

GOVERNANCE REVIEW FOR THE BRITISH JUDO ASSOCIATION

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Report by Jonathan Hall

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Abbreviations

BJA British Judo Association

EJU European Judo Union

FIFA Fédération Internationale de Football Association

IAAF International Association of Athletics Federations

IJF International Judo Federation

UCI Union Cycliste Internationale

Chapter 1: Introduction

Scope of Review

1. In June 2016 the BJA invited applications for an independent review of the BJA's governance processes together with a review of its Memorandum and Articles.
2. The review was to cover a full review of the Memorandum and Articles and specifically the Board structure – its composition, size, responsibilities, representation, diversity and skills, term lengths for all directors including the Chair, selection processes for all directors including the Chair, and the role and purpose of Council, Panels and Commissions.
3. The review also required recommendations on the ongoing operation of the Board such as skills based assessments, Board evaluations, conflict of interests, confidentiality, transparency and other good practice.
4. A timeline for implementation and draft new Memorandum and Articles were required.
5. The aim was to produce a report for the BJA Board by the end of September in order that recommendations could be considered for the AGM at the beginning of November.

Appointment and Steering Group

6. Following an open tender process I was asked at the start of July to carry out the review for the BJA. The BJA appointed a Steering Group to oversee the review on behalf of the Board. The Steering Group consisted of Board representatives, a senior member of the BJA Council, the Chief Executive and representatives from UK Sport, Sport England and the Sport and Recreation Alliance.

Reasons for the Review

7. There were a number of reasons for the Review. In May 2016 the UK Government published a Charter for Sports Governance in the UK which set out some key governance principles that they expect all sports in the UK to follow. The Government have asked UK Sport and Sport England to produce a new Governance Code for Sport in the UK building on the existing UK Sport and Sport England governance requirements and adopting the principles in the Charter. Furthermore, the BJA itself recognised the need to review the governance of the sport more generally as it has set out in its recently published Strategic Plan for 2017-2021. A further catalyst was the circumstances surrounding the unfortunate withdrawal of the 2015 European Judo Championships in February 2015 and the governance recommendations arising from an independent review into it. The spotlight on sports governance has been growing over the last few years not least with what has been seen with the problems at international sports governing bodies such as FIFA (football), the UCI (cycling) and the IAAF (athletics) so, in light of all this, the Review is a sensible step for the BJA to take.

Conduct of the Review

8. In order to inform my review, a series of consultation meetings were arranged across the country during August and a questionnaire was published on-line on the BJA website (see Appendix 1 for the Questionnaire). I have also carried out a desktop review of relevant documentary material and sought views from some of the principal stakeholders such as UK Sport, Sport England as well as some other sports.
9. The consultation meetings were largely well attended and generally I received helpful and constructive views on how the BJA governance might be improved. A copy of the Governance Presentation at these meetings is attached at Appendix 2. There have been 139 responses to the on-line questionnaire and in many cases the respondents have provided helpful comments in addition to answering the initial questions. I would like to thank all those that took the time and effort to attend one or more of the consultation meetings and/or responded to the questionnaire as their views have helped me understand the current governance arrangements and have stimulated my ideas on what recommendations to make.
10. I would also like to thank the Steering Group for their important and valuable input and oversight, in particular given their closer knowledge and experience of the BJA which they have helpfully shared with me.
11. During the consultation it became apparent to me that there are a few people that may believe that I am under some sort of instruction or influence to make certain recommendations whether from within the BJA itself or from UK Sport/Sport England. It is therefore important for me to stress that whilst the recommendations in this report have of course been informed by many others during the consultation process, they are my own recommendations and I have made them freely without any instruction or undue influence.
12. After the executive summary and summary of recommendations, the report is broken down into a short contextual analysis of the issue of governance as it is important to understand what the report is aimed at as well as what it is not aimed at. The report then goes on to look at the Membership before moving onto the Council, then the Board and finally the Panels and Commissions. At the end there is also a short section with a few additional observations aimed at helping to improve the way the BJA carries out its business.

Further timing considerations

13. During the consultation process, the Board decided to offer further consultation with the members on the findings of the report. So, the intention is to present the report to the Council immediately prior to the AGM and then to the members at the AGM at the beginning of November, following a presentation to the Board towards the end of October.
14. The Board will also consider what further consultation is required, if any, before calling a further General Meeting for no later than the end of February 2017 for the approval of relevant changes to the BJA Memorandum and Articles.

Chapter 2: Executive Summary and Summary of Recommendations

Executive Summary

The BJA has sensibly decided to review its governance arrangements in light of the publication of the Government's Charter for Sports Governance in the UK and in line with its recently published Strategic Plan 2017-2021 as well as taking into account recommendations from the Hamblins Review into the withdrawal of the 2015 European Championships,

Following a consultation process towards the end of the summer including an on-line questionnaire and a series of roadshows around the country, this report makes a number of recommendations for the BJA to consider in line with the review that I was requested to carry out.

One of the main themes coming out of the consultation was the need for the BJA to improve its engagement with the membership. The BJA does already provide a lot of information on its website which it has also recently reformatted. However, some things are hard to find and one or two things are not always updated promptly so a real focus on membership engagement, not just through the website, and in the ways I recommend in the report, would be a major improvement. In particular the consultation meetings themselves have shown the value of face to face engagement.

Many of my recommendations deal with the need to clarify the roles and responsibilities of different parts of the BJA so that there is a clear understanding on how the Board runs the organisation on behalf of the members and is accountable to them like any member or shareholder organisation. Much of my focus is also on how the BJA through its Board makes its decisions and looks at ways in which it can improve that process for the benefit of the sport.

The recommendations are drawn from best practice in both the corporate and sports worlds and are aimed at providing an efficient and effective decision making process and structure for the BJA.

Overall, the BJA's governance is in reasonably good shape and it has clearly made a lot of progress both in terms of its decision making structures and its processes. Unfortunately the situation surrounding the withdrawal of the European Championships has understandably clouded that progress and by commissioning this report, the BJA Board are demonstrating that they want to make further progress and improvements.

The recommendations, if implemented, should put the BJA in a good position in relation to the principles set out in the Charter for Sports Governance. It remains to be seen if they will meet all the requirements of the new Sports Code which is due out in the autumn but the recommendations should put the BJA in a much stronger position.

Whilst it is of course possible to break the recommendations down, many of them interlink and I strongly advise any reader to review all the recommendations before forming a view on any or all of them.

At the end of the report I refer to the importance of an organisation having a healthy culture. As I said during the consultation, whilst an organisation should put in place good governance structures and processes, the culture of an organisation also needs to be right. This needs everyone involved in the BJA (at whatever level) to demonstrate that they believe in the governance structures and processes and for the leadership of the organisation to drive this. But it is not just down to the leadership – everyone has to play their part in acting positively and constructively to drive the organisation forward to help it try and achieve its strategic objectives, whether that be winning medals at the elite end of the sport or encouraging a thriving grassroots.

Summary of Recommendations

Recommendation 1: Membership composition

In the next year or two, the BJA should review its constitutional membership in order to improve its democratic process and this should include consideration of a constitution based on individual membership in order to create a direct connection to individual stakeholders.

In all sports, the governing body's most important stakeholder is the individuals that take part in the sport be they amateur or professional, players, coaches, referees/umpires/officials, administrators etc..

The BJA like many sports have clubs as its constitutional members. With clubs there is always a debate around what criteria are fair to allow a club to become a member and to obtain a vote and it therefore seems sensible for the BJA to review its membership structure at some point.

Recommendation 2: Role of Council

- (i) Clarify the role of Council as a non-executive monitoring and oversight body on behalf of the membership as well as providing advice on the grassroots of the sport and acting as ambassadors for the BJA's strategic plan; and**
- (ii) in order to do this effectively, to hold 3 Council meetings a year in the quarter years when there is no general meeting (e.g. Council in Q1, Q2 and Q3 with the AGM in Q4). Council should also have the ability to call a meeting with the Board if it feels it needs to do so and an issue cannot wait until the next scheduled Council meeting.**

During the consultation it became apparent that the role of Council was neither clear nor properly understood. Many people were not aware that a Council existed or what it did.

Council's role should be clarified as a monitoring and oversight body for the Board on behalf of the membership. It should also act as a sounding board by offering advice on the grassroots

of the sport as it is meant to do currently. Whilst the main channel of communication from the Board to its members should be via the various modern methods such as a website, intranet etc., the Council can also act as ambassadors for the sport's strategic plan and help ensure that all members understand and support a shared approach to the development of the sport. It should however continue to allow the Board to run the organisation and be the main decision-making body; Council should have no executive function.

Recommendation 3: Council members' term

Subject to transitional provisions, Council members should be appointed/elected for an initial 4 year term and thereafter be eligible for re-appointment/re-election for one further 4 year term only.

Currently appointments of Council members "...normally last for two (2) years but membership may be revoked at an earlier date by the appointing body." It is not clear what happens after the 2 year period or if there is any sort of term limit. In practice Council members stay on Council for a long period of time. I suggest that this is tidied up both to clarify matters and to ensure a greater degree of turnover by mirroring my recommendations on the Board directors i.e. a maximum of two 4 year terms.

Recommendation 4: Composition of Council

- (i) Leave the composition of Council as it is for the time being while the role is clarified and Council has an opportunity to fulfil its role properly (subject to (iv) below);**
- (ii) review the position in a couple of years;**
- (iii) continue with the youth advisory group; and**
- (iv) ensure there are no Board members on Council in order that no individual is on both bodies at the same time.**

If one of the roles of the Council is to monitor and oversee the work of the Board on behalf of the membership then it is important that an individual is not on both bodies at the same time.

In order to engage better with the younger members of their sport, some sports organisations have also set up a youth advisory group or council to operate separately from the Council to advise and offer opinion on the sport from a young person's perspective. The BJA already has a youth advisory group and should continue with it.

Recommendation 5: Board number

Reduce the maximum Board number to 12 and start putting in place a plan to reduce it at some point in the future to 8-10 directors.

To be an effective decision-making body, the Board should avoid becoming too large. General consensus seems to be that a good size for a Board is somewhere between 5 and 12, ideally 8-10, depending on the nature of the business.

Recommendation 6: Board Diversity

- (i) Increase the number of elected positions that the Board can convert, if required, to appointed positions to up to 2 and to broaden the reference to include any diversity gap (not just gender); and**
- (ii) increase the number of women on the Board by at least one in line with the Charter for Sports Governance.**

It is important for the boards of national sports governing bodies to be appropriately diverse in their make-up to ensure that the board is best able to understand the broad cross section of people involved in its sport and to encourage diversity of thought and input to the decision-making process.

Specifically the Charter refers to increasing the target for women on boards to 30% (from 25%) and further consultation on the introduction of other specific targets including for BME and disability representation on boards.

Recommendation 7: Board Diversity advisory groups

The Board should consider setting up one or more advisory groups to assist it on certain diversity issues and nominate a lead Board member for each such group.

Whilst it is important that the Board itself is sufficiently diverse, a further way in which it can ensure that its thinking and decision making is as diverse as possible is to use advisory groups to assist it.

Recommendation 8: Independent Directors

In order to at least meet the current ideal governance requirements, the BJA should replace one of the elected director positions on the Board with a further independently appointed director, subject to any transitional arrangements.

The Charter requires organisations' decision-making bodies to include a sufficient number of people who are free from a close connection to the organisation and who can provide constructive challenge. The existing requirement is for a minimum of 25% (ideally a third) of the Board to be such persons. The BJA should look to meet at least the ideal existing governance requirement of a third of the Board being independent.

Recommendation 9: Elected Directors nomination process

Change the process for putting candidates forward for the position of elected director by removing the requirement for them to be nominated by an area and replace it with the endorsement of a minimum number of clubs.

The customary requirement for candidates to be nominated by an area appears to be quite restricting and may explain why there have been few candidates in recent times. During the consultation it was felt that changing this to a requirement for the support of a minimum number of clubs would open the election up to a wider range of people.

Recommendation 10: Elected Directors criteria

Create a process by which candidates for the elected director positions can be screened before going forward for election, based on certain skills based and diversity criteria (mandatory and/or desirable) required to be a Board director.

In order to ensure that there is a good spread of relevant skills across its Board and that Board members have both the time and ability to carry out what is increasingly, and rightly, a challenging role, the BJA should issue criteria that they would like to see their elected directors to have. The aim should be to encourage people who are able to offer the expertise that the Board needs but who are elected by the membership. A Nominations Committee can carry out this role. As part of this process the Nominations Committee should also take into account the need for diversity on the Board.

Recommendation 11: Elected Directors term

Change the term length for Elected Directors from 3 year terms to 4 year terms (and retaining the maximum two term limit).

It would be better to create consistency of term length and term limit across the different directors and a 4 year term will enable all directors to get to grips with Board matters better than a 3 year term in the case of Elected Directors.

Recommendation 12: Independent Directors appointment process and term

- (i) The Nominations Committee should be responsible for the recruitment process for the Independently Appointed Directors and for recommending the best candidate(s) to the Board for approval; and**
- (ii) introduce an initial 4 year term for Independently Appointed Directors with the right to be re-appointed for one further 4 year term.**

It makes sense to give the Nominations Committee the responsibility for recruiting the Independently Appointed Directors. It would also be better to create consistency of term length and term limit across the different directors and a 4 year term will enable all directors including the Independently Appointed Directors to get to grips with Board matters.

Recommendation 13: Home Association Directors various issues

- (i) Discuss with the Home Associations of Scotland, Wales and Northern Ireland:**
 - (a) removing the requirement for the director to be the chair of the relevant home association, and that the BJA allow flexibility for that in their Articles now;**
 - (b) agreeing to a maximum of two terms of 4 years (the same as for the other directors); and**
 - (c) that they take into account the criteria for the BJA Board when selecting their representative; and**
- (ii) in the case of the English representative:**
 - (a) the BJA adopt the same process as for the elected directors on the Board i.e. candidates for that position are screened by the Nominations Committee before going forward for election, based on certain skills based and diversity criteria (mandatory and/or desirable) required to be a Board director; and**
 - (b) introduce an initial 4 year term for the English representative with the right to be re-appointed for one further 4 year term.**

The requirement for the relevant representative to be the chair in the case of Scotland, Wales and Northern Ireland seems unnecessarily restrictive. It would be better to allow flexibility over the election/appointment and to encourage the home associations to consider the requirements for being a director on the BJA Board (looking at the Board as a whole) when they are electing/appointing their representative in the same way as for the other directors. There should also be a similar term and term limit for those representatives i.e. two terms of 4 years.

In the case of the English representative on the Board, it would be sensible to adopt the same process as for the elected directors whereby the Nominations Committee screen candidates before going forward for election and that the same term and term limits are introduced (i.e. a maximum of two terms of 4 years).

Recommendation 14: Staggering of Director appointments

Stagger the director elections/appointments by, subject to transitional arrangements, alternating the election/re-election of Elected Directors/the Chair on the one hand and the appointment/re-appointment of Independently Appointed Directors on the other.

The BJA should avoid all the director positions from coming up for election/re-election/appointment/re-appointment at the same time. There are various ways of “staggering” the elections. It should be possible, with transitional arrangements, to create a process where the election/re-election of Elected Directors/the Chair on the one hand and the appointment/re-appointment of the Independently Appointed Directors on the other is alternated.

Recommendation 15: Chair

- (i) Draw up a set of criteria for the role of Chair of the BJA Board (see Appendix 3 for an Example Job Description for the role of Chair);**
- (ii) the Nominations Committee on behalf of the Board should carry out a transparent appointment process on the basis of the criteria that have been drawn up and which should be open to any individual including from the BJA membership as well as external candidates;**
- (iii) those individuals should be assessed against the criteria and the Nominations Committee, having carried out a proper recruitment process, should then recommend the best candidate (or candidates) to the Board for final approval;**
- (iv) if the Board decides not to approve the recommendation, then it should refer the matter back to the Nominations Committee explaining why it feels the recommended candidate is not the best person for the role to enable the Nominations Committee to consider its recommendation again; and**
- (v) ultimately it will be for the Board to decide who the best candidate is and to appoint that person as Chair.**

The role of Chair of the BJA is demanding and requires the individual to have the appropriate organisational/financial/governance skills and experience. It is also a non-executive role. One of the difficulties of having the Chair elected by the membership is that it becomes more of a

popularity contest rather than an objective selection process to find someone who meets the important criteria for the role.

Consistent with the need to find the best person for the role of Chair, a set of criteria should be drawn up for the role. The Nominations Committee on behalf of the Board should carry out a transparent appointment process on the basis of the criteria that have been drawn up and which should be open to any individual including from the BJA membership and external candidates.

Those individuals should be assessed against the criteria and the Nominations Committee should then recommend the best candidate (or candidates) to the Board.

By appointing the Chair in this way, the BJA will be following much of the best practice in the corporate and sports worlds.

Recommendation 16: Senior Independent Director

The BJA Board should appoint one of its independent appointed non-executive directors to be the senior independent director in order to carry out the role as outlined in the UK Corporate Governance Code and subsequent guidelines including:

- **acting as a sounding board for the Chair**
- **acting as an intermediary for the other directors, where necessary**
- **leading the evaluation process of the Chair.**

It is good practice to nominate one of the independent non-executive directors as the senior independent director whose role is to provide a sounding board for the Chair providing support for the Chair in the delivery of his/her objectives and to serve as an intermediary for the other directors, when necessary. The senior independent director would also lead the evaluation of the Chair on behalf of the other directors.

Recommendation 17: Board Committees

The BJA Board should:

- (i) rename its Finance, Risk and Governance Panel as the Audit and Risk Committee and check that its role is set out clearly;**
- (ii) establish a Nominations Committee – to ensure that the membership is properly represented in the appointment processes it should have representatives from Council as well as the Board (see next recommendation); and**
- (iii) establish a Remuneration Committee.**

During the consultation it also became apparent to me that there was some confusion over the role of at least some the Panels and/or Commissions. Such a lack of clarity and confusion is unhelpful.

In line with the principles of good corporate governance, the Board should have 3 standing committees: an Audit and Risk Committee, a Nominations Committee and a Remuneration Committee.

Recommendation 18: Nominations Committee

The Nominations Committee should comprise 5 people: 3 Council members, 1 of the independently appointed Board members and be chaired by the senior independent Board director.

In order to ensure that the membership is properly represented in the appointment processes I suggest that it is composed primarily of Council members, given their role of assisting the membership with holding the Board to account and acting as a sounding board for the Board by representing the wide interests of the sport. It is important that the Board is also represented and it seems sensible that this is done by the independent directors to ensure objective leadership of their work.

Recommendation 19: Panels/Commissions – delegated matters

The BJA constitution should make it clear that it is the Board that decides on the role of the Panels/Commissions and any other body to which it decides to delegate any matters.

In order to operate effectively the Board will need to delegate certain matters either to the Chief Executive and his team or to other bodies. The Board retains overall responsibility for all matters (save for those that have to go to the members in General Meeting) and it is therefore up to the Board to decide what is delegated and on what basis.

Recommendation 20: Panels/Commissions - number

The Board should complete its review of the current list of Panels and Commissions and their TORs to check which ones will continue to be required and to ensure that their role is clear. The number of Panels and Commission should be streamlined.

The Board is currently reviewing the list of Panels and Commissions and their TORs. It is important for that work to be completed to ensure they are indeed required and fit for purpose.

