

TERMS OF REFERENCE

Advising on developing the governance of the IQA

Governance
Advisory
Committee

Nicholas Oughtibridge

10/02/2018

Table of Contents

Executive Summary	2
Background.....	2
The proposal	2
Implications	4
Strategic implications	5
Financial implications.....	5
Stakeholder implications	5
Risks and issues	5
Next steps	5
Management responsibility	5
Actions required of the trustees	5
Proposed handling.....	5

Executive Summary

The committee is established to:

1. Take the requirements identified by the constitution requirements committee and to establish a successor incorporated organisation with a constitution conforming to those requirements.
2. Advise the Board on the governance of the IQA and propose the future governance arrangements to adopt following incorporation.

Background

The trustees of the IQA established a committee of trustees, congress members and a representative of the congressional European Committee to identify the requirements for a constitution for an incorporated International Sports Federation to take over the functions of the IQA.

Those requirements were presented to congress in January 2018 and form the basis of the journey to incorporation. Congress has not offered any suggestions for change.

The governance committee has been established by the board of trustees to:

1. Take the requirements identified by the constitution requirements committee and to establish a successor incorporated organisation with a constitution conforming to those requirements.
2. Advise the Board on the governance of the IQA and propose the future governance arrangements to adopt following incorporation.

The proposal

Approach to establishing the incorporated International Sports Federation

The approach will be in three phases, loosely categorised as Planning, Establishment and Transfer.

Planning phase

The committee will collectively:

- Identify potential jurisdictions for incorporation of the new International Sports Federation for the sport of quidditch
- Assess the strengths and weaknesses of these jurisdictions with reference to the requirements identified by the Constitution Requirements Committee
- Consult the Constitution Requirements Committee
- Propose a jurisdiction within which to start incorporation

The planning phase will complete no later than 24 March 2018.

Establishment phase

The committee will collectively:

- Seek legal advice to prepare:
 - The constitution for the new International Sports Federation for the sport of quidditch
 - The membership agreement for founder members, subsequent members and associate members of the new International Sports Federation for the sport of quidditch
- Establish the new International Sports Federation for the sport of quidditch

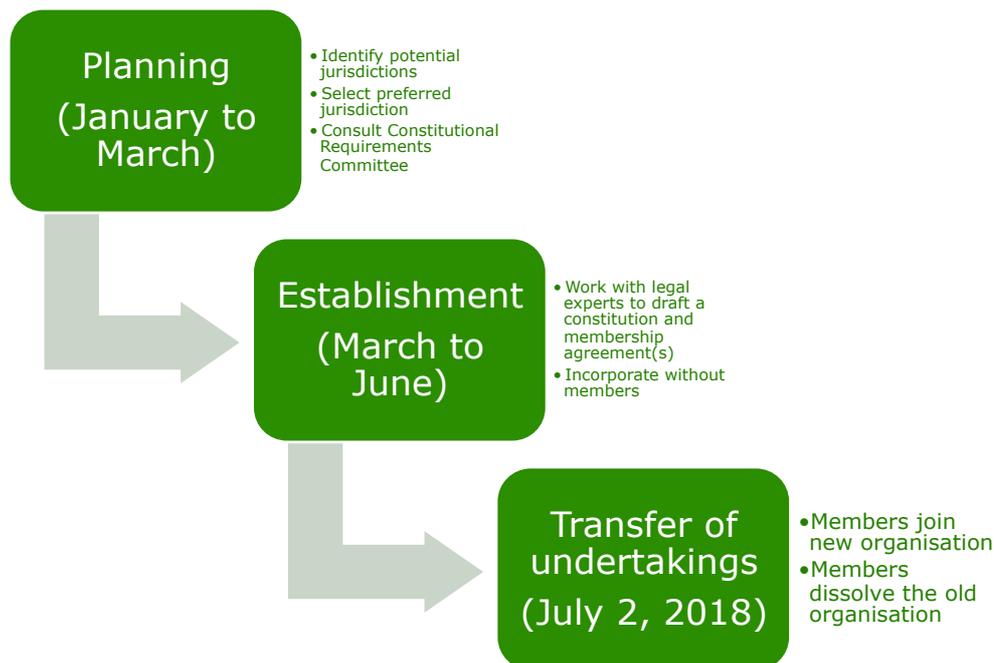
- Propose a budget for the next phase

The establishment phase will aim to complete by May 26, 2018 but must complete no later than June 18, 2018.

