

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 2019 to March 2020 (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 company limited by guarantee. Its governing documents, consisting of a memorandum and articles of association are published on its website at https://emduk.org/wp-content/uploads/2017/07/EMD-UK-Articles-of-Association_2017.pdf.

Governance Framework

The organisation is committed to the Code for Sports Governance and in early 2019 received three proposals from separate organisations to conduct an independent audit of the function, operational

and governance practice of the Board. Subsequently Governance United was appointed and an audit was completed between July-December 2019.

The audit surfaced a range of useful recommendations that have been lifted into a tracked action plan and approved by the board. The exercise was rewarding and positive, conducted by a highly diligent and professional team at Governance United and helped identify areas for improvement. In the main the audit reports a strong board operating with appropriate controls and good governance. The following extract leads the summary of Governance United's report.

"The evaluation found that EMD UK has a skilled, effective Board led by a Chair who is highly regarded. Board members are committed, engaged, bring relevant knowledge and work well together.

Following significant leadership changes in 2019, including the appointment of a new Chair and then a new CEO, the executive and Board are reported to be communicating more effectively and the organisation is now more stable and better-placed to work towards achieving its objectives".

The Board remains fully committed to retain compliance to the Code and continues to be guided by the principles of continuous improvement and best practice.

CEO/Executive Team

The CEO is responsible for the operational implementation of the strategy and manages the executive team. In March 2019, after 4 years in office, Ross Perriam tendered his resignation. Whilst it was disappointing to lose the skills and experience of Ross Perriam his departure did present the Board with an opportunity to review the role and necessary skills and experience required to take EMD UK forward. The nominations committee was formed (details of committee members are listed later in this statement), a new candidate brief was prepared, agreed by the Board and a formal procedure was initiated.

Following a rigorous process in July 2019 EMD UK was delighted to appoint Marcus Kingwell as the new CEO. Marcus, formerly the Managing Director for the Association of Colleges Sport started his appointment in October 2019.

Governance United, in reviewing the recruitment process, stated, "we found that a robust process was followed, with most steps consistent with best practice. Particularly noteworthy is the thorough planning of a procedure that was right for this specific recruitment, adapting the process from more traditional approaches, and what had gone before".

In the interim period the Board agreed that the Chair, Nigel Wallace, should extend his current remit to support the executive team. This was a part-time arrangement, based from the organisation's offices in Horsham until a new full time CEO could be appointed. This arrangement commenced in May 2019 and concluded in October 2019 with the arrival of Marcus Kingwell as the newly appointed CEO. During this period Nigel Wallace received the gross sum of £20,000 for his services. The role of Chair carries an Honorarium of £4,000 per annum. An additional sum of £2000 was therefore paid for the delivery of these duties for the 6 month period spanning either side of May to October 2019.

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
13 th June 2019	<ul style="list-style-type: none"> • A paper was presented re EMD UK extending its strategic remit to encompass all of fitness as opposed to a clear focus upon group exercise. It was agreed that EMD UK would continue to serve the group exercise community and that currently this should remain the priority and focus. • The Board was presented the diversity action plan for approval. • The CEO recruitment process was presented and approved.
12 th September 2019	<ul style="list-style-type: none"> • The Board approved the entering into a contract with Sport England to deliver an innovative class-based exercise programme within the This Girl Can campaign. • The 2018-19 accounts were approved • It was agreed that all the contracts currently operating with the Founder partners should be re-negotiated to gain greater clarity for all parties.
6 th December 2019	<ul style="list-style-type: none"> • Following a review of the strategic workshop held the previous day (with The Board and SMT), the CEO was asked to incorporate the output of that session within a new strategy. • The Board requested that the CEO create a framework for appraising key projects before these are taken forward. It was identified that whilst it was important to move quickly when opportunities arise, it was more important to ensure the right balance between business opportunity and commercial risk. • Greater scrutiny of the commercial income line was requested for the remainder of the financial year with the CEO to provide the Chair of the Board and the Chair of the Finance Committee with a monthly report against budget.
14 th March 2019	<ul style="list-style-type: none"> • Following a strategy presentation and a discussion around the purpose and value of EMD UK, the Board requested that the mission and vision should be revised and presented for approval at the next meeting. • It was agreed to form an Ethics Committee to respond in a timely manner in support of the executive team. This group will review partnerships or financial opportunities that may potentially arise with companies that might be at odds with the values and purpose of EMD UK. • 2020-21 budget approved.

