



SOGB Executive Committee – Terms of Reference

Purpose: The Executive Committee (ExCo) is a standing Committee of the Board of Directors and shall:

- provide the Board with executive guidance and recommendation when required
- as required, act as a decision making forum for and on behalf of the Board on time sensitive (emergency) decisions and authorisations required in between regular board meetings*
- act as a “sounding board” for the CEO on strategic matters arising in between regular board meetings and in the formulation of the annual working plan to deliver the Board approved strategy
- monitor progress and guide the CEO through the year in execution of the annual working plan
- conduct an annual performance evaluation of the CEO including but not limited to assessment of performance relative to board-agreed goals.
- recommend for the Board senior remuneration framework giving due regard to the financial health of the organisation.

** ExCo does not have the authority to vote on behalf of the full Board other than in matters delegated to it in the Delegation of Authority (DoA) or by resolution of the Board.*

Composition of the Executive Committee: For guidance ExCo should comprise between approximately four (three minimum, five maximum) people made up of existing members of the Board including the Board Chair and Board Vice Chair.

By special consideration of the Board non-members of the Board may be permitted to be member of ExCo. The CEO is not a member of ExCo.

The Committee will be chaired by a member of ExCo as agreed by the current members of ExCo.

The term of membership of ExCo shall be two years, renewable.

Members of ExCo are not formally appointed by the board, however the Board has the authority to remove a member from ExCo should they deem necessary.

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ExCo Meetings: ExCo shall meet in between Board meetings and shall meet at least four times a year. However, it is envisaged that ExCo will aim to meet on a monthly basis. Meetings shall be in person or via conference call.

Additionally, an ExCo meeting can be convened at short notice by the Board Chair to support decision making as per the DoA.

ExCo will meet with the CEO at least four times a year (in person or via conference call).

Quorum: A quorum for an ExCo meeting shall be three or two-thirds of its membership whichever is greater.

Reporting: ExCo will update the Board at the regular Board meetings. It will also notify the Board within required timescales of any emergency decisions by ExCo (e.g. payment approvals as defined in the DoA).

Executive Committee procedures: Except as otherwise stated in these Terms of Reference, the Committee shall determine its own procedures.

Executive Committee Decisions/Resolutions: Other than set out in these Terms of Reference, ExCo shall reach decisions by a simple majority of those voting on the issue in question. If the numbers of votes for and against a certain proposal are equal, the ExCo Chair has a casting vote.

All members of ExCo shall be entitled to vote. The CEO, if present, is not entitled to vote. There shall be no proxy voting.

ExCo will solicit external information from outside experts where helpful to fulfil its duties.

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