It is best practice not to have too many bodies that are delegated issues by the Board as it will make it harder to define clearly what the role of each such body is and there is a danger that different bodies will start considering the same/similar issues from the same/different

perspectives leading to potential confusion and conflict. It also makes the Board's role of overseeing the various bodies more complex. I would therefore suggest that the current list of Panels and Commission is streamlined as much as possible.

Recommendation 21: Athletes' Commission

The BJA continue with its Athlete Forum Commission.

It is regarded as good and important governance in sports organisations that there is a specific avenue for the athletes to make their representations and to have a voice; this is often done through an athlete's commission or advisory group of some sort.

Recommendation 22: Panels/Commissions – publication

The Board should publish the role and composition of the Panels and Commissions once they have been reviewed and finalised.

It is also important that the Board ensure that the role and composition of the Panels/Commissions is clearly published to the membership so that everyone understands the overall decision-making process of the BJA.

Recommendation 23: Panels/Commissions – meeting management

Each Panel and Commission should produce notes or a more formal minute of its meeting highlighting in a cover note any areas where it needs a decision of the Board and/or advice/guidance from the Board.

In order for the Board to monitor the work of the Panels and Commissions effectively, it is also essential that each Panel and Commission produces notes or a more formal minute of their meeting and highlights the issues for the Board to consider.

Recommendation 24: Panels/Commissions – appointment of chairs

The Board should appoint individuals that have the time and the skills to chair the Panels/Commissions; they may or may not be Board members.

Currently the Board appoint the Chair of each Panel/Commission. The Board should appoint individuals who have the skills to chair the meeting and act as a reliable communicator between the Board and the relevant Panel/Commission; such individuals may or may not be a Board member.

Recommendation 25: Panels/Commissions - composition

- (i) Panel/Commission members should be selected on the basis of their ability to do the role required;**
- (ii) the Nominations Committee should be tasked with recommending to the Board the selection of Panel/Commission members;**
- (iii) the Board and Nominations Committee should make sure there is appropriate diversity and representation in the selection;**
- (iv) Panels/Commissions should be no more than a maximum of between 8-10 people in line with corporate governance principles for boards; and**
- (v) the BJA should consider renaming some or all of the Panels/Commissions.**

The Board should ensure that all those on the Panels/Commissions are selected for their ability to do the role required by the relevant Panel/Commission and that should be their primary focus in selection.

They should also ensure that there is appropriate diversity and representation in the selection so that the Panels/Commissions are seen to be credible bodies by all those involved in the sport.

They should also make sure that the size of the Panels/Commissions does not become too big and renaming the Panels/Commissions may help with creating a fresh start.

Recommendation 26: Director Handbook and Induction

- (i) The BJA should review the current handbook to prioritise the issues that are more important and relevant to the operation of the Board (e.g. directors' legal responsibilities, the powers and role of the Board) and the ones that are relevant to the employees as a whole or certain departments (e.g. company car and accommodation policies); and**
- (ii) subject to recommendation (i), the BJA should continue with its thorough induction process for new directors and, if it does not already do so, it should seek feedback from new directors to see if any improvements can be made.**

The BJA provide a full induction for directors by providing all key information a director may require via a handbook and arranging visits by new directors to the offices to meet key staff who help explain a little more about the work of the BJA.

However rather than bombarding new directors with too much information, the focus should be to provide the new director with essential information that he/she needs immediately on

appointment. Less essential information can be provided in the few months after appointment and information that is only relevant for employees need not be provided.

Whilst the current handbook is extremely thorough, it is too long and there is a danger that it is not read or followed in practice so streamlining it will help avoid that. Combined with the rest of the induction process, a new director should be able to get a good understanding of the requirements early on.

Recommendation 27: Levels of Authority

As part of the review of the handbook, the Board should review the levels of authority document to ensure the authorities are set at an appropriate level.

The current levels seem to set a reasonable balance between what the executive, the Finance, Risk and Governance Commission and the Board are able to sign off. However as part of the review of the handbook the Board should take the opportunity to review the levels of authority and be comfortable that they are set at an appropriate level.

Recommendation 28: Board Evaluation

- (i) The BJA Board should evolve and strengthen its annual Board evaluation process to ensure there are suitable individual self-assessments of each Board member and subsequent discussions with the Chair along with an evaluation of the Board as a whole to assess how it might improve its effectiveness;**
- (ii) the Chair should lead the evaluation process and the outcome of the annual process should be noted and any actions followed up;**
- (iii) ideally the Board should also carry out an external evaluation every 3 or so years; and**
- (iv) the Board should also evaluate the work of the bodies to which it has delegated matters.**

An effective board needs to monitor and evaluate its own performance annually, both as a group and individually. One of the roles of the Chair is to lead this evaluation and address the outcomes. Ideally the Board should also carry out an external evaluation every 3 or so years. The Board should also evaluate the work of the bodies to which it has delegated matters.

Recommendation 29: Board Skills Assessment

The BJA Board should complete its skills assessment and then review it annually; this could be done at the same time as the annual Board evaluation. There should be a fuller re-assessment every 4 years or so (or sooner if there are major changes to the make-up of the Board any earlier).

It should use this assessment to:

- (i) help it to identify new Board members with the relevant skills that the Board needs – and include the relevant skills as being desirable or essential in any criteria for that Board position;**
- (ii) identify possible areas of training for individual Board members or the Board as a whole; and**
- (iii) understand where the Board would need external advice.**

In addition, but slightly different from the annual board evaluation, a board should carry out an assessment of the skills of the board members and compare that with an assessment of the skills that the board believe they need as a whole. This will help identify strengths and weaknesses of the board as whole as well as identify any skills gaps. The BJA are working with the Sport and Recreation Alliance on this already.

Recommendation 30: Conflicts of Interest

- (i) As part of the review of the BJA handbook, it should reconcile the conflict of interest policy in the Articles with the policy in the handbook;**
- (ii) the review should include a provision whereby directors should avoid having any significant financial conflict of interest and, in the event of it being unavoidable, make it clear that in such circumstances they will play no part whatsoever in the BJA's decision making regarding the conflicted matter;**
- (iii) the BJA Board members should set out a declaration of their interests and these should be recorded for all Board members to see;**
- (iv) the declaration of interests should be updated at least annually (if possible, quarterly) and individual Board members should update it as soon as they become aware of an actual or potential conflict;**
- (v) the Board should also review the actual conflict of interest provisions annually to ensure that they remain fit for purpose;**

- (vi) Board members should also ensure that any potential or actual conflict on an issue is raised prior to that issue being discussed by the Board in order that the Board can determine how best to deal with such conflict; and**
- (vii) the Board should also ensure that a copy of the conflict of interest policy and the declaration of interests is available at Board meetings and any other time any Board member wishes to see it.**

A board should have a conflicts of interest policy in place setting out how it identifies and manages conflicts. It should also require all board members to make an annual declaration of any conflicts in line with the policy and to keep this up to date at least once a year (if possible, quarterly).

The BJA has conflicts of interest provisions for its directors set out in its Articles and there is also a duty for directors to avoid conflicts of interest as part of their fiduciary duties under the Companies Act. There is also a conflicts of interest policy in the BJA handbook. These should be checked and reconciled as part of the review of the handbook in the earlier recommendations.

The review of this area should include a provision whereby directors should avoid having any significant financial conflict of interest and, in the event of it being unavoidable, make it clear that in such circumstances they will play no part whatsoever in the BJA's decision making regarding the conflicted matter.

Recommendation 31: Risk Management

The BJA Board should continue to monitor and update its existing risk register but do so on a quarterly basis in order to avoid it become too much of a routine and administrative exercise.

It is good practice for the boards of organisations to have a formal risk management process by which risks are identified and managed/mitigated.

The BJA has a Risk Policy in its handbook and it has carried out a risk assessment and created a risk register which it monitors regularly at every Board meeting. A disadvantage of doing this too often is that it can become too routine and as a result Board members may lose focus on it so it may be better to do this once a quarter and perhaps at the same time as the Board review the strategic plan.

Recommendation 32: Strategic Planning

The BJA Board should continue with its strategic plan and the practice of creating an annual business plan and an aligned financial budget. It should also continue to monitor the strategy via the annual business plan at least quarterly and the financial budget each month.

A key role of the board is to oversee the strategic direction of an organisation. The BJA Board has recently finalised a new strategy for the 2017-2021 period. The BJA Board should continue its practice of reviewing the plan regularly to ensure that it focuses on the strategic direction of the BJA.

Recommendation 33: Board Confidentiality

The BJA Board should draw up a confidentiality policy for all Board directors and ensure it is made clear to all of them.

Confidentiality for board directors is important. First, directors should maintain confidential any material non-public information about the organisation and its performance. Second, directors should maintain confidential the discussions that take place in the boardroom. This latter requirement is essential to ensure the necessary trust and teamwork between board directors in order for the board to operate effectively.

The BJA Board should ensure they have a clear confidentiality policy.

Recommendation 34: Stakeholder Engagement

The BJA should look at ways of improving its engagement with its stakeholders including:

- (i) ensuring that the website contains relevant information on a timely basis and which is clearly signposted; specifically the BJA should review the new format of its website to reduce any teething problems;**
- (ii) exploring the use of a club/member intranet service to improve engagement with its members;**
- (iii) publishing Board meeting minutes and/or a summary of the key issues discussed and decisions made by the Board with an explanation of the reasons; and**
- (iv) finding more opportunities for the senior decision makers to meet face to face with stakeholders e.g. around certain judo events.**

Engagement with the sport's members/stakeholders is crucial and the more the Board can improve this the more effective its decision making will become as it listens to the views of the stakeholders and explains the work of the Board and the BJA's progress against its strategy. This is one of the board's key responsibilities and is a main principle in the Charter for Sports Governance in the UK.

Recommendation 35: Bribery, Gift and Hospitality policies

The existing bribery and gift and hospitality policies should be reviewed as part of the overall review of the handbook and the Audit and Risk Committee should be responsible for keeping them under review and ensuring the gifts and hospitality register is kept up to date in line with the policies.

Following the Bribery Act 2010, it is important for organisations to have an anti-bribery policy in place. Such a policy in sports governing bodies will often include a reference to gifts and hospitality in particular i.e. what gifts and/or hospitality may be given and/or received by board members and employees. The BJA has both a bribery policy and a gift and hospitality policy in its handbook for both employees and Board members. These should be reviewed as part of the overall review of the handbook. The gifts and hospitality register referred to in the policies should also be kept up to date.

Recommendation 36: Whistleblowing policy

- (i) The BJA should review its “internal” whistleblowing policy as part of the overall review of the handbook, including to ensure that there is a whistleblowing mechanism where an issue relates to the Chairman (e.g. where an individual can refer to the Senior Independent Director or another senior elected director); and**
- (ii) The BJA should use its Conduct and Complaints Commission and Policy as the mechanism by which broader whistleblowing issues within the sport of judo in the UK can be raised and dealt with and it should take the opportunity to review the process by which the Commission operates to ensure that these broader whistleblowing matters can be dealt with appropriately.**

A whistleblower is a worker who reports serious wrongdoing within an organisation. A whistleblower should not be treated unfairly for “blowing the whistle”. Having a policy encourages a culture where concerns are reported early. It also sends a message that the organisation takes whistleblowing seriously.

Sports organisations should not only have an “internal” whistleblowing policy for its workers but should also provide some sort of mechanism to encourage those involved in the sport as a whole to come forward if they honestly believe there is wrongdoing in the sport.

The BJA has an up to date “internal” whistleblowing policy in its handbook but it would be good to review it and to address the situation where an issue relates to the Chairman.

The BJA already has a Conduct and Complaints Commission and Policy; it should use this route to provide a mechanism for broader whistleblowing within the sport. It should also take the opportunity to review the process by which this Commission operates to ensure that broader whistleblowing matters can be dealt with appropriately.

Recommendation 37: Board meeting management

- (i) The Board agenda should cover strategic and priority items for the Board's consideration and not routine or operational matters that can and should be matters for the executive and/or one of the bodies to which the Board has delegated matters;**
- (ii) the Chair and Chief Executive should both provide written reports as part of the agenda and papers for the Board meeting and should coordinate which of them reports on which matters;**
- (iii) ideally the Board agenda and papers should be sent out at least 7 days prior to a meeting; and**
- (iv) ideally there should be a dedicated executive to take concise and accurate minutes (not the Chief Executive who needs to take part in the meeting). Draft minutes should be sent to Board members within 7 days of the meeting and Board members should provide any comments on the draft within a further 7 days.**

In order to ensure the smooth running of the Board meetings, the BJA Board should ensure that the Board agenda covers strategic and priority items for the Board's consideration and not routine or operational matters that can and should be matters for the executive and/or one of the bodies to which the Board has delegated matters.

Clear and concise information needs to be provided to the Board and clear deadlines need to be set down to help the Chair and Chief Executive manage the meetings properly and efficiently.

The Chief Executive should dedicate another executive person to take minutes of the Board meetings to enable the Chief Executive to participate in the meetings and the minutes should be concise and accurate focussing on the key points discussed and decisions made and not a verbatim account of what was said by each person.

Recommendation 38: Proposed Articles to comply with the law

Include a provision in the Articles that requires any proposed amendment to the Articles to comply with the law.

It is often usual to ensure there is a provision confirming that any proposed amendments to the Articles must comply with law.

Recommendation 39: Members' right to remove directors

Include a reference to the members' right to remove a director(s) by way of ordinary resolution in accordance with the Companies Act in the relevant section of the Articles.

The Companies Act gives members the power to remove a director(s) by ordinary resolution in general meeting. If the members are unhappy with the way in which the Board operates (or any one Board member) they can resort to such action – though it should be exercised sparingly and hopefully not at all on the basis that the Board is operating effectively but I recommend that reference to this is included in the Article entitled Disqualification and Removal of members of the Board of Directors.

Recommendation 40: English Regional Areas Commission representative on Council

For clarity, include a reference to the English Regional Areas Commission representative on Council in the relevant article.

The articles (definition of Home Country Association) allow the English Regional Areas Commission to elect/appoint a Council member in addition to each of the 9 English Regional Areas so I recommend this is made clear in the article the describes the Council.

Chapter 3: Governance Context

Types of Governance

15. The term “governance” is often used in sporting circles in different ways and it is important to be clear what is meant when used in this context for the BJA Review. I explained during the consultation meetings that in sport there were broadly speaking two forms of governance: (i) corporate (or organisational) governance, which is the way in which organisations are run and how they make their decisions – both in terms of structures and processes; and (ii) regulatory governance, which is the way the organisation runs and regulates the sport e.g. a sport’s anti-doping regime or, in the case of judo, its grading system.
16. This review is about the corporate governance of the BJA itself and not its regulatory governance; nor is it about the corporate (or organisational) governance of other parts or entities involved in the sport of judo domestically or internationally.

Corporate Governance

17. There is no single accepted definition of corporate governance. The 1992 Cadbury Report¹ stated that:

“Corporate governance is the system by which companies are directed and controlled.”

18. The UK Corporate Governance Code² states:

“Corporate governance is therefore about what the board of a company does and how it sets the values of the company, and is to be distinguished from the day to day operational management of the company by full-time executives.”

19. Whilst the above definitions were aimed at publically listed companies, other industry sectors have also started setting out guidelines and examples of good practice, e.g. the charity sector produced a Community Code, and in sport a voluntary sports code was produced in 2011.
20. Certain key corporate governance principles underpin all these codes and guidelines but the actual requirements will depend on the nature of the relevant organisation and the role it has.
21. What all corporate governance principles are trying to do is to set out how organisations can arrange or design themselves (both in terms of structure and process) in order to make the

¹ “The Financial Aspects of Corporate Governance”: <http://www.ecgi.org/codes/documents/cadbury.pdf>

² <https://www.frc.org.uk/Our-Work/Publications/Corporate-Governance/UK-Corporate-Governance-Code-April-2016.pdf>

best decisions possible. That does not mean that if an organisation adopts best corporate governance principles it is guaranteed to make the best decisions possible, but it should minimise the risk of bad decision making.

22. It is also important that organisations do not just go through the motions of following best practice; the culture and attitude of those involved in the decision making processes is also important.

The Charter for Sport Governance in the UK

23. Building on the work done by sports bodies in the UK on the back of the voluntary sports code published by the Sport and Recreation Alliance in 2011 and refreshed in 2014³, in May 2016 the Government published a Charter for Sports Governance⁴. The Charter outlines the main themes and principles that will feature in a new Sports Code to be drawn up by UK Sport and Sport England. The new Sports Code is expected to be published this autumn. It will set out the standards that will be expected of sports bodies seeking public funding with effect from 2017.

24. This report takes into account the main themes of the Charter where they are relevant to this review and based on the information available at the time. It is possible that the BJA will need to review its corporate governance further once the new Sports Code is published, however one of the recommendations later is that it is important for the BJA to review its corporate governance on an ongoing basis in any event so I would expect that it can be done as part of that.

25. The main themes of the Charter are:

- a. Transparency: organisations must be clear to both stakeholders and the public about why they exist, what their strategy is and how they are structured with annual reports and accounts published with transparency around all public funding.
- b. Integrity: organisations must demonstrate that they have adequate measures in place to protect against sport manipulation. Those holding senior positions of office will sign a declaration stating that they are of “good character”, defined through the use of objective criteria, and that they have the skills and experience for their role.
- c. Financial Probity: organisations must be fully accountable for their use of public funding, accounting for every penny and demonstrating how it has been used to achieve the purpose for which it was given.

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<http://sramedia.s3.amazonaws.com/media/documents/Voluntary%20Code%20of%20Good%20Governance%20-%20V3.pdf>

⁴ <http://www.uk sport.gov.uk/resources/charter>

- d. Leadership and decision-making: organisations must have fit-for-purpose boards and the code will, in some cases, look to build on existing requirements such as term limits and the size of boards. The code will look to ensure best practice in decision-making.
- e. Membership: organisations with membership bases will have to ensure that healthy democracy exists. Further consultation will be undertaken to identify best practice in how governing bodies should engage with their members.
- f. Independence of thought: organisations' decision-making bodies must include a sufficient number of people who are free from a close connection to the organisation and who provide constructive challenge.

There will also be a consultation on increasing independence on sports boards. This will include looking at whether the existing requirement of a minimum of 25% of independent board members should be increased as well as looking at a possible new requirement for independent chairs.

- g. Diversity: organisations must have diversity in their leadership, decision making and throughout their workforce. The target for women on boards (or men where they are the under-represented group) will increase from a minimum of 25% to 30%.

There will also be a consultation on the introduction of other specific targets (including for BAME and disability representation on boards) and guaranteed interview schemes for under-represented groups.

- h. Culture: the code will also look to ensure that there is a good organisational culture in sports organisations to help them achieve optimum performance.

Other Sports Governance indicators

26. At an international level there have been various attempts to try and describe what sports governance is. In 2005, the Council of Europe highlighted 4 key principles in its Principles of Good Governance in Sport:

- (i) **Democratic structures** based on clear and regular electoral procedures open to the whole membership;
- (ii) **Organisation and management of a professional standard** with an appropriate code of ethics and procedures for dealing with conflicts of interest;
- (iii) **Accountability and transparency** in decision-making and financial operations, including the open publication of yearly financial accounts duly audited;
- (iv) **Fairness** in dealing with membership, including gender equality and solidarity.

