



ENGLAND
HANDBALL



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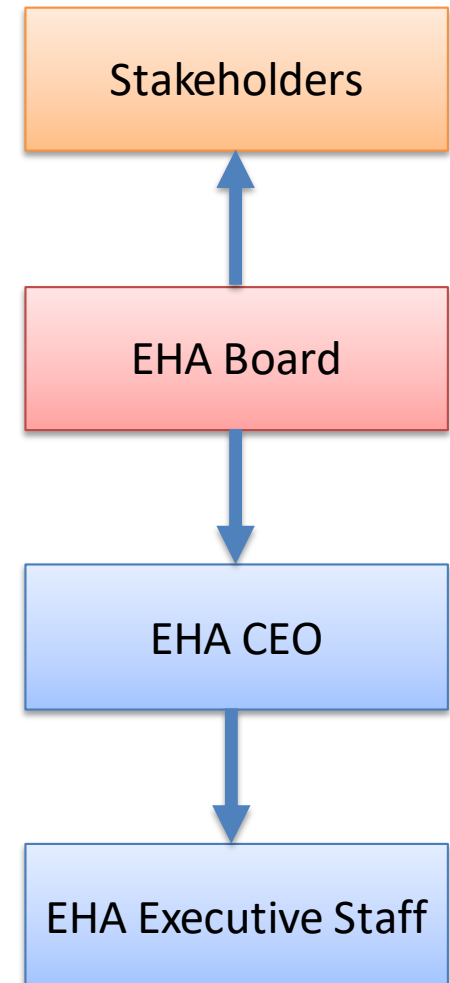
Introduction

- Clare Henderson
 - Director of Marketing & Commercial since December 2013
 - Vice-Chair of the Board since July 2016
- What the board does & how it operates
- Structure of the board
- Role of a board member
- Chair recruitment process
- Information about changes to the articles

What does the board do...?



- **Strategy** – what does success look like?
 - Setting the EHA vision, ethos and strategic direction;
- **Monitoring** – how well are we doing?
 - Holding the CEO to account for the delivery and performance;
- **Oversight** – compliance & risk management
 - Overseeing legal compliance, financial performance & making sure its money is well spent.



How does the board operate...?



- The work of the Board is governed by Terms of Reference, setting out our responsibilities:
 - Strategy and policy setting
 - Operational oversight and risk management
 - Management of resources
 - Financial and business oversight
 - Decision taking
- Six board meetings a year – all meetings minuted
- Advisory groups – more detailed oversight of specific operational areas

Structure of board



- Maximum of 11 members:
 - 1 x Chairman (elected)
 - 4 x Portfolio Directors (elected)
 - 4 x Non Executive Directors (appointed)
 - 1 x discretionary Non Executive Director (appointed)
 - 1 x discretionary Portfolio Director (appointed)
- Advisory members of the board
- Advisory Groups – terms of reference
- Directors serve a 4 year term
- Directors have role descriptions

Role of a board member



- Largely a thinking and questioning role, not a doing role
- Role description
- Code of conduct
 - Nolan principles
 - Good governance principles
- Company director
 - Legal responsibilities

Reviewing the board structure



- Improve:
 - representation of the membership
 - diversity
 - succession planning
- Currently directors have specific Portfolio roles:
 - Competition & Events
 - Disciplinary
 - Development
 - Performance
 - Workforce
 - Finance
 - Marketing & Commercial
 - Legal
- Moving to a skills led structure
 - Reviewing the skills the board needs
 - Matching current directors skills to the skills required
 - Remaining unmatched skills will provide focus for recruitment
 - Confirming Advisory Groups & recruiting committee members

EHA Board needs you!



- Chair of the board – preference for candidates from with handball community
 - www.englishandball.com/about-us/jobs-in-handball
- Independent Chair for the Competitions Disciplinary Committee
 - Do you know anyone??
- Board Directors – elected & appointed roles
 - Your chance to join the board
- Members of Advisory Groups
 - Your chance to advise the board & get involved

Chair recruitment process



- Nomination committee:
 - Vice-chair
 - Elected Director
 - Representative from Sport England
 - Chair of another NGB
 - Ruth Daniels Chair of Rounders England
 - Representative from the membership

Chair recruitment process



- Role advertised – closing date 23rd June
 - EHA website, UK Sport, SRA, Women on Boards, other Non-Exec websites & networks
- Applications reviewed & shortlist by 1st July
- Interviews 10th July
- Nomination committee recommends best candidate(s) to go forward for election
- Candidate(s) have opportunity to meet board on 15th July
- Candidate(s) presented to AGM on Sept 2nd

Heads up on changes to the Articles



- New Sports Governance Code from Sport England
 - <https://www.sportengland.org/about-us/governance/a-code-for-sports-governance/>
- In order to access funding organisations required to audit their governance & create an action plan to address gaps or issues
- Mostly positive but highlighted updates needed to EHA Articles of Association to comply with the new code
 - Most cases are clarifications of existing wording or sensible additions

Proposed Resolutions for Article Amendments to ensure alignment with Code of Governance



- Propose to amend Article 2 to reference the Code definition of the term “independent”.

“Independent” - a person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be ‘independent’ even if they are a member of the organisation and/or play the sport. Examples of a ‘close connection’ include: being actively involved in last four years in the organisation’s affairs, been an employee of the organisation in the last four years; or have close family ties with any of the organisation’s directors or senior employees.

- Propose to amend Article 23 to include reference to the Chair role following the same recruitment process as other directors.

*The **Chair**, Non Executive Directors, Discretionary Non Executive Director and the Discretionary Portfolio Director will be selected and recommended by the Appointments Committee for appointment by the Board following a formal and transparent process that is conducted in accordance with the Association's recruitment policy. Each Non Executive Director and the Discretionary Portfolio Director shall be selected according to his or her ability, experience and expertise to fulfil the specific role on the Board as identified by the Association.*

Proposed Resolutions for Article Amendments to ensure alignment with Code of Governance



- Propose to amend Article 27 to provide that any director that has served maximum term of 8 years may only be reappointed/re-elected after a further 4 years have elapsed.

*Subject to Articles 16 and 28, each Director shall be appointed for a period of four years from the Board meeting at which his or her appointment is confirmed but shall be eligible for reappointment at the end of his or her respective term of office for a further four years upon the expiry of which they must resign. **They may only seek reappointment after a period of four years has elapsed.***

- Propose to amend Article 28 to restrict the circumstances in which a one year extension is allowed to "exceptional circumstances" set out in 1.14C of the code to assist in succession planning.

*If a Director is reappointed in accordance with Article 27 then, upon the expiry of their second four year term in office, they shall be eligible to be reappointed for a term of one year , **only in exceptional circumstances to assist with succession planning**, with the unanimous consent of the Board.*

Proposed Resolutions for Article Amendments to ensure alignment with Code of Governance



- Propose to amend Article 55 to make clear statement regarding appointment of any member of the executive management of EHA to the Board to be in Ex Officio capacity.

*No Director shall receive paid remuneration for or in connection with the discharge of their duties for or on behalf of the Association. **Any member of the executive management of the organisation may be appointed to the Board in an Ex-Officio capacity.***

- Propose to amend the articles to include a new provision to the effect that the roles of chief executive and chair must be separate.

The roles of Chair of the Board and CEO of the organisation cannot be held by the same individual at the same time.