

# BRITISH JUDO ASSOCIATION GOVERNANCE REVIEW IMPLEMENTATION PLAN



KEY: ■ YES ■ TO BE ACTIONED/IN HAND ■ NO

REPORT RECOMMENDATION	ACTIONED?	COMMENT	TIMETABLE FOR COMPLETION
<p><b>MEMBERSHIP</b></p> <p><b>1. Membership Composition</b> In the next year or two, the BJA should review its constitutional membership in order to improve its democratic process and this should include consideration of a constitution based on individual membership in order to create a direct connection to individual stakeholders.</p>			2018 Q1 to Q3 - Consider this ahead of AGM 2018
<p><b>COUNCIL</b></p> <p><b>2. Role of Council</b></p> <p>(i) clarify the role of Council as a non-executive monitoring and oversight body on behalf of the membership as well as providing advice on the grassroots of the sport and acting as ambassadors for the BJA's strategic plan.</p>		Agreed EGM 2017	Completed
<p>(ii) hold 3 Council meetings a year in the quarter years when there is no general meeting. Council should also have the ability to call a meeting with the Board if it feels it needs to do so and an issue cannot wait until the next scheduled Council meeting</p>		Agreed EGM 2017	First meeting planned for September 2017
<p><b>3. Council Members' Term</b></p> <p>Subject to transitional provisions, Council members should be appointed/elected for an initial 4 year term and thereafter be eligible for re-appointment/re-election for one further 4 year term only.</p>		Agreed EGM 2017	Ongoing

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<p><b>4.</b> Composition of Council</p> <p>(i) &amp; (ii) Leave as it is for the time being and review the position in a couple of years.</p>		Give Council time to operate under new criteria	2018 Q4 - review for possible changes, if any, for AGM 2019
<p>(iii) Continue with the youth advisory group</p>			
<p>(iv) Ensure there are no Board members on Council in order that no individual is on both bodies at the same time</p>		Agreed EGM 2017	
<p><b>BOARD</b></p> <p><b>5.</b> Board Number</p> <p>(i) Reduce the maximum of Board numbers to 12</p>		Agreed EGM 2017	
<p>(ii) Start putting in place a plan to reduce it at some point in the future to 8-10 directors</p>			2017 Q3 - consider plan to reduce Board number
<p><b>6.</b> Board Diversity</p> <p>(i) Increase the number of elected positions that the Board can convert, if required, to appointed positions to up to 2 and to broaden the reference to include any diversity gap (not just gender)</p>		Agreed EGM 2017	
<p>(ii) Increase the number of women on the Board by at least one in line with the Charter for Sports Governance</p>		The Sports Code expects a min 30% of each gender on the Board, so BJA should have clear plan to have min 4 of each gender on the Board.	Asap in 2017
<p><b>7.</b> Board Diversity Advisory Groups</p> <p>The Board should consider setting up one or more advisory groups to assist it on certain diversity issues and nominate a lead Board member for each such group.</p>		This should be considered as part of a diversity plan covering this in conjunction with the diversity of the Board above	Put diversity plan in place asap in 2017

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<p><b>8.</b> Independent Directors</p> <p>The BJA should replace one of the elected director positions on the Board with a further independently appointed director, subject to any transitional arrangements</p>		<p>Agreed in principle at EGM 2017; need to action.</p>	<p>By Q3 2017</p>
<p><b>9.</b> Elected Directors Nomination Process</p> <p>Change the process for putting candidates forward for the position of elected director by removing the requirement for them to be nominated by an area and replace it with the endorsement of a minimum number of clubs</p>		<p>Agreed EGM 2017</p>	<p>Completed</p>
<p><b>10.</b> Elected Directors Criteria</p> <p>Create a process by which candidates for the elected director positions can be screened before going forward for election, based on certain skills based and diversity criteria (mandatory and/or desirable) required to be a Board director</p>		<p>Agreed in principle EGM 2017; need to produce criteria ahead of AGM 2017.</p>	<p>By end Q3 2017 ahead of AGM 2017</p> <p>Being used in England Area Elections in July/August 2017</p>
<p><b>11.</b> Elected Directors Term</p> <p>Change the term length for Elected Directors from 3 year terms to 4 year terms (and retaining the maximum two term limit)</p>			<p>Implemented for the new Electoral Directors</p>
<p><b>12.</b> Independent Directors Appointment Process and Term</p> <p>(i) the Nomination Committee should be responsible for the recruitment process for the Independently Appointed Directors and for recommending the best candidate(s) to the Board for approval</p>		<p>Agreed EGM 2017</p>	<p>Being actioned in July 2017</p>

