

Annual Governance Statement: Exercise Movement Dance UK (EMD UK)

Introduction

EMD UK is the national governing body for group exercise. It is subject to the Code for Sports Governance (the "Code") and is committed to the principles of good governance.

The Annual Governance Statement provides EMD UK's stakeholders, members, supporters and sponsors with an annual report on the governance performance of the organisation.

This Statement is made in accordance with the Code for the period from April 2018 to March 2019 (the "Reporting Period").

Mission and Values

The mission of EMD UK is to increase participation in group exercise by supporting teachers and organisations to deliver excellence.

It is guided by and embraces the following values:

- Passionate
- Inspiring
- Dynamic
- Vibrant
- Fun
- Professional
- Supportive
- Honest

Governance Structure

The Organisation is a not for profit association limited by guarantee. Its governing documents, consisting of a memorandum and articles of association are published on its website [here](#).

Governance Framework

The organisation is committed to the Code for Sports Governance and having achieved compliance with the Code in 2015 it has achieved all the considerations put forward within the report. The board remains compliant to the Code and continues to be guided by the principles of best practice. In the next reporting period EMD UK will initiate an independent evaluation to gain further insight and guidance.

Board

Role

The Board is collectively responsible for the long-term success of EMD UK and is exclusively vested with the power to lead the organisation. The Chair is responsible for the leadership of the Board. The Board is the ultimate decision-making body and exercises all of the powers of the organisation other than those specifically allocated to other persons under either legislation or the Articles of Association. It is responsible for setting the strategy of EMD UK and providing oversight of executive action but maintains a clear division between its management and oversight role and the executive's operational role.

Meetings and Key Decisions

The Board meets a minimum of 4 times a year and also on an ad hoc basis where required. The table below sets out the meetings held in the Reporting Period and summarises the key decisions taken.

Date	Key Decisions
1 st June 2018	<ul style="list-style-type: none"> • The Risk Register to be comprehensively reviewed by the board each December with any status changes being reported with mitigations in the intervening period. • Agreeing the purpose and format for the Commercial Income Committee. • An ethics policy was agreed in relation to accepting potential sponsorship money from any source.
14 th September 2018	<ul style="list-style-type: none"> • It was agreed that the financial policy should not run parallel but should align and be absorbed within the overall strategic plan and planning process. • The 2017-18 accounts were approved • In relation to data security and compliance it was agreed that professional opinion should be sought to review EMD UK's approach and policy.
7 th December 2018	<ul style="list-style-type: none"> • The adoption of a pro-active approach to succession planning (highlighted within the risk register) to ensure early identification and mitigation to potential risks aligned to key personnel and maintaining continuity and successful operational delivery. • Board self-appraisal process agreed and to be actioned. • Agreement of EMD UK financial policy and the re-modelling of the financial and cost plan for classfinder.
14 th March 2019	<ul style="list-style-type: none"> • Proposal to investigate moving to a CIO model was placed on hold to not disrupt or distract the attention away from more fundamental and strategic priorities. • Changes to the risk register monitoring to engage and involve the senior management team more acutely. • 2019-20 budget approved and a direction to the CEO to sharpen the strategic aims.

Composition

The Board is made up of a maximum of 12 board members and comprises the Chair, Senior Independent Director and eight Independent Directors and two Directors aligned to EMD UK founder partners. All appointments to the Board are made on merit in line with the skills required by the Board.

The following persons served as Board members during the Reporting Period:

Position	Name	Term end date
EMD UK Chair	Innes Milne	31/12/2018
EMD UK Chair	Nigel Wallace	01/01/2023
Senior Independent Director	Julie Evans	26/08/2023
Independent Director	Prelini Udayan Chiechi	26/08/2019
Independent Director	Pete Fullard	03/03/2021
Independent Director	Salah Mirza	03/03/2021
Independent Director	Simon Campbell	03/03/2021
Independent Director	Paul Szumilewicz	03/03/2021
Independent Director	Mark Brighton	14/09/2022
Independent Director	Lynette Eaborn	31/05/2022
Independent Director	Rich Lamb	31/05/2022
Director	Barbara Rose	05/06/2023
Director	Jane Dewar	06/03/2022

Recruitment

During the period three new independent directors were recruited to the Board, Lynette Eaborn, Richard Lamb and Mark Brighton. In addition, following a full term of office Innes Milne stepped down as Chair and Nigel Wallace was appointed as the new Chair in January 2019.

Board Evaluation

The Board, led by the Chair, undertook an evaluation of its skills and performance and of individual directors in the Reporting Period. The directors collectively demonstrate a broad and strong range of skills and experiences. A full skills audit and self-assessment was conducted with all directors and the board has initiated an external evaluation to be conducted in the autumn of 2019.