27. Following a high profile legal challenge to the autonomy of sports organisations in 2006, the IOC drew up some Basic Universal Principles of Good Governance of the Olympic and Sports Movement in 2008.⁵ In 2011, the IOC then added a fifth fundamental principle to the Olympic Charter: “Sports organisations within the Olympic Movement shall have the rights and obligations of autonomy, which include....the responsibility for ensuring that principles of good governance be applied.”
28. There have been many other attempts at setting out what good sports governance is and in 2013 Jean-Loup Chappelet and Michael Mrkonjic tried to reconcile these and came up with some Basic Indicators for Better Governance in International Sport (BIBGIS) as an assessment tool for international sports governing bodies.⁶
29. The BIBGIS indicators for International Sports Governing Bodies (ISGBs) are organised along 7 broad dimensions:
- (i) Organisational Transparency
To what extent the main documents and official information of the ISGB are published on its website.
 - (ii) Reporting transparency
To what extent the main annual reports and financial information of the ISGB are published on its website or in traditional form (reports).
 - (iii) Stakeholders’ representation
To what extent the main stakeholders of the ISGB are represented in the different ISGB’s bodies.
 - (iv) Democratic process
The extent to which democratic processes are in place in the ISGB.
 - (v) Control mechanisms
Whether the ISGB has established controls and appropriate procedures in its activities and decisions.
 - (vi) Sport integrity
Measures that the ISGB has put in place for guaranteeing the integrity of its sport and main stakeholders.
 - (vii) Solidarity
To what extent the ISGB supports its main stakeholders, notably through ad hoc programmes and revenue redistribution.

⁵ https://stillmed.olympic.org/media/Document%20Library/OlympicOrg/IOC/Who-We-Are/Commissions/Ethics/Good-Governance/EN-Basic-Universal-Principles-of-Good-Governance-2011.pdf#_ga=1.132983374.1540602753.1474573155

⁶

http://www.transparency.ch/de/PDF_files/Newsletter/201306_Newsletter_Publikation_Chappelet_und_Mrkonjic_2013_Basic_Indicators_for_Better_Governance_in_International_Sport.pdf

30. Then in 2015 there was an interesting report by Dr. Arnout Geeraert commissioned by Play the Game/Danish Institute for Sports Studies and the University of Leuven and entitled “Sports Governance Observer 2015. The legitimacy crisis in international sports governance.”⁷ This report used 5 categories of control mechanisms based on extensive academic literature including the BIBGIS assessment tool referred to above:

(i) Screening and selection mechanisms e.g. establishing a Nominations Committee to screen potential candidates for executive functions including the board/executive committee

(ii) Monitoring and reporting requirements e.g. holding an annual general meeting, publishing annual reports and constitutional documents on the website

(iii) Administrative procedures e.g. a code of ethics covering issues like the giving and receiving of gifts and hospitality, conflict of interest policy

(iv) Institutional checks e.g. external audit, risk management processes

(v) Elections e.g. clear democratic procedures and term limits for elected roles.

31. All of these examples have been aimed at international sports governing where there have been a number of recent high profile examples of governance problems. As can be seen from the above the examples cover many aspects of sports governance in its broadest sense i.e. both corporate (organisational) governance and regulatory governance. Nonetheless, the references in the above examples to corporate (organisational) governance are very similar to the principles in the Charter for Sports Governance in the UK which supports the Charter’s credibility at an international level.

Hamllins Review – European Judo Championships 2015

32. There was an extensive review in Q1 2016 by Hamllins, solicitors, into the circumstances surrounding the withdrawal of the right to stage the European Judo Championships 2015 from the BJA by the EJU in February 2015. It is not the purpose of this report to re-visit the Hamllins Review or to comment or offer a view on the findings of the Hamllins Review, other than to consider the recommendations in that Review that relate to the future corporate governance of the BJA.

33. Those recommendations are as follows:

- a. “All directors of the BJA Board to have the benefit of professional training in how to act as a director and on appropriate corporate governance;”

⁷ http://www.playthegame.org/media/4303278/SGO_report_final_2.pdf

- b. "The handbook for directors to be amended such that all material contracts (e.g. any contract with a value of £5,000 or more) must be presented in their entirety to the BJA Board for approval in advance of signature;" and
- c. "That the handbook for directors makes it clear that the elected Chairman is not to act in an executive capacity on behalf of the BJA."

34. In addition, the Hamlins Review also made a few other suggestions of a corporate governance nature as "Lessons" to be learnt, even if they were not specific recommendations. These are as follows:

- a. "...in order to reduce the risk of management override, a channel be opened for formal communication between independent directors on the BJA Board and UK Sport (as well as other major stakeholders). The communication protocol should include clear ground rules regarding that which is confidential to the BJA Board and vice versa.";
- b. "The Chairman's role in the BJA is a non-executive unpaid one. As long as the Chairman retains a non-executive role, this position is unobjectionable. However, if an elected chairman has no other source of income and takes on an executive role, a potential conflict of interest is created. If such officers are not paid there is a danger they will find a way of paying themselves either directly or indirectly through third party beneficiaries, which usually operates to the detriment of the governing body in question. Therefore, whilst we recognise the preference of the EJU for dealing with the Chairman of the BJA or a high-ranking former Judoka, it would be our strong recommendation that it be made clear that if the Chairmanship of any amateur governing body is non-executive, that all executive tasks should be carried out by the paid executives and not by the elected Chairman and that there be no question of payments being made to non-executive Chairmen by third parties in relation to any matters arising out of their role as Chairman."; and
- c. "Furthermore, the selection process in respect of the Chairman of the BJA should include an assessment mechanism to ensure any future chairman is equipped with the appropriate organisational/financial/governance skills and experience before being eligible to participate in an election process."

35. Following the Hamlins Review, the BJA itself also carried out a review under the auspices of a senior member of Council and that review recommended that a number of the Board's operational practices be checked. The recommended areas related to the management of the Board meetings, levels of authority, conflicts of interest, training for directors, clarifying the non-executive nature of the role of Chair and the Chair's role generally, ensuring the Chair has the appropriate organisational, financial and governance skills and experience to do the job and the whistleblowing policy.

36. The recommendations in this report therefore take into account the key principles that can be found in the various corporate governance codes as well as the Charter above, the above recommendations from the Hamlins Review and the above BJA review recommendations.

Chapter 4: The Role and Structure of the Membership

The Role of the Membership

37. The membership of a sports governing body will have a level of monitoring and oversight of the work of the key decision making bodies which is usually (and in the case of the BJA) the Board. Where there is a Council which also has a monitoring and oversight role, the extent to which a sports governing body needs both its membership and the Council to have monitoring and oversight roles is debatable. However, at the moment it is usually accepted that the membership should also have a degree of monitoring and oversight and in a corporate structure this is will usually occur through the convening of general meetings and as an ultimate statutory power to remove directors by ordinary resolution in general meeting.
38. The membership also typically expect to receive information about what the organisation is doing and engagement of this nature with members (as well as other stakeholders) is recommended regardless of any formal monitoring and oversight role the members may have – see the comments on transparency above.
39. The members also sign up to the rules and regulations of a sport allowing a sports governing body to regulate their activity within the sport reducing the need for external regulation of some sort.
40. However, the majority of the decision making of a sports governing body rests with its board as is the case with the BJA in line with accepted good governance practice.

The Structure of the Membership

41. Currently the BJA membership consists of clubs and there are criteria that a club needs to meet in order to become a member. Category A clubs have to meet a few minimum criteria to become members as such and receive voting rights. Category B clubs are associated to category A clubs and do not have voting rights.⁸
42. The BJA also issues licences to individuals “whose aim is to foster and develop the practice and spirit of Judo in accordance with the provisions of the Memorandum of Association of the BJA.”⁹ But licence holders are not members.
43. In all sports, the governing body’s most important stakeholder is the individuals that take part in the sport be they amateur or professional, players, coaches, referees/umpires/officials, administrators etc.
44. The BJA like many sports have clubs as its constitutional members. With clubs there is always a debate around what criteria are fair to allow a club to become a member and to obtain a vote – is it based on a minimum number of players and if so, what should that minimum be ?

⁸ BJA Bye-Law 1

⁹ BJA Bye-Law 2.1

In order for that to be monitored there needs to be a way of capturing the number of players in a club. If that can be done then it is perfectly possible to consider making individual players the members.

45. One of the possible problems with club membership is that different clubs are controlled in different ways – both formally and informally – and it may be that a club’s membership vote is simply the individual or individuals who exercise the most influence within a club.
46. A clear way to improve this and to create a direct connection to the individual stakeholders would be to change the membership of the BJA to an individual membership. In some ways this would be more democratic, though careful thought would need to be given to which individuals e.g. players, coaches, referees etc. and how to address U18 players (perhaps via their parent/guardian ?). This latter point may be a greater challenge for the BJA than certain other sports as c.60% of the players are U14.
47. It would certainly be helpful for the BJA to review its constitutional membership structure to improve the democratic process so that the structure is properly representing the wide membership of the sport and I would suggest it considers implementing an individual membership for its constitution. Based on feedback during the consultation I recognise that there is no strong appetite to do this as a priority now.
48. However I recommend that the BJA review its constitutional membership structure to make it more democratic in the next year or two once it has introduced the other more immediate recommendations in this report.

Recommendation 1: In the next year or two, the BJA should review its constitutional membership in order to improve its democratic process and this should include consideration of a constitution based on individual membership in order to create a direct connection to individual stakeholders.

Chapter 5: The Role and Structure of Council

The Role of Council

49. Many sports organisations have a Council or similar body which is separate from the membership and there is often a debate about what a Council's role is or should be and whether or not there is actually a need for Council when an organisation has a Board and membership.
50. Logically it is unlikely that there is really a need for having two distinct bodies overseeing the board i.e. the members/shareholders and the Council and usually the situation has arisen for historical reasons where originally a Council and its Committees ran the sports organisations. However over time, sports organisations have recognised the need for there to be a more streamlined decision-making process and introduced a board along with an executive to run the organisation.
51. In the BJA, the current role of the Council according to the constitution is to act as a consultative group to help provide grassroots opinions on the BJA strategies and to be responsible for vetting potential candidates for the Chair or director roles.¹⁰ It has two meetings a year, one to consider general business and another to consider the report of the Board.
52. During the consultation it became apparent that the role of Council was neither clear nor properly understood. Many people were not aware that a Council existed or what it did.
53. This would support the logic that there is probably therefore no need to have both a Council and membership. However, it is of course important for an organisation to engage with its membership and it is also ultimately the membership that the Board is accountable to. Instead of removing Council (or in some way merging Council and the membership) many sports organisations have therefore altered Council's role to assist the membership with holding the Board to account and acting as a sounding board for the Board by representing the wide interests of the sport. Very often this is because the vast majority of the membership of a sport are fairly apathetic towards overseeing the Board as they (or their representatives, where membership is vested in clubs) are volunteers who rightly want to focus on their own local area of the sport.
54. I would therefore suggest that Council's role is clarified to be a monitoring and oversight body for the Board on behalf of the membership. It should also act as a helpful sounding board by offering advice on the grassroots of the sport as it is meant to do currently. Whilst the main channel of communication from the Board to its members should be via the various modern methods such as a website, intranet etc. (see earlier), the Council can also act as ambassadors for the sport's strategic plan and help ensure that all members understand and support a shared approach to the development of the sport. It should however continue to allow the Board to run the organisation and be the main decision-making body; Council will have no executive function.

¹⁰ BJA Articles 35 and 47; BJA Bye-Law 10.1

55. If Council's role is to be clarified as set out above then it should hold more than 2 meetings a year. I would suggest one meeting in each quarter when there is not a general meeting; with the AGM typically in Q4, this would mean meetings in Qs 1 -3. This should be sufficient for Council to carry out its role effectively.
56. Council should have the ability to call a meeting with the Board if it feels it needs to do so and an issue cannot wait until the next scheduled Council meeting.
57. The BJA should continue to review the role of Council and whether it needs to continue to serve the above purpose. With the increased development of technology and means of communication, it may in time become easier to engage with the membership more directly and negate the need for a Council.

Recommendation 2:

- (i) Clarify the role of Council as a non-executive monitoring and oversight body on behalf of the membership as well as providing advice on the grassroots of the sport and acting as ambassadors for the BJA's strategic plan; and**
- (ii) in order to do this effectively, to hold 3 Council meetings a year in the quarter years when there is no general meeting (e.g. Council in Q1, Q2 and Q3 with the AGM in Q4). Council should also have the ability to call a meeting with the Board if it feels it needs to do so and an issue cannot wait until the next scheduled Council meeting.**

Composition of Council

58. Currently the BJA constitution requires Council to consist of:

The President, a maximum of 6 Vice Presidents, 4 Home Country Association representatives, 9 English Regional Area representatives and some representatives from other bodies such as the armed forces, universities etc.

Honorary Vice Presidents are not members of Council.

59. As I have previously mentioned, the feedback from the consultation indicated that many people were not aware of the existence of and the role of Council and the BJA should therefore consider whether its composition is appropriate for it to carry out the role I have recommended.
60. With the increase in number of meetings and clarity of its role, it is possible that the current composition of Council will be better able to fulfil its role. I would recommend reviewing this in a couple of years once Council has had a chance to fulfil its clearer role. As part of that, one specific issue that the BJA should consider is whether the current composition is adequate if Council's primary function is to monitor and oversee the Board on behalf of the BJA members.

61. Currently the BJA Articles state that appointments of Council members “...normally last for two (2) years but membership may be revoked at an earlier date by the appointing body.”¹¹ It is not clear what happens after the 2 year period or if there is any sort of term limit. I understand from the consultation that Council members can in practice stay on Council for a long period of time. I suggest that this is tidied up both to clarify matters and to ensure a greater degree of turnover by mirroring my recommendations on the Board directors where an individual is appointed/elected to Council for a 4 year term and can be then re-appointed/re-elected for one further 4 year term only. This will require some transitional provision to be agreed.

Recommendation 3: Subject to transitional provisions, Council members should be appointed/elected for an initial 4 year term and thereafter be eligible for re-appointment/re-election for one further 4 year term only.

62. One further issue that came up in during the consultation was that, if one of the roles of the Council was to monitor and oversee the work of the Board on behalf of the membership then it was important that an individual was not on both bodies at the same time. Other sports bodies do have individuals on both Council and the Board but they are often where there are a larger number of people on the Council.

63. I do not think it is essential for the BJA to remove any Board members from Council provided there are sufficient non-Board members on Council and that they are carrying out that responsibility effectively. However, given the relatively small number on the BJA Council, it would be better for the BJA to ensure that there are no Board members on the Council in order that no individual is on both at the same time.

64. In the case of the English Regional Areas, I note that they already have 9 representatives on Council so one possibility is to remove the additional post of English Regional Areas Commission representative on Council as I understand that person is usually also the English representative on the Board but there is no need for me to make a recommendation on that.

65. In order to engage better with the younger members of their sport, some sports organisations have also set up a youth advisory group or council to operate separately from the Council to advise and offer opinion on the sport from a young person’s perspective. They do not usually also formally monitor and oversee the board. These youth advisory groups have proved to be very useful as a two way flow of communication and they can also be a way of succession planning within a sport. I understand that the BJA has already established a youth advisory group and I would strongly recommend they continue with this.

¹¹ BJA Article 47

Recommendation 4:

(i) Leave the composition of Council as it is for the time being while the role is clarified and Council has an opportunity to fulfil its role properly (subject to (iv) below);

(ii) review the position in a couple of years;

(iii) continue with the youth advisory group; and

(iv) ensure there are no Board members on Council in order that no individual is on both bodies at the same time.

Chapter 6: The Role and Structure of the Board

The Role of the Board

66. Currently the Board is responsible for managing the business of the BJA save for those matters that need to be done at General Meeting. The Board is therefore responsible for issues such as setting the strategic direction of the organisation, the approval of the annual business plan, approval of budgets, the formulation, planning and monitoring of the policy of the BJA and appointment of the Panels and Commissions.
67. The current role is consistent with what one would expect to see. The 1992 Cadbury Report as endorsed by the UK Corporate Governance Code states that:
- “The responsibilities of the board include setting the company’s strategic aims, providing the leadership to put them into effect, supervising the management of the business and reporting to shareholders on their stewardship. The board’s actions are subject to laws, regulations and the shareholders in general meeting.”
68. The voluntary sports code referred to above also assumes that a sports organisation’s board has this same responsibility as it is the strategic decision-making function at the top of the organisation.
69. Throughout the consultation process there was also general agreement that the current role of the BJA Board was appropriate.
70. There is therefore no need to recommend any changes in this area, although as I will mention later there may be a few issues that the BJA and its Board should consider to improve the way in which it operates.

Size of the Board

71. The BJA constitution allows for a minimum of 4 and a maximum of 14 directors on the Board.
72. It includes a Chair, 4 elected directors, 3 independent appointed directors and 4 home association representatives. The Board can convert one of the elected positions to an appointed person if required for a skills gap or gender gap issue.
73. The BJA Articles only have a mechanism to appoint up to 12 Board members and I understand the reference to a maximum of 14 was part of a transitional arrangement when the Board structure was last changed. At the moment the Scottish home association representative is acting as Chair so there are currently only 11 members of the Board. A quorum of 4 directors is needed for a meeting.
74. To be an effective decision-making body, the Board should avoid becoming too large. Some disadvantages of being too large are that it is simply harder for the Chair to manage the

discussions and it can lead to Board members becoming too passive as they will rely on other members to do the thinking. General consensus seems to be that a good size for a Board is somewhere between 5 and 12, ideally 8-10, depending on the nature of the business.¹²

75. As it represents the UK, the BJA Board includes 4 home association representatives elected by the respective home association (or in the case of England, by the English clubs) as well as another 8 directors to provide balance. At this stage I would recommend leaving the size of the Board as it is, but capping it at 12 (not 14 as current) and start putting in place a plan to reduce it at some point in the future to 8-10 directors (without reducing the proportion of independent directors - see later).

Recommendation 5: Reduce the maximum Board number to 12 and start putting in place a plan to reduce it at some point in the future to 8-10 directors.

Diversity and Independence

76. Assuming the Board returns to 12 members, then 25% of the Board would be independent and, based on current membership, at least 25% would be female. There is however currently no one from a BME background.
77. It is important for the Boards of national sports governing bodies to be appropriately diverse in their make-up to ensure that the Board is best able to understand the broad cross section of people involved in its sport and to encourage diversity of thought and input to the decision-making process. It is also important for all those involved in the sport to see and believe that the Board is best able to represent the sport as a whole. The Charter for Sports Governance recognises this.
78. Specifically the Charter refers to increasing the target for women on boards to 30% (from 25%) and further consultation on the introduction of other specific targets including for BME and disability representation on boards.
79. The BJA Board is in reasonable shape when it comes to gender diversity (though it should consider how to increase the number of women on the Board by at least one in order to meet the requirements in the Charter for Sports Governance) but it should also look at ways in which it can increase the BME representation on the Board.
80. Currently the Board can convert one of the elected positions to an appointed position if required for a skills gap or gender gap issue.¹³ I would recommend broadening this Article to allow the Board to convert up to two of the elected positions and to broaden the reference to include any diversity gap (not just gender).

