

Esports Wales

Standing Orders & Scheme of Delegation

Status: Board approved governance policy

Applies to: Board, Committees, Officers, Staff, Volunteers

Owner: Board of Directors

Review cycle: Two Years

Next review due: 12 months from adoption

1. Purpose

1.1 These Standing Orders and Scheme of Delegation set out how **Esports Wales CIC** ("the Company") conducts its governance business in practice.

1.2 They exist to:

- support the **Articles of Association**
- provide clarity on **authority, accountability and decision-making**
- ensure decisions are taken at the **appropriate level**
- protect the Board, members, staff, volunteers and participants
- align with good governance standards expected of a **National Governing Body**

1.3 Where any inconsistency exists between these Standing Orders and the Articles of Association, **the Articles shall prevail.**

2. Scope

2.1 These Standing Orders apply to:

Policy Number: P0102
Version Number: 001



Esports Wales CIC:
12372413

- the Board of Directors
- Board Committees and Subcommittees
- Officers of the Company
- Employees and Volunteers acting under delegated authority

2.2 They do **not** replace statutory duties under the Companies Act 2006 or Community Interest Company regulations.

3. Principles of Delegation

3.1 The Board retains **ultimate responsibility and accountability** for:

- strategy
- compliance
- safeguarding
- financial sustainability
- reputation and integrity

3.2 Delegation is used to:

- improve efficiency
- enable operational delivery
- ensure decisions are made by those best placed to do so

3.3 Delegation does **not** remove accountability from the Board.

4. Reserved Matters (Board Only Decisions)

The following matters **cannot be delegated** and must be decided by the Board:

4.1 Governance & Constitution

- Amendments to the Articles of Association



- Approval of Standing Orders and Board policies
- Establishment or dissolution of Board Committees
- Appointment or removal of the Chair, Vice-Chair, or Secretary

4.2 Strategy & National Direction

- Approval of strategic plans
- National competition structures
- International affiliations and representation
- Recognition or removal of national programmes

4.3 Safeguarding & Welfare

- Approval of safeguarding policies
- Appointment of the Board Safeguarding/Welfare Lead
- Serious safeguarding incidents or allegations
- Decisions to suspend or exclude members for safeguarding reasons

4.4 Finance & Risk

- Annual budget approval
- Approval of audited accounts
- Borrowing, lending or guarantees
- Approval of the risk register

4.5 People & Leadership

- Appointment or dismissal of the Chief Executive Officer
- CEO remuneration and performance oversight
- Board succession and skills planning



5. Delegation to Board Committees

5.1 The Board may establish Committees to support its work.

5.2 Each Committee shall:

- have written **Terms of Reference**
- operate within a defined scope
- report formally to the Board
- make recommendations, not final decisions, unless expressly authorised

5.3 Committees may include (but are not limited to):

- Audit & Risk Committee
 - Safeguarding & Welfare Committee
 - Nominations & Governance Committee
 - Competitions & Performance Committee
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6. Delegation to the Chief Executive Officer (CEO)

6.1 The Board delegates authority to the CEO to:

- manage day-to-day operations
- implement Board approved strategy
- manage staff and contractors
- represent Esports Wales operationally

6.2 The CEO **must not**:

- amend governance policies
- commit the Company to material financial liabilities outside budget
- take decisions reserved to the Board



6.3 The CEO shall:

- operate within approved budgets
 - comply with all Company policies
 - report regularly to the Board
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7. Financial Delegation

7.1 Financial authority shall follow the approved budget.

7.2 Spending limits:

- CEO: within approved budget lines
- Officers/Staff: only where explicitly delegated
- Committees: no independent spending authority unless approved by the Board

7.3 All financial decisions must comply with:

- Financial Regulations
 - Procurement Policy
 - Fraud Prevention Policy
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8. Meetings & Decision-making

8.1 Board Meetings

- Quorum as defined in the Articles
- Decisions by majority vote
- Chair has a casting vote where permitted

8.2 Remote Meetings

- Meetings may be held electronically



- All participants must be able to communicate effectively

8.3 Written Resolutions

- Permitted where allowed by the Articles
 - Must be recorded and minuted
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9. Conflicts of Interest

9.1 All Directors and officers must:

- declare actual or potential conflicts
- withdraw from discussion where required

9.2 Conflicts shall be recorded in the Register of Interests.

10. Urgent Decisions

10.1 Where urgent action is required between meetings:

- the Chair and CEO may act jointly
- actions must be reported to the next Board meeting

10.2 Urgent powers must be used **sparingly and proportionately**.

11. Records & Transparency

11.1 Minutes shall be kept for:

- Board meetings
- Committee meetings
- General Meetings

11.2 Records shall be stored securely and made available in line with:



- Records Management Policy
 - Data Protection Policy
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12. Review & Compliance

12.1 These Standing Orders shall be reviewed:

- annually
- following material governance change
- following regulatory or funding requirements

12.2 Non-compliance may result in:

- withdrawal of delegated authority
 - disciplinary action
 - governance intervention by the Board
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13. Adoption

13.1 These Standing Orders were approved by the Board of Directors of **Esports Wales CIC**.

Date approved: __02/03/2026__

Signed (Chair): _____  _____

