

Governance & Culture Sub-Group (GCSG)

Terms of Reference

In accordance with Article 9.1 of the company's Articles of Association:

"The Board may delegate any of its powers to any committee, subgroup 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

Governance is the process by which decisions are made and implemented in an organisation and ultimately about promoting fairness, accountability, and responsible performance throughout the organisation.

The right culture can accelerate business and team performance. The cultural values people hold, and their behaviours are fundamental to achieving good governance.

Strong governance underpins culture; therefore, the purpose of the Governance and Culture sub-group is to ensure that an appropriate culture is in place that supports strategy, values and behaviours and an appropriate governance structure is in place, compliant with best practice for corporate governance and appropriate for a high performing NGG.

Duties

- Oversee the maintenance and development of a healthy culture that steers the executive and delivers the strategy.
- Actively engaged in the shaping, overseeing, and monitoring of how values and behaviours are embedded.
- Hold the executive to account where there is misalignment with purpose and values.
- 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.
- Monitor the company's progress against the Governance & Leadership Framework for Wales.
- Ensure the company meets the necessary requirements of the Sport Wales governance capability framework and monitors the improvement plans arising.
- 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.
- 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.

Reporting

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

Membership

- The membership should aim to have a balance of interests and representations from across the membership of the sport.

Quorum

- At least four members
- Where a voting decision is split, equal votes for and against, the chair will have the deciding vote.

Meetings

All members of the group will be appointed by the Board. The group will be comprised of:

- The Non-Executive Director with responsibility for Governance (acting as Chair)
- The senior staff member with responsibility for Governance (or nominee)
- Up to 5 additional members.

Terms of Office

In line with the governance framework of Welsh Athletics, members would be expected to serve concurrent terms of no longer than 6 years. Succession planning should be considered by the group, with appointments phased in the first 3 years to avoid all group members maximum term ending at the same time.

END.