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(ii) introduce an initial 4 year term for Independently Appointed Directors with the right to be re-appointed for one further 4 year term.		Agreed EGM 2017	Completed
<b>13. Home Association Directors Various Issues</b>			
<b>(i) Discuss with Home Associations of Scotland, Wales and Northern Ireland:</b>			
(a) removing the requirement for the Director to be the chair of the relevant home association,		To be raised with each Home Association	Q2 2017 - Completed and in Memorandum of Articles of Association
and that the BJA allow flexibility for that in their Articles now		Agreed EGM 2017	Completed
(b) agreeing to a maximum of two terms of 4 years (the same as for the other directors)		To be raised with each Home Association	Completed
(c) that they take into account the criteria for the BJA Board when selecting their representative		To be raised with each Home Association	Completed
<b>(ii) in the case of the English representative:</b>			
(a) the BJA adopt the same process as for the elected directors on the Board		Agreed in principle EGM 2017; need to action.	Completed
(b) introduce an initial 4 year term for the English representative with the right to be re-appointed for one further 4 year term		Agreed EGM 2017	August 2017 election

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<p><b>14.</b> Staggering of Director Appointments</p> <p>Stagger the director elections/appointments by, subject to transitional arrangements, alternating the election/re-election of Elected Directors/the Chair on the one hand and the appointment/re-appointment of Independently Appointed Directors on the other</p>		BJA to put plan in place	<p>By Q3 2017 ahead of AGM 2017</p> <p>Ongoing</p>
<p><b>15.</b> Chair</p> <p>(i) Draw up a set of criteria for the role of Chair</p>		Agreed EGM 2017 and in hand - to be agreed by the Board with input from the Nominations Committee	Completed
<p>(ii) the Nominations Committee on behalf of the Board should carry out a transparent appointment process on the basis of the criteria that have been drawn up and which should be open to any individual including from the BJA membership as well as external candidates</p>		Agreed EGM 2017 and in hand	Completed
<p>(iii) those individuals should be assessed against the criteria and the Nominations Committee, having carried out a proper recruitment process, should then recommend the best candidate (or candidates) to the Board for final approval</p>		Agreed EGM 2017 and in hand	Completed
<p>(iv) if the Board decides not to approve the recommendation, then it should refer the matter back to the Nominations Committee explaining why it feels the recommended candidate is not the best person for the role to enable the Nominations Committee to consider its recommendation again</p>		Agreed EGM 2017 and in hand	Not required for this appointment
<p>(v) ultimately it will be for the Board to decide who the best candidate is and to appoint that person as Chair</p>		Agreed EGM 2017 and in hand	Completed

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<p><b>16.</b> Senior Independent Director</p> <p>The BJA Board should appoint one of its independent appointed non-executive directors to be the senior independent director in order to carry out the role as outlined in the UK Corporate Governance Code.</p>		Agreed EGM 2017 and appointed March 2017	Completed
<p><b>PANELS/COMMISSIONS</b></p> <p><b>17.</b> Board Committees</p> <p>The BJA Board should:</p>			
<p>(i) rename its Finance, Risk and Governance Panel as the Audit and Risk Committee and check that its role is set out clearly.</p>			Completed
<p>(ii) establish a Nominations Committee - to ensure that the membership is properly represented in the appointment process it should have representatives from Council as well as the Board.</p>		Agreed EGM 2017 and in hand	Completed
<p>(iii) establish a Remuneration Committee.</p>			By end of Q3 2017 - Ongoing
<p><b>18.</b> Board Committees</p> <p>The Nominations Committee should comprise 5 people: 3 Council members, 1 of the independently appointed Board members and be chaired by the Senior Independent Board Director.</p>		Agreed EGM 2017	Completed
<p><b>19.</b> Panels/Commissions - Delegated Matters</p> <p>The BJA constitution should make it clear that it is the Board that decides on the role of the Panels/Commissions and any other body to which it decides to delegate any matters.</p>		Agreed EGM 2017	Work Group Meeting in July 2017

