

Lawn Tennis Association Limited

Standing Orders

Effective 14 October 2020

LAWN TENNIS ASSOCIATION LIMITED STANDING ORDERS

STANDING ORDERS FOR THE CONDUCT OF BUSINESS AT MEETINGS AND OTHER RELATED MATTERS OF COUNCIL, THE BOARD, THE TENNIS DEVELOPMENT COMMITTEE, THE COMMITTEES AND THE DISCIPLINARY PANEL (EACH AS DEFINED BELOW) ADOPTED BY THE COMPANY ON 1 OCTOBER 2011 AND UPDATED MOST RECENTLY ON 14 OCTOBER 2020.

Definitions

For the purposes of these Standing Orders, and unless otherwise stated, the following definitions shall apply.

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| “Active Council Member” | means every member of Council excluding (a) Past Presidents; (b) Honorary Life Vice-Presidents; (c) Vice-Presidents who had attained the age of 70 by 31st December in the preceding calendar year; and (d) Honorary Life Councillors; |
| “Annual General Meeting” | means the annual general meeting of the Company; |
| “Articles” | means the articles of association of the Company in force from time to time; |
| “Board” | means the board of directors of the Company; |
| “Board Members” | means the directors of the Company; |
| “Board Nominated Councillor” | means a member of Council appointed in accordance with Rule 19 of the Rules; |
| “Case Management Group” | means the group established for case management in relation to safeguarding as constituted under the Disciplinary Code as set out at Appendix Two to the Disciplinary Code; |
| “Chairman” | means the independent chairman of the Company appointed in accordance with Rule 7 of the Rules; |
| “The Championships” | means the Championships at the All England Lawn Tennis & Croquet Club, Wimbledon; |
| “Chief Executive” | means the chief executive of the Company, appointed in accordance with Rule 8 of the Rules; |
| “Committees” | means the committees listed in Order 70 and “Committee” means any one of them; |
| “Company” | means Lawn Tennis Association Limited; |
| “Council” | means the council of the Company for the time being constituted in accordance with the Articles, the Rules and these Standing Orders; |

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| “Council Board Members” | means the Board Members elected by Council in accordance with Order 53; |
| “Deputy President” | means the deputy president of the Company, nominated in accordance with Order 48; |
| “Disciplinary Code” | means the disciplinary code of the Company in force from time to time; |
| “Disciplinary Panel” | means the disciplinary panel of the Company for the time being; |
| “Eligible Council Member” | means every member of Council excluding (a) Past Presidents; (b) Honorary Life Vice-Presidents; (c) Vice-Presidents who had attained the age of 70 by 31st December in the preceding calendar year; (d) Honorary Life Councillors; and (e) Independent Councillors; |
| “Finance Director” | means the finance director of the Company, appointed in accordance with Rule 8 of the Rules; |
| “Honorary Life Councillor” | means an honorary life councillor of the Company as defined in Rule 16 of the Rules; |
| “Honorary Life Vice-President” | means an honorary life vice-president of the Company as defined in Rule 16 of the Rules; |
| “Independent Board Members” | means the independent non-executive Board Members nominated by the Board Nominations Committee and appointed by the Board in accordance with Rule 10 of the Rules, with 'independent' having the meaning given to it in the document entitled 'A Code for Sports Governance', as published by UK Sport and Sport England from time to time; |
| “Independent Councillor” | means a member of Council appointed in accordance with Rule 19 of the Rules; |
| “International Representative” | means the Eligible Council Member responsible for reporting to the Board on international matters; |
| “Joint Committees” | means the joint committees of the Company and the All England Lawn Tennis & Croquet Club relating to The Championships; |
| “Past President” | means a past president of the Company or a past president of the Lawn Tennis Association; |
| “Player Representative Councillors” | means a member of Council selected from the ranks of ex-professional players and appointed in accordance with Rule 18 of the Rules; |
| “President” | means the president of the Company, nominated in accordance with Orders 44 to 47; |
| “Retired Councillor Service Award” | means an award given to retiring or resigning members of Council in light of special service in accordance with Order 89; |

