

# Esports Wales

## Board Terms of Reference

**Status:** Board approved governance document

**Applies to:** Board of Directors of Esports Wales CIC

**Owner:** Board of Directors

**Review cycle:** Two Years

**Next review due:** 12 months from adoption

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### 1. Purpose

1.1 These Terms of Reference define the **authority, responsibilities, composition, and operating arrangements** of the Board of Directors of **Esports Wales CIC** (“the Company”).

1.2 They are intended to:

- support effective leadership and oversight
- ensure clarity of governance responsibilities
- enable the Board to discharge its statutory and fiduciary duties
- align with the Articles of Association and good governance practice for a National Governing Body

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### 2. Authority

2.1 The Board derives its authority from:

- the Companies Act 2006
- Community Interest Company legislation
- the Articles of Association of Esports Wales CIC



2.2 The Board is the **supreme governing body** of the Company, except where matters are reserved to the General Meeting under the Articles.

2.3 The Board may delegate authority in accordance with:

- ESW P0102 Standing Orders & Scheme of Delegation
  - approved Committee Terms of Reference
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### **3. Role of the Board**

3.1 The Board is responsible for the **overall governance, strategic direction, and control** of Esports Wales CIC.

3.2 The Board shall act collectively and in the best interests of:

- the Company
  - its members
  - the wider Welsh esports community
  - its community interest purpose
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### **4. Key Responsibilities**

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

#### **4.1 Strategy & Leadership**

- Set and approve the vision, mission, and values
- Approve strategic and business plans
- Oversee national and international representation of Welsh esports

#### **4.2 Governance & Compliance**

- Ensure compliance with legal and regulatory requirements



- Approve governance policies and frameworks
- Maintain effective Board and committee structures

#### **4.3 Safeguarding & Welfare**

- Hold ultimate accountability for safeguarding
- Appoint a Board level Welfare & Safety Lead
- Ensure appropriate safeguarding policies and responses

#### **4.4 Finance & Risk**

- Approve annual budgets and accounts
- Monitor financial performance and sustainability
- Approve and oversee the risk register

#### **4.5 Leadership & People**

- Appoint, support, and hold to account the Chief Executive Officer
- Oversee senior leadership, succession, and Board effectiveness

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### **5. Composition of the Board**

5.1 The Board shall be constituted in accordance with the Articles of Association.

5.2 The Board shall include:

- the Chair
- the Vice Chair
- the Secretary
- the Chief Executive Officer (Executive Director)
- appointed independent non-executive directors
- elected non-executive directors



- co-opted board members (advisory, non-voting) where applicable

5.3 The total number of Directors shall not fall below or exceed the limits set out in the Articles.

## **6. Chair of the Board**

6.1 The Chair is responsible for:

- leading the Board
- ensuring effective governance and decision-making
- chairing Board and General Meetings
- acting as the principal liaison with the CEO

6.2 The Chair has no executive authority outside that delegated by the Board.

## **7. Meetings**

### **7.1 Frequency**

- The Board shall meet as often as required to fulfil its duties
- A minimum of regular meetings shall be scheduled annually

### **7.2 Quorum**

- Quorum requirements shall be as defined in the Articles of Association

### **7.3 Attendance**

- Directors are expected to attend all meetings unless exceptional circumstances apply
- Persistent non-attendance may result in action under the Articles

### **7.4 Remote Participation**

- Meetings may be held in person or via electronic means
- All participants must be able to hear and contribute effectively



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## **8. Decision-making**

8.1 Decisions shall normally be made by consensus or majority vote.

8.2 Each Director has one vote, except where the Articles provide otherwise.

8.3 The Chair may exercise a casting vote where permitted.

8.4 Written resolutions may be used where allowed by the Articles.

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## **9. Committees**

9.1 The Board may establish committees to support its work.

9.2 Each committee shall operate under:

- written Terms of Reference
- clear reporting lines to the Board

9.3 Committees may make recommendations but do not replace the authority of the Board unless expressly delegated.

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## **10. Conflicts of Interest**

10.1 All Directors must declare actual or potential conflicts of interest.

10.2 Conflicted Directors shall:

- withdraw from discussion where appropriate
- not participate in decision-making on conflicted matters

10.3 Conflicts shall be recorded in the Register of Interests.

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## **11. Reporting & Records**

Policy Number: P0104  
Version Number: 003



Esports Wales CIC: 12372413

11.1 Accurate minutes shall be kept of:

- Board meetings
- committee meetings

11.2 Minutes shall record:

- decisions taken
  - actions agreed
  - declarations of interest
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## **12. Board Effectiveness**

12.1 The Board shall:

- review its effectiveness annually
  - assess skills, diversity, and succession needs
  - ensure appropriate induction and development for Directors
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## **13. Review of Terms of Reference**

13.1 These Terms of Reference shall be reviewed:

- annually
  - following changes to the Articles
  - following significant governance or regulatory change
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## **14. Adoption**

14.1 These Terms of Reference were approved by the Board of Directors of **Esports Wales CIC**.



**Date approved:** \_\_02/03/2026\_\_

**Signed (Chair):**  \_\_

