

Recruitment & Selection of Non-Executive Members of the Board Policy

March 2019

1. Background

High quality governance is essential for BWL to operate efficiently and therefore the appropriate appointment of a strong Board of Directors is critical.

BWL understands and appreciates the positive contribution that Board Members make to the organisation and its aims and that it is essential to recruit the most suitable Directors.

BWL is fully committed to providing equal opportunities to all Board Members, employees, potential employees, past, present and potential members and participants, coaches, instructors, volunteers and officials.

Our commitment to equal opportunities ensures everyone will be treated fairly and on an equal basis. We do not condone discrimination on the grounds of sex, age, disability, race, colour, nationality, ethnic or national origin, religion or belief, sexual orientation, pregnancy or maternity or marital or civil partnership, gender reassignment or social status.

BWL firmly recognises that leadership, governance and decision making are greatly enhanced when calling on a wide range of different opinions and consequently, BWL welcomes applications for all roles from across every community that BWL serves.

BWL will exercise a robust recruitment process to ensure that Members of the Board have the necessary skills to fulfil the roles and responsibilities expected by the organisation and its members. Recruitment of Board members will take place as vacancies occur or a Director retires.

The Board's size and remit supports effective decision-making. The number of Directors at any one time must not exceed 12 nor fall below 4. The Board will decide, from time to time, on their optimum number.

2. Purpose

The purpose of this policy is to ensure that the recruitment and selection of Non-Executive Directors of the Board is carried out in an open, transparent, accessible and fair manner that enables BWL to build a diverse and fully representative Board.

3. Scope

This policy sets out the criteria that BWL will use to identify and recruit Board members in line with the Articles and refers to the recruitment of Non-Executive Members of the Board only. Please note there is a separate policy for employee recruitment.

4. Definitions

Unless the context otherwise requires, terms defined in the Articles (as defined at 4.1 below) shall have the same meaning when used in this policy.

The following additional definitions apply in this policy:

4.1 The Articles

Means the articles of association of BWL from time to time, as filed at Companies House.

4.2 Board Director

Means any Executive Director or Non-Executive Director appointed in line with the Articles and / or this policy and / or any employee recruitment policy of BWL from time to time.

4.3 BWL

Means British Weight Lifters' Association.

4.4 Chair

Means the Chair of BWL appointed in line with the Articles.

4.5 Executive Director

Means any Senior Management Director(s) appointed in line with the Articles.

4.6 Non-Executive Director (NED)

Means the Chairman and any Independent Director(s) appointed in line with the Articles.

4.7 Elected Director

Means Directors whose appointment to the Board arises from the provisions in the Articles permitting the election or appointment of Directors following approval by the members at BWL's AGM or EGM.

5. Composition of the Board

BWL is a not for profit company, limited by guarantee and controlled by the Board of Directors.

Subject to the terms of the Articles, the Board shall consist of:

5.1 One (1) Independent Non-Executive Chair;

5.2 Up to four (4) Independent Directors (non-executive roles);

5.3 Up to four (4) Elected Directors (non-executive roles);

5.4 Up to two (2) members of the Senior Management Team (one of whom must be the Chief Executive and both of whom must be appointed in an Ex-Officio capacity only); and

5.5 Any additional Independent persons appointed from time to time in accordance with the Articles.

The composition of the Board must at all times comply with the provisions of the Articles including, in particular and without limitation:

5.6 The Directors shall procure that, at all times, not less than 25% of the Board shall consist of Independent Directors.

5.7 The Directors shall aim to ensure that, where possible in accordance with the skills and competency requirements of the Board from time to time (and in particular the Skills Matrix), the Board shall:

- comprise a minimum of 30% of each gender; and
- take steps to increase representation on the Board amongst disabled persons and those from black, Asian and minority ethnic backgrounds.

6. Roles and Responsibilities of Non-Executive Directors (NED's) of the Board

NEDs are responsible for overseeing the following key areas of the organisation:

6.1 Strategy

The Board set BWL's vision, values and standards and ensure that its obligations to BWL's membership are understood and achieved. Board members also set BWL's strategic aims and ensure the necessary human and financial resources are in place for BWL to meet its objectives.