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| “Rules” | means the rules of the Company in force from time to time; |
| “Safeguarding and Protection Committee” | means the committee for safeguarding and protection constituted under the Safeguarding Procedures as set out at Appendix Two to the Disciplinary Code; |
| “Secretary” | means the secretary of the Company, appointed in accordance with Rule 11 of the Rules; |
| “Tennis Development Committee” | means the Tennis Development Committee of the Company which terms of reference are at Appendix C; and |
| “Vice-President” | means a vice-president of the Company as defined in Rule 16 of the Rules. |

Interpretation

In these Standing Orders, unless otherwise stated:

- (A) use of any genders includes the other genders;
- (B) references to writing shall include all modes of reproducing words in a legible and non-transitory form;
- (C) any notice, report or other document or information may be sent or supplied to any member of Council, the Board, the Tennis Development Committee, a Committee (as appropriate) (for the purposes of this section, the “member”):-
 - (i) personally;
 - (ii) by sending it through the post addressed to the member at his notified address or by leaving it at that address addressed to the member;
 - (iii) where appropriate, by sending or supplying it in electronic form to an address notified by the member for that purpose;
 - (iv) where appropriate, by making it available on a website and notifying the member of its availability; or
 - (v) by any other means authorised in writing by the member; and
- (D) any time period or deadline for the receipt or return of nominations, ballot forms or other documents in these Standing Orders may be extended or otherwise amended by the President in his absolute discretion in the event of a postal strike or other material circumstance by a maximum of seven days.

COUNCIL

Role

1. The Board will consult with Council on the following matters: (i) the Company's strategy and budgets; (ii) the Company's accounts and annual report for circulation to members at the Company's Annual General Meeting; (iii) nominations as required by these Standing Orders; (iv) Rules for circulation to members at the Company's Annual General Meeting; (v) amendments to these Standing Orders; (vi) subscription fees for associates and members; (vii) interest charged on loans; and (viii) any proposal for a material alteration in the terms of agreement with The All England Lawn Tennis & Croquet Club in respect of The Championships. Council shall act as an ambassador of the Company to disseminate its strategy and help ensure that all stakeholders understand and support a shared vision for the development of tennis and of their respective organisations. Council shall also proactively encourage diversity both on Council and within the wider tennis community.
2. Subject to any relevant provision in the Articles, the Rules or these Standing Orders to the contrary, Council may regulate its proceedings, and adopt such procedures for the consideration of a matter, as it sees fit. The chairperson of a Council meeting shall be responsible for all matters of procedure relating to such meeting and his decision on such matters shall be final and binding.

Nominations to Council

3. Nominations to Council are regulated by Article 25 of the Articles and Rules 18 to 22 (inclusive) of the Rules.

Meetings of Council

4. The Council shall meet formally at least three times in each calendar year.
5. The Council may meet informally, for a pre-Council session, before each formal Council meeting.
6. The Secretary shall convene (1) ordinary meetings of Council in accordance with instructions from either (a) the Board; or (b) the President; (2) special meetings of Council within four weeks after the receipt by him of a requisition in writing by 15 or more councillors, specifying the business for which the meeting is to be convened; and (3) an emergency meeting of Council when requested by the Board on urgent matters.

Notice and Business of Council Meetings

7. Notice of each meeting of Council, stating the date, time, location and proposed business of the meeting, shall be sent by the Secretary to each Active Council Member at least seven clear days before the day appointed for the meeting of Council.
8. Where reasonably practicable, the Secretary shall send a copy of each report to be presented at a meeting of Council to each Active Council Member with the notice convening Council meeting. Where this is not reasonably practicable, the Secretary shall send a copy of each report to be presented at a meeting of Council to each Active Council Member at least four clear days prior to the date fixed for the meeting.