¹² E.g. All Party Parliamentary Corporate Governance Group report March 2011: average Board size for FTSE 350 companies is 8.8. Various Spencer Stuart (executive search firm) reports suggest around 10 for a FTSE 150 or S&P500 company.

¹³ BJA Article 26.2(e)

Recommendation 6:

(i) Increase the number of elected positions that the Board can convert, if required, to appointed positions to up to 2 and to broaden the reference to include any diversity gap (not just gender); and

(ii) increase the number of women on the Board by at least one in line with the Charter for Sports Governance.

81. Whilst it is important that the Board itself is sufficiently diverse, a further way in which it can ensure that its thinking and decision making is as diverse as possible is to use advisory groups to assist it. The Board could therefore also consider setting up one or more advisory groups where they need assistance; for example an equality advisory group and/or a disability advisory group. If this is done, I would also recommend a Board member is nominated as the lead contact for each such group and attends the group meetings.

Recommendation 7: The Board should consider setting up one or more advisory groups to assist it on certain diversity issues and nominate a lead Board member for each such group.

82. The Charter also requires organisations' decision-making bodies to include a sufficient number of people who are free from a close connection to the organisation and who can provide constructive challenge. Such persons are often referred to as independent non-executive directors who act as "critical friends". The existing requirement is for a minimum of 25% (ideally a third) of the Board to be such persons.

83. The BJA currently meets the minimum requirement and if it adopts the recommendation made in paragraph 80 above it will have more flexibility to meet the aims of diversity and independence on the Board. However the BJA should look to at least meet the ideal existing governance requirement of a third of the Board being independent and I would therefore recommend they replace one of the elected director positions with an independently appointed person, subject to any transitional arrangements.

Recommendation 8: In order to at least meet the current ideal governance requirements, the BJA should replace one of the elected director positions on the Board with a further independently appointed director, subject to any transitional arrangements.

Elected Directors

84. There are currently 4 of these directors (though I recommend above that this is reduced to 3) and they are elected by the clubs at the AGM for a 3 year term. They may stand for re-election for a further 3 year term but after two terms cannot seek re-election for a period of 1 year.

85. I am told it is customary that individuals only go forward as candidates for the elected director positions if they have been put forward by one of the areas. Each area may only put forward

one candidate. This may have once been a constitutional requirement but there is nothing on this now in the Articles.

86. This method appears to be quite restricting and may explain why there have been few candidates in recent times. A number of people mentioned this during the consultation and the alternative suggestions were based instead on a candidate achieving the endorsement of a minimum number of clubs (suggestions ranged from 2 to 10 clubs). It was felt that this would open the election up to a wider range of people which would help the BJA ensure that its Board had a broad range of skills and diversity.
87. The suggestions during the consultation to change this as outlined in the previous paragraph seem sensible as it will hopefully open the process up to more candidates.
88. I would suggest that the minimum number of clubs could be kept quite low though it is important to have some threshold to ensure a person is not putting themselves forward on a whim – a minimum of 5 clubs could be a reasonable number.

Recommendation 9: Change the process for putting candidates forward for the position of elected director by removing the requirement for them to be nominated by an area and replace it with the endorsement of a minimum number of clubs.

89. Given that the BJA should be trying to ensure that there is a good spread of relevant skills across its Board and that Board members need to have both the time and ability to carry out what is increasingly, and rightly, becoming a challenging role, I would also suggest that the BJA issue criteria that they would like to see their elected directors to have and use a Nominations Committee (see later recommendations) to screen the candidates before they are permitted to go forward for election.
90. This process could simply involve listing certain mandatory criteria (e.g. no criminal record, no record of bankruptcy or financial mismanagement) and some desirable criteria which may help (e.g. previous board level experience, knowledge of the grassroots judo, knowledge of performance judo).
91. As part of this process, the Nominations Committee should also take into account the need for diversity on the Board as referred to above.
92. It would be up to the Board with the Nominations Committee to draw up any such criteria (based on skills and diversity) and decide how they wish to run the process. The aim should be to encourage people who are able to offer the expertise and diversity that the Board needs but who are elected by the membership.

Recommendation 10: Create a process by which candidates for the elected director positions can be screened before going forward for election, based on certain skills based and diversity criteria (mandatory and/or desirable) required to be a Board director.

93. The existing terms and term limits for elected directors seem a sensible balance between ensuring there is some stability on the Board as well as making sure the Board composition is

freshened up from time to time. However, it may be better to create consistency of term length and term limit across the different directors and a 4 year term will enable a director to get to grips with Board matters better than perhaps a 3 year term. I realise this may be difficult when it comes to the Home Association appointments (as these are not in the gift of the BJA itself), but I would suggest the BJA look to introduce a consistent two 4 year term for all directors. I therefore suggest the term for elected directors is changed to 4 years with the right to be re-elected for one further 4 year term.

Recommendation 11: Change the term length for Elected Directors from 3 year terms to 4 year terms (and retaining the maximum two term limit).

Independently Appointed Directors

94. These 3 directors (one of my recommendations is to increase this to 4 – see above) are appointed by the other members of the Board (save for the other independent appointed members). In doing so, the Board sensibly takes into account the skills needed by the Board as a whole before carrying out the process and ultimately appointing such directors. These directors are appointed for a term decided by the Board and the Board's decision on the term has depended on the nature of the skills required and timing of departures of other Board members in order they can balance the need for stability and continuity with fresh people and ideas.
95. I do not think it is necessary to change the way in which the Board appoint these directors as the current process gives the Board flexibility which they exercise sensibly. However, I suggest that the Nominations Committee be given the responsibility for the recruitment process and recommending the best candidate(s) to the Board for their agreement. In addition as I have outlined above in the paragraphs on Elected Directors, I would suggest the introduction of a consistent approach to the term length and limit of the Independent Appointed Directors – two 4 year terms.

Recommendation 12:

(i) The Nominations Committee should be responsible for the recruitment process for the Independently Appointed Directors and for recommending the best candidate(s) to the Board for approval; and

(ii) introduce an initial 4 year term for Independently Appointed Directors with the right to be re-appointed for one further 4 year term.

Home Association representative Directors

96. These 4 directors are the elected chairs of each of Judo Scotland, Welsh Judo Association and the Northern Ireland Judo Federation, along with an English representative elected by the English clubs. It is essentially up to the relevant Home Association (or the English Regional

Areas) to appoint or remove such directors. The term of their appointment is also dependent on the relevant Home Association (or the English Regional Areas).

97. Whilst there is sense in having representatives from each of the 4 home associations on the BJA Board (whilst the Board continues to have elected representatives of some sort), the requirement for the relevant representative to be the chair in the case of Scotland, Wales and Northern Ireland seems unnecessarily restrictive. It would be better to allow flexibility over the election/appointment and to encourage the home associations to consider the requirements for being a director on the BJA Board (looking at the Board as a whole) when they are electing/appointing their representative in the same way as for the other directors.
98. I would therefore suggest that flexibility is included to allow someone other than the chair of Scotland, Wales and Northern Ireland to be their representative on the Board – it would however remain up to the relevant Home Association to decide who their representative is.
99. In the case of the English representative, there is already flexibility on who the representative is but I suggest they lead the way and adopt the same process as I have suggested for the elected directors of the Board above. That is: the BJA issue criteria that they would like to see the English representative director have and use a Nominations Committee (see later recommendations) to screen the candidates before they are permitted to go forward for election.
100. There should also be a similar term and term limit for those representatives; I would suggest it is the same as proposed for the other directors i.e. two terms of 4 years.
101. I appreciate that this suggestion may require discussion and consultation with the other home associations but this would be a sensible way of the home associations retaining their right of representation as well as helping ensure that the BJA Board has the directors it needs to operate effectively. These comments are in no way a reflection on the current Home Association representative directors; they are simply a suggestion to enable more flexibility for the BJA to meet its aim of have the right mix of skills, representation and diversity on its Board.

Recommendation 13:

- (i) **Discuss with the Home Associations of Scotland, Wales and Northern Ireland:**
 - (a) **removing the requirement for the director to be the chair of the relevant home association, and that the BJA allow flexibility for that in their Articles now;**
 - (b) **agreeing to a maximum of two terms of 4 years (the same as for the other directors); and**
 - (c) **that they take into account the criteria for the BJA Board when selecting their representative; and**

(ii) in the case of the English representative:

(a) the BJA adopt the same process as for the elected directors on the Board i.e. candidates for that position are screened by the Nominations Committee before going forward for election, based on certain skills based and diversity criteria (mandatory and/or desirable) required to be a Board director; and

(b) introduce an initial 4 year term for the English representative with the right to be re-appointed for one further 4 year term.

Staggering of Director elections/appointments

102. I would also suggest that the BJA avoid all the director positions from coming up for election/re-election/appointment/re-appointment at the same time. There are various ways of “staggering” the elections. If the proposed recommendations are put in place, it should be possible with transitional arrangements to create a process where the election/re-election of Elected Directors/the Chair on the one hand and the appointment/re-appointment of the Independently Appointed Directors on the other is alternated in some way.

Recommendation 14: Stagger the director elections/appointments by, subject to transitional arrangements, alternating the election/re-election of Elected Directors/the Chair on the one hand and the appointment/re-appointment of Independently Appointed Directors on the other.

The Chair

103. The Chair is currently elected by the clubs at the AGM for a 4 year term. He or she can then stand for re-election for a further 4 year term but after two terms cannot stand for re-election for a period of 1 year.

104. During the consultation it became apparent that in judo there is a custom that the Chair should also be a senior judoka (e.g. a black belt) - partly to hold the respect of the membership but, perhaps more importantly, because both the EJU and the IJF will only deal with a Chair who is a senior judoka.

105. The Chair of a board, whether in judo or other circles, is an important role that requires certain skills and a substantial time commitment. The chair is the chair of the board and not of the organisation because the leader of the organisation is the board itself. The board should act collectively in the best interests of the organisation and the chair should not act in a capacity other than as the chair of the board.

106. The Financial Reporting Council recognised in 2011 as part of the follow up on UK corporate governance that “Good Boards are created by good Chairmen”. It provides further guidance that the Chair should demonstrate the highest standards of integrity and probity, set clear

expectations concerning the company's culture, value and behaviours, and the style and tone of Board discussions.

107. It is essential that the chair is able to carry out the role effectively by understanding what is required for the board to focus on the organisation's strategic direction and the board's governance responsibilities. The chair must lead the board and ensure it is an effective working group as well as ensure a good working relationship with the executive. Given that the key role of the chair is to lead the board there are many commentators who believe that the board of an organisation should therefore select its own leader.
108. The voluntary sports code recommends that ideally the chair of a national sports governing body be an independent non-executive director in order to bring an objective perspective and there are a number of sports in the UK who have adopted that recommendation¹⁴. The sports code explains that larger organisations may particularly benefit from this approach but acknowledges that smaller, developing organisations may want to appoint a Chair with knowledge of the sport as this will enable them to grow. The Charter for Sports Governance considers a possible new requirement for independent chairs for national sports governing bodies and UK Sport and Sport England are considering that as part of the new sports code.
109. The Hamblins Review stressed the need for the Chair not to act in an executive capacity on behalf of the BJA and recommended that there be an assessment mechanism to ensure that any future chairman is equipped with the appropriate organisational/financial/governance skills and experience before being eligible to participate in an election process.
110. The role of Chair of the BJA is demanding and requires the individual to have the appropriate organisational/financial/governance skills and experience. It is also a non-executive role. However the EJU and the IJF will not deal with an independent chair (unless presumably the independent chair happens to be a high ranking judoka).
111. During the consultation there was also a strong feeling from the membership that they wished to continue to elect their Chair as they felt that was both democratic and would result in someone acceptable to the EJU and the IJF (i.e. a high ranking judoka). It was also generally accepted that the role of Chair was a difficult role and that criteria should be drawn up for it and potential candidates assessed against the criteria in some way before proceeding to an election.
112. I believe that the key focus should be on having a mechanism that provides the BJA with the best person to carry out the role based on the criteria that are needed for it. I understand the membership's desire for democracy but in my mind that does not need to mean that they elect the Chair. There are other mechanisms that allow the members to have a democratic say in the role of the Chair and the Board that he/she chairs.
113. First, well over half the Board is elected to represent their interests. The other members of the Board, being the independent appointed members, are appointed by the elected members. The membership therefore already have a real say in the operation of the Board.

¹⁴ 31% of Sport England funded NGBs have independent chairs, June 2016

Second, the members have the power to remove any member of the Board in general meeting so if they are unhappy with the way in which the Board operates or any one Board member they can resort to such action – though it should be rightly exercised sparingly and hopefully not at all on the basis that the Board is operating effectively.

114. One of the difficulties of having the Chair elected by the membership is that it becomes more of a popularity contest rather than an objective selection process to find someone who meets the important criteria for the role. Logically I would therefore recommend that the Board itself selects its Chair based on a set of clear criteria of what is required.
115. Consistent with the need to find the best person for the role of Chair, a set of criteria should be drawn up for the role. I have included at Appendix 3 an example job description which captures the various points made above about the demanding requirements for the role of Chair.
116. The Nominations Committee on behalf of the Board should carry out a transparent appointment process on the basis of the criteria that have been drawn up and which should be open to any individual including from the BJA membership and external candidates.
117. Those individuals should be assessed against the criteria and the Nominations Committee, having carried out a proper recruitment process should then recommend the best candidate (or candidates) to the Board.
118. The Board should then decide whether to accept the recommendation of its Nominations Committee or not. If it decides not to do so, then it should refer the matter back to the Nominations Committee with reasons why it has not accepted the recommendation.
119. Such a process is more likely to meet or substantially meet the requirements in a new sports code in line with the Charter for Sports Governance and would meet the recommendation from the Hamlins Review on this issue.
120. Given the strong feeling during the consultation for the membership to retain its right to elect the Chair, I suggest that the membership is represented on the Nominations Committee by those members of Council appointed to it on their behalf (see later recommendation at paragraph 128).
121. I have not addressed the issue of independence so far as the Chair is concerned. I see no reason why the Chair should not be independent – though he/she may need to be a high ranking judoka in order to deal with the EJU and IJF. Equally I see no substantial reason why they should have to be independent; if the individual is the best candidate to carry out the role of Chair then that is fine, though any conflicts would have to be carefully managed as would be the case with any director. One of the desirable criteria for the role of Chair could be that the individual is able to demonstrate sufficient objectivity.
122. The principle of having independence on the Board as a whole, however, is important. All the various commentaries on this subject recommend it whether for companies generally or for sports organisations specifically. The Charter explains that having a sufficient number of

people who are free from a close connection to the organisation creates a breadth of perspective within the decision-making body and ensures that decisions are properly tested. The UK Corporate Governance Code states that the independent members will bring an objective perspective to the Board and add to the collective skills.

123. So, the main aim for the BJA should be to find a chair who is the best qualified individual to carry out the role, whether or not they are independent in any way.

Recommendation 15:

- (i) Draw up a set of criteria for the role of Chair of the BJA Board (see Appendix 3 for an Example Job Description for the role of Chair);**
- (ii) the Nominations Committee on behalf of the Board should carry out a transparent appointment process on the basis of the criteria that have been drawn up and which should be open to any individual including from the BJA membership as well as external candidates;**
- (iii) those individuals should be assessed against the criteria and the Nominations Committee, having carried out a proper recruitment process, should then recommend the best candidate (or candidates) to the Board for final approval;**
- (iv) if the Board decides not to approve the recommendation, then it should refer the matter back to the Nominations Committee explaining why it feels the recommended candidate is not the best person for the role to enable the Nominations Committee to consider its recommendation again; and**
- (v) ultimately it will be for the Board to decide who the best candidate is and to appoint that person as Chair.**

Senior Independent Director

124. It is usually good practice to nominate one of the independent non-executive directors as the senior independent director whose role is to provide a sounding board for the Chair providing support for the Chair in the delivery of his/her objectives and to serve as an intermediary for the other directors, when necessary. The senior independent director would also lead the evaluation of the Chair on behalf of the other directors.

125. In order to carry out that role, the Chair would usually meet with the senior independent director and other non-executive directors from time to time – in the case of the BJA, there are no executive directors on its Board though the key executive staff are present as would be expected. So, this could be done by holding the odd meeting without the executive present. In order to evaluate the Chair, as well as the senior independent director meeting with the Chair, the non-executive directors may also meet without the Chair in order to help with the evaluation.

126. The senior independent director would also be expected to carry out a key role in resolving significant issues such as a dispute between the Chair and CEO, shareholders or non-executive directors expressing concerns not being addressed by the Chair or CEO or the strategy being followed by the Chair and CEO is not supported by the whole board.
127. A further useful role for the senior independent director could be to chair the Nominations Committee (see later) on behalf of the Board in order to ensure objective leadership of the Committee's work.
128. I would recommend that the BJA Board appoint one of its independent non-executive directors as the senior independent director to carry out the role envisaged above.

Recommendation 16: The BJA Board should appoint one of its independent appointed non-executive directors to be the senior independent director in order to carry out the role as outlined in the UK Corporate Governance Code and subsequent guidelines including:

- acting as a sounding board for the Chair
- acting as an intermediary for the other directors, where necessary
- leading the evaluation process of the Chair

Chapter 7: The Role and Structure of Strategic Panels and Commissions

The Role of Panels and Commissions

129. The BJA Articles allow the Board to appoint Strategic Panels and Commissions as they feel are appropriate; these Panels and Commissions may be set up by the Board to act with or without the power to act on behalf of the Board.¹⁵
130. The exact role of these Panels and Commissions and who decides on the role is a little unclear. Whilst there appear to be terms of reference for the Panels and Commissions it is unclear if it is the Board that set these or the members at the AGM¹⁶. During the consultation it also became apparent to me that there was some confusion over the role of at least some the Panels and/or Commissions.
131. Such a lack of clarity and confusion is unhelpful. The list of Strategic Panels and Commissions can be found in the BJA Bye-Laws¹⁷.
132. For an organisation to make effective decisions, it needs to make clear which bodies/people are responsible for what issues. The BJA already sensibly recognises the need for the Board to be the body that manages the business of the BJA. This means it should have full responsibility for overseeing the running of the BJA and its strategic objectives and the relevant Article appears to reflect that.¹⁸
133. In line with the principles of good corporate governance, the Board should have 3 standing committees:
- (i) an Audit and Risk Committee: to monitor the integrity of the financial statements and other control mechanisms of the BJA (e.g. risk report, financial authorities, conflict of interest etc.) and to recommend the appointment of an external auditor (the BJA currently has a Finance, Risk and Governance Panel that has a wide-ranging remit in these areas)
 - (ii) a Nominations Committee: to oversee the appointment of directors to the Board, including the screening of candidates for the elected director roles (if that recommendation is adopted)
 - (iii) a Remuneration Committee: to decide and maintain the Board's remuneration policy for the executive e.g. any annual staff increase and the Chief Executive's employment package. In larger organisations, this Committee may have a wider role dealing with

¹⁵ BJA Article 29(b)(viii)

¹⁶ BJA Article 40

¹⁷ http://www.britishjudo.org.uk/wp-content/uploads/2016/07/BJA_Byelaws-AMENDED_September_2013.pdf

¹⁸ BJA Article 29(a) and (b)

other senior executive packages but this would probably not be necessary for an organisation the size of the BJA.