Committees reporting to the Board

The Board has established the following Committees, which report directly to the Board. Each Committee has clear Terms of Reference which identify its responsibilities and any powers delegated to it by the Board

Finance and Audit Committee

Composition: Members (notionally six) are appointed by the board; the Chair will be an independent board member.

Julie Evans FAAC Chair (EMD UK Senior Independent Director), Mo Watson (KFA Board Member); Emma Forward (EMD UK Chief Operating Officer), Salah Mirza (EMD UK Director, Jane Ross (Fitness League Trustee), Yvonne Eastoe (EMD UK Finance Manager & Meeting Secretary), Kirstin Espley (EMD UK Finance Controller). EMD UK Chief Executive Officer is a member – Ross Perriam during this reporting period.

Role: To support the Chief Executive Officer and the operational management team in financial and audit matters

Delegated Power: Under delegated Board authority to approve actions of the CEO outside the normal authority limits and to make and/or review financial proposals requiring Board approval

Meetings are held within four weeks prior to board meetings.

Nominations Committee

Composition: Julie Evans Nominations Committee Chair (EMD UK Senior Independent Director), other members are selected appropriately as per the Terms of Reference.

Role: The Committee leads the process for Board appointments and EMD UK CEO

Delegated Powers: Lead process for Board and CEO appointments on behalf of Board

Commercial Income Committee

Composition: Mark Brighton Chair (EMD UK Director), Peter Fullard (EMD UK Director), Richard Lamb (EMD UK Director), Ross Perriam (EMD UK CEO), Emma Forward (EMD UK COO)

Role: To support the delivery of the commercial strategy, the CEO and the operational management team in all matters related to non-funded income.

Delegated Powers: All formal approvals remain with the committee unless specified within EMD UK's company policies.

Strategy

The Board sets the strategy of the organisation. The current strategy is published on the EMD UK website [here](#).

The Board continually monitors progress against strategy and all the key strategic objectives were achieved within the Reporting Period.

Risk Management

The organisation has agreed a Risk Management Policy to ensure that effective processes are in place to track and report on existing and emerging risks which could affect the Organisation's ability to meet its Strategic Objectives and/or cause damage to the organisation or its stakeholders. The objective is to support better decision making and management of risk through a comprehensive understanding of risks and their likely impact.

The executive team review the risk register each quarter and report all changes actions and mitigations as a standing item on the board agenda. The Risk Management Policy is

reviewed on an annual basis by the Board. In the Reporting Period this took place on 6th December 2018.

CEO/Executive Team

The CEO is responsible for the operational implementation of the strategy and manages the executive team. The current CEO after over four years in office, tendered his resignation on 5th March 2019 and the nominations committee initiated the process to select a new lead for the organisation. Whilst it is disappointing to lose the skills and experience of Ross Perriam it has offered the board an opportunity to review the role and necessary skills and experience required to take EMD UK into the next phase of the organisation's evolution.

Diversity

EMD UK is fully committed to the principles of equality of opportunity and to creating a diverse environment. We work with our stakeholders to enable EMD UK to be an accessible and inclusive employer and group exercise facilitator to provide opportunities for all.

Our target is to maintain a position where a minimum of 30% of Board members are from each gender whilst working towards gender parity. During the reporting period the board maintained over 40% of the board directors as female.

We are committed to increasing the diversity of staff, board and members, participants and group exercise teachers and will carry out initiatives to encourage more women, people with disabilities and people from black and ethnic minorities to become more actively involved in all aspects of EMD UK's activities.

Safeguarding

EMD UK wants to ensure that adults and children are protected whilst exercising. EMD UK has developed a range of Safeguarding policies so that all involved know what processes and procedures to follow and who they can contact for help if they have any safeguarding concerns.

The policies can be found [here](#). There were no reported issues of safeguarding during the Reporting Period. Jane Dewar is the board director appointed to lead on Safeguarding.

Complaints / whistleblowing policy

EMD UK is committed to the highest standards of care whilst engaging with customers, members, stakeholders, peers and colleagues. The organisation is committed to the highest standards of openness, integrity and accountability.

EMD UK welcomes feedback in order to constantly improve its products and services, therefore, feedback and complaints are viewed as a continuous means to improve quality and performance. EMD UK complaints procedure can be found [here](#).

EMD UK support an environment where people feel free to raise their concerns with the knowledge that all concerns will be taken seriously. The company will not tolerate harassment or victimisation and will act to protect anyone who has raised a concern in good faith. EMD UK's whistleblowing policy can be found at <https://emduk.org/wp-content/uploads/2018/01/EMD-UK-Safeguarding-Adults-Policy-2018-Final-1.pdf?x49114>

Approved by the Board on 16th September 2019 and signed by the Chair on behalf of the Board.

A handwritten signature in black ink, appearing to read 'Nigel Wallace'. The signature is written in a cursive style with a large, looping initial 'N'.

Nigel Wallace, Chair EMD UK