

## **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 2021 to March 2022 (the "Reporting Period").

### **Vision, Mission and Values**

Vision: Healthier communities through group exercise.

Mission: To support group exercise instructors to be the best they can be.

EMD UK is guided by and embraces the following values:

We support

We support instructors to be the best they can be. We use our resources, expertise and influence to guide instructors individually and as a collective.

We collaborate

Our vision and mission matter for the health of all communities. We collaborate and seek a 'win-win' for the benefit of instructors, the wider physical activity sector and the nation.

We are inclusive

Group exercise is for everyone. We strive to ensure all instructors have the same opportunities from us, regardless of age, gender, ethnicity or ability.

We act with integrity

Our customers and stakeholders expect EMD UK, as the national governing body, to be fair, consistent and do the right thing. We are honest, principled and have high standards. We deliver on our promises.

We are ambitious

We think big! We always challenge ourselves and the sector to provide the best support and opportunities for instructors.

### **Governance Structure**

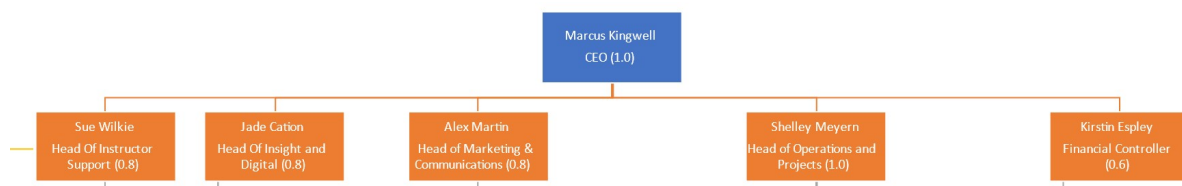
The Organisation is a not for profit company limited by guarantee. Its governing documents, consisting of a memorandum and articles of association are published on its website ([link to EMD UK Articles of Association](#)).

### **Governance Framework**

The organisation is committed to the Code for Sports Governance and the principles of continuous improvement. In keeping with this approach and informed by the latest revision to the Code (published in December 2021), the senior team maintain a working document detailing actions and ambitions to strengthen the governance of the organisation. As such the Board remains fully committed to retain compliance to the Code and to be guided by best practice.

## CEO/Executive Team

Marcus Kingwell (appointed October 2019) as CEO is responsible for the operational implementation of the strategy and manages the executive team. He is supported by a senior team and guided by a strategy focussing upon delivering the ambition and mission of the organisation.



Throughout the entire Reporting Period the UK was impacted by government restrictions, business disruption and the life changing consequences of the Covid pandemic. In this regard, the entire staff team must be commended for the support and guidance offered to the sector as working practices for group exercise instructors were significantly impacted. These actions added a firm stamp to the credentials of EMD UK as a system partner to Sport England and a leader for the group exercise community.

Despite this unprecedented disruption the team retained focus upon the primary goals, achieved key performance targets both as an organisation and in relation to the Sport England grant and projects. This was a commendable achievement.

During the year a revised strategy was approved by the Board in December 2021. This refined strategy offers greater clarity of purpose as it strengthens the focus upon the mission of the organisation. In addition, EMD UK was awarded £5 million of grant funding by Sport England (2022-2027) to support the ambition of a more active and a more inclusive nation. This was a significant award not just the financial commitment but the length of the award extending to 5 years. This platform provides EMD UK far greater scope to plan, implement and embed initiatives that will add long term and sustainable value to the customers, stakeholders and sector it supports.

## 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.

The board is voluntary with the exception of the Chair, Nigel Wallace who receives an Honorarium payment and Marcus Kingwell (CEO) who holds an ex-officio position. During the period Nigel Wallace was paid an Honorarium of £4,000.

### 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
17 <sup>th</sup> June 2021 Board Meeting	<ul style="list-style-type: none"> <li>• A revised budget was approved. This was primarily revised as the founding partner arrangements were transitioned from a licence to a services agreement.</li> <li>• It was agreed to establish a working group to review the Articles of Association. These have been in place since 2017 and the organisation has evolved with a new mission and vision and these need to be consistent with our focus and our operational practice.</li> <li>• A working group was agreed to provide director input and support the governance of the Sport England bid process.</li> </ul>
23 <sup>rd</sup> September 2021 Board Meeting	<ul style="list-style-type: none"> <li>• Approval of the annual audited accounts 2020-21.</li> <li>• Approval was given to the first stage documents bidding for Sport England grant funding, subject to amendments captured during the Board discussion.</li> <li>• Approval of the revised ED&amp;I action plan.</li> </ul>
16 <sup>th</sup> December 2021 Board Meeting	<ul style="list-style-type: none"> <li>• Revised EMD UK business strategy approved.</li> <li>• Cyber security training approved for all board directors.</li> <li>• Project outcomes from The Tackling Inequalities Fund and This Girl Can project to become qualitative measures against the social impact Business Improvement Goal.</li> </ul>
16 <sup>th</sup> February 2022 Ad hoc meeting	<ul style="list-style-type: none"> <li>• This meeting was held for the sole purpose of reviewing the final stage grant submission to Sport England. Approval was subsequently given to this investment proposal.</li> </ul>
17 <sup>th</sup> March 2022 Board Meeting	<ul style="list-style-type: none"> <li>• Following a discussion of the organisation’s CRM/digital platform the CEO was requested to submit a review and proposition to the June meeting. In particular the review should rationalise either staying with the existing software providers or to move to other arrangements.</li> <li>• Approval was given to an implementation plan aligned to the strategy. In particular this plan included the transition away from delivering Level 2 and Level 3 qualifications provided by other training providers and the transition of Classfinder to a third party.</li> <li>• The board approved the 2022/23 budget and a 3% pay rise for all staff.</li> </ul>
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## Composition