Transfer phase

The transfer phase will see the existing members of the IQA join as founder members of the new International Sports Federation for the sport of quidditch. In addition, in order to coordinate team championships in Europe, the European members may elect to form an associate member organisation. Other organisations coordinating quidditch tournaments may choose to join as associate members at the same time.

The transfer phase will occur at a meeting of congress on 2 July, 2018 in Florence, Italy.



Membership

The committee membership is determined by the board; the initial members are Alex Benepe, Maggie Burlington, Nicholas Oughtibridge and Christina Verdirame.

Changes to the membership may be made by the trustees by agreeing revised terms of reference.

Meetings

The committee will be chaired by Nicholas Oughtibridge.

The committee will meet as determined by the chair.

Committee meetings will usually be limited to 120 minutes.

Committee members will:

Listen; try not to interrupt someone when speaking

Enable; bring people into the discussion

Talk clearly; to give the audience a chance to assimilate the information

Idioms; avoid if possible, as they have the ability to confuse

The committee will be quorate if 2 committee members, or over 50% of committee members (whichever is the greater) are present. The committee may only act if it is quorate.

Resolutions will typically be included in papers but may be tabled in writing during a meeting.

Resolutions do not require seconding to be discussed.

The chair will seek consensus. Consensus is a clear view held by most of the participants but is not necessarily unanimity.

If consensus is not possible, the chair will call a vote. A simple majority of members' present is decisive; in the event of a tie the chair may cast a second "casting" vote.

Papers will include whether the item is intended to be kept confidential or not; the board of trustees should explicitly decide if a paper is to be made confidential, published or available on request.

Recommendations of the committee are owned by the committee.

Representation

Committee members are appointed as experts. They do not represent any group and act in the best interests of the IQA.

Committee members will declare any interests they hold and explain to the satisfaction of the committee members how any conflicting interests will be managed to protect the interests of the IQA. Approaches include, but are not limited to, abstaining from discussion, abstaining from decision making and undertaking not to share privileged information outside the committee.

Policy

Committee members adhere to the policies, processes and procedures of the IQA.

Records

A record of the actions of the committee will be maintained (minutes). Minutes do not include the opinions of the committee but will include the details of the trustees present and how they cast a vote where consensus was not achieved. Minutes will include other people attending and their role.

The opinion of individual members will not be recorded – a committee decision becomes a collective decision.

Items of "Any other business" may be considered. They may be matters of information or for urgent decision where waiting for the next meeting is not in the interests of either the IQA or the public we serve. Items of "Any other business" should be notified to the chair before the start of the meeting and will have a guillotine of 5 minutes.

Once the work of the committee has concluded and been accepted by the trustees and congress, the items in the minutes that are not deemed confidential will be abstracted and published by the executive through the IQA website; accompanying papers may be published or made available on request.

Items that are confidential will not be discussed outside the committee unless authorised in a specific handling plan approved by the board.

Implications

Strategic implications

The proposed arrangements are intended to enable efficient operation of the committee without undertaking activities that more properly belong elsewhere in the organisation.

Financial implications

As presented, there are no financial implications however a financial proposal will be put forward at the end of the planning phase.

Stakeholder implications

The approach proposed will require close liaison with the Constitution Requirements Committee, congress members and the board of trustees.

Risks and issues

- In the event that the committee fails to maintain the support of the members of congress there is a risk that the membership will not support the proposed incorporation. This risk is mitigated through
 - Close liaison with the constitution requirements committee
 - Providing a written report to Congress members at the end of the planning and establishment phases and a verbal report at the point of transfer of undertakings.

Next steps

To establish the Governance Advisory Committee according to this terms of reference.

Management responsibility

The person accountable for the operations of this committee is the chair of the committee.

Actions required of the trustees

The board resolve to adopt the proposed terms of reference for the Governance Advisory Committee.

Proposed handling

Public - Published