

## Terms Of Reference - The Governance & Risk Committee

### **1. Purpose of the Governance & Risk Committee**

- 1.1. The purpose of the Governance & Risk Committee (The Committee) is to assist the Board of Directors in fulfilling its oversight responsibilities with regards to governance and risk matters. The duties are detailed in paragraph 5 below.

### **2. Authority and Accountability**

- 2.1. The authority of the Committee is established by the Board. It reports to the Board. The Committee has the powers to:
  - 2.1.1. Take any decision on behalf of the organisation that is within the powers delegated to it by the Board.
  - 2.1.2. Seek any information it requires from any employee, consultant, committee or panel members of the organisation in order to perform its duties and all such persons are directed to co-operate with any request made by the Committee.
  - 2.1.3. Obtain at the company's expense, outside legal or professional advice on any matter within its terms of reference (the CEO must sign off any expenditure ensuring there are sufficient funds)
  - 2.1.4. Have published in the organisation's annual reports any matters that cannot be resolved between the Committee and the Board.

### **3. Chair**

- 3.1. At least one of the members of the Committee shall be an individual with significant legal and governance expertise and qualifications who shall act as Chair of the Committee. The Chair of the Committee shall be appointed by the Board.

### **4. Membership & Voting**

- 4.1. Non-executive director members shall be appointed by the Board in consultation with the Committee Chair, for a period of two years.
- 4.2. The Committee shall comprise of three independent non-executive directors and up to two other members who may be either;
  - 4.2.1. a non-executive director or
  - 4.2.2. an independent person with relevant legal and governance experience who is co-opted by the Committee for such term as is required.
- 4.3. These shall be the voting members of the Committee.
- 4.4. Attendance of non-members of the Committee shall be by invitation only.
- 4.5. The CEO will be in attendance at the meetings and shall be a non-voting member.

- 4.6. A member of the Committee shall act as secretary and shall produce and circulate draft minutes of each meeting.

## **5. Duties**

- 5.1. The primary duties and responsibilities of the Committee shall be to:
  - 5.1.1. Review and recommend changes to the Articles of Association and Governance Policy
  - 5.1.2. Monitor and review IHUK's compliance with the UK Sport Code for Sports Governance and report progress and any outstanding actions to the Board
  - 5.1.3. Monitor and obtain assurance that all non-financial rules, codes, policies, and procedures specified in the Articles or otherwise are appropriate for the good management of IHUK and its activities. These shall include but not be limited to the following; Codes of Conduct; Disciplinary and Appeal Regulations, Safeguarding Policy and Procedures, Equality Policy; Transgender Competition Policy, Health and Safety Policy; Anti-Doping Policy and Data Protection Policies and Procedures
  - 5.1.4. Monitor and obtain assurance that the implementation of these policies and procedures are appropriate and effective
  - 5.1.5. Ensure that IHUK maintains risk management systems, which are regularly reviewed and monitored to ensure they are effective and provide reasonable assurance.
  - 5.1.6. Monitor performance against the risk register at each meeting and identify any risks which need to be reported to the board
  - 5.1.7. Consider and review in detail the governance related risks, including obtaining assurance that the management or mitigation of relevant risks are being appropriately addressed by the CEO
  - 5.1.8. Receive reports, consider and advise the Board on all matters involving a material breach of the policies and any consequent disciplinary processes or proceedings
  - 5.1.9. Review the systems in place to ensure that those who work for or are otherwise engaged by IHUK are able to raise in confidence, any concerns about possible improprieties in operational matters and arrange for such matters to be appropriately investigated
  - 5.1.10. Receive and review a regular report on the current Safeguarding cases being managed by IHUK and ensure these are being managed effectively
  - 5.1.11. Receive and review an update on the current legal, complaint, disciplinary, appeal and Data Protection issues affecting IHUK
  - 5.1.12. Support the delivery and implementation of actions following external Board evaluations, as directed by the Nominations Committee
  - 5.1.13. Review and receive assurances regarding any other significant matters being dealt with and in particular any matters where material legal action is risked or being taken
  - 5.1.14. Deal with any other matters referred to it by the Board

## **6. Procedure**

- 6.1. The Committee shall meet at least four times a year and otherwise as required.
- 6.2. The Chair shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 6.3. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair. Notice of each meeting confirming the venue, time and date together with an agenda and supporting papers, shall usually be forwarded to each member of the Committee and any other person required to attend, by email no later than 7 days before the meeting. Failure to do so shall not invalidate the proceedings of the meeting.

6.4. A person may participate in a meeting of the Committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.

**7. Quorum**

7.1. The quorum necessary for the transaction of business shall be three Committee members, at least two of whom shall be non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to implement all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

**8. Decision making**

8.1. Decisions of the Committee shall usually be agreed by consensus, but where a vote is required, a decision will require a majority, which shall be greater than fifty per cent (50%) of the available votes at that meeting and this majority must include the votes of at least two non-executive directors.

8.2. Voting shall be on a show of hands and each member of the Committee shall be entitled to one (1) vote.

8.3. If the numbers of vote for and against a proposal at a meeting of the Committee are equal, the Chair of the meeting shall not have a casting vote and the matter shall be referred to the Board.

**9. Minutes of meetings**

9.1. The secretary will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

9.2. The secretary will circulate and produce draft minutes of all meetings to Committee members within 7 working days of the meeting. They will also maintain an action log and circulate with the agreed minutes to the Board.

**10. Reporting**

10.1. Minutes of each Committee meeting will be shared with the Board. Decisions taken by the Committee will be reported to the following meeting of the board and the Committee shall make a short report to each meeting of the Board.

**11. Terms of Reference and Committee Effectiveness**

11.1. The Committee's terms of reference, membership and effectiveness will be reviewed biannually by the Board and the Committee.

<b>Ice Hockey UK – Terms of Reference: Governance &amp; Risk Committee</b>	
Approved by Governance Committee	22 November 2023
Approved by the Board	06 December 2023
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