6.2 Performance

NEDs should scrutinise the performance of the Chief Executive in ensuring they meet agreed goals and objectives and monitor the reporting of performance.

6.3 Risk

NEDs should provide leadership of BWL within a framework of prudent and effective controls, which ensures risk is continually assessed, monitored and managed. Board members should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.

6.4 People

NEDs should be aware of the interests of all stakeholders and should have a prime role in appointing and reviewing the performance of the Chief Executive.

NEDs are not employees of BWL and may only receive remuneration for their role within the Board in accordance with the Articles. NEDs are entitled to claim expenses in accordance with the Articles.

6.5 Roles & Responsibilities of the Chair

The responsibilities of the Chair of the Board appointed in accordance with Article 37, shall include:

- 6.5.1 providing leadership to the Board;
- 6.5.2 setting agendas for Board meetings;
- 6.5.3 dealing with any conflicts of interest of Board Directors; and

6.5.4 overseeing the effectiveness of the individual Directors and the Board as a whole and promoting effective relationships and open communication with the Members

7. Board Members Skills

The Board will actively work to attract a diverse range of members, representative of the BWL community it looks to serve and seeks to engage. To operate effectively and make good decisions and monitor performance, the Board shall collectively possess a broad range of skills, knowledge and expertise.

All Directors should have:

- 7.1 at least 3 years Senior Management experience;
- 7.2 a thorough knowledge of and commitment to BWL's vision, mission, strategic priorities and core values;
- 7.3 a commitment to promote the highest standards of corporate governance and seek compliance wherever possible;
- 7.4 the ability to represent and promote BWL externally;
- 7.5 a knowledge of the structures, controls and politics of British sport;
- 7.6 the highest standards of integrity and probity;
- 7.7 the ability to question intelligently, debate constructively, challenge rigorously and conclude dispassionately;
- 7.8 the ability to work strategically as part of a team and to lead effectively in areas of specific responsibility;
- 7.9 the ability to attend Board meetings as required;
- 7.10 a willingness to participate in meetings, ask questions and take responsibility;
- 7.11 honesty, integrity and credibility in the BWL community;
- 7.12 tolerance and consideration of different views;
- 7.13 a track record of acting in good faith and in the best interests of the organisation;
and
- 7.14 the ability to listen, analyse, think clearly and work well with others.

In selecting persons to be appointed as NEDs, the Board will seek to ensure they are independent and that the professional or other competencies of those being appointed, contributes to a defined matrix of expertise and competency determined by the Board from time to time. This may include competencies or expertise in strategic planning and governance, finance, law, education, marketing and communications, commercial, safeguarding, human resources and other areas that may be relevant to the organisation.

8. Who cannot be a NED?

There are certain criteria that may make a person unsuitable or unable to become a Board Director. These criteria are based on a mixture of legislative and policy based best practice.

8.1 By Legislation

The relevant person:

- 8.1.1 is an undischarged bankrupt or has made an arrangement with their creditors generally in satisfaction of that person's debts;
- 8.1.2 is subject to a disqualification order under the Company Director's Disqualification Act 1986 or is otherwise prohibited from being a Director under law;
- 8.1.3 has been previously excluded from the Board of Directors of any company due to conduct or performance reasons;
- 8.1.4 is subject to an order under the Insolvency Act 1986 (failure to pay under County Court Administration);
- 8.1.5 possesses a conviction for serious or number of minor criminal offences;
- 8.1.6 is incapable of acting by any reason due to mental disorder. This includes someone who has been admitted to hospital under the Mental Health Act 1983 or a registered medical practitioner who is treating such person gives a written opinion to BWL stating that such a person has become physically or mentally incapable of acting as a Director or by reason of such person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 8.1.7 is otherwise prevented from being a Board Director (or must cease being a Board Director) as a result of any provision of the Articles.

