

BOARD GOVERNANCE POLICY

December 2021

Introduction

The International Netball Federation Ltd trading as World Netball (The Company) and its Board (The Board) is accountable, to its Membership and its other stakeholders, for ensuring that the sport of netball is governed and regulated with honesty, truth, equity, reliability and in accordance with the laws of England and Wales.

Powers of the Board

The Board is responsible for the business of the company. Such business includes:

- Reviewing the progress of the Company
- Reviewing the policies of the Company
- Preparing a strategic plan for the future of the Company
- Approving, issuing, amending and rescinding Regulations
- Appointing committees and panels
- Marketing and promoting Netball and duly sanctioned events world-wide
- Including notice of any motions, proposals or other matters on the agenda for Congress
- Approving the Company's, annual statement of accounts and balance sheet
- Determining the subscriptions payable by members
- Appointing auditors and determining their remuneration
- Changing the location of the Company's registered office
- Ensuring a clear and adequate risk management process
- Monitoring the implementation of ethical principles and rules
- Approving the Company's annual budget

A CEO will be appointed by the Board and engaged, for such term and on such conditions as the Board thinks fit, to perform the day-to-day administration and management of the Company's affairs and such other tasks as the Board may determine from time to time.

The Board may terminate the Company's contract with the CEO as it sees fit, subject to the terms thereof and any other legal obligations.

Board Composition and Operation

The Board is made up of three (3) Directors elected by Congress (President, Vice-President and Finance Director, five (5) Regional Directors who are selected by each

of the five (5) Regional Federations and one (1) further Director appointed by the Congress of on the recommendation of the Board following an open, publicly advertised recruitment process led by the Nominations Committee.

Director Term Limits

As described in 6.8 of the Articles of Association.

Skills Mix on Board

The Board should have a mixture of the following skills across its membership

Knowledge of netball, governance, strategy, finance, banking, project management, risk management, marketing, commerce, information technology and general management. The Board should also be able to call on legal skills from within its membership.

Minimum Number of Board Meetings Per Year

The Board shall meet as often as it considers necessary or desirable, but in any event at least twice a year. Where the President considers it appropriate Board meetings may be conducted by telephone, tele conference, video conference or any like facility, is able to participate effectively in the meeting and can properly follow the proceedings and contribute thereto.

A meeting of the Board is duly constituted and quorate if, at the commencement of the meeting, there are five Directors present, of which at least one is either the President, the Vice-President or the Finance Director.

Conflict of Interest:

A member of the Board shall be obliged to disclose all direct or indirect, material and pecuniary interests that they have in any matter to be discussed.

A member of the Board shall not be counted in the quorum present at a meeting of the Board in relation to a resolution on which they are not entitled to vote.

Board Decision Making

Each Director is entitled to one vote on a resolution, save that the chair of the meeting will have one deliberative vote and one casting vote (unless, in accordance with these Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

A resolution of the Directors is passed at a meeting of the Directors if it is approved by a majority of the Directors who are present at such meeting and, being entitled to do so, vote thereon.

Any action that may be taken by the Directors (or a committee of Directors) at a meeting may also be taken by a resolution of the Directors (or a committee of Directors) consented to in writing by each of the Directors eligible to vote on that resolution

Report to Members

All relevant decisions of the Board will be reported to Members following each Board meeting

Vacation of Office of Board Directors:

Board Directors may be deemed to have vacated office for the following reasons:

- they resign from office by written notice to the Company and such resignation has taken effect in accordance with its terms
- they are ineligible or cease to be a Director by virtue of any provision of the Companies Act England and Wales, or become prohibited by the laws of England and Wales from being a Director
- they become bankrupt or make any arrangement or composition with their creditors generally
- an order is made by a court having jurisdiction in matters concerning mental disorder for their detention or for the appointment of a receiver, liquidator or other person to exercise powers with respect to their property or affairs
- they are absent from Board meetings for more than two consecutive meetings, without the consent of the Board, and the Board determines that their office should be vacated; or
- they have been convicted of a criminal offence (other than a motoring offence not resulting in a custodial sentence), and the Board determines that their office should be vacated.

In the event of a vacancy on the Board in respect of a Director elected by Congress or appointed by Nominations Committee the Board shall elect a replacement to hold office for the remainder of the term. In the event of a vacancy on the Board in respect of a Director selected by a Regional Federation, the Board will call upon the relevant Regional Federation to select a replacement to hold office for the remainder of the term.

Remuneration

No Director except the President shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company for discharging their duties as such.

Directors will be reimbursed travelling, hotel and other expenses properly incurred by them in connection with their attendance at Company events or meetings of Directors or meetings of Congress or other meetings or otherwise in connection with the discharge of their duties.

Directors may be paid a daily expense allowance when engaged on official business of the Company.

Composition of Committees and Panels

The Board may appoint committees and panels to carry out such duties as determined by the Board and may issue Regulations concerning such appointment. The Board may revoke any delegation of its duties to a committee or a panel in whole or part, at any time, or alter its terms and conditions.

Minutes and Records

The Board will ensure that minutes are recorded, and books kept in relation to:

- appointments made by the Board
- all proceedings at all meetings of the Company, including meetings of the Members, the Board and any committee or panel, such minutes to include details of those present, the location, time and date of the meeting; and
- every unanimous or majority decision taken by the Board (and all committees) and by the Company at general meeting (to be kept, in writing, for at least ten years from the date of the decision recorded). Board minutes and records of decisions taken must be documented and kept as permanent records of the corporation

The Board shall ensure that the Company keeps reliable accounting records that correctly explain the Company's transactions, enable the financial position of the Company to be determined with reasonable accuracy at any time, and allow financial statements to be prepared.

Indemnity and Insurance

The Company provides Professional Indemnity insurance cover for Directors details of which are available on request from the Secretariat.

Application of Company Policies

The Board, and all stakeholders including Members, Regions, working groups, panels and committees are subject to all policies, codes and guidelines issued by the Company. These can be found at <https://netball.sport/inside-wn/inf-resources>

Annual Board Performance Evaluation Process

The Board has resolved to evaluate its effectiveness annually. Board continuing education/training will form a part of this review.