



Annual Governance Statement

The Annual Governance Statement provides Sport Resolutions' stakeholders, clients, sponsors and suppliers with a report on the governance performance of the company during the reporting period. This statement is prepared as part of the Code for Sports Governance requirements and outlines our progress to date.

Reporting period: 2018 AGM (20 September 2018) – 2019 AGM (19 September 2019).

The Code

The UK Government introduced the Code for Sports Governance in October 2016 and commenced assessing all national governing bodies 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 was delighted to receive notice of compliance with The Code in December 2017.

The company has made efforts to disclose information in its governance, structure, strategy, activities and financial position since its inception however new policies and procedures created in line with The Code's requirements have further improved our transparency.

The purpose of this Annual Governance Statement is to report on the governance actions and changes over the reporting period. The Code will remain a standing item on the Management Board's meeting agenda and the executive will continue to report on compliance with the Governance Action Plan. The Board understands compliance with the Code is an on-going requirement and it is our aim to demonstrate through this report and through our website that we have the necessary governance to maintain a robust system of internal control and that we fully support our policies, objectives and strategy.

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



Edwin Glasgow QC
Chair, Sport Resolutions
19 September 2019

About Us

Sport Resolutions is the independent, not-for-profit, dispute resolution service for sport in the United Kingdom. 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). Two-thirds of our income is self-generated through service level agreements with NGBs, arbitration and mediation fees, training and room hire. As of 31 March 2019, 21% of our income was received from UK Sport to provide a service to organisations in the Olympic and Paralympic high-performance sport system.

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>

The Board

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, Edwin Glasgow Q.C is responsible for the leadership of the Board. As Senior Independent Non-Executive Director, John Palmer deputises for the Chair in their 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, nine Representative Directors (who are nominated by each of the member organisations), and the Chief Executive Officer.

At the AGM, the Board of Directors meet to appoint individuals to sit on the Management Board and the three sub-committees of the Board for which appointments are made to. The Nominations Committee, NADP Board and NSP Board are determined by position rather than name, in accordance with their terms of reference.

The full Board delegates to the Management Board the responsibility to oversee the running of the business and for setting strategy.

The Management Board meets four times a year and is made up of an Independent Chair, five Independent Non-Executive Directors, three Directors representing the member organisations (Member Directors), and the Chief Executive in an ex-officio capacity. The Management Board is made up of 66% Independent Directors and does not consider any of its Member Directors to be 'independent'.

The Management Board delegates Board recruitment and review to the Nominations Committee, which is responsible for referring to the Board Skills Matrix, Board Diversity Action Plan and Board Recruitment Procedures when a vacancy arises on the Board. The Nominations Committee is formed of the Chair of the company, the Senior Independent Director and the Chair of the Audit and Risk Committee.

Summary minutes from Management Board meetings and the AGM are published on the Sport Resolutions website.

Committees

The Board has six sub-committees, each of which meet prior to each Management Board meeting or as and when required. Each sub-committee reports into the Management 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.

The ARC 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 Management Board for consideration. The Risk Register is regularly updated in line with past and future business activities and strategies.

Meeting attendance by director 2018/19

Name	Role	Board meetings attended	Committees	Committee meetings attended
Edwin Glasgow QC	Chair	3 / 4	Nominations Committee	2 / 2
John Palmer	Senior Independent Non-Executive Director	4 / 4	Nominations Committee, Marketing and Service Development Committee	4 / 6
Tracy Harrison	Independent Non-Executive Director	2 / 4	Marketing and Service Development Committee, Panel Appointment and Review Committee	4 / 5
Nigel Smith	Independent Non-Executive Director	2 / 2	Audit and Risk Committee, Nominations Committee	4 / 4
Margot Daly	Independent Non-Executive Director	3 / 3	Marketing and Service Development Committee	3 / 3
Bryn Williams	Independent Non-Executive Director	2 / 2	Audit and Risk Committee	1 / 1
Martin Gibbs	Independent Non-Executive Director	1 / 1	n/a	n/a
Johanna Sheppard	Independent Non-Executive Director	3 / 4	Audit and Risk Committee, Panel Appointments and Review Committee	3 / 5
Keith McGarry	Member Director	4 / 4	Audit and Risk Committee	4 / 4
James Allen	Member Director	4 / 4	Marketing and Service Development Committee, Panel Appointments and Review Committee	3 / 5
Elaine Battson	Member Director	4 / 4	Audit and Risk Committee	4 / 4
Richard Harry	Chief Executive	4 / 4	Audit and Risk Committee, Marketing and Service Development Committee, Panel Appointments and Review Committee	8 / 9

Meeting attendance was 83.3% during reporting period.

Board Governance Changes during period:

- The "Nominations Committee" of the company is formed of the Chair, Senior Independent Director and the Chair of the Audit and Risk Committee, rather than being formed of the whole Management Board
- The Management Board sits as the National Safeguarding Panel Board
- Revised terms of reference for the NADP Board and the NSP Board
- Revised and newly formatted Risk Register

Board Personnel Changes during period:

- Resignation of Bryn Williams, Independent Non-Executive Director and Chair of the ARC
- Appointment of Nigel Smith, Independent Non-Executive Director and Chair of the ARC
- Resignation of John Kerr, Representative Director for the Scottish Sports Association
- Resignation of Margot Daly, Independent Non-Executive Director and Chair of the MSDC
- Resignation of Simon Barker, Representative Director for the Professional Players Federation
- Appointment of Martin Gibbs, Independent Non-Executive Director

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 Management Board so that any issues can be discussed and so that improvements can be made. In this reporting period the Board took part in an evaluation exercise during the Strategy Day, as well as an online evaluation. These results were summarised by the executive and discussed at the March 2019 Board meeting. The 2019 evaluation will be undertaken by an external company.

As part of the annual evaluation directors are required to complete the Conflicts of Interest Register, Skills Register, Equality Monitoring Form and the Declaration of Good Character.

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.

Skills Matrix

The matrix outlines the skills, experience and attributes which the Board has identified as being required on its Management Board. 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 33% female representation on its Management Board and 53% female representation across the company.

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 August 2019 with no matters arising.

Policy Review

The company completes an internal review of all policies on a biennial basis. A review took place in September 2018. 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.

The staff engagement survey, annual Board evaluation and feedback received through external surveys was considered by the Board at its strategy day in October 2018 and again at its meeting in March 2019. An executive report was developed for staff and Board surveys and actions have been developed and completed.

Remuneration

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

2024 Strategy

The organisation will publish its 2024 Strategy in the Autumn of 2019.

Board Structure

Directors (15)

Member Representative Directors

British Athletes Commission	Victoria Aggar
British Olympic Association	Shahab Uddin
British Paralympic Association	Elaine Battson
European Sponsorship Association	Warren Phelops
Northern Ireland Sports Forum	Keith McGarry
Professional Players Federation	vacant
Scottish Sports Association	vacant
Sport and Recreation Alliance	James Allen
Welsh Sports Association	Richard Hendicott

Independent Non-Executive Directors

Edwin Glasgow QC	Johanna Sheppard
Nigel Smith	John Palmer
Martin Gibbs	Tracy Harrison

Ex Officio

Richard Harry

Company Secretary

Ross Macdonald

Management Board (9)

Edwin Glasgow QC (Chairman)
 Martin Gibbs
 Nigel Smith
 John Palmer (Sen. INED)
 Tracy Harrison
 Elaine Battson
 Keith McGarry
 Richard Harry (CEO)
 Johanna Sheppard
 James Allen

Member Organisations



Last review (date)	September 2019
Reviewed by (name)	Board
Next review and approval due (date)	September 2020