

Esports Wales

Committee Structure & Terms of Reference

Status: Board approved governance policy

Applies to: Board Committees, Committee Members, Officers

Owner: Board of Directors

Review cycle: Annual

Next review due: 12 months from adoption

1. Purpose

1.1 This policy defines the **committee structure** of Esports Wales CIC (“the Company”) and sets out **standard Terms of Reference** for all Board Committees.

1.2 It exists to:

- support effective governance and decision-making
- enable detailed oversight of key risk and delivery areas
- clarify delegated authority and accountability
- ensure committees operate consistently and transparently

2. Authority

2.1 Committees are established by, and operate under the authority of, the Board of Directors.

2.2 Committees:

- support the Board by scrutiny, advice, and recommendations
- do **not** replace or override the authority of the Board



- may only exercise delegated authority explicitly granted

2.3 All committees shall operate in accordance with:

- the Articles of Association
 - ESW 0102 Standing Orders & Scheme of Delegation
 - this policy and their specific Terms of Reference
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3. Principles of Committee Operation

3.1 Committees shall:

- act in the best interests of the Company
- operate within their defined scope
- report regularly to the Board

3.2 Committees must not:

- act beyond delegated authority
 - commit the Company to material financial or legal obligations
 - override Board decisions
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4. Standing Committees of the Board

The Board may establish standing committees, which may include (but are not limited to):

4.1 Audit & Risk Committee

- Financial oversight
- Risk management and internal controls
- Audit and compliance assurance



4.2 Safeguarding & Welfare Committee

- Safeguarding oversight and assurance
- Welfare and duty of care matters
- Review of serious incidents and learning

4.3 Nominations & Governance Committee

- Board appointments and succession
- Governance review and effectiveness
- Skills, diversity, and inclusion at Board level

4.4 Competitions, Performance & Development Committee

- National competitions and pathways
- Performance programmes and selection frameworks
- Participation and development strategy

4.5

The Board may create or dissolve committees as required.

5. Committee Membership

5.1 Committee members are appointed by the Board.

5.2 Committees shall normally include:

- at least one Board Director
- a designated Committee Chair
- additional members with relevant expertise

5.3 Non-Board members may be appointed where specialist knowledge is required but shall:



- act in an advisory capacity
- not hold voting rights unless explicitly approved

5.4 The Chief Executive Officer may attend committees by invitation but shall not normally chair committees.

6. Committee Chair

6.1 Each committee shall have a Chair appointed by the Board.

6.2 The Committee Chair is responsible for:

- leading committee meetings
 - ensuring effective operation
 - agreeing agendas with the Secretariat or CEO
 - reporting outcomes to the Board
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7. Standard Committee Terms of Reference

All committees shall operate under the following standard Terms of Reference unless varied by the Board.

7.1 Purpose

To support the Board by providing focused oversight, advice, and recommendations within the committee's defined scope.

7.2 Responsibilities

Each committee shall:

- review relevant policies and performance
- monitor risks and compliance within its remit
- make recommendations to the Board



- escalate serious concerns promptly

7.3 Authority

Committees may:

- request information from officers and staff
- invite external advisors where appropriate

Committees may not:

- make decisions reserved to the Board
 - approve budgets or major contracts unless delegated
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8. Meetings

8.1 Frequency

- Committees shall meet as often as required to fulfil their remit
- Meetings may be held in person or electronically

8.2 Quorum

- Quorum shall be a majority of appointed committee members, including at least one Board Director

8.3 Decision-Making

- Committees shall aim for consensus
 - Where votes are required, each voting member has one vote
 - The Chair has a casting vote where necessary
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9. Conflicts of Interest

9.1 Committee members must declare any actual or potential conflicts of interest.



9.2 Conflicted members shall:

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

9.3 Conflicts shall be recorded and reported to the Board.

10. Reporting & Accountability

10.1 Committees shall report to the Board by:

- written minutes
- verbal updates from the Committee Chair
- formal recommendations

10.2 The Board retains ultimate responsibility for all decisions.

11. Records & Transparency

11.1 Accurate minutes shall be kept for all committee meetings.

11.2 Minutes shall record:

- attendance
 - declarations of interest
 - key discussions and recommendations
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12. Review & Effectiveness

12.1 Each committee shall:

- review its effectiveness annually
- confirm continued relevance and remit

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Esports Wales CIC: 12372413

12.2 The Board may amend or dissolve a committee at any time.

13. Adoption

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

Date approved: ____02/03/2026____

Signed (Chair): ____  ____

