



Title of Policy		Netball World Cup 2019 (NWC2019) LTD Terms of Reference for Board of Directors	
Policy Number	001	Issue Number	001
Effective From	April 2016	For Review	September 2016
Lead Officer	Company Secretary		
Department	Finance and Corporate Resources		

Governance

- 1 Netball World Cup 2019 Ltd (NWC2019) has been set up as a wholly owned subsidiary of England Netball (EN) for the purpose of organising the Netball World Cup 2019 due to take place in Liverpool from 12th – 21st July 2019. It is a company limited by guarantee of the Board of Directors and England Netball as the sole member. The Board consists of two representatives from England Netball and three independent directors. The Chair is selected from the Independent Directors. All directors are appointed for the term of the event unless due reason is given for a change in Directorship.
- 2 The Board will be supported by observers from UK Sport, Liverpool City Council and ACC Liverpool. The NWC2019 Event Director will also be in attendance at Board Meetings, once appointed (early 2017). These parties will not be voting members of the Board but will offer guidance and support in accordance with their areas of knowledge and expertise. Other England Netball or NWC2019 Ltd staff may attend when required for particular items and the Company Secretary will be required to regularly attend and take minutes of the meetings.
- 3 The Board of Directors are:
 Chair: Nicky Dunn (Independent Chair and Director)
 Board Director: Colin Povey (Chair, England Netball)
 Board Director: Joanna Adams (CEO, England Netball)
 Board Director: Steve Elworthy (Independent Director)
 Board Director: Sharon Meadows (Independent Director)
 Company Secretary: Naomi Defroand (Head of Operations, England Netball)



- 4 The Directors are responsible for the operation of the company in accordance with its formation document (the Articles of Association), the Companies Act 2006 and all other relevant legislations.
- 5 The Board will meet four times a year until 2019 when a decision will be made on the requirement for more regular meetings.
- 6 The objects of NWC2019 are covered by this document. These are attached in Appendix 1. Neither the Board, Individual Directors, Staff nor Volunteers have the authority to act outside the objects set out in this document and the Articles of Association.
- 7 This policy supports the Board's legal and membership responsibilities and maintains the integrity of its powers and the right of final approval. The Appendices clearly define the powers delegated to roles or groups within the organisation by the Board and those powers which the Board has retained.

Administration

- The quorum for each Board Meeting is a minimum of three Board Directors of which one must be an Independent Director.
- Decision making criteria will be based on a majority vote and the Chair will have the casting vote if required.
- An agenda will be circulated to all attendees no later than five working days before the meeting and attendees will be offered the opportunity to add items to this Agenda.
- A Minute of the meeting will be circulated promptly and agreed at the following Board meeting.
- A milestone document, risk matrix and objectives tracker will be provided in advance of each meeting. These will be used to track the progress of event planning.

Conflicts of Interest

- All potential conflicts of interest should be acknowledged at the start of each Board Meeting.
- The Chair will decide if a conflict of interest affects the ability of the Board Director to vote on a specific item.
- Should the conflict of interest be related to the Chair the Board Directors will decide if this conflict of interest affects the ability of the Chair to vote on a specific item.

Review Process

- This document will be reviewed on an ongoing basis by the Board of Directors and the Event Director on behalf of the Local Organising Committee and this process will be monitored by the Company Secretary. Version Control is ensured via the file name being changed after every revision and this filename being a footer throughout the document.



Risk Management

- A risk management model will be developed for the NWC2019 due to the scale of the event, public investment and the risk of reputational damage to key partners.
- The Event Director will oversee the writing and administration of the risk register, however the risks within this will be assigned to various members of the planning team (Risk Owners).
- All red risks or the top five risks will be discussed at each Board Meeting. This group will agree what level of risk is acceptable to the event and which risks require further mitigations or indeed identify where additional investment is required to support proposed mitigations. Where more information is requested or particular risks are causing concerns, the Event Director will prepare a Risk Register Report which will be presented to the Board of Directors and will highlight areas that the Board are required to consider or action.



Vitality

NWC2019 OBJECTIVES

1. The Objects for which NWC2019 is established are to:
 - a. in conjunction with the INF and England Netball, plan, organise and commercialise the World Cup
 - b. in conjunction with the INF and England Netball, grow the profile of the sport of Netball, both in the UK and internationally
 - c. in conjunction with the INF and England Netball, deliver a legacy programme for the sport of Netball
 - d. do all such other lawful things as are considered by NWC2019 to be incidental or conducive to the delivery of the World Cup.

The Board is established to provide a formal mechanism for key partners/stakeholders to manage the direction of the event. Responsibilities of the Board include, but are not limited to:

- Ensure that the agreed event objectives are achieved;
- Approve the awarding of contracts as depicted in Appendix 3 regarding delegated authorities;
- Ensure the event operates within the agreed budget, considering and approving any significant changes to the event budget (See definition of significant in Appendix 3 regarding delegated authorities;
- Consider, and approve if appropriate, proposed funding agreements and contracts for services to the event;
- Provide assurance and risk management on the delivery plans for the event;
- Monitor progress made by the Local Organising Committee (LOC) through the consideration and approval of minutes and updates as provided by the Event Director;
- Ensure conditions of funding agreements are being delivered and;
- Set objectives for the LOC and task the Event Director and staff of the LOC to deliver against these objectives.

Note - An objectives tracker will be formulated for the event. Success will be measured against the above objectives and progress monitored through the tracker. The Board will be responsible for assessing if these objectives and measures have been met.