8.2 By Policy

The relevant person:

- 8.2.1 has immediately prior to his appointment served his Permitted Term as a Director of BWL or had a gap of service as a Director of less than 4 years;
- 8.2.2 has left the employment or membership of BWL for reasons relating to their conduct or performance;
- 8.2.3 has ceased to be a Board Director, other than at the end of his/her Permitted Term as outlined in the Articles, or as a result of or in consequence of his/her employment having been terminated by BWL on the grounds of or by reason of:
 - Redundancy within the meaning of the Employment Act 1996; or
 - A relevant transfer within the meaning of Regulation 3 of the Transfer of Undertakings (Protection of Employment Regulations) 2006; or

- 8.2.4 Represents or has a close relationship with a significant stakeholder, membership or other single interest groups (eg Board, Committee or Executive member of a Home Country, Sponsor, supplier, creditor, employees). (i.e. is therefore not Independent (Refer to 9.3).

9.0 Selection

The Chair and NEDs may be appointed for their Permitted Term in accordance with the provisions of the Articles. Any Chair or NED who ceases to be a member of the Board will be eligible for re-appointment or re-election provided there is at least four years between the date of cessation and the date of re-appointment / re-election in accordance with the Articles.

9.1 Appointment of Board Members

Appointments will take place annually as follows:

- In each year the board composition and the number of Board members who are due to retire will be reviewed by the Board to ensure it can continue to run effectively and can collectively evidence it currently has the skill sets and representation for robust operation; and
- An annual succession/recruitment strategy will be devised and developed accordingly.

9.2 Appointment of Independent Chair

- 9.2.1 The Board shall appoint an Independent Chair by way of open recruitment in accordance with the Articles. This may include the appointment of a specialist recruitment agency to assist with the process. As with all NEDs, the Board shall seek to ensure that the professional or other competencies of those being appointed contributes to a Skills Matrix. The Board will appoint a Nominations Committee in line with the Articles to oversee the process and undertake interviews.

The Board may delegate such powers as deemed appropriate and desirable to the Chair.

- 9.2.2 The Board shall from time to time as it thinks fit, elect a member of the Board to be Vice-Chair and may delegate such powers as they feel desirable and appropriate.

- 9.2.3 Any Chair appointed in line with the Articles shall serve for an initial term of between two and four years, subject to the Articles. At the expiry of the term, the Chair may be reappointed for a further term of between two and four years, subject to the Articles. The Chair at the end of their term may be reappointed for a maximum of one further one year term of office, with the further possibility of re-appointment on an annual basis, subject to the Articles.

9.3 Appointment of Independent NED

When an Independent NED is sought to replace a retiring Board member, the Board will appoint a Nominations Committee to oversee the process of open recruitment in line with the Articles. The recruitment process will commence three months before a known retirement or as soon as possible after a vacancy occurs. Advertising will occur in the appropriate media, including platforms such as BWL, UK Sport, Sport & Recreation Alliance websites and other publications deemed appropriate. A specialist recruitment agency may also be considered to aid the process.

A person is classed as Independent if they are free from any Close Connection to the organisation and if, from the perspective of an 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 sport. Examples of a Close Connection include:

- a. They are or have within the last four years been actively involved in the organisation's affairs, e.g. As a representative of a specific interest group within the organisation, such as a sporting discipline, region or Home Nation;
- b. They are or have been in the last four years been an employee of the organisation; and / or
- c. They have a close family tie with any of the organisation's directors or senior executives.

Where the Board needs to fill a particular skills gap or under-representation, then the recruitment drive will focus on those areas, whilst ensuring the process remains open and fair to all potential applicants and the final decision will be made on the identified skillsets of the best and most appropriate candidate.

Applicants will be forwarded an information pack and if they wish to stand, they must complete the necessary application process and include a CV and any additional information requested. Assistance to the process can be provided to both prospective applicants and their nominees. All those that apply for the vacancy will have an eligibility check to ensure that they meet the criteria necessary to be appointed to the Board.

All applicants who satisfy the requirements will be short-listed by the Nominations Committee, taking into account any skills gap or under-representation on the Board. Those who meet the appropriate levels will be interviewed by the Nominations Committee who will determine which of the applicants have the skill sets and knowledge to fulfil the roles of a BWL Board member. Successful candidates will be recommended to the Board for appointment at the next meeting.

