

## **Board Governance Definitions**

### **Independent Director**

Independent members play an important role within the Board. Their purpose is to contribute to sound decision making within the Board and to help ensure the Board always operates in the best interests of the NGB.

'Independent' means someone who is free from any close connection to the NGB and who, from the perspective of an objective outsider, would be viewed as independent. Alongside a specific skill set or experience, these individuals should bring a dispassionate objectivity to the Board that a close connection to the NGB (e.g. active involvement in its affairs or a fiduciary interest) through regional or national representation or other interests cannot provide.

Like all Board members, an independent should exercise his/her best judgment for the exclusive interest of the NGB and not operate with any vested interests. Often, but not always, independents will be non-members though they may also be members simply because they play the sport.

Independent members should be appointed through an open recruitment process based on skills and experience. Advertisements should be accessible to non-members, and appointments should be made following an application and interview. For the avoidance of doubt, CEOs do not meet the definition of 'independent'.

For more information on the role and aspects of an independent board member please see section B1 of the Corporate Governance Code (2010) or the SRA Voluntary Code of Good Governance (2011).

### **Open and Transparent Recruitment processes**

It is recognised that NGB boards require a varied membership mix in order to ensure that the right balance of knowledge, skills and experience exists within the board to effectively discharge its duties.

Notwithstanding this, recruitment processes for board members should be open and visible to others, whether this be for representative positions, non-executive directors or independent members. Appointments should be made against set skills criteria as identified by the board.

Chair appointments should be made following an open application and interview process. A Chair position should be advertised on a skills basis, which should be open to both the existing membership and those outside of the NGB who meet the agreed role and person specifications.

Appointments for representative positions from within the NGB or its member bodies should also be undertaken in a transparent way on a skills basis. This should include an internal application and interview process by the group being represented, for example, home country, region or discipline.

For more information on general good practice in relation to Board appointments please refer to the Corporate Governance Code.

**Executive director**

A working director of an organisation who is usually also its full-time employee, and has a specified decision making role, such as CEO, Director of Finance, Performance Director as such. Executive Director members are usually documented within the Memorandum and Articles of Association.

**Non-Executive Director**

A non-working director of an organisation who is not an executive director and therefore does not participate in its day-to-day management.

**Independent Chair**

An Independent Chair is an individual who has been appointed from outside an organisation and its members. Appointments will follow an open recruitment process (advertised outside of the organisation), and an application and interview process.