9. Reports that are not circulated in accordance with Order 8 above shall only be considered at a meeting of Council if the Chairman, Chief Executive and the President together determine that the report concerns a matter of such significance that it is necessary or desirable for the report to be considered at the relevant Council meeting. In such cases, the report shall be circulated to the Active Council Members before or at the Council meeting and shall be read at the meeting by the member presenting the report or by the Secretary.
10. The accidental failure to give notice of a Council meeting to, or the non-receipt of notice of a meeting by, any Active Council Member shall not invalidate any resolution passed or the proceedings at any such meeting.

Attendance and Voting Rights

11. Only Eligible Council Members shall be entitled to attend and vote on all business at meetings of Council. If an Eligible Council Member is unable to attend a meeting of Council the relevant Member may appoint a representative who shall be entitled to attend, speak and vote at that meeting of Council in his place. The Member must notify the Secretary of the representative including their address not less than 21 days before the Council Meeting to allow the Secretary to send the agenda and reports referred to in Order 8 above to the representative. In exceptional circumstances such as illness, the member may notify the Secretary of the representative with less notice. Independent Councillors shall be entitled to attend and vote on all business other than in respect of nominations or elections. The Chief Executive and Secretary shall be entitled to attend, but not to vote, at meetings of Council and members of the Company's executive management team may also attend, but not vote, at the meetings of Council, if invited by the President. The President shall decide if other employees of the Company may also attend, but not vote.
12. The President shall convene an informal non-Council meeting annually for those members of Council who are not Active Members at which the President, the Chairman and the Chief Executive shall be present. The President and Chief Executive shall preside over this informal meeting as they see fit and these Standing Orders shall not apply.

Quorum

13. No business other than the appointment of the chairperson of the meeting shall be conducted at any meeting of Council unless a quorum is present. The quorum for a meeting of Council shall be 24 Eligible Council Members.

Conduct of meetings of Council

14. The President or, in his absence, the Deputy President shall preside as chairperson at each meeting of Council.
15. If at any meeting of Council neither the President nor the Deputy President is present within fifteen minutes after the time appointed for holding the meeting, the Active Council Members present shall choose an Eligible Council Member to be chairperson of the meeting.
16. The chairperson of the meeting shall determine the order of business at Council meetings.
17. The chairperson of the meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn any meeting from time to time and from place to place.

No business shall be transacted at any adjourned meeting, other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

18. The chairperson of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without setting a time or to another time or place where it appears to him that:
 - (A) The conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - (B) An adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
19. The conduct of a meeting of Council shall be at the discretion of the chairperson at the meeting.
20. An Active Council Member who wishes to speak on any matter shall be entitled to do so only at the invitation of the chairperson of the meeting. An Active Council Member who is invited to speak shall rise and address the chairperson of the meeting. All Active Council Members other than the one speaking shall remain seated unless raising a point of order. Whenever the chairperson speaks, no other member of Council shall rise.
21. An Active Council Member may at any time raise a point of order which shall be dealt with by the chairperson of the meeting in such manner as he considers appropriate. The decision of the chairperson of the meeting upon all points of order shall be final. Any member of Council disobeying the ruling of the chairperson may be suspended by an ordinary resolution of the meeting.

Resolutions

22. If any Active Council Member wishes to propose a resolution at a Council meeting he shall give the wording of the resolution and the reasons for it together with the name of the Active Council Member seconding it to the Secretary at least 21 clear days before the Council meeting at which the resolution is to be proposed. The Secretary may place a resolution on the agenda for a Council meeting at his discretion and if requested to do so by the (a) Board; (b) President; or (c) Chief Executive.
23. The agenda for a Council meeting together with details of all resolutions to be proposed at it shall be sent to all Active Council Members at least fourteen days before each meeting.
24. If any Active Council Member wishes to propose an amendment to any resolution he shall give the wording of the amendment and the reasons for it together with the name of the Active Council Member seconding it to the Secretary at least four clear days before the Council meeting at which the matter is to be considered. The Secretary shall send details of all amendments to all Active Council Members as soon as practicable thereafter and in any event before that meeting.
25. No new resolutions or amendment to a resolution will be considered at the Council meeting unless:
 - (A) it has been submitted in accordance with Order 22 or 24 above; or
 - (B) it has been sent to Active Council Members with the agenda as set out in Order 7