There are 12 Board members 11 of whom are Non-Executive Directors in the roles of Chair, Senior Independent Director, 7 Independent Directors, and 2 Directors aligned to EMD UK founder partners. In addition, the Chief Executive Officer has an ex-officio position on the Board. All appointments to the Board are made (bar the CEO) on merit in line with the skills required by the Board. During the period Jane Dewar reached the end of her second term (8 years in total) and therefore resigned from the board. Jane's input, engagement and sector expertise has made an important contribution over her tenure. Jane remains the Secretary of The Keep Fit Association which is one of EMD UK's founding partners. No replacement was made within the Reporting Period although the Nominations Committee started the process of recruiting a new NED. The recruitment process will be an open invitation for Independent Directors.

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

<b>Position</b>	<b>Name</b>	<b>Term end date</b>
EMD UK Chair	Nigel Wallace	01/01/2023
Senior Independent Director	Julie Evans	26/08/2023
Independent Director	Pete Fullard	03/03/2024
Independent Director	Salah Mirza	03/03/2024
Independent Director	Simon Campbell	03/03/2024
Independent Director	Paul Szumilewicz	03/03/2024
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	resigned 06/03/2022
Director (ex officio)	Marcus Kingwell	n/a

## Board Evaluation

The Board operates an annual appraisal and every four years engages a full independent audit. The next independent audit is scheduled for 2023.

## **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); Salah Mirza (EMD UK Director), Jane Ross (Independent Committee Member),

Kirstin Espley (EMD UK Finance Controller), Marcus Kingwell, EMD UK Chief Executive Officer.

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), Richard Lamb (EMD UK Director), Marcus Kingwell (EMD UK CEO and Director), Nigel Wallace (EMD UK Chair).

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. The nominations committee recommends candidates for the Board to approve prior to appointments being made.

Meetings are held a minimum of twice per year and additionally as required.

### Ethics Committee

Composition: Salah Mirza, Committee Chair (EMD UK Director), Marcus Kingwell (CEO and EMD UK Director), Nigel Wallace (EMD UK Chair).

Role: The Committee creates and monitors EMD UK's policy for ethical commercial partnerships.

Delegated Powers: To create and monitor the company's ethical policy and report to the board.

In addition to the Committees the Board creates task and finish groups on an ad hoc basis to support either the executive or as a working party on board matters. During the year working groups were established to support a revision to the organisation's strategy, the bid submission to Sport England and a review of the company's Memorandum and Articles of Association.

Meetings are held as required. No meetings were held during the Reporting Period.

## **Strategy**

The Board sets the strategy of the organisation. The current strategy is published on the EMD UK website ([EMD UK Strategy 2022-2027](#)).

The Board continually monitors progress against the strategy and the Board papers and reports align to the respective Business Improvement Goals.

## **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. This approach is reviewed and approved by the board annually. During the Reporting Period the approach was reviewed and approved by the Board on 17<sup>th</sup> March 2022. 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 the priority risks of concern with mitigations and actions. This allows the Board more time to focus, review and debate the priority issues that could potentially impact the organisation.

## **Equality, Diversity and Inclusion (EDI)**

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 no gender definition exceeds 70% of the Board. Prior to the resignation of Jane Dewar the board retained this ambition with two thirds of the Board identified as male and one third female.. We also have the target of achieving national average representation (14%) from ethnically diverse communities on the Board, during the same period this representation stands at 8%.

Women are well represented in the staff and senior management team, at 90% and 67% respectively. Representation from ethnically diverse communities within the staff is 9%, which is slightly below the representation in the office catchment area.

EMD UK is 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 ethnically diverse communities 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' (link to [EMD UK EDI Action Plan](#)) which was approved by the Board in September 2021.

## **Safeguarding**

EMD UK wants to ensure that adults and children are protected during group exercise activities. 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. All related policies have been reviewed and approved and the safeguarding standard continues to be met.

### **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 within the adult safeguarding document (<https://emduk.org/safeguarding>).

Approved by the Board on 23<sup>rd</sup> September 2022 and signed by the Chair on behalf of the Board.

A handwritten signature in black ink, appearing to read 'Nigel Wallace', written in a cursive style.

**Nigel Wallace**

**Chair EMD UK**