Composition

Until April 2019, the Board was made up of 12 board members and comprises the Chair, Senior Independent Director, 8 Independent Directors and 2 Directors aligned to EMD UK founder partners. The departure of one Independent Director in August 2019 enabled a review of the board structure; as a result it was modified in December 2019 with the CEO joining the board as an ex officio director. 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	Nigel Wallace	01/01/2023
Senior Independent Director	Julie Evans	26/08/2023
<i>Independent Director</i>	<i>Prelini Udayan Chiechi</i>	<i>26/08/2019</i>
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
Director (ex officio)	Marcus Kingwell	05/12/2023

During the period Prelini Udayan Chiechi retired her position at the end of her term and it was agreed that the newly appointed CEO, Marcus Kingwell should join the Board in an ex-officio capacity.

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 point backed by the independent audit.

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. Those serving on the committees during the Reporting Period are listed below.

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 – resigned her position at EMD UK leaving the organisation in August 2019), Salah Mirza (EMD UK Director), Jane Ross (Women’s League of Health

and Beauty Trustee until November 2019), Yvonne Eastoe (EMD UK Finance Manager & Meeting Secretary), Kirstin Espley (EMD UK Finance Controller). EMD UK Chief Executive Officer is a member – Ross Perriam until June 2019 and then Marcus Kingwell joining in October 2019.

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 4 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.

During the Reporting Period the committee formed to establish a procedure and initiate a process to recruit a new CEO. The following members served in that capacity, Chair Julie Evans (EMD UK Senior Independent Director) was joined by Nigel Wallace (Chair of EMD UK), Richard Lamb (Director EMD UK) and Moyra Doyle (Director Richmond Associates, an independent expert in CEO recruitment).

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 – resigned March 2019 leaving the organisation in June 2019), Emma Forward (EMD UK COO -resigned July 2019 leaving the organisation in August 2019), Marcus Kingwell (EMD UK CEO joined the group in October 2019).

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 at <https://emduk.org/wp-content/uploads/2019/08/EMD-UK-Strategy-2019-2021-160719.pdf>.

The Board continually monitors progress against strategy and all the key strategic objectives were achieved within the Reporting Period. It should be noted that given the departure of the CEO at the start of the period and the intervening period of recruitment, this was a significant achievement delivered by the EMD UK team.

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. During the Reporting Period a review of the structure and process of reporting risk was undertaken by the new CEO, this was presented and adopted by the Board on 7th December. Whilst the Risk Register remains a standing item on the Board agenda and the full register is included within the papers, a report is presented detailing changes and mitigations of significance. This allows the Board more time to focus, review and debate the priority issues that could potentially impact the organisation.

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 30% of the board directors as female. We also have the target of achieving national average representation (14%) from Black, Asian and minority ethnic communities on the Board. For the first part of 2019/20, this target was exceeded (17%); however the departure of one board director in August 2019 and the inclusion of the CEO onto the board meant that the figure dropped to 8% for the second half of the year.

Women are well represented in the staff and senior management team, at 86% and 67% respectively. BAME representation in the staff is 10%, which is slightly above the representation in the office catchment area.

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, Asian and ethnic minorities to become more actively involved in all aspects of EMD UK's activities. EMD UK's commitments are set out in the 'Achieving Diversity Action Plan' which has been signed off by the board and is published on the website. The equality and diversity policy and action plan are scheduled for review and update in 2020/21.

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 at <https://emduk.org/safeguarding>. 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 at <https://emduk.org/wp-content/uploads/2017/01/EMD-UK-Complaints-Procedure.pdf>

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 17th September 2020 and signed by the Chair on behalf of the Board.



Nigel Wallace

Chair EMD UK