above; or

- (C) it is proposed by the Board following any meeting in the fourteen days prior to the Council meeting and a copy of the proposed resolution or amendment is available in writing to all Active Council Members as soon as practical after such Board meeting and in any event (save in exceptional circumstances) prior to the meeting; or
- (D) at least a majority of those present and voting at the Council meeting agree to it being considered and the proposed resolution or amendment has been submitted to the meeting in writing, if so required by the chairperson; or

26. If any amendments are proposed for a resolution, the amendments shall be taken in turn before the resolution, with the latest amendment being taken first.

Voting – general

- 27. Except where otherwise stated in these Standing Orders, all questions shall be determined by a show of hands of Active Council Members, unless a ballot is requested by at least two-thirds of Active Council Members
- 28. Save where provided specifically to the contrary a matter shall be passed if it is supported by a majority of those present and voting. An Active Council Member and representative (appointed in accordance with Order 11 above) may vote only if he is present at a meeting of Council.
- 29. In the case of equality of votes, whether on a show of hands or a ballot, there shall be a second count. If upon a second count there remains equality of votes, the chairperson of the meeting shall be entitled to a casting vote.
- 30. If, on a show of hands: (i) any votes have been counted which ought not to have been counted; or (ii) any votes are not counted which ought to have been counted, the error shall not vitiate the decision of the meeting on any resolution unless it is pointed out at the meeting at which the error occurs. Any error shall be referred to the chairperson of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairperson decides that the error may have affected the decision of the meeting. In such a case, the chairperson may direct that the resolution be again voted on a show of hands. The decision of the chairperson on such matters shall be final.
- 31. A vote withheld (an abstention) is not a vote and will not be counted in the calculation of the votes 'for' or 'against' a candidate, resolution or amendment nor in determining the bare majority or, if appropriate, the two-thirds of those present and voting.

Improper business

- 32. If the chairperson of the meeting determines that any matter raised or resolution is improper, the chairperson of the Council meeting shall have the power either before or after the same is brought forward, to put it to the vote (on which no discussion shall be allowed) as to whether the same shall be brought forward or not. If two-thirds or more of those present and voting decide not to allow such motion to be brought forward, then it shall be considered as disposed of for that day.

Reconsidering a decision

- 33. No decision made at a meeting of Council may be considered within a period of seven

months from the date on which it was decided unless two-thirds or more of those present and eligible to vote at a subsequent meeting vote in favour of a motion to allow reconsideration.

Validity of Council Decisions

34. All acts done by a meeting of Council shall be valid as if every such person had been duly appointed and was qualified and had continued to be a member of Council and had been entitled to vote notwithstanding that it afterwards be discovered that there was a defect in the appointment of any member of Council or that any member was not entitled to vote.
35. Council may act notwithstanding any vacancy in its body.
36. No alteration of the Articles or the Rules and no decision of Council shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that decision or direction had not been taken.

Minutes and attendance records from meetings of Council

37. Minutes of all meetings of Council shall be kept, and shall include the names of all present at each meeting.
38. The Secretary shall send the minutes to the Active Council Members, and post the minutes on the Council intranet site, within 28 days of the conclusion of the relevant Council meeting.
39. The Secretary shall send the attendance records from each year's Council meetings to each Members' association and post such attendance records on the Council intranet site, within 28 days of the conclusion of the final scheduled Council meeting of the year.

