

YORKSHIRE REGIONAL NETBALL ASSOCIATION
GOVERNANCE AND FINANCE COMMITTEE
TERMS OF REFERENCE

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1. REMIT AND RESPONSIBILITY

1.1 The Governance and Finance Committee (the “Committee”) has been established by the Regional Management Board (RMB), in accordance with Clause 5.4 of the constitution of the Yorkshire Regional Netball Association (YRNA), to act as a committee of the RMB in furtherance of the objects of the YRNA, which include promoting, encouraging and enabling the growth and development of the game of netball within the Yorkshire region.

1.2 The Committee is established to assist the RMB in discharging its responsibilities in relation to the governance, financial and constitutional matters of the YRNA. Without limitation, the matters to be attended to by the Committee and in relation to which recommendations will be made to the RMB for approval, where appropriate, will include the following:

- (a) take a leadership role in shaping the corporate governance of the YRNA including recommending to the RMB governance principles, policies, standards, codes, practices and procedures (including any advisory changes thereto) to support the objectives of the YRNA.
- (b) advise on the region’s governance structure and compliance processes to ensure they reflect current best practice;
- (c) recommend to the RMB proposed changes to the regional constitution, policies, governance codes, procedures, regulations, terms of reference and the regional annual membership fees;
- (d) consider and advise the RMB on the proposed annual budget for the region, including but not limited to, the annual operating budget;
- (e) measure performance against budgets at regular intervals and seek explanations for variances
- (f) review the accuracy of management reports on the income and expenditure and balance sheet position, prepared under the responsibility of, and presented by, the Regional Treasurer;
- (g) information on short and medium-term financial forecasts and planning;
- (h) advise the RMB on the terms of any treasury or investment operations;
- (i) review and advise on appropriate financial controls and procedures;
- (j) consider the effectiveness of the business risk management arrangements;
- (k) monitor the integrity of the financial statements of the Association and advise on the accuracy of the management accounts and the annual and half-year financial statements (consisting of the income and expenditure account and balance sheet, together with the notes thereon) both before and after the annual accounts have been independently examined by a qualified accountant and before they are presented to the RMB;
- (l) In particular, the Committee shall review and challenge where necessary:
 - (i) the consistency of, and any changes to, accounting policies on a year–on-year basis;
 - (ii) the methods used to account for significant or unusual transactions where different approaches are possible;
 - (iii) the clarity of disclosure in the company’s financial reports and the context in which the statements are made;
 - (iv) whether the Association has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the independent examiner, and all material information presented with the financial statements, such as the notes to the accounts and the RMB report of activities.
- (m) the financial aspects of the YRNA commercial rights programmes, including all broadcasting, sponsorship and licensing;

(n) all issues pertaining to governance, expenses regulations, financial procedures, whistle blowing and tax matters;

(o) any financial formulas covering member subscriptions, and the terms, conditions and allocations of any bursaries/grants;

(p) advise the RMB on the appointment, annual re-appointment and removal of the Independent Examiner of the YRNA accounts;

(q) investigate any activity within these terms of reference;

(r) obtain outside legal or independent professional advice, at the YRNA expense, subject to approval by the RMB;

(s) monitor the effectiveness of the Association's internal financial controls and risk management systems with a view to ensuring that the main risks are properly identified, managed and disclosed;

(t) any other appropriate matters referred to the committee by the RMB for consideration.

(together comprise the Committee's "Areas of Activity").

1.3 In the discharge of its remit and responsibilities in the Areas of Activity, the Committee shall have the authority to request from the RMB or any regional member (or any individual and/or third party as may be affiliated to or in any way connected with YRNA or any regional member county netball association) information in such form, whether verbal, written or otherwise recorded, as it may, in its absolute discretion, consider to be reasonably necessary for the proper discharge of its duties under these Terms of Reference.

1.4 In support of the Committee's activities, all YRNA constituent county netball associations will (and to the extent that it is within their power, procure that such other individuals and third parties will) provide all such information and do all such things as are reasonably within their power to facilitate the discharge of the Committee's duties under these Terms of Reference.

1.5 The Committee shall have no autonomous decision-making powers and shall act as an advisory body to the RMB, provided the Committee shall be entitled to act in accordance with the delegated authority given to it by the RMB from time to time.

1.6. The Committee should have the appropriate balance of skills, experience and knowledge of the YRNA to enable them to discharge their duties and responsibilities effectively.

2. MEMBERSHIP

2.1 The membership of the Committee shall consist of the following:

(a) the chairperson of the Committee, who will be appointed annually by the RMB;

(b) the Regional Treasurer;

(c) such additional Committee members as the RMB may determine, up to a maximum of five.

2.2 The Committee members in paragraph 2.1(c) above shall be determined by the RMB on an annual basis, normally, at the first RMB meeting following the AGM. The RMB shall have due regard to the necessary and desirable skills, knowledge and experience required for the effective operation of the Committee. Each member shall have relevant business or accounting/finance-related competence.