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<p><b>20.</b> Panels/Commissions - Number</p> <p>The Board should complete its review of the current list of Panels and Commissions and their TORs to check which ones will continue to be required and to ensure that their role is clear. The number of Panels and Commissions should be streamlined.</p>		In hand	By end of Q3 2017 - July 2017
<p><b>21.</b> Athletes' Commission</p> <p>The BJA continue with its Athlete Forum Commission</p>		Performance Department Finalising Terms of Reference	By end of Q3 2017
<p><b>22.</b> Panels/Commissions - Publication</p> <p>The Board should publish the role and composition of the Panels and Commissions once they have been reviewed and finalised</p>		To be done following review at recn. 20 above	By end of Q3 2017 - Ongoing
<p><b>23.</b> Panels/Commissions - Meeting Management</p> <p>Each Panel and Commission should produce notes or a more formal minute of its meeting highlighting in a cover note any areas where it needs a decision of the Board and/or advice/guidance from the Board</p>		To be done as part of review at recn. 20 above	By end of Q3 2017 - Ongoing
<p><b>24.</b> Panels/Commissions - Appointment of Chairs</p> <p>The Board should appoint individuals that have the time and the skills to chair the Panels/Commissions; they may or may not be Board members</p>		To be done following review at recn. 20 above	By end of Q3 2017 - Ongoing
<p><b>25.</b> Panels/Commissions - Composition</p> <p>(i) Panel/Commission members should be selected on the basis of their ability to do the role required</p>		To be done following review at recn. 20 above	By end of Q3 2017 - Ongoing
<p>(ii) the Nominations Committee should be tasked with recommending to the Board the selection of Panel/ Commission members</p>			Ongoing

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(iii) the Board and Nominations Committee should make sure there is appropriate diversity and representation in the selection.		To be done following review at recn. 20 above	By end of Q3 2017 - Ongoing
(iv) Panels/Commissions should be no more than a maximum of between 8-10 people in line with corporate governance principles for boards		To be done following review at recn. 20 above	By end of Q3 2017 - Ongoing
(v) the BJA should consider renaming some or all of the Panels/Commissions		To be done following review at recn. 20 above	By end of Q3 2017 - Ongoing
<b>OPERATIONAL ISSUES</b>			By end of Q4 2017 - In hand
<b>26. Director Handbook and Induction</b>			
(i) The BJA should review the current handbook to prioritise the issues that are more important and relevant to the operation of the Board (e.g. directors' legal responsibilities, the powers and role of the Board) and the ones that are relevant to employees as a whole or certain departments (e.g. company car and accommodation policies)			
(ii) subject to (i) above, the BJA should continue with its thorough induction process for new directors and, if it does not already do so, it should seek feedback from new directors to see if any improvements can be made		New induction process being developed	In hand
<b>27. Levels of Authority</b>			By end of Q4 2017 - In hand
As part of the review of the handbook, the Board should review the levels of authority document to ensure the authorities are set at an appropriate level			



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<p><b>28. Board Evaluation</b></p> <p>(i) The BJA Board should evolve and strengthen its annual Board evaluation process to ensure there are suitable individual self-assessments of each Board member and subsequent discussions with the Chair along with an evaluation of the Board as a whole to assess how it might improve its effectiveness</p>		Completed by SRA	Completed - Next due Q4 2017
<p>(ii) the Chair should lead the evaluation process and the outcome of the annual process should be noted and any actions followed up.</p>		Action Plan	September 2016
<p>(iii) ideally the Board should also carry out an external evaluation every 3 or so years</p>			July 2019
<p>(iv) the Board should also evaluate the work of the bodies to which it has delegated matters</p>		Annual Review	May/June 2018
<p><b>29. Board Skills Assessment</b></p> <p>The BJA Board should complete its skills assessment and then review it annually; this could be done at the same time as the annual Board evaluation. There should be a fuller re-assessment every 4 years or so (sooner if there are major changes to the make-up of the Board any earlier).</p>		Completed	Review in June 2018
<p><b>It should use this assessment to:</b></p>			
<p>(i) help it to identify new Board members with the relevant skills that the Board needs - and include the relevant skills as being desirable or essential in any criteria for that Board position</p>		Identified IT/HR skills required	<p>April/May 2017</p> <p>Focus for Independent Appointments in July 2017</p>
<p>(ii) identify possible areas of training for individual Board members or the Board as a whole</p>		<p>Training under way,</p> <p>- Role Director -21 March 2017</p> <p>- Finance -8th May 2017</p> <p>- Risk -8th May 2017</p>	Ongoing

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(iii) understand where the Board would need external advice		H.R advice required	HR Consultancy Secured - December 16
<b>30. Conflicts of Interest</b>			By end of Q4 2017
(i) As part of the review of the BJA handbook, it should reconcile the conflict of interest policy in the Articles with the policy in the handbook.			
(ii) the review should include a provision whereby directors would avoid having any significant financial conflict of interest and, in the event of it being unavoidable, make it clear that in such circumstances they will play no part whatsoever in the BJA's decision making regarding the conflicted matter.			By end of Q4 2017
(iii) the BJA Board members should set out a declaration of their interest and these should be recorded for all Board members to see			Completed
(iv) the declaration of interest should be updated at least annually (if possible, quarterly) and individual Board members should update it as soon as they become aware of an actual or potential conflict			Completed and covered at each Board meeting
(v) the Board should also review the actual conflict of interest provisions annually to ensure that they remain fit for purpose			Q4 2018 and annually after initial review by end of Q4 2017
(vi) Board members should also ensure that any potential or actual conflict on an issue is raised prior to that issue being discussed by the Board in order that the Board can determine how best to deal with such conflict			By end of Q2 2017 - Ongoing
(vii) the Board should also ensure that a copy of the conflict of interest policy and the declaration of interests is available at Board meetings and any other time any Board member wishes to see it			By end of Q2 2017 - Complete