Emergency Decisions

40. In the event of a matter needing to be dealt with expeditiously, which in the opinion of the President and the Chief Executive does not warrant the calling of an emergency council meeting ("Emergency Matter"), the matter can be put to the Eligible Council Members to decide by email.
41. Eligible Council Members shall be given at least seven days to respond to Emergency Matters put to them by email except in exceptional circumstances (as determined by the President and the Chief Executive) where a shorter time frame may be stipulated.
42. In the event that 15 or more Eligible Council Members object to the Emergency Matter being dealt with by email, the proposal must be withdrawn and deferred to be debated at a Council meeting.
43. Subject to Standing Order 42, the Emergency Matter shall be regarded as having been approved by Council if by the date stipulated for a response to the Emergency Matter not less than 24 Eligible Council Members have voted and a simple majority of these Eligible Council Members accept the Emergency Matter.

NOMINATIONS AND ELECTIONS OF THE PRESIDENT AND DEPUTY PRESIDENT

Role of the President

44. The President is responsible for promoting and representing British tennis and for acting as a public ambassador for the LTA, which includes representing the LTA at public events. The President also has responsibility for ensuring that members of Council are effective in carrying out their duties and in the pursuit of this goal, he must ensure that the Council Members can work effectively together. Further details of the President's role are contained in the terms of reference at Appendix A.

Nomination of President

45. Subject to Article 19 and Rule 14, any Eligible Council Member (whose consent has been obtained) shall be eligible for nomination as President.
46. The procedure for nominating and appointing a President (which shall be overseen by the Board Nominations Committee) shall be as follows:
- (A) The Board shall make its nomination for President, after having considered any recommendation made by the Board Nominations Committee, no later than the date of its scheduled meeting in May/June in any given year;
 - (B) Notice of the Board's nomination for President shall be posted to Active Council Members no later than three working days after the May/June meeting of the Board;
 - (C) Any six Eligible Council Members who are not themselves candidates may together make a joint nomination for President in writing to the Secretary to reach the Secretary within 21 days of the date of the notice of the Board's nomination for President referred to at (B) above;
 - (D) If, by virtue of the above provisions, more than one person is nominated for President, details of the candidates, a postal ballot form and an envelope shall be sent by the Secretary to Eligible Council Members within three working days after the deadline date prescribed by Order 46(C) above. The postal ballot form shall list the names of the candidates and shall have space for an Eligible Council Member to vote for one of the candidates. To be valid, a ballot form must show a vote for one candidate only and must be returned to the Secretary, sealed in the envelope supplied, not later than 14 days after the issue of the ballot form. The candidate receiving the highest number of votes shall be declared elected as President and the Secretary shall inform Council. In the event of equality of votes for nomination between candidates involving the nominee of the Board, then the nominee of the Board shall be declared elected. If a tie cannot be resolved in this manner, the nomination shall be determined by lot; and
 - (E) If there are no nominations in accordance with 46(C), the Board's nominee for President shall be confirmed by the Board and notified to Council.
47. The Board may authorise modifications of the arrangements set out in Order 46 as it thinks proper if a candidate becomes ineligible or unavailable after the date of nomination, whether nominated by the Board or by Eligible Council Members.

Nomination of Deputy President

48. The nomination of the Deputy President shall be governed, the necessary changes having

been made, by the same provisions that regulate the nomination of the President.

THE BOARD

Role

49. In accordance with Article 4 of the Articles, the Board is responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
50. Subject to any relevant provision in the Articles, the Rules or these Standing Orders to the contrary, the Board may regulate its proceedings, and adopt such procedures for the consideration of a matter, as it sees fit. The chairperson of a meeting shall be responsible for all matters of procedure relating to such meeting and his decision on such matters shall be final and binding.

Role of the Chairman

51. The Chairman is responsible for ensuring that the Board is able to take and implement decisions efficiently and effectively and set and put into action the vision for British tennis. The Chairman is also expected to promote high standards of governance and to provide an independent perspective during Board deliberations.
52. The Chairman shall be an Independent Councillor. Further details of the Chairman's role are contained in the terms of reference at Appendix B.