Recommendation 17: The BJA Board should:

- (i) rename its Finance, Risk and Governance Panel as the Audit and Risk Committee and check that its role is set out clearly;**
- (ii) establish a Nominations Committee – to ensure that the membership is properly represented in the appointment processes it should have representatives from Council as well as the Board (see next recommendation); and**
- (iii) establish a Remuneration Committee.**

134. In order to ensure that the membership is properly represented in the appointment processes I suggest that the Nominations Committee is composed primarily of Council members, given their role of assisting the membership with holding the Board to account and acting as a sounding board for the Board by representing the wide interests of the sport. It is important that the Board is also represented and it seems sensible that this is done by the independent directors to ensure objective leadership of their work. I therefore suggest the Nominations Committee comprises 5 people in total: 3 Council members, 1 of the independently appointed Board directors and is chaired by the senior independent Board director.

Recommendation 18: The Nominations Committee should comprise 5 people: 3 Council members, 1 of the independently appointed Board members and be chaired by the senior independent Board director.

135. The Board may also from time to time set up ad hoc sub-groups to focus on particular matters as required.

136. Whilst the Board should have full responsibility for the running of the BJA, in order to operate effectively it will need to delegate certain matters either to the Chief Executive and his team or to other bodies. The Board retains overall responsibility for all matters (save for those that have to go to the members in General Meeting) and it is therefore up to the Board to decide what is delegated and on what basis. This will allow the Board to focus strategically on the matters of most importance and at the same time ensure that all matters are properly coordinated and in line with the agreed strategic direction of the organisation.

137. The Board should therefore decide what other Panels and/or Commissions it requires and the exact role of those Panels and/or Commissions as well as who is on them.

138. I would therefore recommend that the BJA constitution makes it clear that it is the role of the Board to decide on the remit of the Panels and Commissions and to decide on their composition.

Recommendation 19: The BJA constitution should make it clear that it is the Board that decides on the role of the Panels/Commissions and any other body to which it decides to delegate any matters.

139. I understand the Board is currently reviewing the list of Panels and Commissions and their TORs. It is important for that work to be completed to ensure they are indeed required and fit for purpose. There is little point in there being a committee that is either unclear on its role or which is not doing anything; this would be a waste of many people's time as well as be a cause for much frustration. Panels/Commissions should only be used for ongoing activity and purposes that are required by the Board on a regular/continual basis. Where there is a specific piece of work that is time bound, the Board should simply set up a defined working group for that purpose which disbands when the work is finished.
140. Based on the experience of some other sports governing bodies, it is best practice not to have too many bodies that are delegated issues by the Board as it will make it harder to define clearly what the role of each such body is and there is a danger that different bodies will start considering the same/similar issues from the same/different perspectives leading to potential confusion and conflict. It also makes the Board's role of overseeing the various bodies more complex. I would therefore suggest that the current list of Panels and Commission is streamlined as much as possible. Where possible the roles of some of the Panels and/or Commissions should be merged.

Recommendation 20: The Board should complete its review of the current list of Panels and Commissions and their TORs to check which ones will continue to be required and to ensure that their role is clear. The number of Panels and Commission should be streamlined.

141. It is regarded as good and important governance in sports organisations that there is a specific avenue for the athletes to make their representations and to have a voice; this is often done through an athlete's commission or advisory group of some sort.
142. The BJA has an athlete forum commission and I would suggest that this continues to be one of the BJA Commissions.

Recommendation 21: The BJA continue with its Athlete Forum Commission.

143. It is also important that the Board ensure that the role and composition of the Panels/Commissions is clearly published to the membership so that everyone understands the overall decision-making process of the BJA.

Recommendation 22: The Board should publish the role and composition of the Panels and Commissions once they have been reviewed and finalised.

144. In order for the Board to monitor the work of the Panels and Commissions effectively, it is also essential that each Panel and Commission produces notes or a more formal minute of their meeting and, importantly, highlights up front e.g. in a cover note, any areas where it needs a decision of the Board and/or advice/guidance from the Board.

Recommendation 23: Each Panel and Commission should produce notes or a more formal minute of its meeting highlighting in a cover note any areas where it needs a decision of the Board and/or advice/guidance from the Board.

Structure of the Panels/Commissions

145. Naturally the best structure for the Panels/Commissions will depend on exactly what roles they each have but there are a few general recommendations which may help ensure that the make-up of these bodies is as suitable as possible.
146. Currently the Board appoint the Chair of each Panel/Commission. The Chairs do not need to be a member of the Board, however in practice that is currently the case for the majority of the Panels/Commissions. The Board should appoint individuals who have the skills to chair the meeting and act as a reliable communicator between the Board and the relevant Panel/Commission; such individuals may or may not be a Board member. The Board's Nominations Committee could be tasked with identifying appropriate people for the Panels/Commissions.

Recommendation 24: The Board should appoint individuals that have the time and the skills to chair the Panels/Commissions; they may or may not be Board members.

147. The Board should ensure that all those on the Panels/Commissions are selected for their ability to do the role required by the relevant Panel/Commission and that should be their primary focus in selection. Selection should not be purely on the basis of an individual's time served on another body or simply because another body or person has proposed them.
148. However they should also ensure that there is appropriate diversity and representation in the selection so that the Panels/Commissions are seen to be credible bodies by all those involved in the sport.
149. They should also make sure that the size of the Panels/Commissions does not become too big; I would recommend a maximum of between 8-10 members (depending on the Panel/Commission) in line with corporate governance principles for boards.
150. The Nominations Committee should be tasked with recommending the selection of Panel/Commission members on the above basis.
151. The BJA might like to consider renaming some or all of the Panels/Commissions as that can help people adapt to a fresh approach and culture.

Recommendation 25:

- (i) Panel/Commission members should be selected on the basis of their ability to do the role required;**
- (ii) the Nominations Committee should be tasked with recommending to the Board the selection of Panel/Commission members;**
- (iii) the Board and Nominations Committee should make sure there is appropriate diversity and representation in the selection;**
- (iv) Panels/Commissions should be no more than a maximum of between 8-10 people in line with corporate governance principles for boards; and**
- (v) the BJA should consider renaming some or all of the Panels/Commissions.**

Chapter 8: The Operation of the Board

Board induction

152. There should be an appropriate induction for new directors on the board of an organisation. The UK Corporate Governance Code places the responsibility for this on the Chair. The induction should focus on the key information that a new director needs to know in order to fulfil his/her responsibilities on the board.
153. Rather than bombarding new directors with too much information, the focus to start with should be to provide the new director with essential information that he/she needs immediately on appointment (e.g. legal responsibilities, the powers and role of the board and any board policies and procedures such as the conflict of interest policy - see later). Less essential information can be provided in the few months after appointment (e.g. an overview of any ongoing commercial partnerships).
154. The BJA provide a full induction for directors by providing all key information a director may require via a handbook and arranging visits by new directors to the offices to meet key staff who help explain a little more about the work of the BJA. The Chair and Chief Executive also meet with new directors to bring them up to speed on the key current issues being considered by the Board.
155. The current handbook is a good concept, however it is very long e.g. the Finance, Risk and Governance policies section alone is 56 pages and it covers issues for both the Board and the employees. It also dates back to 2014. Whilst it is extremely thorough and covers many aspects there is a danger that it is likely not to be read or followed in practice.
156. I would suggest that the Chief Executive and the Board review the handbook to prioritise the policies that are more important and relevant to the operation of the Board and the ones that are relevant for the employees as a whole or certain departments. The sections could be separated into a Board Handbook and an Employee Handbook – some sections would of course appear in both. All the policies should be checked for relevance and the way in which these policies are communicated to the Board and the employees should be reviewed.
157. Subject to the review of the handbook referred to above, the BJA should continue with its thorough induction programme for Board members. If it does not already do so, it may be helpful to get the feedback from new directors on the induction process to see if any improvements can be made.

Recommendation 26:

- (i) **The BJA should review the current handbook to prioritise the issues that are more important and relevant to the operation of the Board (e.g. directors' legal responsibilities, the powers and role of the Board) and the ones that are relevant to the employees as a whole or certain departments (e.g. company car and accommodation policies); and**

- (ii) **subject to recommendation (i), the BJA should continue with its thorough induction process for new directors and, if it does not already do so, it should seek feedback from new directors to see if any improvements can be made.**

Levels of Authority

158. One of the important parts of the handbook is the document that sets out the levels of authority within the BJA for signing off contracts and expenditure. The current levels seem to set a reasonable balance between what the executive, the Finance, Risk and Governance Commission and the Board are able to sign off.
159. However, as part of the review of the handbook and formalising the Finance, Risk and Governance Commission as the Audit and Risk Committee, the Board should take the opportunity to review the levels of authority and be comfortable that they are set at an appropriate level so that there is a suitable check and balance on BJA commitments and only troubling the Board with substantial commitments that they should approve.

Recommendation 27: As part of the review of the handbook, the Board should review the levels of authority document to ensure the authorities are set at an appropriate level.

Board evaluation

160. An effective board needs to monitor and evaluate its own performance annually, both as a group and individually. I have already explained how the Chair should be evaluated above.
161. Where board members are often volunteers as is the case with the many sports governing bodies this may seem an onerous task but it will still be effective to ask each board member to carry out a self-assessment and for the Chair to have an informal meeting with each board member to discuss the findings and feedback. The aim is one of continuous personal review and improvement to help each board member understand what their strengths and weaknesses are and any areas they can develop in order to help the board as a whole. There are straightforward evaluation frameworks that sports boards can use.
162. Ideally the Board should also carry out an external evaluation every 3 or so years.
163. These evaluations will help the Board and its directors improve the way they operate and may also help identify areas of training for the Board as a whole of individual directors (alongside the skills based assessment below).
164. The Board should also evaluate the work of the bodies to which it has delegated matters.
165. The BJA Board has carried out a Board evaluation recently which will lead to a more detailed skills analysis and, where helpful, the provision of training for board members.

Recommendation 28:

- (i) The BJA Board should evolve and strengthen its annual Board evaluation process to ensure there are suitable individual self-assessments of each Board member and subsequent discussions with the Chair along with an evaluation of the Board as a whole to assess how it might improve its effectiveness;**
- (ii) the Chair should lead the evaluation process and the outcome of the annual process should be noted and any actions followed up;**
- (iii) ideally the Board should also carry out an external evaluation every 3 or so years; and**
- (iv) the Board should also evaluate the work of the bodies to which it has delegated matters.**

Skills based assessment

166. In addition, but slightly differently from the annual board evaluation, a board should carry out an assessment of the skills of the board members and compare that with an assessment of the skills that the board believe they need as a whole. This will help identify strengths and weaknesses of the board as whole as well as identify any skills gaps.
167. The board would typically use this assessment to help with identifying suitable new board members (e.g. by including relevant skills as being desirable or essential in the criteria for that board position), training of existing board members and/or understanding where the board would need external advice.
168. The BJA Board is working with the Sports and Recreation Alliance to carry out a skills assessment. This is a sensible step forward and each year the Board should review the assessment that has been carried out with a fresh re-assessment every 4 years or so (or sooner if there are major changes to the make-up of the Board any earlier); the annual review could be done alongside the annual evaluation.

Recommendation 29: The BJA Board should complete its skills assessment and then review it annually; this could be done at the same time as the annual Board evaluation. There should be a fuller re-assessment every 4 years or so (or sooner if there are major changes to the make-up of the Board any earlier).

It should use this assessment to:

- (i) help it to identify new Board members with the relevant skills that the Board needs – and include the relevant skills as being desirable or essential in any criteria for that Board position;**

- (ii) identify possible areas of training for individual Board members or the Board as a whole; and**
- (iii) understand where the Board would need external advice.**

Conflict of interests

169. It is rare for actual or potential conflicts of interest not to exist or crop up from time to time in an organisation's board and this is especially the case with sport's national governing bodies where many if not all board members will have an interest in the sport in some way. The key is to ensure that any such conflicts are identified, understood and managed appropriately.
170. A board should have a conflicts of interest policy in place setting out how it identifies and manages conflicts. It should also require all board members to make an annual declaration of any conflicts in line with the policy and to keep this up to date at least once a year (if possible, quarterly). In addition, any specific conflicts should be declared in relation to relevant agenda items at board meeting with the board agreeing how to manage the relevant conflict and then recording the declaration and action taken.
171. The BJA has conflicts of interest provisions for its directors set out in its Articles¹⁹ and there is also a duty for directors to avoid conflicts of interest as part of their fiduciary duties under the Companies Act. There also appears to be a conflicts of interest policy in the BJA handbook. These should be checked and reconciled as part of the review of the handbook in the earlier recommendations.
172. The review should certainly include a provision whereby directors should avoid having any significant financial conflict of interest and, in the event of it being unavoidable, make it clear that in such circumstances they will play no part whatsoever in the BJA's decision making regarding the conflicted matter.
173. The Board members should set out a declaration of their interests (wherever they think there could be a potential or actual conflict) and these should be recorded for all Board members to see. This should be updated at least annually and Board members should also ensure that any potential or actual conflict on an issue is raised prior to that issue being discussed by the Board in order that the Board can determine how best to deal with such conflict.
174. The Board should also review the actual conflict of interest policy annually to ensure that it is fit for purpose.
175. Ways in which the Board can deal with conflicts of interest are by a conflicted individual not counting as part of the quorum for the relevant part of the meeting, not being permitted to vote on the relevant matter though they may be invited to take part in the discussion on a

¹⁹ BJA Article 59

transparent basis, or, if appropriate, leaving the meeting to allow the rest of the Board to discuss the matter.

176. An example of where I am told this already happens is when there is an actual or potential conflict for the other Home Association representatives on the Board and those representatives either do not take part in the discussion and/or do not vote on a matter.
177. It would probably be helpful, if it does not already happen, for the Board to ensure that a copy of the policy and the declaration of interests of Board members is always available at Board meetings in case it is needed.

Recommendation 30:

- (i) As part of the review of the BJA handbook, it should reconcile the conflict of interest policy in the Articles with the policy in the handbook;**
- (ii) the review should include a provision whereby directors should avoid having any significant financial conflict of interest and, in the event of it being unavoidable, make it clear that in such circumstances they will play no part whatsoever in the BJA's decision making regarding the conflicted matter;**
- (iii) the BJA Board members should set out a declaration of their interests and these should be recorded for all Board members to see;**
- (iv) the declaration of interests should be updated at least annually (if possible, quarterly) and individual Board members should update it as soon as they become aware of an actual or potential conflict;**
- (v) the Board should also review the actual conflict of interest provisions annually to ensure that they remain fit for purpose;**
- (vi) Board members should also ensure that any potential or actual conflict on an issue is raised prior to that issue being discussed by the Board in order that the Board can determine how best to deal with such conflict; and**
- (vii) the Board should also ensure that a copy of the conflict of interest policy and the declaration of interests is available at Board meetings and any other time any Board member wishes to see it.**

Risk management

178. It is good practice for the boards of organisations to have a formal risk management process by which risks are identified and managed/mitigated.
179. A board should with the help of the executive carry out a full risk assessment identifying the likelihood and impact of any risks along with controls in place to manage or mitigate the risks.

This will help the organisation identify the priority risks and what actions, if any, are needed. The risks will be those that may prevent or hinder the organisation from achieving its vision, purpose and/or strategic objectives

180. Key risks should be recorded on a risk register which the board and executive should monitor on a regular basis – quarterly or half yearly depending on the risks would be reasonable. The board could use its audit and risk panel for this purpose, although the board must recognise that it is still the board’s responsibility to oversee this.
181. The BJA has a Risk policy in its handbook and it has carried out a risk assessment and created a risk register which it monitors both at senior executive level and at every regular Board meeting. I would recommend that that the BJA continue with its practice of monitoring and updating its risk register by including it on the board agenda every quarter. It does not need to review the risk register at every Board meeting if these are held more than quarterly as is currently the case. A disadvantage of doing it too often is that it becomes too routine and administrative an exercise and as a result Board members may lose focus on it. It may make sense to coordinate it with the quarterly monitoring of the strategic plan – see next.

Recommendation 31: The BJA Board should continue to monitor and update its existing risk register but do so on a quarterly basis in order to avoid it become too much of a routine and administrative exercise.

Strategic planning and monitoring

182. A board should ensure that the organisation has a clear strategic plan which sets out what the organisation is aiming to achieve over a reasonable period of time. It would be in line with the organisation’s longer term vision.
183. It is important that sports organisations get as much buy-in as possible for the strategic plan from those involved in the sport so that everyone understands and is aligned in the sport’s strategic direction.
184. It is the board’s responsibility to oversee the strategy and the implementation of the strategy by the executive under the Chief Executive’s leadership. The board should therefore not only sign off the strategy for the organisation, it should ensure it reviews the strategy from time to time and also monitors progress against it.
185. Typically, the executive would create an annual business plan and financial budget based on the strategy for the board to approve each year and the board would then monitor progress against both the business plan and the budget on a regular basis. It would also review the overarching strategy from time to time to ensure that it remains appropriate and towards the end of the strategic period it would commence a fuller strategic review.
186. The BJA Board has recently finalised a new strategy for the 2017-2021 period. If it has not already done so, it should create an annual business plan and align its financial budget to the plan to ensure the plan is properly resourced where required. It should also review the annual

business plan on a quarterly basis and receive a financial report every month by way of update as is currently the case. The BJA Board should continue this good practice to ensure that it focuses on the strategic direction of the BJA.

Recommendation 32: The BJA Board should continue with its strategic plan and the practice of creating an annual business plan and an aligned financial budget. It should also continue to monitor the strategy via the annual business plan at least quarterly and the financial budget each month.

Confidentiality

187. For board directors the principle of confidentiality is important at two levels. First, all directors should maintain confidential any material non-public information about the organisation and its performance. Second, all directors should maintain confidential the discussions that take place in the boardroom. This latter requirement is essential to ensure the necessary trust and teamwork between board directors in order for the board to operate effectively.
188. A confidentiality policy confirming the above would usually be drawn up and made clear to all directors. The policy would also clarify the circumstances when confidentiality did not apply e.g. the board directors agree to waive it in respect of a particular matter or discussion. The principle is that the board should act together and it should not be up to a single director to decide if a confidential matter should become public.
189. This is consistent with the principle of collective decision-making that applies to boards. Once the board has made a decision, the directors should support the decision. If a director feels so strongly about an issue that he/she feels unable to do this then he/she should consider resigning from the board but that should of course be seen as a last resort.

Recommendation 33: The BJA Board should draw up a confidentiality policy for all Board directors and ensure it is made clear to all of them.

Transparency

190. The Charter for Sports Governance in the UK states that organisations must make sufficient information available to both stakeholders and the public in order to explain:
- (i) why the organisation exists (e.g. mission and purpose)
 - (ii) what it is trying to do (e.g. strategy, objectives)
 - (iii) how it is doing it and with what results (e.g. annual report and accounts, strategic reporting)

(iv) how its decision making is structured (e.g. terms of reference, balance of responsibilities)

(v) who its key people are and their roles (e.g. bios of board members, trustees, senior executives)

(vi) how much it has cost, with particular transparency around public funding (e.g. accounts).