2.3 Subject to the contents of 2.2 above, save in exceptional circumstances, the maximum period of tenure of each additional Committee member (2.1(c) above) shall be twelve years.

2.4 The Committee may, at its discretion, request any person to attend meetings of the Committee from time to time as it deems necessary.

2.5 For the avoidance of doubt, none of the members of the Committee are entitled to appoint an alternate (or deputy) person or proxy to attend meetings or act or vote on their behalf.

2.6 Each Committee member may be required to undertake an induction process to ensure that they understand the role, responsibility and workings of the Committee and their duties to fellow members of the Committee, to the RMB and to the YRNA.

2.7 A Committee member will cease to be a member of the Committee in the following circumstances:

- (a) the person resigns her/his appointment by providing notice in writing to the chairperson of the Committee;
- (b) if the RMB considers, in its absolute discretion and for whatever reason, that it is no longer appropriate for such individual to be a member of the Committee;
- (c) where she/he is convicted of a criminal offence (other than an offence which is, in the opinion of the RMB, a minor offence); or
- (d) the person's period of tenure (as detailed in 2.3 above) on the Committee expires.

2.8 In the case of paragraph 2.7(b) and (c) above, cessation of membership of the Committee will take effect immediately and the relevant individual will be replaced, pursuant to the criteria for appointment, as quickly as is reasonably practicable.

2.9 In addition to the above, the Committee may:

- (a) (for this Committee only) have a member of the regional secretariat or any other appropriate person to act as secretary to the Committee;
- (b) utilise such other person(s) to assist the Committee as may be appropriate from time to time; and/or
- (c) request third party advisers to attend, present and speak at meetings of the Committee from time to time.

2.10 For the avoidance of any doubt, the individuals described in paragraphs 2.9 (a), (b) and (c) will not be regarded as members of the Committee and will not have any entitlement to vote or any right to participate in decision making discussion.

3. MEETINGS

3.1 Committee members shall take part in the meetings personally. Meetings will take place at such venue as the Committee chairperson (in consultation with the other Committee members) shall determine. The agenda and conduct of such Committee meetings will be at the discretion of the chairperson of the Committee (in consultation with the other Committee members, who shall be entitled to request any relevant item to be placed on the agenda).

3.2 The Committee shall meet at least four times a year at appropriate times (to coincide with key dates in the YRNA accounting cycle) and otherwise as required. The Committee may hold such additional meetings as it decides are necessary to fulfil its duties. Where necessary and practicable, any meeting may also take place at such time and venue as other committees of the YRNA are meeting. Committee meetings will not normally exceed 2 hours in duration.

3.3 Committee meetings may be held physically or virtually. Committee members may participate in a meeting of the Committee by way of audio call, telephone or video conferencing (or similar electronic equipment), which allows every person participating to hear and speak to one another throughout such a meeting without all being in the same physical place. A person so participating shall be deemed to be present in person at the meeting and, accordingly, shall be counted in the quorum and be entitled to vote.

3.4 All Committee members shall be entitled to attend each Committee meeting and the quorum at any meeting shall be 2 members of the Committee who are present and entitled to vote. All members of the Committee (including the Committee chairperson) shall be treated as being present in person at a meeting where she/he is in continuous communication with the meeting either in person or by telephone/audio/video conference. Such a member will be counted in the quorum of the meeting and shall be entitled to vote. A duly convened Committee meeting at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.5 Any action that may be taken by the Committee at a meeting may also be taken by a resolution consented to in writing or email by a simple majority of the Committee members

provided that a copy of the resolution is sent to all voting members of the Committee.

3.6 Where a resolution has been circulated to a Committee member pursuant to clause 3.5 above and has not been received back by the Regional Co-ordinator within 21 days of being sent out, that Committee member will be deemed to have approved the resolution.

3.7 The Committee chairperson is responsible for ensuring all Committee members receive the agenda and accurate, timely and clear information and papers on agenda items at least 5 working days before each meeting (to enable full and proper consideration to be given to the issues) and that adequate time is available for discussion of all items at meetings, within the agreed over all time limit.

3.8 Members of the Committee are required to carefully read the agenda and all papers sent to them before the meeting and take an active part in the discussions and thereby make an effective contribution to each meeting. They should also be able to commit sufficient time to discharge their responsibilities effectively on detailed work for the Committee, which may be required in between meetings.

3.9 The Committee chairperson shall chair all meetings of the Committee. In the absence of the Chairperson, the Committee members present at the meeting will appoint one of their numbers to chair the meeting and may, at any time, remove her/him from that role.

3.10 Minutes of each meeting will be prepared (normally) by the secretary to the Committee as soon as reasonably practicable after each Committee meeting. They will be circulated to Committee members as soon as possible after the meeting and no later than 5 working days before the next Committee meeting.