Election of Council Board Members

53. The Council Board Members shall hold office for three years with the periods of each ordinarily overlapping by one year. In the event that there are two vacant Council Board Member positions available at the same time, the Council Nominations Committee may determine that one Council Board Member shall hold office for two or four years in order to re-establish terms of office for each Council Board Member that overlap by one year. The procedure for filling a prospective vacancy for the following year (which shall be overseen by the Council Nominations Committee) shall be as follows:

Candidate Nomination

- (A) The Secretary shall send a nomination form (or forms, if there are two vacant Council Board Member positions available) to each Eligible Council Member not later than 1 August. A candidate must be an Eligible Council Member and have a proposer and a seconder who are both Eligible Council Members. The candidate shall (i) not propose or second himself; (ii) not have agreed to serve on the Board in the following year in any other capacity; and (iii) at the date of the next Annual General Meeting, have completed not less than two years' service on Council.
- (B) An Eligible Council Member may only propose or second one candidate unless there are two vacant Council Board Member positions available, in which case each Eligible Council Member may propose or second two different Eligible Council Members for the vacant positions.

Candidate Information

- (C) Every correctly nominated candidate shall supply to the Secretary by no later than

1 August (i) a completed nomination form giving details of the proposer and seconder, duly signed by the proposer and seconder; and (ii) a summary resume detailing their personal qualities, key achievements and skills within and outside tennis, with a short explanation of how they would use those qualities, achievements and skills to benefit British Tennis through involvement with the Board. Submissions should not exceed 300 words in total.

- (D) The chairperson of the Board Nominations Committee will notify Council of any specific skills or attributes that would complement the diversity of the Board in advance of any nominations being submitted.
- (E) All Eligible Council Members shall receive the candidate information with the papers for the third Council meeting of the year, unless a preliminary vote is required. In the event that a preliminary vote is required (see (F) below) the candidate information and voting papers shall be sent to Councillors no later than 31 August.

Preliminary Voting

- (F) If more than THREE candidates (in the event that a single vacant position is available) or FOUR candidates (in the event that two vacant positions are available) are correctly nominated, a preliminary vote shall be taken to reduce the number of final candidates to THREE or FOUR respectively. The final candidates shall be entitled to present their respective cases to Council prior to a final vote.
- (G) Preliminary voting by Eligible Council Members shall be carried out by postal ballot. The return date for the postal ballot shall be 15 September.

Personal Presentation to the Council

- (H) The final candidates shall have the opportunity to present their case for election personally in open Council at the third full Council meeting of the year. Presentations shall last for no longer than FIVE minutes each. The order in which candidates address Council will be drawn by lot by an independent lawyer provided by one of the legal firms on the LTA's panel of legal advisors and notified to candidates a minimum of three working days prior to the September Council meeting.

Voting

- (I) All Eligible Council Members shall be entitled to vote. Should any Eligible Council Member be unable to attend the Council meeting at which final voting is held, any representative they have appointed in accordance with Standing Order 11 will not be entitled to vote. All Eligible Council Members may vote howsoever they wish, regardless of whether they have proposed or seconded any of the candidates. A candidate may vote for him/herself. Votes shall be held by secret ballot using the alternative vote system, where all voters are requested to rank all candidates in order of preference. The confidential vote will be overseen by an independent lawyer provided by one of the legal firms on the LTA's panel of legal advisors. In the event that there is more than one vacant Council Board Member position available, separate votes will be held for each available position.
- (J) The final vote shall be held at the third Council meeting of the year after personal presentations have been made by all the final candidates. Once voting is completed, the Secretary, assisted by one or more members of the LTA Legal and Finance

teams, shall count and check the votes received. The candidate(s) receiving the highest number of votes shall be declared elected.

