

Board Recruitment Policy
(including information relating to
- The Nominations Committee / process
- Fit and Proper Persons declaration)

1. INTRODUCTION

1.1 In considering appointments to the Board of Directors (Board) it is important to link Badminton England's strategy to the composition of the Board to ensure that the best mix of skills and knowledge are inherent therein to ensure informed, responsible and timely decision making. Further, the composition of the Board should not only draw on a wide range of relevant skills and competences but also diversity of perspective to generate appropriate challenge and discussion.

In making appointments to the Board, Badminton England should ensure that those being appointed are fit and proper persons to both represent the sport of badminton and to discharge their fiduciary duties and responsibilities in an appropriate manner that complies with the general tenants of good governance.

The following sets out:

1.1.1. the composition and role of Badminton England's Nominations Committee; and
1.1.2 a general definition of a "fit and proper person" for appointment to the Board together with a sample declaration (Section 3.2 below) that would be required of each Board member.

1.2 Defined terms used throughout this document shall be as set out in Badminton England's Articles / Standing Orders save where additional defined terms are set out in this document.

2. NOMINATIONS COMMITTEE

Role of the Nominations Committee

The Nominations Committee's core responsibility is to manage the appointment process for new Board directors. This includes, but is not restricted to, scrutinising prospective Board members and making recommendations as to their suitability for appointment to the Board.

Membership of the Nominations Committee

2.2.1 The Nominations Committee shall comprise at least three members, and normally five members, drawn from the Board.

2.2.2 The Nominations Committee will normally comprise the Chairman of the Board, the Senior Independent Director, plus up to three other members of the Board. The majority of the membership of the Nominations Committee shall be drawn from the Independent Non-Executive Directors.

2.2.3 Only members of the Nominations Committee have the right to attend committee meetings. However, other individuals such as the Chief Executive and external advisors may be invited to attend all or part of any meeting, as and when appropriate.

2.2.4 Membership of the Nominations Committee shall be reviewed annually at the first meeting of the Board following the Badminton England Annual General Meeting (AGM), however, the composition of the Nominations Committee shall always be in accordance with clause 2.2.2 above.

2.2.5 The Chairman of Badminton England shall be a member of the Nominations Committee throughout his or her term of office. If candidates for the post of Chairman of Badminton England are being considered the Board may appoint another member of the Board to the Nominations Committee in his or her place.

2.2.6 In the absence of the Nominations Committee's Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference.

2.2.7 In the event of any tied vote in the Nominations Committee the Chairman shall have a casting vote.

2.3 **Secretary**

The secretariat shall be that of the Board.

2.4 **Quorum**

The quorum necessary for the transaction of business shall be three members, a majority of which shall be Independent Non-Executive Directors. A duly convened meeting of the Nominations Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nominations Committee.

2.5 **Frequency and Form of Meetings**

2.5.1 The Nominations Committee shall meet at least twice a year and otherwise as required.

2.5.2 Meetings may be held in person, by telephone conference call, or by suitable electronic means agreed by the Nominations Committee in which all participants may communicate (whether visually or not) with all the other participants.

2.6 **Notice of Meetings**

2.6.1 Meetings of the Nominations Committee shall be called by the secretary to the Nominations Committee at the request of the Nominations Committee's Chairman.

2.6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Nominations Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Nominations Committee members and to other attendees as appropriate, at the same time.

2.7 **Minutes of Meetings**

2.7.1 The secretary to the Nominations Committee shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

2.7.2 Draft minutes of Nominations Committee meetings shall be circulated promptly or made available via Sharepoint (or some similar means in common use by Badminton England) to all members of the Nominations Committee. Once approved, minutes shall be circulated to all other members of the Board.

2.8 **Annual General Meeting**

2.8.1 The chairman of the Nominations Committee shall attend the AGM of Badminton England to answer any questions relevant to the activities of the Nominations Committee.

2.9 **Duties**

The Nominations Committee shall:

2.9.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board.

2.9.2 give full consideration to succession planning for membership of the Board in the course of its work, taking into account the challenges and opportunities facing Badminton England, and the skills and expertise needed on the Board in the future.

2.9.3 keep under review the leadership needs of Badminton England with a view to ensuring the continued ability of Badminton England to operate effectively.

2.9.4 evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

The Nominations Committee will:

2.9.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

2.9.6 in identifying suitable candidates for membership of the Board the Nomination Committee shall:

- 2.9.6.1 use open advertising and, if considered appropriate or necessary, the services of external advisors to facilitate the search;
- 2.9.6.2 advertise any vacancy(ies) on the Board on Badminton England's and other websites in an effort to reach and attract suitable candidates;
- 2.9.6.3 consider candidates from a wide range of backgrounds;
- 2.9.6.4 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position.
- 2.9.6.5 be cognisant of:
 - Badminton England's commitment to embracing equality and diversity, and its published Equality and Diversity Policy; and
 - the gender balance of the Board (the composition of the Board should comprise a minimum of 30% of each gender or such other figure as may be agreed from time to time); and
 - the ratio of Elected Directors representative of the Members and Independent Directors in the composition of the Board (the Board's composition shall not exceed more than one-third of its membership who are representative of the Members and not less than 25% who are Independent Directors or such other ratio as may be agreed from time to time); and
 - the desirability of the composition of the Board being representative of the diverse nature of the badminton playing community (including, but not restricted to, those with a disability or who come from the Black, Asian, minority ethnic [BAME] communities).
- 2.9.6.6 inform Sport England / UK Sport of any appointment process being undertaken and permit either or both of them to observe the process.

