

Esports Wales

Board Roles & Responsibilities Policy

Status: Board approved governance policy

Applies to: Board of Directors, Officers, Committees

Owner: Board of Directors

Review cycle: Two years

Next review due: 12 months from adoption

1. Purpose

1.1 This policy defines the **roles, responsibilities, and collective duties** of the Board of Directors of **Esports Wales CIC** (“the Company”).

1.2 It exists to:

- ensure clarity of leadership and accountability
- support effective decision-making
- protect the Company’s integrity, assets, and reputation
- align Board conduct with the **Articles of Association, Standing Orders (0102)**, and good governance practice for a National Governing Body

1.3 This policy should be read alongside:

- ESW P0101 Articles of Association
- ESW P0102 Standing Orders & Scheme of Delegation
- ESW P0108 Code of Conduct for Directors



2. Role of the Board (Collective Responsibility)

2.1 The Board is **collectively responsible** for the long-term success of Esports Wales CIC.

2.2 The Board shall:

- act in the best interests of the Company and its community purpose
- comply with all statutory, regulatory, and governance obligations
- exercise independent judgement
- uphold integrity, fairness, and transparency

2.3 No individual Director has authority to act unilaterally unless expressly delegated.

3. Core Responsibilities of the Board

The Board's responsibilities include, but are not limited to, the following areas:

3.1 Strategic Leadership

- Set and approve the vision, mission, and values
- Approve strategic and operational plans
- Oversee national development of esports in Wales
- Approve international affiliations and representation

3.2 Governance & Compliance

- Ensure compliance with the Companies Act 2006 and CIC regulations
- Approve governance policies and frameworks
- Maintain effective Board structures and committees
- Ensure adherence to the Articles of Association

3.3 Safeguarding & Welfare

Policy Number: P0103
Version Number: 002



Esports Wales CIC:
12372413

- Maintain ultimate accountability for safeguarding
- Appoint a Board level Welfare & Safety Lead
- Ensure appropriate safeguarding policies and reporting mechanisms
- Respond appropriately to serious safeguarding incidents

3.4 Financial Stewardship

- Approve annual budgets and financial plans
- Monitor financial performance and sustainability
- Approve audited accounts
- Protect Company assets and the asset lock

3.5 Risk & Integrity

- Approve and monitor the risk register
- Ensure ethical standards, integrity, and fair play
- Oversee complaints, disciplinary, and appeals frameworks

3.6 People & Leadership

- Appoint, support, and hold to account the Chief Executive Officer
- Oversee CEO performance and remuneration
- Plan Board succession and skills development

4. Individual Director Responsibilities

4.1 Each Director must:

- act in good faith and in the best interests of the Company
- exercise reasonable care, skill, and diligence



- comply with this policy and all Board policies
- declare conflicts of interest promptly

4.2 Directors must:

- attend meetings regularly and prepare appropriately
- contribute constructively to debate and decision-making
- respect collective responsibility once decisions are made

4.3 Directors must not:

- seek to direct staff individually
- represent personal, sectional, or organisational interests over those of the Company

5. Specific Board Roles

5.1 Chair

The Chair is responsible for:

- providing leadership to the Board
- ensuring effective governance and Board performance
- chairing Board and General Meetings
- acting as the primary point of contact with the CEO
- ensuring decisions are properly taken and recorded

The Chair does **not** manage day-to-day operations.

5.2 Vicechair

The Vicechair shall:

- support the Chair



- act in the Chair's absence
- undertake duties as delegated by the Board

5.3 Secretary

The Secretary is responsible for:

- ensuring proper notice of meetings
- maintaining accurate records and minutes
- supporting compliance with governance requirements
- ensuring statutory filings are completed

5.4 Chief Executive Officer (Executive Director)

The CEO:

- is responsible for operational management
- implements Board approved strategy
- manages staff, volunteers, and delivery partners
- reports to and is accountable to the Board

The CEO operates within delegated authority as set out in ESW 0102.

5.5 Independent & Nonexecutive Directors

Independent and non-executive Directors:

- bring external expertise and challenge
 - support strategic oversight without operational involvement
 - uphold independence from member organisations
-



6. Committees & Delegated Roles

6.1 The Board may establish Committees to support its work.

6.2 Committee members:

- act within agreed Terms of Reference
- report to the Board
- do not hold autonomous authority unless expressly delegated

6.3 Committee Chairs are accountable to the Board.

7. Conduct, Ethics & Conflicts

7.1 All Directors must comply with:

- ESW 0108 Code of Conduct for Directors
- Conflicts of Interest Policy

7.2 Directors must:

- declare conflicts at the earliest opportunity
 - withdraw from discussion where appropriate
 - not seek personal benefit from their position
-

8. Training, Development & Review

8.1 Directors shall receive:

- induction upon appointment
- ongoing development appropriate to their role

8.2 The Board shall:



- review its effectiveness annually
 - assess skills, diversity, and succession needs
-

9. Breach of Responsibilities

9.1 Failure to comply with this policy may result in:

- removal of delegated responsibilities
 - disciplinary action under governance procedures
 - recommendation for removal in line with the Articles
-

10. Review & Adoption

10.1 This policy shall be reviewed:

- annually
- following governance or legislative change
- following significant Board restructuring

10.2 This policy was approved by the Board of Directors of **Esports Wales CIC**.

Date approved: __16/03/2026__

Signed (Chair): __  __