- (K) In the event of a tie (for first place in the case of a single vacant position being available and second place in the case of two vacant positions being available) the winner(s) shall be the candidate(s) that receive the highest number of second preference votes and if still tied the winner(s) shall be the candidate(s) that receive the highest number of third place preference votes. If the second and (if necessary) third place preference votes received by the relevant candidate(s) do not resolve the election and there is still a tie, the tie shall be decided by lot.

TENNIS DEVELOPMENT COMMITTEE

Role and composition

54. The powers and duties of the Tennis Development Committee are set out in its terms of reference at Appendix C. Changes may be made to these terms of reference by the Board provided that any such changes are reported to the next Council meeting.
55. Subject to any relevant provision in the Articles, the Rules or these Standing Orders to the contrary, the Tennis Development Committee may regulate its proceedings, and adopt such procedures for the consideration of a matter, as it sees fit. The chairperson of a meeting shall be responsible for all matters of procedure relating to such meeting and his decision on such matters shall be final and binding.
56. An appointed executive shall have full voting rights, subject to any requirement made by the Board. Further details regarding the composition of the Tennis Development Committee are set out in the terms of reference at Appendix C.

Notice and business of meetings

57. The first meeting of the Tennis Development Committee shall be called by the chairperson. Subsequent meetings shall be called by the chairperson, at such time and in such manner as the Tennis Development Committee may direct and, in default of such direction, at the discretion of the chairperson, provided that, except where the chairperson determines that a matter of such significance has arisen that it is necessary or desirable for short notice to be given, at least three clear days' notice of each meeting shall be given in writing, stating the date, time, location and proposed business of the meeting, to each Tennis Development Committee member.
58. The accidental failure to give notice of a meeting of the Tennis Development Committee to, or the non-receipt of notice of a meeting by, any member of the Tennis Development Committee shall not invalidate any resolution passed or the proceedings at such meeting.

Proceedings

59. The President, Deputy President, Chairman, Chief Executive, Finance Director (or other relevant financial executive) and the Secretary shall be entitled to receive notice of and observe Tennis Development Committee meetings but shall not be entitled to vote, unless such person is already a member of the Tennis Development Committee.
60. A meeting of the Tennis Development Committee may be attended in whole or in part by any executive or other person invited by the relevant chairperson to speak on particular business. Such attendance shall not carry voting rights and may be confined to specific

items on the agenda for the meeting.

61. The chairperson or, in his absence, the vice-chairperson shall preside as chairperson at each meeting.
62. If at any meeting neither the chairperson nor the vice-chairperson is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose any Eligible Council Member to be chairperson of the meeting.

Voting

63. Questions arising at a meeting shall be decided by a simple majority of votes. Each member of shall have one vote. In the event of equality of votes, the chairperson of the Tennis Development Committee shall be entitled to a casting vote.

Nominations and elections to the Tennis Development Committee

64. The number of Eligible Council Members appointed to the Tennis Development Committee in any given year shall be determined by the chairperson of the Tennis Development Committee in consultation with relevant executives of the Company, depending on the projected workload of the Tennis Development Committee for that year. The term of appointment of these Eligible Council Members to the shall (subject to Order 66) ordinarily be not more than three years but they may, with the specific approval of the chairperson in consultation with relevant executives of the Company, serve for a maximum of one further term of three years.
65. There shall be appointed to the Tennis Development Committee a further Board Member and the Development Director.
66. The chairperson of the Tennis Development Committee shall be a Board Member and shall be appointed by the Board on the recommendation of the Board Nominations Committee (following an open recruitment process) subject to Council's approval. He shall not normally serve as chairperson for a period of more than three years but shall in any event not serve as chairperson for a period of more than five years without the specific annual approval of Council. For the avoidance of doubt, any time served as a member but not chairperson of the Tennis Development Committee shall be disregarded for the purposes of this Order. Not later than 1 September in each year, the Secretary shall notify each Eligible Council Member of the name of the chairperson of the Tennis Development Committee.
67. A vice-chairperson of the Tennis Development Committee shall be an Eligible Council Member and shall be appointed by the Board on the recommendation of the Council Nominations Committee subject to Council's approval. Such an appointment as vice-chairperson shall not of itself imply succession as chairperson.
68. Where the Company seeks to secure expert knowledge or experience or to facilitate cooperation with an outside organisation, then two additional members, who need not be members of Council, may be co-opted under the powers of Article 24(2)(I) to the Tennis Development Committee.
69. Any such co-option shall be for one year at a time, shall only be at the request of the Tennis Development Committee, and shall require recommendation by the Council Nominations Committee and approval by the Board. Any such co-option shall be reported to the next meeting of Council. Additional members co-opted shall have full voting rights.

