

Annual Governance Statement: England Athletics Limited

For the Period 2019 - 2020

England Athletics is the membership and development body for grassroots athletics and running clubs in England. It is subject to the Code for Sports Governance (the "Code") and is committed to the principles of good governance.

The Annual Governance Statement provides England Athletics' stakeholders, members, supporters and sponsors with an annual report on the governance performance of England Athletics.

This Statement is made in accordance with the Code for the period from April 2019 to March 2020 (the "Reporting Period").

Governance Structure

England Athletics is a not-for-profit company limited by guarantee. Its governing document (articles of association) is published on its website at:

www.englandathletics.org

<https://www.englandathletics.org/about-us?media-alias=20a305d5505ae2bd6013>

Board

Role

The Board of directors are responsible for the management of the Company's business and affairs for which purpose they may exercise all the powers of the Company. The Board is the ultimate decision-making body and exercises all the powers of the organisation other than those specifically allocated to other persons under either legislation or its governing documents. It is responsible for setting the organisation's strategy and providing oversight of executive action but maintains a clear division between its management and oversight role and the executive's operational role.

Meetings and Key Decisions

The Board held 6 formal meetings in the reporting period addressing and making decisions on matters in relation to Board appointments, quarterly financial performance, the annual report and financial statements, strategic planning and performance review, and board policies and matters of governance.

Composition

The Board is made up of a maximum of 12 board members and comprises: independent Chair, Senior Independent Director, Executive Director, three additional independent non-executive directors, two directors nominated by the National Council members, two directors who are elected by the membership and a director appointed by UKA (this post is currently vacant in the reporting period but will be taken up in next reporting period). All appointments to the Board of independent directors are made on merit in line with the skills required by the Board.

Board Observer

During the period, the Board introduced a new post of Board Observer.

The Board Observer role was introduced to provide individuals with board related experience as well as an insight into how boards function. The Board can also benefit from any specific skills and experience the individual may possess.

Committees reporting to the Board

The Company, as determined in the Articles, has established the following Committees, which report directly to the Board. Each Committee has clear Terms of Reference which identify its responsibilities and any powers delegated to it by the Board

Audit & Assurance Committee

Composition:

Peter Crawshaw (Chair), Neil Costello, Janyce Holmes, Adetunji Akintokun

Role:

The Committee considers matters in relation to Internal and External Audit and Risk Management. It is the responsibility of the Committee to assist the Board in fulfilling its mandated external reporting requirements in respect of the external audit of the Annual Report and Financial Statements and other mandated reporting requirements.

The responsibilities of the Committee in respect of:

- (i) the Annual Report and Financial Statements and other reporting requirements include monitoring the integrity of all such reports and reviewing and challenging where necessary the actions and judgements of Management; and,
- (ii) Internal Audit is to assist the Board in ensuring that the Company's internal auditing processes are executed as effectively as possible.

Other responsibilities of the Committee are to:

- (a) consider the effectiveness of any relevant financial or risk management internal control processes which are not addressed elsewhere (e.g., Anti-bribery); and
- (b) review the sections of the Annual Report and Financial Statements of the Company which address Reporting, Governance and Risk. The Committee shall also provide advice to the Board on risk strategy and appetite, including the oversight of current risk exposures of the business.

Nominations Committee

Composition:

Myra Nimmo (Chair), Ellie Brown, Leshia Hawkins, Adetunji Akintokun, Tim Soutar

Role:

The Nominations Committee:

- considers matters in relation to potential senior appointments by the Company including the Chair; Non-Executive Directors, the Chief Executive Officer, the Head of Finance; and the Company Secretary,
- regularly reviews the structure size and composition of the Board,
- gives full consideration to succession planning for Directors

- is responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise,
- keeps under review the leadership needs of the Company, both Executive and Non-Executive,

Governance Committee

Composition:

Tim Soutar (Chair), Dave Lodwick, Janyce Holmes, Chris Jones

Role:

The Governance Committee considers matters in relation to best practice corporate governance appropriate to a top-class National Governing Body (NGB), including:

- considering and recommending to the Board a set of best practice corporate governance principles
- supporting the Board and the Chief Executive Officer in their governance related functions including overseeing compliance with the Code for Sport Governance (“the Code”)
- developing and recommending to the Board for approval amendments to the Articles of Association and governance related policies of the Board, the England Council and the Regional Councils including a Code of Conduct for Directors and England Councilors
- developing and maintaining Terms of Reference for the Board, the Board Committees, the England Council and the Regional Councils
- reviewing all Terms of Reference
- monitoring the application of the Director’s and England Councillor’s Codes of Conduct; and,
- considering any matters that may involve a Conflict of Interest

Remuneration Committee

Composition:

Myra Nimmo (Chair), Neil Costello, Steve Grainger

Role:

The purpose of the Remuneration Committee is to consider matters in relation to remuneration and expenses taking into account the Company’s human resource policies and operations, including:

- having the responsibility for recommending the remuneration policy for members of staff
- reviewing the on-going appropriateness and relevance of the remuneration policy
- reviewing the contracts of employment of those within its remit
- recommending the remuneration policy for all non-executive directors
- the basic level of increase to staff at the annual pay review date although the annual/payroll increase will be a matter for the overall budget process
- succession plans
- any major change proposed in employee benefits structures

Strategy

The Board sets the strategy of the organisation. The current strategy for the period April 2019 to March 2020 was published in October 2016 and can be found on the organisations website at <https://england-athletics-prod-assets-bucket.s3.amazonaws.com/2018/08/England-Athletics-Strategic-Plan-for-2017-and-Beyond.pdf>

Risk Management

The organisation has agreed a Strategic Risk Management Policy to ensure that effective processes are in place to track and report on existing and emerging risks which could affect the Organisation’s ability to meet its Strategic Objectives and/or cause damage to the

organisation or its stakeholders. The objective is to support better decision making and management of risk through a comprehensive understanding of risks and their likely impact.

Council/General Meeting

The members of England Athletics meet at least once a year at the AGM to conduct the ordinary business of the Company.

The England Council exercises the powers delegated to it by the Directors pursuant to the *Articles of Association* and pursuant to legislation. It is not able to override the powers of the Board, but has rights to consultation in relation to:

- the level of subscriptions or affiliation fees to be paid by Members or Affiliates
- making or refraining from making any representation to UKA about the rules of athletics (including the Rules for Competition)
- any significant matter where the directors consider at their sole discretion, that it would assist the decision of the directors to know the opinion or range of opinion held.

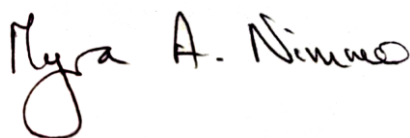
Governance Framework

The organisation is committed to the Code for Sports Governance and having achieved compliance with the Code in December 2017 has put in place an ongoing governance development programme to ensure that it continues to develop its governance practices and procedures.

Diversity

England Athletics is fully committed to the principles of equality of opportunity and to creating a diverse environment. We work with our members and partners to enable England Athletics to be an accessible and inclusive sport that provides opportunities for enjoyment and achievement for all.

Approved by the Board on 25th March 2021 and signed by the Chair on behalf of the Board.



Chair - Prof M Nimmo