191. What typically happens when an organisation does not do this is that it leads to unhelpful rumour and misinformation spreading as people look to fill the void. If knowledge and understanding of the decision making process is limited, there is greater scope for distrusting the outcomes of any decisions. There will of course be occasions when matters are confidential and have to remain that way but the starting point should be to be as open and transparent as reasonably possible.
192. There are various ways in which organisations can do this and each board will assess the best way of communicating with its stakeholders and public. Now that access to technology is widely accepted, most organisations use a website and other electronic means of communicating – this is quick, convenient and far more cost effective than old-fashioned paper-based means of communication.
193. However, face to face communication is always the best form and organisations should also look at how they can engage their stakeholders and public on that basis.
194. So far as the BJA is concerned, it provides much information on its website. During the consultation meetings one or two people commented that it was hard to find the relevant information on the website. The BJA recently changed the format of its website and there may have been one or two teething problems as a result. Provided the BJA reviews the format of its website and ensures that relevant information is put there on a timely basis and is clearly signposted then I would hope the situation would improve.
195. Sometimes one of the problems with websites is that there can be too much information and it is difficult to group it in a way that is helpful to the reader. One way some sports governing bodies have sought to deal with this is by creating a club/member intranet within the website which is where information aimed more specifically at clubs/members can be found. This can also provide a useful forum for capturing views of clubs/members as well. I would suggest that the BJA explore the merits of having such an intranet to help with its communication to members.
196. As the key decision making body of the BJA, the Board should at least ensure that it communicates its decisions and the reasons behind them. Some organisations do that by publishing the Board minutes on their website, others instead produce a more helpful summary of the key issues that the Board discussed and decided and some organisations do both. Clearly there will be some matters that need to be redacted for reasons of confidentiality or commercial sensitivity but the default position should be to publish and explain as much as possible and as clearly as possible. Providing a copy of a summary of the

key issues and decisions would also help Council fulfil its new role outlined in Chapter 6 below.

197. The consultation meetings have also shown the value of face to face meetings or forums with the senior decision makers, being the Chair, the Chief Executive and Board members and I would encourage the BJA to consider how it can set these up more regularly. In order to keep the cost of doing this to a reasonable level and to make sure they are not an unreasonable addition to the already heavy workload of those individuals, it may make sense to incorporate these meetings around certain judo events.
198. Engagement with the sport's stakeholders is crucial and the more the Board can improve this the more effective its decision making will become as it listens to the views of the stakeholders and explains the work of the Board and the BJA's progress against its strategy.

Recommendation 34: The BJA should look at ways of improving its engagement with its stakeholders including:

- (i) ensuring that the website contains relevant information on a timely basis and which is clearly signposted; specifically the BJA should review the new format of its website to reduce any teething problems;**
- (ii) exploring the use of a club/member intranet service to improve engagement with its members;**
- (iii) publishing Board meeting minutes and/or a summary of the key issues discussed and decisions made by the Board with an explanation of the reasons; and**
- (iv) finding more opportunities for the senior decision makers to meet face to face with stakeholders e.g. around certain judo events.**

Bribery, gifts and hospitality

199. Following the Bribery Act 2010, it is important for organisations to have some sort of anti-bribery policy in place. The nature of this will vary from one organisation to another.
200. Such a policy in sports governing bodies will often include a reference to gifts and hospitality in particular i.e. what gifts and/or hospitality may be given and/or received by board members and employees. Often a reasonable financial limit will be set on the value of any such gifts or hospitality and there may also be a need to declare any such gifts or hospitality.
201. The BJA has both a bribery policy and a gift and hospitality policy in its handbook for both employees and Board members. These should be reviewed as part of the overall review of the handbook. The Audit and Risk Committee should be responsible for keeping it under review and for ensuring that the gifts and hospitality register is kept up to date.

Recommendation 35: The existing bribery and gift and hospitality policies should be reviewed as part of the overall review of the handbook and the Audit and Risk Committee should be responsible for keeping them under review and ensuring the gifts and hospitality register is kept up to date in line with the policies.

Whistleblowing policy

202. Many organisations have a whistleblowing policy. A whistleblower is a worker who reports serious wrongdoing within an organisation. A whistleblower should not be treated unfairly for “blowing the whistle”. Examples of serious wrongdoing are criminal offences e.g. fraud, putting someone’s health and safety in danger, the cover up of a serious wrongdoing. Personal grievances (e.g. harassment, discrimination, bullying) are not whistleblowing and should be dealt with under an organisation’s grievance procedure.
203. It is not a legal requirement to have a whistleblowing policy but there are good reasons for having one. Having a policy encourages a culture where concerns are reported early. It also sends a message that the organisation takes whistleblowing seriously.
204. Such a policy should be tailored to the organisation’s requirements and kept as simple as possible so workers understand when they should use it and how it works. Most issues can and should ideally be dealt with in the usual way e.g. by raising them with a colleague and/or line manager. This can be difficult if the issue relates to a line manager or other senior executives/Board members and both grievance procedures and whistleblowing policies need to consider how best to deal with those situations.
205. Sports organisations should not only have an “internal” whistleblowing policy as outlined above but should also provide some sort of mechanism to encourage those involved in the sport as a whole to come forward if they honestly believe there is wrongdoing in the sport. Typical examples will include being aware of anti-doping, safeguarding or match fixing wrongdoing and discrimination. An individual should be able to report their concerns on a confidential basis, know that their concerns are being taken seriously and that they will be protected if necessary as a result of raising the concerns. It is equally important that concerns are only disclosed if they are made in good faith or when the individual has an honest belief about their concern. Anonymity should be avoided as it can hide malicious accusations, it makes a proper investigation difficult and it does not help the whistleblower with protection.
206. The BJA has an up to date whistleblowing policy in its handbook. This is an “internal” policy and the BJA should take the opportunity to review this as part of the overall review of the handbook. For example the current policy uses the Chairman as someone that the BJA staff can refer matters to but it does not appear to address what should happen if the issue is about the Chairman (perhaps the senior independent director and/or another senior elected director could be used for such referrals).
207. The BJA already has a Conduct and Complaints Commission and a Conduct and Complaints Policy and it should use this route to provide a mechanism for broader whistleblowing within

the sport, if it does not already do so. It would also be a good opportunity to review the process by which this Commission operates to ensure that broader whistleblowing matters can be dealt with appropriately and in line with the principles outlined above.

Recommendation 36:

- (i) The BJA should review its “internal” whistleblowing policy as part of the overall review of the handbook, including to ensure that there is a whistleblowing mechanism where an issue relates to the Chairman (e.g. where an individual can refer to the Senior Independent Director or another senior elected director); and**
- (ii) The BJA should use its Conduct and Complaints Commission and Policy as the mechanism by which broader whistleblowing issues within the sport of judo in the UK can be raised and dealt with and it should take the opportunity to review the process by which the Commission operates to ensure that these broader whistleblowing matters can be dealt with appropriately.**

Board meeting minutes and notes

- 208. In order to ensure the smooth running of the Board meetings, the BJA Board should ensure that the Board agenda covers strategic and priority items for the Board’s consideration and not routine or operational matters that can and should be matters for the executive and/or one of the bodies to which the Board has delegated matters. This will help the Board focus on those matters that it should be focussing on.
- 209. Furthermore, as is currently the case, the Chief Executive should provide a written report for the Board agenda and papers to which he can refer on important issues and/or where the Board members may have questions.
- 210. Even though the role of the Chair is non-executive, there may also be a need for the Chair to report on certain matters to the Board, though wherever possible the Chair should allow the Chief Executive to report on those matters with which they are both involved. Where the Chair needs to report on matters to the Board, he/she should also provide a written report for the Board agenda and papers and the Chair and Chief Executive should coordinate which of them is to report on which matters.
- 211. The written reports of the Chief Executive and the Chair should be as specific and accurate as possible to inform the other Board members prior to the meeting and to aid efficient decision making.
- 212. The Board agenda and all accompanying papers should be sent out to Board members sufficiently in advance of the meeting e.g. 7 days prior. Only in exceptional circumstances should the Board accept papers on shorter notice or matters being raised without notice at the Board meeting.

213. The Chief Executive should dedicate another executive person to take minutes of the Board meetings to enable the Chief Executive to participate in the meetings and the minutes should be concise and accurate focussing on the key points discussed and decisions made and not a verbatim account of what was said by each person. Meetings should not be recorded as it may discourage open and transparent discussion at the meeting itself which is a necessary part of the Board's decision-making process. Draft minutes should be sent to all Board members for comment ideally within 7 days of the meeting to ensure matters are fresh in their minds when finalising the minutes. Board members should ideally provide any suggested changes to the minutes within a further 7 days. In that way it should be possible to provide a final draft of the minutes around a fortnight after the meeting. The final draft minutes can be included in the next agenda and papers and formally signed off at that meeting; this should then be a quick exercise at the next meeting.

Recommendation 37:

- (i) The Board agenda should cover strategic and priority items for the Board's consideration and not routine or operational matters that can and should be matters for the executive and/or one of the bodies to which the Board has delegated matters;**
- (ii) the Chair and Chief Executive should both provide written reports as part of the agenda and papers for the Board meeting and should coordinate which of them reports on which matters;**
- (iii) ideally the Board agenda and papers should be sent out at least 7 days prior to a meeting; and**
- (iv) ideally there should be a dedicated executive to take concise and accurate minutes (not the Chief Executive who needs to take part in the meeting). Draft minutes should be sent to Board members within 7 days of the meeting and Board members should provide any comments on the draft within a further 7 days.**

Chapter 9: Other issues

Culture

214. I mentioned several times during the consultation, and good governance codes and guidelines also point out, that whilst an organisation can and should put in place good governance structures and processes, the culture of the organisation also needs to be healthy.
215. At the highest level this means that all those involved in the organisation whether they are executive, Board members, Council members, BJA members should demonstrate that they believe in the spirit of what the governance structures and processes are trying to achieve.
216. The leadership of an organisation should drive this and an organisation's culture will include the issues identified in the Charter for Sports Governance such as the need to work transparently and to the highest standards of integrity as well as principles such as team work and collaboration with everyone acting in a constructive way to drive the organisation's strategy forward.
217. There are certain areas where organisations can help achieve this such as having behavioural frameworks for staff recruitment and development and the Charter for Sports Governance makes it clear that UK Sport and Sport England will be developing ways in which they can help sports governing bodies with this.

European and International Governing Bodies

218. As I have mentioned briefly earlier in this report, many of the more high profile problems in sport have arisen at an international level e.g. FIFA, UCI, IAAF. A closer look at the "Sports Governance Observer 2015. The legitimacy crisis in international sports governance" report referred to at paragraph 30 shows that many of the international sports federations have some way to go to meet the high governance standards outlined in that report.
219. Whilst it is undoubtedly helpful for the Government together with UK Sport and Sport England to set out good governance standards and guidelines for domestic sports governing bodies, they should also look at ways in which they can help the domestic sports governing bodies manage the relationships with the European and international federations, particularly when the standards they are expecting of the domestic sports governing bodies may at times be inconsistent with those of the respective European and international federations.

Chapter 10: Other recommended changes to the Memorandum and Articles

220. In addition to the various changes proposed above and which will require changes to the Memorandum and Articles there are a few other changes that it would be sensible to make in order to clarify the position in the Articles.

Proposed Article amendments

221. It is often usual to ensure there is a provision confirming that any proposed amendments to the Articles must comply with law.

Recommendation 38: Include a provision in the Articles that requires any proposed amendment to the Articles to comply with the law.

Removal of Directors

222. The Companies Act gives members the power to remove a director(s) by ordinary resolution in general meeting. If the members are unhappy with the way in which the Board operates (or any one Board member) they can resort to such action – though it should be exercised sparingly and hopefully not at all on the basis that the Board is operating effectively but I recommend that reference to this is included in the Article entitled Disqualification and Removal of members of the Board of Directors.

Recommendation 39: Include a reference to the members' right to remove a director(s) by way of ordinary resolution in accordance with the Companies Act in the relevant section of the Articles.

Council – England Regional Areas Commission representative

223. The articles (definition of Home Country Association) allow the English Regional Areas Commission to elect/appoint a Council member in addition to each of the 9 English Regional Areas so I recommend this is made clear in the article the describes the Council.

Recommendation 40: For clarity, include a reference to the English Regional Areas Commission representative on Council in the relevant article.

Chapter 11: Possible timeline for implementation

Assuming all the recommendations are agreed by the BJA, a possible timeline for implementation of the key issues could be as set out below. Clearly the timing of certain issues could be altered depending on other priorities but I would encourage the BJA to move as quickly as reasonably possible because the sooner it establishes all the recommended changes the sooner it will improve its overall governance.

2016

Q4

Consider Governance Report

2017

Q1

GM to agree various changes to Articles

Q2

Appoint Chair

Appoint senior independent director

Establish Board advisory groups

Establish Board Nominations, Audit & Risk, Remuneration Panels

Complete review of other Panels and Commissions

Review Handbook

Introduce other Board operational matters

Q3

Consider plan to reduce Board to 8-10 (use AGM 2017 and/or AGM 2018)

Increase number of women on the Board (by AGM 2017 latest)

Replace one of elected director positions with a further independent appointed director position (by AGM 2017 latest)

Confirm elected director criteria (for AGM 2017)

Plan stagger of director appointments (for AGM 2017)

Discuss Home Association director appointments

Q4

AGM – new Council member term commences

2018

Q1

Consider constitution of BJA membership (for AGM 2018 latest)

Q4

Review composition of Council (changes, if any, for AGM 2019)

Report written by
Jonathan Hall

7 October 2016

(see Appendix 5 for more information about Jonathan Hall)

Appendix 1

Consultation Questionnaire

The total number of responses to the Questionnaire was 139. The link to the results and the comments is as follows: []

Some comments have been removed from the above link as they are personal and potentially defamatory and, as such, have had no bearing on my report.

The questions asked were:

Q1. Do you think the role of the Board is appropriate ?

Q2. Do you think the role of the Board is set out and explained clearly ?

Q3. Do you think the role of Council is appropriate ?

Q4. Do you think the role of Council is set out and explained clearly ?

Q5. Do you think the role of the Panels and Commissions is appropriate ?

Q6. Do you think the role of the Panels and Commissions is set out and explained clearly ?

Q7. Bearing in mind that the role of the Board is to manage the business of the BJA, do you think the composition of the Board is fit for purpose, appropriately diverse and that it includes a sufficient number of independent people who are free from a close connection to the organisation who can provide constructive challenge (all of these being principles that the Charter for Sports Governance expects) ?

Q8. Do you think the voting structure of the Board is appropriate ?

Q9. Do you think the Chair should be:

Elected by the clubs as is currently the case

Appointed to meet an agreed set of skills

An independent person appointed by the Association

Q10. If the Chair is an independent appointed person do you think the above definition of "independent" (being consulted on as part of the new Code) is suitable ?

Q11. Do you think the term limits for the four elected Directors are appropriate ?

Q12. Do you think these four Directors should be elected by the clubs ?

Q13. Also, do you think these Directors should be elected from a shortlist of candidates that meet an agreed set of skills required to be such a Director ?

Q14. Do you think the Board should decide the term of appointment of the independently appointed Directors ?

Q15. Also, do you think the independently appointed Directors should be appointed from a shortlist of candidates that meet an agreed set of skills required to be such a Director ?

Q16. Do you think the composition of the Council is fit for purpose and that it is suitably representative of the sport ?

Q17. Do you think the various term limits for Council members are appropriate ?

Q18. Do you think the number of Panels and Commissions, their composition and roles are appropriate for the BJA ?

Q19. How do you think the BJA could better provide sufficient information to its stakeholders and to the public ? Please give examples.

Q20. Are there any other views or comments you wish to express about how the corporate governance of the BJA could be improved ?

Appendix 2

Governance Presentation at Consultation Meetings



Governance Consultation

Consultation Summary

- Why ? Who ? How, When and Where ?
- UK Govt Charter for Sports Governance
- Roles and responsibilities of the Board, Council and Panels/Commissions
- Composition of the Board, Council and Panels/Commissions
- Transparency
- Other views and comments

Why the review ?

- Increasing scrutiny of sports organisations
- UK Govt Charter for Sports Governance
- European Judo Championships 2015 review – governance recommendations
- British Judo Association Strategic Plan to 2021 – good practice
- Corporate governance focus

Independent Review

- Jonathan Hall, sports governance experience
- Senior executive and non-executive roles at the RFU and the FA
- Executive Masters in European sports governance

Questionnaire and open meetings

- Questionnaire published on BJA website – end August deadline
- Open meetings during August:
 - 15 Aug – Wales and SW, Cardiff 7pm
 - 17 Aug – London South and Southern, Crawley 7.30pm
 - 18 Aug – Northern Home Counties and surrounding areas, High Wycombe 7.30pm
 - 19 Aug – Northern Ireland, Antrim 7.30pm
 - 24 Aug – Scotland, Ratho 7.30pm
 - 25 Aug – North, Preston 7pm
 - 27 Aug – National and Midlands, Walsall 10am-3pm
 - 29 Aug – Eastern, Cambridge 7.30pm
- Report to Board – September
- AGM - November

UK Govt Charter for Sports Governance

- Transparency
- Integrity
- Financial Probity
- Leadership and decision making
- Membership
- Independence of thought
- Diversity
- Culture
- Sport England/UK Sport commitments

Role and responsibilities

- Board:
 - Appropriate ?
 - Set out and explained clearly ?
 - Improvements ?
- Council:
 - Appropriate ?
 - Set out and explained clearly ?
 - Improvements ?
- Panels and Commissions:
 - Appropriate ?
 - Set out and explained clearly ?
 - Improvements ?

Composition of the Board

- Fit for purpose, appropriately diverse, sufficient independence ?
- Appropriate voting structure ?

Chair of the Board

- Elected; or
- Appointed; or
- Independent ?
- Definition of “independence” ?
- Appropriate term limits ?

Other directors

- Elected directors – appropriate term limits, elected by clubs, to meet agreed set of skills ?
- Independently appointed directors – term decided by the Board, to meet agreed set of skills ?

Composition of Council/Panels & Commissions

- Council:
 - Fit for purpose and suitably representative ?
 - Appropriate term limits ?
- Panels & Commissions:
 - Appropriate ?

Transparency

- Sufficient information to explain:
 - Purpose of the BJA
 - What it is trying to do
 - How it is doing
 - How its decision making works
 - Who its key people are and their roles
 - How it spends its money ?

Other views and/or comments

- To help improve the way the BJA is run and makes its decisions ?

Next steps

- Other consultation meetings - August
- Report to the Board – September
- AGM – November

Thank you

Appendix 3

Example Job Description for role of Chair

Chair

Draft Job Description

Objective

The Chair will hold the Board and Executive Team to account for the BJA's mission and vision, providing inclusive leadership to the Board, ensuring that each Board member fulfils their duties and responsibilities for the effective governance of the BJA. The Chair will also support, and, where appropriate, challenge the Chief Executive and ensure that the Board functions as a unit and works closely with the entire Executive of the BJA to achieve agreed objectives. He or she will act as an ambassador and the public face of the BJA in partnership with the Chief Executive.