9.4 Appointment of Senior Independent Director (SINED)

A SINED will be appointed by the Board from the current list of Independent Directors. Nominations will be sought by the Chair and an election will be held at an

appropriate Board meeting. This position will be reviewed and re-appointed every two years.

The responsibilities of the SINED include:

- 9.4.1 providing a sounding board for the Chair;
- 9.4.2 serving as an intermediary for other Directors when appropriate;
- 9.4.3 acting as an alternative contact for stakeholders to share concerns if the normal channels of the Chair or the organisations management fail to resolve the matter under discussion or in cases where such contact is inappropriate; and
- 9.4.4 leading on the process to appraise the Chair's performance.

9.5 The Nominations Committee

Selected by the Board, the Nominations Committee shall comprise of a minimum of three Independent Directors and headed by the Chair (unless seeking a New Independent Chair when the SINED will lead the process). The Nominations Committee may appoint the CEO or other Senior Executive individual. Terms of Reference will be reviewed annually.

9.6 Co-option of Board Advisers

The Board may from time to time co-opt individuals to act as advisors to the Board. Their role would be:

- 9.6.1 To ensure the Board reflects the true diversity of the sport and is representative of all aspects of the BWL community; and
- 9.6.2 To ensure that the Board has the right skill sets to fulfil the obligations and functions of the Board as determined in Articles.

Once a skill set or under-representation has been identified, advisers can be sought by advertising in the appropriate and recognised communication platforms. The candidates will then be interviewed by the Nominations Committee. The successful individual will be appointed on a casual basis and may attend Board meetings at the invitation of the Chair. However, they will not have the right to vote at meetings and the Board has the right to terminate the co-option at any time.

9.7 Recruitment of Elected Directors

Elected Directors shall be appointed to the Board following a formal nomination process carried out in accordance with the Articles and subsequent approval for election by the Members at a general meeting. No person shall be eligible for nomination as an Elected Director unless such nomination complies with the provisions of this policy and the Articles.

When seeking nominations for Elected Directors, BWL will indicate to Members the skills the Board is seeking.

Ideally and subject to remaining compliant with the UK Sport Code for Sport Governance, at least one Elected Director shall be a recently retired elite lifter (within 10 years of performing either Internationally or at the British Championships).

No person (being the Nominee) shall be eligible for election as an Elected Director at any general meeting unless:

9.7.1 not less than six weeks before the meeting, the name of the Nominee and his / her nomination for election as an Elected Director has been given to the company secretary by notice in writing left at the BWL office and signed by two Members of BWL, accompanied by a notice in writing signed by such Nominee of his or her willingness: (i) to be elected to the Board as an Elected Director; and (ii) (if not already a Member of BWL) to become a Member; and

9.7.2 his or her election complies with the requirements laid down by this policy and the Articles.

10. Induction

Following the appointment to the Board, all new Board members will be required to take part in an induction process to help them understand the organisation and settle in their new role. It will provide them with the necessary information to effectively carry out their role.

11. Training

To enable Board members to discharge their responsibilities effectively, training and support will be provided to assist them in their role.

To achieve the right balance of retention and renewal, Board members are supported by the Chair to ensure they can operate effectively. This may include annual appraisals, refresher training, reviews, away days, networking events and recognised qualifications.

A skills analysis audit is performed annually to ensure that any skills gaps are identified and to provide relevant and up-to-date training requirements on Performance, Company Law, Equality, Diversity and Inclusivity, Development etc. Future potential Chairs or SINED's may be identified through the skills audit and appraisal process and training will be made available as part of any succession planning in case a vacancy arises.

To ensure continuous improvement, each Board member is requested to complete a self-assessment of their skills/experience in all key areas on an annual basis.

12. Policy Responsibilities

The Chair of the Nominations Committee and CEO are responsible for updating this policy.

Monitoring and Review: This policy will be reviewed every three years in line with the policy review schedule or in line with legislative changes.

13. Interdependencies

Other documents to be read in conjunction with this Policy are:

- The Articles;
- Any corporate governance handbook of BWL from time to time; and
- UK Code for Sports Governance.