Tracy Harrison	Independent Non-Executive Director	4 / 4
Nigel Smith	Independent Non-Executive Director	3 / 4
Martin Gibbs	Independent Non-Executive Director	4 / 4
Alison Mitchell	Independent Non-Executive Director	4 / 4
Jacqui Traynor	Independent Non-Executive Director	4 / 4
Keith McGarry	Member Director	4 / 4
Lizzie Simmonds	Representative Non-Executive Director	3 / 3
Richard Hendicott	Representative Non-Executive Director	4 / 4
Sarah Newton	Representative Non-Executive Director	1 / 1
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 four years, so that skills and ideas are refreshed. The Board succession plan ensures that director recruitment and retirement from office is managed to avoid disruption.

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 by the Directors of the company on an annual basis and are appointed based on their professions, skills and experience.

The Nominations Committee, NADP Board and NSP Board are determined in accordance with their terms of reference.

The terms of reference for the Board and for all committees are available to view [here](#).

## 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 Q.C, Independent Non-Executive Director (Chair)
- Resignation of Edwin Glasgow Q.C, 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
- Resignation of Adrian Stockman, Representative Director for the British Paralympic Association
- Resignation of Leigh Thompson, Representative Director for the Sport and Recreation Alliance
- Resignation of Shahab Uddin, Representative Director for the British Olympic Association
- Resignation of Warren Phelops, Representative Director for the European Sponsorship Federation
- Resignation of Richard Bryan, Representative Director for the Professional Players Federation

## 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. Wider Board engagement and encouraging more regular one-on-one meetings is included within the Governance Action Plan and is an action for the new Chair.

### **Skills Matrix**

The Matrix outlines the skills, experience and attributes which the Board has identified as being required. 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 and 55% female representation across the company (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 September 2021 with no significant matters arising.

### **Policy Review**

The company completes an internal review of all policies on a biennial basis. The latest review was 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.

**Remuneration**

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

**Board Structure**

Directors as of 29 September 2021

**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