Principal responsibilities

Strategic leadership

- Provide leadership to the BJA and its Board ensuring that the Board sets the overall strategic direction of the BJA
- Develop the BJA's strategic aims and objectives in accordance with its constitution in partnership with the Chief Executive
- Act as an ambassador for the BJA's strategic direction and promote its success
- Ensure effective communication to the BJA's members and stakeholders

Governance

- Ensure that the Board meets its duties and responsibilities for the effective governance of the BJA, including a clear delegation of matters where appropriate
- Develop the knowledge and capability of the members of the Board
- Address and resolve any conflicts within the Board
- Appraise the performance of the Board and its members on an annual basis and act on the outcomes
- Ensure that the Board is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead the BJA effectively
- Liaise with the senior independent director on appropriate agreed matters
- Work within any agreed policies adopted by the BJA
- Ensure that the Board is able to regularly review major risks and associated opportunities, and satisfy itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks
- Ensure that the Board fulfils its duties to ensure sound financial health of the BJA, with systems in place to ensure financial accountability
- Avoid having any significant personal financial conflict of interest and ensure that any other conflicts of interest at Board level are handled appropriately and in line with the BJA policy

External Relations

- Act as an ambassador for the BJA
- Maintain close relationships with key members of the Government and with key influences such as the EJU and IJF
- Act as a spokesperson for the BJA when appropriate
- Represent the BJA at external functions, meetings and events

Efficiency and effectiveness

- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision making process
- Ensure that Board members are fully engaged and that decisions are taken in the best, long-term interests of the BJA and that the Board takes collective ownership
- Foster, maintain and ensure that constructive relationships exist with and between the Board members
- Work closely with the Chief Executive to set the Board agendas and ensure that the Board meetings are well planned
- Chair the Board meetings efficiently and effectively ensuring a focus on strategy, performance, added-value and accountability
- Monitor that decisions taken at Board meetings are acted on

Relationship with the Chief Executive and the wider management team

- Establish and build a strong, effective and a constructive working relationship with the Chief Executive, ensuring he/she is held to account for achieving agreed strategic objectives
- Support the Chief Executive, whilst respecting his/her executive responsibilities
- Ensure regular contact with the Chief Executive and develop and maintain an open and supportive relationship within which each can speak openly about concerns, worries and challenges
- Conduct an annual appraisal and remuneration review for the Chief Executive in consultation with other Board members via the Remuneration Committee
- Ensure that the Chief Executive has the opportunity for professional development and has appropriate external professional support

Additional information

The Vice-Chair acts for the Chair when the Chair is not available and undertakes assignments at the request of the Chair.

The above list is indicative only and not exhaustive. The Chair will be expected to perform all such additional duties as are reasonably commensurate with the role.

Person Specification

The Chair must also meet the following requirements:

Personal Qualities

- Demonstrate the highest standards of integrity and probity
- Able to demonstrate sufficient objectivity at all times
- Demonstrate a passion and commitment to the BJA, its strategic objectives and cause
- Personal gravitas to lead a significant national sports governing body
- Exhibit strong inter-personal and relationship building abilities and be comfortable in an ambassadorial role
- Demonstrate tact and diplomacy, with the ability to listen and engage effectively
- Ability to foster and promote a collaborative team environment
- Ability to commit the time necessary to conduct the role well, including travel and attending events out of office hours

Experience

- Experience of operating at a senior strategic leadership level within an organisation
- Significant experience of chairing meetings and events
- Successful track record of achievement through their career
- Experience of external representation, delivering presentations and managing multi-stakeholder organisations

Knowledge and skills

- Broad knowledge and understanding of the sports sector and current issues affecting it
- Strong leadership skills, ability to motivate staff and volunteers and bring people together
- Financial management expertise
- Good understanding of sports governance issues

Terms

Term: The Chair will serve a 4 year term to be eligible for re-appointment for one additional term.

In addition to chairing the main Board meetings, the Chair has the right to attend the Board committees and Panels/Commissions.

Remuneration: The role of Chair is not accompanied by any financial remuneration, although expenses for travel may be claimed in line with the organisation's policy

Location:

Time commitment: [] Board meetings per year. The Chair is also expected to have regular meetings with the Chief Executive, and also represent the BJA at various events, and meetings with key stakeholders.

Reporting to: Board

Appendix 4

Proposed new Memorandum and Articles

The Companies Acts 1985 to 1989

Company Limited by Guarantee

And Not Having A Share Capital

THE BRITISH JUDO ASSOCIATION

Incorporated on 13th day of October 1978

Company Number: 1393958

UPDATED 13 November 2012

The Companies Acts 1985 to 1989

Company Limited by Guarantee

And Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

THE BRITISH JUDO ASSOCIATION

- 1 The name of the Company (hereinafter called "the Association") is The British Judo Association.
- 2 The Registered Office of the Association will be situate in England.
- 3 The objects for which the Association is established are to:
 - (a) foster, develop, promote, administer, manage and grow the practice and spirit of the sport of Judo throughout the United Kingdom of Great Britain and Northern Ireland ("United Kingdom");
 - (b) organise and regulate the Judo movement at all levels within its jurisdiction according to the provisions of this Memorandum of Association and the Association's Articles of Association (and rules made thereunder) for the benefit of its members and of the sport of Judo as a whole;
 - (c) control the promotion of Judo players to higher degrees and to determine policies in all aspects of elite athlete performance;

- (d) control the training and approval of Judo coaches and officials, both generally and for elite athlete performance;
- (e) promote such domestic championships and competitions as are required for elite performance;
- (f) promote such international championships or competitions as are appropriate for elite performance;
- (g) represent the United Kingdom internationally and to affiliate to the International Judo Federation (IJF), the European Judo Union (EJU) and other relevant bodies;
- (h) serve as the body recognized by the British Olympic Association (BOA), the British Paralympic Association (BPA), the International Olympic Committee (IOC) and the International Paralympic Committee (IPC) as the control body for the sport of judo in the United Kingdom;
- (i) be responsible within its jurisdiction for the regulating, maintaining and enforcing of doping control in Judo at all levels per World Anti-Doping Agency (WADA) and National Anti-Doping Association (NADA) approved guidelines;
- (j) maintain a disciplinary code and appropriate judicial system and to regulate the activities of its members when competing, training or otherwise under the jurisdiction of the Association in order to meet its liabilities from time to time to the IOC, IJF, IPC, EJU and other relevant bodies from time to time;
- (k) appoint delegates to forums whether international or domestic where the United Kingdom is the representative;
- (l) act as the nominating or selecting body, as the case may be, for United Kingdom teams in Olympic, World, European or any other events where the United Kingdom is a competing nation (including those under the auspices of the IJF, EJU, IOC, IPC and other relevant bodies);
- (m) accept responsibility for carrying out any functions which may be transferred from time to time to the Association on such terms as may be agreed unanimously between the members and the Association; and
- (n) ensure the structures are in place to give each and every individual the opportunity to play, coach, officiate, administer, support, learn and excel at all ages and levels (from beginner to elite) in the sport of Judo and to promote the principles and objects set out in the Equality Policy of the Association.

4 And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (a) To assume the assets and other rights and discharge the liabilities and responsibilities of The British Judo Association, an unincorporated Association.
- (b) To hold or assist in holding exhibitions, competitions and shows for the purpose of promoting the objects.
- (c) To print, publish and sell any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Association.
- (e) To sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (f) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise.
- (g) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to the objects of the Association and may lawfully be undertaken by the Association.
- (h) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (i) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons.
- (k) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association.

- (l) To take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the Association under or by virtue of Clause 4 hereof.
- (m) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the Association is authorised to take over or acquire.
- (n) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations which the Association is authorised to take over or acquire.
- (o) To do all such lawful things as are incidental or conducive to the attainment of the objects of the Association.

PROVIDED ALWAYS that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Board of Directors shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 5 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by

way of dividend, bonus or otherwise howsoever by way of profit to the Member Clubs of the Association. Provided that nothing herein shall prevent:

- (a) any payment in good faith by the Association of reasonable and proper remuneration to any officer or servant of the Association or to any Member Club or Licence Holder of the Association in return for any services actually rendered to the Association;
- (b) the award in good faith of any prize to any competitor, or entrant at a contest who may be a Licence Holder of the Association;
- (c) the payment of interest of any money lent by any Member Club or Licence Holder of the Association at a rate per annum not exceeding two percent (2%) less than the Minimum Lending Rate prescribed for the time being by the Bank of England or three percent (3%), whichever is greater, or reasonable and proper rent for premises demised or let by any Member Club or Licence Holder of the Association.

6 The liability of the Member Clubs is limited.

7 Every Member Club of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while it is a Member Club, or within one (1) year after it ceases to be a Member Club, for payment of the debts and liabilities of the Association contracted before it ceases to be a Member Club and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

8 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Member Clubs of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed upon the Association under or by virtue of clause 5 hereof, such institution or institutions to be determined by the Member Clubs of the Association at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision, then to some charitable object.

The Companies Acts 1985 to 1989

Company Limited by Guarantee

and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

THE BRITISH JUDO ASSOCIATION

(As adopted by Special Resolution passed 5 November 2011)

GENERAL

- 1 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with subject or context.

WORDS

The Act

These presents

The Association

The Office

The Board of Directors

The Council

The President and Vice-Presidents

MEANINGS

The Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.

The Memorandum and Articles of Association and the Bye-Laws of the Association from time to time in force.

The above named Company.

The registered office of the Association.

The Board of Directors for the time being of the Association.

The Council for the time being of the Association.

The President and Vice-Presidents for the time being of the Association.

The Chief Executive The chief executive for the time being of the Association appointed under Article 31 of these presents who shall be the Secretary of the Association for the purposes of the Act.

The Seal The Common Seal of the Association.

The United Kingdom The United Kingdom of Great Britain and Northern Ireland.

Month Calendar month.

In writing Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in visible form.

Member Club A Member of the Association for the purposes of the Act which shall have applied to the Board of Directors and been accepted as a Member Club in accordance with Article 5 of these Articles and with the Bye-Laws of the Association.

Licence Holder A person who has applied to the Board of Directors and been accepted as a Licence Holder in accordance with the Bye-Laws of the Association.

Home Country Association Each of the national judo associations for Scotland (Judo Scotland), Wales (Welsh Judo Association), Northern Ireland (Northern Ireland Judo Federation) and, for the purposes of these Articles of Association, the English Regional Areas Commission (together, the "Home Country Associations").

Nominations Committee the body established in accordance with Articles 32 to 35.

Senior Independent Director the individual appointed as such in accordance with Article 27.5.

Complaints and Conduct Procedure A complaints and conduct procedure incorporated by the Board of Directors as amended from time to time.

Words importing the singular number only shall include the plural number and vice-versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in the presents.

- 2 The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 3 The number of Member Clubs of the Association is unlimited.

- 4 The privileges of a Member Club shall not be transferable.

- 5 (a) Member Clubs shall be such associations or bodies whether incorporated or unincorporated which comply with the relevant Bye-Laws of the Association as the Board of Directors shall admit as Member Clubs on payment of such subscriptions and fees as the Board of Directors shall prescribe.

- (b) Every application for membership as a Member Club shall be made in writing in such form and signed by such persons as the Board of Directors shall from time to time prescribe or approve, and the Board of Directors shall have an absolute discretion to accept or reject any application.

- (c) (i) A Member Club may as may be appropriate or necessary exercise any privileges of membership through the medium of a representative elected by it on its behalf.

- (ii) The appointment of such a representative shall be effected by instrument in writing signed on behalf of the Member Club by such officer or officers as the Bye-Laws of the Association may prescribe and delivered to the Association and the Member Club may at any time in like manner remove its representative and make a new appointment.

- (iii) If any Member Club has not for the time being any representative duly nominated by it the Board of Directors may treat the Club Secretary or such other officer of the Member Club as the Board of Directors considers appropriate as being the representative of such Member Club and such Club Secretary or other officer shall thereupon be deemed

(subject to his/her consent) to have been duly nominated as its representative until a representative shall have been duly nominated by it.

- (d) A Member Club shall unless specific approval in writing has been given by the Board of Directors:
 - (i) Submit a copy of its Constitution to the Board of Directors when applying for membership in accordance with Article 5(b) hereof.
 - (ii) Be constituted so that all its officers are Licence Holders.
- 6
- (a) All annual subscriptions for Member Clubs shall be payable in advance on the first (1st) day of January of every year, except that in the case of a new Member Club its first subscription shall be payable upon its application. If the application of a club is refused the first subscription shall be returned to the applicant.
 - (b) A Member Club ceasing for any reason to be a Member of the Association shall not be entitled to a refund in whole or in part of any annual subscriptions or other monies already paid by it to the Association and it shall remain liable for payment of all annual subscriptions or other monies due from it to the Association at the date on which it ceased to be a Member Club.
- 7
- If any Member Club liable for payment of an annual subscription shall not have paid the same on or before the thirty-first (31st) day of the January after the same became payable, it shall cease on that day to be entitled to any of the rights and privileges of membership until the subscription shall have been paid.
- 8
- A Member Club shall cease to be a Member of the Association and its name shall be removed from the Register of Members accordingly if:
- (a) By notice in writing to the Board of Directors it resigns its membership.
 - (b) Its annual subscription remains unpaid after the thirty-first (31st) day of March next following the date when it became due, and the Board of Directors resolves that its membership be terminated.
 - (c) It is expelled from the Association by the Board of Directors under the powers hereinafter contained.

GENERAL MEETINGS

- 9 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen (15) months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen (18) months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 11 The Board of Directors may whenever it thinks fit convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened on requisition by the Member Clubs pursuant to the provisions of the Act.
- 12 Ninety (90) days notice in writing at least of every Annual General Meeting and thirty (30) days notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association.

But with the consent of all the Member Clubs having the right to attend and vote thereat, or by a majority of such Member Clubs together holding not less than 95 per cent of the total voting rights thereat, in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
- 13 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 14 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Directors and of the Auditors, the

election of the President and of Directors in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors and all resolutions of which proper notice has been given in accordance with the provisions of Article 19(a) hereof.

- 15 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the representatives of four per cent (4%) of the total number of Member Clubs entitled to attend and vote (or if that figure represents a fraction then the next highest whole number) personally present shall be a quorum.
- 16 If within thirty (30) minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Member Clubs, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place, as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Member Clubs present shall be a quorum.
- 17 The President shall preside as Chair at every General Meeting but if there be no such Chair, or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Board of Directors, or if no such Director be present, or if all the members of Board of Directors present decline to take the chair, they shall choose some Member of the Association who shall be present to preside.
- 18 The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, twenty-eight (28) days notice of adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

NOTICE OF RESOLUTIONS

- 19 (a) Notwithstanding section 368 of the Act, notice of resolutions to be put to vote at the Annual General Meeting shall be sent to the Chief Executive at least seventy-two (72) days before the Annual General Meeting. Each resolution shall be proposed and seconded either by the Board of Directors or by any two (2) Member Clubs (acting

as a single unit). Copies of the resolution shall be circulated to Member Clubs by the Chief Executive at least twenty-eight (28) days before the Annual General Meeting.

(b) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the representatives of the Member Clubs at such meeting, unless a secret ballot is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by representatives present in person representing one-tenth of all the Member Clubs present at the meeting, and unless a secret ballot be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a secret ballot may be withdrawn.

20 Subject to the provisions of Article 23, if a secret ballot be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded.

21 No secret ballot shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

22 No Director as such nor the Chair of the meeting as such shall have a vote whether on a show of hands or on a secret ballot. The Chair of the meeting shall in the case of equality of votes whether on a show of hands or on a secret ballot have a casting vote.

23 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a secret ballot has been demanded.

VOTES OF MEMBERS

24 Subject as hereinafter provided, every Category A Member Club entitled to vote (as defined in Bye-Law 1.4) shall have one (1) vote. The Club receives the right to vote after a period of three months from initial registration to ensure it has sufficient time to be up and running and is delivering judo classes on a regular basis prior to exercising the right to vote.

25 If the Board of Directors shall in its absolute discretion require any resolution to be put to a postal ballot it may do so. The representatives of the Member Clubs shall have

posted to them ballot papers on which shall be stated the proposed resolution. Ballot papers must be returned to the Association either by post or by hand by the time stated therein.

AMENDMENTS TO ARTICLES

2526 Proposals to amend the Articles may only be made if such amendment complies with the law and the Articles incorporating such amendment would not breach the law.

BOARD OF DIRECTORS

267.1 The number of Directors shall be ~~no less than four (4) and no more than twelve fourteen (14)~~ twelve.

267.2 The Board of Directors will include:

- (a) The Chair who shall be appointed by the Board on the recommendation of the Nominations Committee based on criteria agreed by the Board required for the role of Chair and elected (subject to the provisions of Article 278) by the clubs at the Annual General Meeting.
- (b) Subject to transitional arrangements¹ agreed by the Board and approved by the Council, Four (4)three (3) elected Directors who shall be elected (subject to the provisions of Article 27.626.5) by the clubs at the Annual General Meeting.
- (c) Subject to transitional arrangements agreed by the Board and approved by the Council, Three (3)four (4) Independently Appointed Directors who may be appointed by the Chair, elected Directors, and Home Country Association Representatives on the recommendation of the Nominations Committee based on criteria agreed by the Board required for the role of Independently Appointed Director (subject to the provisions of Article 27.6)and shall serve at the pleasure of the Board.
- (d) Four (4) representative Directors who shall be the elected ~~by Chairs of each of the Home Country Associations (in the case of the English Regional Areas Commission this will be~~ an English representative directly elected by the English clubs] so that there will be:
 - (i) ~~the~~ an elected representative ~~Chair~~ of Judo Scotland
 - (ii) ~~the~~ an elected representative ~~Chair~~ of the Welsh Judo Association

¹ Transitional arrangements will be required to transfer one of the current elected Director roles to an additional Independent Appointed Director role

(iii) ~~the~~an elected ~~representative~~Chair of the Northern Ireland Judo Federation

(iv) ~~the~~an elected English representative who shall be elected by the English Clubs (subject to the provisions of Article ~~27.6-5~~)

(e) The Board can convert ~~up to two (2)~~one of the elected Director positions (as described in ~~267.2(b)~~ above) to an appointed position if required for a skills gap or ~~diversity~~gender gap issue. This would be for one term and the position would revert back to elected at the end of the ~~four (4)~~three (3) year ~~term~~term unless there are further urgent requirements to justify the extension of the appointment. This decision can be made at any time prior to the start of an election cycle which for the purpose of this article begins with the calling notice for candidates.

~~267.3~~ (a) Each Home Country Association may remove a Director appointed/elected by it pursuant to Article ~~267.2(d)~~ and appoint/elect a new Director whose identity is approved by the Board of Directors (such approval not to be unreasonably withheld) by notice in writing to the Association. ~~The appointment may only follow the election of the individual as the Chair of the Home Country Association.~~

(b) For the avoidance of doubt, it shall ~~not~~ be unreasonable for the Board of Directors to withhold or refuse their consent to an appointment/election of a Director nominated by a Home Country Association, where such nominee has been removed from office as a Director of the Association, or was not elected a Director of the Association having stood for election or re-election (as the case may be).

(c) The Home Country Association removing the Director shall indemnify the Association against any claim arising in connection with that Director's removal from office.

27.4 The Directors shall have the power from time to time to elect a Director as Vice-Chair to serve for a term of two (2) years and to act as Chair in the event of the death, incapacity or absence of the duly elected Chair. At the expiry of the term of two (2) years any director (including the Vice-Chair) may stand for election to serve as Vice Chair for a further term or further terms.