It is noted that:

- 2.9.7 the final decision as to whom to nominate for election remains with the Board and that it is the Board's role to seek confirmation of appointment(s) to the Board from the General Meeting.
- 2.9.8 for the appointment of a Chairman, the Board should ensure that a job specification is prepared, including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed before appointment and any change to the Chairman's commitments should be reported to the Board as they arise.
- 2.9.9 prior to the appointment of any person to the Board, the proposed appointee will be required to disclose any other interests that may result in a conflict of interest and be required to report any future interests that could result in a conflict of interest. Such disclosure shall additionally be repeated on an annual basis throughout the appointee's term of office.
- 2.9.10 prior to the appointment of any person to the Board, the proposed appointee will be required to make a "Fit and Proper Person" declaration in the format set out in this document and be required to promptly report any change in the appointee's circumstances that render any part of their declaration to no longer be factually correct. Such declaration shall additionally be repeated on an annual basis throughout the appointee's term of office.
- 2.9.11 on appointment to the Board, Non-Executive Directors should receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Board service and involvement as Directors outside of meetings of the Board. N.B. Board members may fulfil other roles within Badminton England that are in addition to their roles as Directors.
- 2.9.12 the Board should review annually the time required from Directors and whether they are spending enough time to fulfil their duties.
- 2.9.13 the processes set out in 2.9.5 and 2.9.6 above shall apply to the recruitment and appointment of all Directors of Badminton England (including the Chief Executive).

The Nominations Committee shall also take into account the following points in making its recommendations to the Board:

- 2.9.14 any plans for succession of membership of the Board and, in particular, for the key role of

Chairman.

- 2.9.15 the chairmanship and membership of Badminton England's Advisory Boards, Standing Committees and Working Groups.
- 2.9.16 the reappointment of any Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required going forwards and the need for progressive refreshing of the Board.
- 2.9.17 any matters relating to the continuation in office of any Director at any time.

2.10 **Reporting Responsibilities**

- 2.10.1 The Nominations Committee chairman shall report to the Board on its proceedings after each meeting of the Nominations Committee on all matters within its duties and responsibilities.
- 2.10.2 The Nominations Committee shall take whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 2.10.3 In the event that the processes set out in 2.9.6.1 to 2.9.6.6 (inclusive) above have not been followed for any reason, the same shall be reported to the Board and, by the Board, to the General Meeting setting out the rationale for the decisions taken.

2.11 **Other Matters**

The Nominations Committee shall:

- 2.11.1 have access to sufficient resources in order to carry out its duties, including access to relevant staff of Badminton England.
- 2.11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 2.11.3 give due consideration to laws, regulations, Badminton England's Articles, Standing Orders and Policies, and the Sport England / UK Sport Code of Conduct for Sports Governance.
- 2.11.4 in conjunction with Badminton England's Governance Working Group, arrange for periodic reviews of its own performance, and, at least annually, review its own constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary, initially to the Governance Working Group (to ensure consistency across all of Badminton England's Advisory Boards, Standing Committees, and Working Groups), and through the Governance Working Group to the Board for approval.

3. **FIT AND PROPER PERSON**

3.1 **Preamble and Rationale**

- 3.1.1 In accordance with recognised good practice the Board has previously agreed that all Board members should complete an ISA 550 declaration upon appointment and annually thereafter.
- 3.1.2 Additionally, at its March 2017 meeting, the Board approved a "Code of Conduct for Members of the Board of Directors, Members of Advisory Boards and Members of Standing Committees" to which all Board members must comply.
- 3.1.3 In accordance with the Sport England / UK Sport "Code for Sport Governance", Sport England additionally requires members of the Board to complete a "Fit and Proper Person Declaration" upon appointment and to refresh it as and when any change of circumstances occur which affect the veracity and/or accuracy of the original declaration that they completed.
- 3.1.4 In signing a declaration in the format set out in 3.2 below, Board members are confirming that:
 - they will do their best to ensure that funds allocated to Badminton England from either Sport England and/or UK Sport are used only for the purpose(s) for which they were intended; and
 - information disclosed about themselves in the declaration may impact on whether or not they are indeed "fit and proper persons" to serve on the Board or to remain within its membership.

3.2 **Fit and Proper Person Declaration**

Name of organisation in full: Badminton Association of England Limited (usually known as Badminton England)

Name of individual:
Role(s) within Badminton England:

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I, the undersigned, declare that:

- I have not been disqualified from serving as a company director;
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent);
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft;
- I have not used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final;
- I am not an undischarged bankrupt;
- I have not made compositions or arrangements with my creditors from which I have not been discharged.

I will at all times seek to ensure that funds allocated to Badminton England from either Sport England and/or UK Sport are used only for the purpose(s) for which they were intended.

Signed:

Date:

Home address:

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Previous address if moved in past 12 months:

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Date of birth:

National Insurance number:

If you have signed this declaration but want to make any information known or clarify any points please add them in the space below:

