

WORLD NETBALL INDEPENDENT DIRECTOR ROLE BACKGROUND & DESCRIPTION

July 2021

Role of World Netball¹ Board

World Netball is the international governing body for the sport, recognised by the IOC. The World Netball Board's primary purpose is to make high quality strategic decisions to grow value for the stakeholders of the federation.

The Board achieves this by determining direction and strategy, monitoring and reviewing performance against agreed targets and objectives, making revision where necessary.

The primary duty of each Director is to act in the best interests of World Netball. In exercising such responsibility Directors must act honestly, avoiding conflict of interest, with reasonable care and not for personal gain.

The Board governance framework creates the conditions to allow the Board to make strategic decisions and grow value and is defined in the Board's Governance Policy.

Board Composition

The World Netball Board is made up of four (4) Directors and five (5) Regional Directors who are elected by each of the five (5) World Netball Regions. Full details may be found in the Articles².

The CEO is entitled to attend Board meetings and speak at all meetings of the Board.

Election and Appointment of Board members:

The following Directors are elected by Congress and serve for four years from the date of their election until the close of the Congress/Event that their position falls vacant.

- President
- Vice President
- Finance Director

The appointment by the Congress of a further Independent Director will be made on the recommendation of the Board following an open, publicly advertised recruitment process led by the Nominations Committee. The procedure shall be formal, rigorous and transparent, and all recommendations for appointment will be made on merit in line with the skills required of the Board.

¹ World Netball is the trading name of the 'International Netball Federation Ltd.'

² World Netball Articles of Association July 2021 available at <https://netball.sport/inside-wn/inf-resources/inf-memorandum-articles-of-association>

The above Directors must not be Directors, Consultants or Employees of World Netball Members or Regions.

Five Regional Directors are selected by the World Netball Regions to serve for four years on the World Netball Board. These Directors may be Directors of World Netball Members or Regions but may not be Consultants or Employees of those organisations.

Term limits are limited to a maximum of 3 terms of 4 years each.

Role of the Independent Director

In addition to the Board duties outlined below the Independent Director has the following specific duties:

- Contribute to World Netball Board Meetings and World Netball Congress and enhance decision-making by providing objective scrutiny and offering an independent perspective and diversity of thought, drawing on their current and previous experience from outside of the organisation.
- Bring additional skills and competencies to the Board to help drive the delivery of World Netball's strategic focus on growing netball's global reach, revenue, capacity and impact.
- Increase the independence in World Netball's governance structure to strengthen its leadership .

Essential Skills

The World Netball Board is particularly interested in candidates with skills and experience to contribute to World Netball's commercial ambitions, particularly in relation to sponsorship, broadcasting or digital developments in the global environment.

World Netball is also seeking individuals with

- A strong desire to support Netball's growth and a demonstrable empathy with the sport's aims and objectives
- Proven leadership skills and experience including significant Board Level Experience
- A good understanding of governance best practice
- High level influencing skills
- A proven ability to develop collaborative relationships.
- A global perspective
- Commitment to World Netball values³
- Strong communication skills
- Vision – the ability to think about or plan the future with imagination and wisdom

World Netball is fully committed to the principles of **equality of opportunity** and is responsible for ensuring that no employees, job applicants, office holders, volunteers,

³ From Strategic Plan – **Excellence** – We strive for excellence in everything we do, **Teamwork** – We work effectively within and across regions, **Heart** – We foster friendship and respect through our shared love of netball, **Integrity** – We always do the right thing no matter how hard it is, **Courage** – We think big, are decisive and persevere to make a difference, **Athletes** – We respect and enable the voice of athletes in our sport, **Leadership** – We lead and govern in a way that reflects these values

consultants or members of committees and panels are unlawfully discriminated against because of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race religion or belief, sex and sexual orientation.

World Netball welcomes applications from all suitably qualified individual irrespective of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race religion or belief, sex and sexual orientation.

Time Commitment

Up to circa 30 days a year consisting of:-

- 4 x World Netball Board Meetings (8-12 days per year – in Covid-times these are held remotely and limited to 2-3 hours in any one day. It is likely that some future meetings will continue to be held on-line)
- World Netball Congress (2 days every 2 years – which coincide with World Cups – in 2021 the Congress was held on-line due to Covid)
- Attendance at major events - World Netball Events including Netball World Cup, Netball World Youth Cup and Fast5 Netball World Series, Commonwealth Games and other multisport events (5-15 days in a given year)
- Participating in and/or chairing in at least one World Netball Committee or working group of World Netball (meetings usually held remotely or in conjunction with face to face Board meetings).
- Travel days
- In addition, as a World Netball Director, the incumbent may receive requests to attend functions and sporting events in their own country and region.