27.5 The Directors shall have the power from time to time to elect one of the Independently Appointed Directors to be the senior independent director to carry out the role outlined in the UK Corporate Governance Code and agreed by the Board.

27.6

(a) Subject to transitional arrangements agreed by the Board and approved by the Council, ~~the~~ elected, Independently Appointed and English representative

Directors will each serve a three (3)four (4) year term. At the conclusion of a three (3)four (4) year term each suchthe elected Director will stand down and be subject to a re-election/re-appointment as the case may be~~there will be an election for the position~~. The Director may seek re-election/re-appointment for one further term. After two (2) terms the Director is required to resign and not seek re-election or re-appointment~~for a period of one (1) year~~.

- (b) In order to be put forward for election as an elected Director, an individual will require the prior nomination of a minimum of [5] Member Clubs and the approval of the Nominations Committee which shall operate a process for vetting such individuals based on certain skills based and diversity criteria required to be a Board director (agreed by the Board) and which it shall publish in advance.
- (c) In order to be put forward for election as the English representative Director, an individual will require the approval of the Nominations Committee which shall operate a process for vetting such individuals based on certain skills based and diversity criteria required to be a Board director (agreed by the Board) and which it shall publish in advance.
- (d) If there are more candidates than there are vacancies for the positions of Chair or an elected Director the representatives of members clubs shall have posted to them fifty-six (56) days before the appropriate Annual General Meeting, ballot papers with the stated names of the candidates. Ballot papers must be returned to the Association in the manner and by the time and the place stated therein.

- 28 The Chair of the Board of Directors ~~shall be elected at the Annual General Meeting of the Association and shall serve for a term of four (4) years~~. At the expiry of the term of four (4) years the Chair may be re-appointed~~stand for election to serve for a further term~~. After two terms the Chair is required to resign and will not be re-appointed~~not seek re-election for a period of one (1) year~~. ~~In the event of there being equality of voting on any matter that fails to be considered by the Board of Directors then the Chair shall have a casting vote.~~
- 29 Every member of the Board must be a licence holder of the Association. If a person is elected or appointed to the Board and does not hold a licence they will be issued with a licence prior to commencement of office.

POWERS OF THE BOARD OF DIRECTORS

30 (a) The business of the Association shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as are not by statute nor by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being consistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

~~(b)~~(d) Without prejudice to the generality of the above the Board of Directors shall be responsible for:

- (i) the formulation, planning and monitoring of policy of the Association on matters affecting the United Kingdom;
- (ii) the supervision and control of all technical matters;
- (iii) the appointment of the Chief Executive Officer;
- (iv) the conduct of the affairs of the Association in accordance with these presents;
- (v) the approval of financial budgets and statutory accounts;
- (vi) the dissemination of relevant information to Member Clubs and Licence Holders; and
- (vii) the policies to be followed in the representation of the Association on all matters within the United Kingdom and internationally;

~~the appointment of Strategic Panels and Commissions with or without power to act on behalf of the Board of Directors.~~

31 The Directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the Board of Directors shall at any time be reduced in number to less than four (4), it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DELEGATION OF POWERS OF THE BOARD OF DIRECTORS

32. The Board may delegate any of its powers to such committees, panels, commissions, or other bodies, or to the Chief Executive or to any other person holding any other executive office as it sees fit. Any such delegation may be made subject to any conditions as the Board may set from time to time and which may be revoked or altered.
33. The following, without limitation, shall be sub-committees of the Board:
- 33.1 the Audit and Risk Committee;
- 33.2 the Nominations Committee; and
- 33.3 the Remuneration Committee.
34. Save for the Nominations Committee, the Board shall be responsible for appointing individuals to the above committees, panels, commissions or other bodies and in the case of panels and commissions such appointments shall be on the recommendation of the Nominations Committee.
35. The Nominations Committee shall consist of no more than 3 individuals appointed by the Council together with one of the Independently Appointed Directors (appointed by the Board) and the Senior Independent Director who shall chair the Committee.

CHIEF EXECUTIVE

- 316 (a) Subject to the provisions of the Act , the Chief Executive shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions consistent with the provisions of the Memorandum of Association as it may think fit, and any Chief Executive so appointed may be removed by it.
- (b) The Chief Executive shall report to the Board of Directors. {The CEO should have an employment contract which will set out his rights and responsibilities including who he should report to.}

THE SEAL

- 327 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two (2) members of the Board of Directors and of the Chief Executive, and the said members and the Chief Executive shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona-fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

338 The office of Director (including the office of Chair) shall be vacated:

- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) if he becomes of unsound mind;
- (c) if he is suspended from membership of the Association for any reason;
- (d) if by notice in writing to the Association he resigns his office;
- (e) if he becomes a paid official of the Association;
- (f) if he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
- ~~(f)(g)~~ if he is validly removed by the Member Clubs by a vote in General Meeting in accordance with the Companies Act;
- ~~(g)(h)~~ if the Board of Directors shall so determine, upon his failing to attend three consecutive meetings of the Board of Directors without providing a reason or reasons acceptable to the Board of Directors; or
- (i) if the Board of Directors pass a resolution by unanimous consent (for the purposes of this Article unanimous shall not include the Director who is the subject of the resolution) without prejudice to his rights that may arise under employment legislation.

MISCELLANEOUS PROVISIONS RELATING TO THE BOARD OF DIRECTORS

39 No person other than a Director retiring at the meeting shall be eligible for election as a Director at any General Meeting unless proposed at least seventy-two (72) days before the day appointed for the meeting.

~~Candidates will be vetted by the Council prior to being put forward for election. The Council will form a Nominations Panel to complete the vetting process and recommend candidates to the full Council for approval. If there are more candidates than there are vacancies for the positions of Chair or Director the representatives of members clubs shall have posted to them fifty-six (56) days before the appropriate Annual General Meeting, ballot papers with~~

~~the stated names of the candidates. Ballot papers must be returned to the Association in the manner and by the time and the place stated therein.~~

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 40 The Board of Directors may meet together for the dispatch of business and adjourn its meeting as it thinks fit. Four (4) Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote.
- 41 A Director may, and (on the request of a Director) the Chief Executive shall, at any time, summon a meeting of the Board of Directors by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 42 The Chair shall be entitled to preside at all meetings of the Board of Directors at which he shall be present and in his absence the Vice-Chair, but if at any meeting neither the Chair nor the Vice-Chair shall be present within fifteen (15) minutes after the time appointed for holding the meeting the Directors present shall choose one of their number to be Chair of the meeting.
- 43 A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Directors generally.

~~If the Board of Directors shall appoint Strategic Panels and Commissions under Article 29(b) (8) to perform specific functions determined and identified by the Association at the Annual General Meeting, the Directors shall appoint such members and chair of the Commissions as it thinks fit and shall be free to dismiss them if not satisfied with their performance.~~

~~44 If, following a meeting of the Board of Directors or of any Strategic Panel or Commission, it is subsequently discovered that there was some defect in the appointment or continuance in office of any Director at such meeting, or it is subsequently discovered that any Director at such meeting was at the time disqualified from being a director, then all acts done in good faith by such meeting shall be valid (notwithstanding any such defect or disqualification).~~

- 4544 The Board of Directors shall cause proper Minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Association and of the Board of Directors and of Strategic Pits committees referred in Article 33 as well as its panels and of Commissions, and all business transacted at such

meetings, and any such Minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

~~4645~~ The Board of Directors or the members of any ~~of its committees, Strategic Panels or Commissions~~ may approve a decision in writing, if such approval is signed by all Directors or members of ~~such body~~ ~~any Commission~~ who are entitled to receive notice of a meeting of the Board of Directors or of such ~~body~~ ~~Commission~~. The written approval shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such ~~body~~ ~~Commission~~ duly convened and constituted.

PRESIDENT

- ~~446~~ (a) There shall be a President of the Association. The person holding office as President immediately prior to the date of the adoption of these presents shall continue in office until a President has been elected in accordance with Article 14 hereof so far as applicable.
- (b) The President elected shall hold office for a period of five (5) years or such other period as the Association may determine. The President shall act as Chair of the Annual General Meeting and of meetings of the Council and shall be eligible to be elected Chair or Director of the Association.
- (c) If the President shall die, resign or become incapacitated during his tenure of office then the Board of Directors upon the nomination of the Council may appoint a new President who shall take office immediately and who shall hold office until the next Annual General Meeting of the Association at which a new President can be elected under the provisions of Article 14 hereof and the Council shall give reasonable notice to the Board ~~of~~ Directors of its nomination.
- (d) The role of the President is primarily to act as an ambassador for the sport of Judo and to represent the British Judo Association, attending, when required, world and European events.

VICE-PRESIDENTS

~~457~~ The persons who immediately prior to the date of the adoption of these presents were holding the office of Vice-Presidents shall continue to do so. There shall be such other Vice-Presidents as shall be appointed by the Council. A Vice-President shall hold office for life or until he shall retire or be dismissed from office by the Association at the Annual General Meeting.

- (a) All Vice-Presidents will be members of Council.

- (b) The maximum number of Vice-Presidents shall be six (6) and all must be members of the British Judo Association and have a substantive Judo background, having given many years of service to British Judo. Nominations for Vice-President can be made by the Chairman, the President or a Vice-President or an Area of the British Judo Association, subject to the written agreement of the nominee. The President will forward nominations to the Nominations Committee ~~ession~~ which shall consider the nomination and respond to the President accordingly. If agreed by the Nominations Committee ~~ession~~, the President will then forward the nomination to the Vice-Presidents for consideration. Vice-Presidents will vote for or against with a sealed vote. ~~A~~The majority in favour would be required for that person to be appointed as Vice-President. If approved by the President and Vice-Presidents, the President will make a recommendation for appointment as Vice-President to Council. The nominee will be contacted by the President with regard to his/her appointment. The President will also advise the British Judo Association Board of Directors through the Nominations ~~Committee~~Panel.
- (c) The longest standing Vice-President shall be the Senior Vice-President. This role will be for life or until he/she shall retire and/or become an Honorary Vice-President or be dismissed from office, whereupon the next longest service Vice-President will assume the role of Senior Vice-President which will be formally endorsed by Council at the next meeting.
- (c) The role of Vice-President shall become that of Honorary Vice-President should he/she no longer be able to serve as Vice-President or non-attendance at any BJA event within a two year period.
- (d) The role of Vice-Presidents is the requirement to act as an elder statesman and ambassador for the sport of Judo. Vice-Presidents will attend functions, meetings (including meetings of Council), Awards presentations as required by the Association.

HONORARY VICE-PRESIDENTS

- 468 (a) Honorary Vice-Presidents are not members of Council.
- (b) The maximum number of Honorary Vice-Presidents is not defined.
- (c) All Honorary Vice-Presidents must be members British Judo Association and will be awarded Honorary membership if necessary. The role of Honorary Vice-President is open to persons outside of Judo, (eg, a member of the Royal family, a politician or celebrity who could be a beneficial ambassador for British Judo).
- (d) The appointment of Honorary Vice-Presidents will be considered by the Association's Rewards and Recognition Commission and any recommendation for the award of Honorary Vice-President will be notified to the Board of

Directors and ratified by Council. The nominee will be contacted by the President with regard to his/her appointment.

THE COUNCIL

- 479.1 There shall be a Council of the Association. It shall consist of the President, Vice Presidents, a number of members equal to the number of Home Country Associations (including, for the avoidance of doubt, the English Regional Areas Commission) and nine English Regional Areas, who shall each appoint one (1) member of the Council from Licence Holders within their membership or Area and such other individuals as the Board of Directors determines from the Association's recognised bodies including Police Sport UK, Royal Navy Judo, Army Judo, RAF Judo, British Universities Judo (or being legitimate representative special interest groups consisting of Member Clubs and/or Licence Holders from within the membership of the Association). A Board director may not be a member of Council at the same time.
- 49.2- Subject to transitional arrangements agreed by the Board and approved by the Council ~~The each Council member's~~ appointment shall normally last for a maximum of two terms of four years each two (2) years but membership may be revoked at an earlier date by the appointing body.
- 49.3 - Council shall be responsible for overseeing the work of the Board of Directors on behalf of the Member Clubs. It shall also provide advice and guidance on the grassroots of the sport and Council members shall act as ambassadors of the Association's strategy as set out in the Association's strategic plan from time to time. In order to assist Council and its members in carrying out these roles, Council shall have four meetings per year, one immediately prior to the AGM and one in each of the other three quarter years. Council shall also be entitled to call further meetings with the Board if it feels it is necessary and the issue cannot wait until the next scheduled meeting of Council; to do so, at least 25% of Council need to agree to it and at least two week's prior notice of such meeting must be given to the Board of Directors along with the reasons for calling it. ~~Council shall have two meetings each year if the Board of Directors approves; one meeting to consider general business, the other meeting to consider the report of the Board of Directors. The Council will also be responsible for the vetting of potential candidates who are interested in running for the positions of Chair or Director.~~
- 49.4 Council shall also be responsible for helping the Board vet individuals for the positions of Chair, elected Directors, Independently Appointed Directors and the elected English representative director. It shall do this by appointing no more than 3 individuals to the Nominations Committee as set out in Article 35.
- 49.5 The President shall act as Chair of meetings of the Council but if he shall not be present at any properly convened meeting the members of the Council present shall choose one (1) of their number to be Chair of the meeting. The President or the person acting on his behalf shall present the Council's views of the report of the Board of Directors to the Annual General Meeting. The Council may from time to time assign such duties and functions to a Vice-President as it shall think fit.

ACCOUNTS

- 50 The Board of Directors shall cause accounting records to be kept in accordance with the provisions of the Act.
- 51 The accounting records shall be kept at the registered office of the Association, or subject to the provisions of the Act, at such other place or places as the Board of Directors think fit, and shall always be open to their inspection.
- 52 At the Annual General Meeting in every year the Board of Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up in accordance with any statutory provisions for the time being in force to a date which shall not in any event be more than six (6) months before such meeting, together with proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one (21) clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be laid before the meeting pursuant to the provisions of the Act.

AUDIT

- 513 Without prejudice to the provisions of the Act, at least once in every year the accounts of the Association shall be audited by a duly appointed firm of Auditors.

NOTICES

- 54 A notice may be served by the Association upon any Member Club either personally or by sending it through the post in a prepaid letter, addressed to such Member Club at its registered address as appearing in the Register of Members or by facsimile to such facsimile number as is provided to the Company Secretary from time to time, or by electronic mail to such e-mail address as is provided to the Company Secretary from time to time.

- 55 Any Member Club described in the Register of Members by an address not within the United Kingdom, which shall from time to time give the Association an address within the United Kingdom at which notices may be served upon it, shall be entitled to have notices served upon it at such address but, save as aforesaid and as provided by the Act, only those Member Clubs which are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
- 56 Any notice, if served by post, other than by registered post or recorded delivery, shall be deemed to have been served on the second (2nd) working day following that on which the letter containing the notice was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid. Any notice, if served by facsimile, shall be deemed to have been served twenty four (24) hours after the facsimile containing the notice was transmitted. Any notice, if served by electronic mail, shall be deemed to have been served twenty four (24) hours after the electronic mail has been sent and notice has been received confirming that the email has been delivered.

EXPULSION OF MEMBER CLUBS

- 557 Should the conduct of any Member Club in the opinion of the Board of Directors be injurious to the objects and interests of the Association, the Board of Directors, having in their opinion given a reasonable opportunity to the Member Club to furnish an explanation to them either verbally or in writing, subject always to the Complaints and Conduct Procedure, shall be empowered to expel such Member Club from the Association.

SUSPENSION OF LICENCE HOLDERS FROM ELECTED OFFICES

- 568 Any person who has been suspended from being a Licence Holder or otherwise suspended from the Association for any reason shall be prohibited from running for any elected office whatsoever within the Association (including the roles of President, Chair and Director of the Association and any elected position within a Home Country Association, English Regional Area, Member Club or any other recognised body) for a period of four (4) years, such period to commence on the expiry of that person's suspension from the Association.

BYE-LAWS

- 579 The Bye-Laws of the Association shall be adopted as the Bye-Laws of the Association and shall remain in force until altered, suspended or rescinded by the Board of Directors. The Board of Directors shall be empowered to make, alter, suspend or

rescind any Bye-Laws for the purpose of regulating any matters not mentioned in these presents which are consistent with the Memorandum of Association and these presents. Notices of any new, altered, suspended or rescinded Bye-Laws shall be sent to Member Clubs and shall be placed before the next ensuing General Meeting.

WINDING UP

~~5860~~ Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if the provisions thereof were repeated in these presents.

DIRECTOR'S CONFLICTS OF INTEREST

~~5961~~ Directors' Conflicts of Interests

(a) The directors may, in accordance with the requirements set out in this ~~Article 6158~~, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (Conflict).

(b) Any authorisation under this ~~Article 5861~~ will be effective only if:

(i) The matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;

(ii) Any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

(iii) The matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

(c) Any authorisation of a matter under this article may (whether at the time of giving the authority or subsequently):

(i) Extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

(ii) Be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;

(iii) Be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

- (d) In authorising a Conflict the directors may decide (whether at the time of giving the authority or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:
 - (i) Disclose such information to the directors or to any director or other officer or employee of the company;
 - (ii) Use or apply any such information in performing his duties as a director; where to do so would amount to a breach of that confidence.
- (e) Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the director:
 - (i) Is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
 - (ii) Is not given any documents or other information relating to the Conflict;
 - (iii) May or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.
- (f) Where the directors authorise a Conflict:
 - (i) The director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
 - (ii) The director will not infringe any duty he owes to the company by virtue of section 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.
- (g) A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

Appendix 5

About Jonathan Hall

Jonathan has over 20 years' experience in sport ranging from senior leadership roles in two large national sports governing bodies, The FA and the RFU, to the commercial world of IMG. He entered the sports world after training as a lawyer at Cambridge University and US firm Baker & McKenzie. He has first-hand experience of many of the key areas of running major sports governing bodies including an excellent track record of managing key stakeholder relationships and the important areas of corporate and regulatory governance in sport. As well as having led several large executive teams and acted as deputy FA General Secretary, he also has extensive experience of acting as a director and trustee on various Boards within sport.

Key responsibilities and achievements

- Acted as deputy to the FA General Secretary
- Led the stakeholder management in both Professional and Grassroots football as well as International Relations (including UEFA and FIFA), Corporate Affairs and Customer Insight
- Lead executive for the FA's Professional Game and National Game Boards and oversaw the review and negotiations on the governance structures of the game in England
- Advised Lord Burns on the regulatory aspects of the FA's Structural Review leading to the formation of the Football Regulatory Authority
- Oversaw legal/corporate aspects of internal RFU restructuring of RFU Council and Committee responsibilities
- Football Foundation trustee and elite refereeing joint venture Board director
- Executive director responsible for producing the FA's first strategic plan and subsequent refreshers
- Modernised, and responsible for, the on and off field regulatory and governance teams at the FA
- Executive Masters (high distinction) in European Sports Governance – Sciences Po, April 2016

Roles

Jonathan Hall Associates	Director	2016-present
The Football Association	Director of Football Services	2008-2015
The Football Association	Director of Governance	2004-2008
Rugby Football Union	Secretary and Legal Officer	1999-2004
International Management Group	Senior International V-P, Legal Affairs	1995-1999
Baker & McKenzie, solicitors	Trainee solicitor and Associate solicitor	1992-1995