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<p><b>31. Risk Management</b></p> <p>The BJA Board should continue to monitor and update its existing risk register but do so on a quarterly basis in order to avoid it becoming too much of a routine and administrative exercise</p>			Programmed an annual agenda for the Board
<p><b>32. Strategic Planning</b></p> <p>The BJA Board should continue with its strategic plan and the practice of creating an annual business plan and an aligned financial budget. It should also continue to monitor the strategy via the annual business plan at least quarterly and the financial budget each month</p>			Completed
<p><b>33. Board Confidentiality</b></p> <p>The BJA Board should draw up a confidentiality policy for all Board directors and ensure it is made clear to them.</p>			August 2017 - Board Meetin
<p><b>34. Stakeholder Engagement</b></p> <p>The BJA should look at ways of improving its engagement with it stakeholders including:</p>			
<p>(i) ensuring that the website contains relevant information on a timely basis and which is clearly signposted; specifically the BJA should review the format of its website to reduce any teething problems</p>		Done during the 2016/17 consultation process	Ongoing
<p>(ii) exploring the use of a club/member intranet service to improve engagement with its members.</p>		To be explored	By end of Q4 2017 - Ongoing
<p>(iii) publishing Board meeting minutes and/or a summary of the key issues discussed and decisions made by the Board with an explanation of the reasons.</p>			By end of Q2 2017 - Minutes are published onto the website
<p>(iv) finding more opportunities for the senior decision makers to meet face to face with stakeholders e.g. around certain judo events.</p>		Already started with consultations during 2016 and 2017 - to be continued	Ongoing

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<p><b>35. Bribery, Gift and Hospitality Policies</b></p> <p>The existing bribery, gift and hospitality policies should be reviewed as part of the overall review of the handbook and the Audit and Risk Committee should be responsible for keeping them under review and ensuring the gifts and hospitality register is kept up to date in line with the policies</p>			<p>By end of Q4 2017</p> <p>Policy reviewed, record produced and schedule identified.</p>
<p><b>36. Whistleblowing Policy</b></p> <p>(i) The BJA should review its “internal” whistleblowing policy as part of the overall review of the handbook, including to ensure that there is a whistleblowing mechanism where an issue relates to the Chairman (e.g. where an individual can refer to the Senior Independent Director or another senior elected director)</p>			<p>By end of Q4 2017</p>
<p>(ii) The BJA should use its Conduct and Complaints Commission and Policy as the mechanism by which broader whistleblowing issues within the sport of judo in the UK can be raised and dealt with and it should take the opportunity to review the process by which the Commission operates to ensure that these broader whistleblowing matters can be dealt with appropriately.</p>			<p>By end of Q4 2017 - Ongoing as part of policy review</p>
<p><b>37. Board Meeting Management</b></p> <p>(i) The Board agenda should cover strategic and priority items for the Board’s consideration and not routine or operational matters that can and should be matters for the executive and/or one of the bodies to which the Board had delegated matters.</p>		<p>Annual Agenda planned</p>	<p>Ongoing</p>
<p>(ii) the Chair and Chief Executive should provide written reports as part of the agenda and papers for the Board meeting and should coordinate which of them reports on which matter.</p>			<p>Completed</p>

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(iii) ideally the Board agenda and papers should be sent out at least 7 days prior to a meeting		Normal practice	Ongoing
(iv) ideally there should be a dedicated executive to take concise and accurate minutes (not the Chief Executive who needs to take part in the meeting). Draft minutes should be sent to Board members within 7 days of the meeting and Board members should provide any comments on the draft within a further 7 days.		Normal practice	Ongoing
<p><b>38.</b> Proposed Articles to comply with the law</p> <p>Include a provision in the Articles that requires any proposed amendment to the Articles to comply with the law.</p>		Agreed EGM 2017	Completed
<p><b>39.</b> Members' right to remove Directors</p> <p>Include a reference to the members' right to remove a director(s) by way of ordinary resolution in accordance with the Companies Act in the relevant section of the Articles.</p>		Agreed EGM 2017	Completed
<p><b>40.</b> English Regional Areas Commission representative on Council</p> <p>For clarity, include a reference to the English Regional Areas Commission representative on Council in the relevant article</p>		Agreed EGM 2017	Completed