Board Remuneration

No director's Fees⁴ are paid to the Independent Director. However all reasonable expenses are paid including a per diem.

The general responsibilities and duties of all World Netball Directors follow in the Appendix.

⁴ President is paid a Directors Fee currently GBP £10,000 per annum (2021) and per diem as per World Netball Expenses Policy

Appendix

Responsibilities of World Netball Board Directors

Note: World Netball is the trading name of International Netball Federation Ltd.

Directors have overall responsibility for how a company is managed and run which means they must oversee, supervise, govern and control the company's activities and operations. Directors also have ultimate responsibility for leading the company by determining direction and strategy, monitoring and reviewing performance against agreed targets and objectives, making revision where necessary.

Directors are subject to certain minimum standards of care, skill and diligence in discharging their duties. As a general rule, the standard applied will be that of the "reasonable person test". It should be noted that a higher standard is likely to be applied to a person who offers their services as director who is qualified in a profession or by way of business expertise.

Failure to properly execute the duties and responsibilities of a director may result in civil and/or criminal proceedings being brought and subsequent disqualification as a director.

The overriding principle is that directors must act honestly and reasonably.

A summary of the main duties of a director towards their company is set out below. The duties of a World Netball Director in law are outlined in the Companies Act 2006 England and Wales (Part 10 Chapter 2 General Duties). A summary follows – note this is not an exhaustive and complete statement of a director's duties and is subject to change. Directors who are unsure about their duties as a director in any particular circumstances should seek professional advice.

- Duty to act within powers

A director of International Netball Federation Ltd., trading as World Netball, must—

- a) act in accordance with the company's Memorandum and Articles of Association, and
- b) only exercise powers for the purposes for which they are conferred.

- Duty to promote the success of the company

A director must act in the way they consider, in good faith, would be most likely to promote the success of World Netball for the benefit of its Members as a whole, and in doing so have regard (amongst other matters) to—

- a) the likely consequences of any decision in the long term,
- b) the interests of World Netball's employees,
- c) the need to foster World Netball's relationships with Members, suppliers and other stakeholders,
- d) the impact of World Netball's operations on the community and the environment,
- e) the desirability of World Netball maintaining a reputation for high standards of conduct, and
- f) the need to act fairly as between Members of World Netball.

- Duty to exercise independent judgment
- Duty to exercise reasonable care, skill and diligence

- Duty to avoid conflicts of interest

A director of World Netball must avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).

- Duty not to accept benefits from third parties

A director of World Netball must not accept a benefit from a third party conferred by reason of—

- a) them being a director, or
- b) their doing (or not doing) anything as director.

A “third party” means a person other than World Netball, an associated body corporate such as Regional Federation or a person acting on behalf of World Netball or an associated body corporate.

- Duty to declare interest in proposed transaction or arrangement

If a director of World Netball is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company, they must declare the nature and extent of that interest to the other directors.

World Netball Board Director Duties

These are the main duties of a World Netball Board Director:

Communications and Business Development:

- to utilise existing networks to influence and increase knowledge of World Netball’s work and agenda.
- to actively advocate the work of World Netball and the sport of netball globally.
- to represent World Netball at functions and meetings as appropriate.
- to use any specific knowledge or experience to help World Netball reach sound decisions.

Legal:

- to ensure that World Netball complies with its governing documents, company law, and any other relevant legislation or regulations.
- Be completely familiar with the governing documents of the organisation, in particular, the Memorandum and Articles of Association, Regulations, Codes, Rules of Netball and the Event and Commercial Operations Manual, as well as the Policy on Delegated Authority.
- to ensure that World Netball pursues its objectives as defined in its strategic plan.
- to be collectively responsible for the actions of World Netball and other Directors
- to declare any conflict of interest while carrying out the duties of a Director
- to make sure World Netball is properly insured against all reasonable liabilities.

Finance

- to ensure the effective financial management of the organisation including the appointment, remuneration and removal of the external financial auditors
- to protect and manage the property of the organisation and to ensure the proper investment of World Netball's funds.

General:

- to identify and monitor risks pertaining to the successful delivery of the World Netball strategic plan and review risk mitigation where appropriate.
- to safeguard the good name and values of World Netball and the sport of netball
- to ensure the effective and efficient administration of World Netball
- to attend meetings, to read papers in advance of meetings and follow through on actions arising out of meetings.
- to attend committee meetings as appropriate
- to participate in other tasks as arise from time to time, such as interviewing for new staff, director training etc.
- to keep informed about the activities of the organisation and wider issues relating to Netball.