3.11 The Committee is a working committee and attempts should be made to reach a consensus, so that voting will not usually be required. However, on occasions where consensus cannot be reached, then the Committee will resolve such issues by voting. The following individuals only shall be entitled to vote:

- (a) the Chairperson of the Committee;
- (b) the Regional Treasurer; and
- (c) each additional Committee member.

3.12 For the avoidance of doubt, all third-party advisers, members of the regional secretariat and *ex-officio* members of the Committee (including the Regional Chairperson) will have no right to vote.

3.13 Resolutions shall be passed by a simple majority vote. In the event of a dissenting vote being recorded, then, to the extent that such dissent relates to any recommendations or report that are subsequently put to the RMB, the dissenting opinion(s) must be presented simultaneously to the RMB for it to consider at the same time that the relevant recommendations and/or report are presented. In the event that there are an equal number of votes, the Committee chairperson shall have an additional casting vote.

3.14 If any member of the Committee is involved either directly or indirectly in a matter, either personally or on account of interests they represent, shall abstain from discussion and voting. Any such involvement shall be made known to the Committee chairperson either before the start of the meeting or before the start of the relevant agenda item.

3.15 The Committee may agree separate procedural rules to regulate its business and meeting procedures provided that such rules shall not be in conflict in any way with the YRNA constitution and regulations or these Terms of Reference.

3.16 Members of the Committee must act in accordance with the powers set out in these Terms of Reference and must exercise independent judgement taking reasonable care, skill and diligence, whilst avoiding conflicts of interest.

4. REPORTING / PERFORMANCE OF DUTIES

4.1 The Committee shall report to the RMB on a regular basis, as and when required by the RMB or when the Committee considers it necessary to report on a specific matter in advance

of the next RMB meeting. In particular, the Committee shall ensure that the RMB is aware of matters which may impact significantly on the financial position of the YRNA.

4.2 All matters discussed, papers prepared and materials disclosed as part of the Committee's activities are strictly confidential and shall not be disclosed to any third party (other than the RMB) without the consent of the Committee chairperson, unless it is required by law or such information is already within the public domain. Such obligation shall remain even after any relevant period of appointment has expired.

4.3 All information provided to the Committee shall, unless otherwise agreed with the Chairperson in advance, become and remain the property of the RMB even after any relevant period of appointment has expired.

4.4 The Committee shall oversee the relationship with the Independent Examiner of the YRNA financial accounts including (but not limited to):

- (a) recommending to the RMB annually the amount of their remuneration;
- (b) considering and approving the remit of their overall terms of engagement and their detailed engagement letter issued prior to the start of each examination;
- (c) reviewing the findings of the Independent Examiner and any proposed response thereto.

4.5 The Committee shall annually review its own performance and effectiveness, together with that of each of its members. This will determine whether the Committee has met its objectives and whether each member continues to contribute effectively and demonstrates her/his commitment to being a member of the Committee.

4.6 In performing their duties and functions described in these Terms of Reference, each Committee member must act in the best interests of the game of netball, in accordance with their fiduciary duties and in accordance with their individual responsibilities under the YRNA Code of Ethics.

5. GENERAL PROVISIONS

5.1 The Committee may, after first informing the Regional Chairperson, obtain such external third party professional advice (e.g. from experts, consultants, lawyers etc.) as it deems reasonably necessary on any matter within these Terms of Reference. The YRNA shall be fully responsible for any such costs and expenses properly incurred directly or indirectly by any such third party.

5.2 Members of the Committee are volunteers and the YRNA will reimburse any reasonable costs and expenses actually incurred by them on YRNA business, in their capacity as a member of the Committee, in accordance with the YRNA Expenses Regulations,

5.3 The YRNA hereby agrees to indemnify and keep indemnified each member of the Committee from and against all liabilities, obligations, losses, damages, suits and expenses which may be incurred by or asserted against the Committee member in such capacity, provided that such indemnity shall not extend to those liabilities, obligations, losses, damages, suits and expenses which have been incurred as a result of any negligence, fraud or wilful misconduct of the Committee member.

5.4 These Terms of Reference will be reviewed as and when required by the Committee or the RMB to ensure they remain fit for purpose.

5.5 These Terms of Reference shall be governed by and construed in accordance with English law. If any dispute arises in relation to the interpretation or application of these Terms of Reference, then such dispute will be determined by the RMB. For the avoidance of doubt, no disputes, appeals, questions or interpretation or any other matter in relation to these Terms of Reference shall be submitted to any other process other than as set out in this paragraph 5.5.

5.6 These amended Terms of Reference were approved by the RMB on the 8th November 2021 and came into full force and effect immediately. Any subsequent amendments to these Terms of Reference must be approved by the RMB.