COMMITTEES

General

70. In addition to the Tennis Development Committee there shall be the following committees of the Board and Council which shall be responsible to the Board or Council (as applicable):
- (A) the Audit Committee (which shall be a committee of the Board and report to Council annually) – further details are contained in the terms of reference at Appendix D;
 - (B) the Remuneration Committee (which shall be a committee of the Board) - further details are contained in the terms of reference at Appendix E;
 - (C) the Board Nominations Committee (which shall be a committee of the Board)_and the Council Nominations Committee (which shall be a committee of Council) - further details are contained in the terms of reference at Appendix F;
 - (D) the Safeguarding and Protection Committee – further details are contained in the terms of reference at Appendix G; and
 - (E) the Licensing and Registration Committee – further details are contained in the terms of reference at Appendix H.
71. A summary of the decision-making authority delegated by the Board to its Committees is contained at Appendix J.
72. Changes may be made to any terms of reference by the Board provided that any such changes are reported to the next Council meeting.
73. Subject to any relevant provision in the Articles, the Rules or these Standing Orders (including the appended terms of reference) to the contrary, each Committee may regulate its proceedings, and adopt such procedures for the consideration of a matter, as it sees fit. The chairperson of a meeting shall be responsible for all matters of procedure relating to such meeting and his decision on such matters shall be final and binding.

Notice of meetings

74. The accidental failure to give notice of a meeting of a Committee to, or the non-receipt of notice of a meeting by, any member of a Committee shall not invalidate any resolution passed or the proceedings at such meeting.

Voting and Quorum

75. Questions arising at a meeting shall be decided by a simple majority of votes. Each member of a Committee shall have one vote. In the event of equality of votes, the chairperson of the Committee shall be entitled to a casting vote. The quorum for meetings of each Committee is contained in the terms of reference in the Appendices to these Standing Orders.

Nominations to the Committees

76. The Board Nominations Committee and the Council Nominations Committee shall (in accordance with their respective terms of reference) make nominations for the Committee

members for approval separately by the Board and/or Council, depending on the specific position for which a nomination is being made. The composition of the various Committees is set out in the terms of reference appended to these Orders.

Terms of Office

77. The maximum, unbroken term of office for members of the Committees (with the exception of the Safeguarding and Protection Committee and the Licensing and Registration Committee) shall be two terms of three years (including any period served as chairperson of that same Committee).

Co-opting Committee Members

78. Save as provided in the Audit Committee terms of reference, where, in exceptional circumstances the Company seeks to secure expert knowledge or experience or to facilitate cooperation with an outside organisation, then additional members, who need not be members of Council, may be co-opted under the powers of Article 24(2)(1) to a Committee.
79. Any co-option in accordance with Order 78 shall be for one year at a time, shall only be at the request of the relevant Committee, shall require recommendation by the Board Nominations Committee or the Council Nominations Committee (as applicable) and shall require approval by the Board. Any such co-option shall be reported to the next meeting of Council. Additional members co-opted shall have full voting rights.

PROJECT GROUPS

80. The Board and the Tennis Development Committee may appoint a project group to assist with or carry out a particular activity or project. The responsibility for the activities of and the monitoring of such project groups shall remain with the Board.

JOINT COMMITTEES

Nominations to Joint Committees and other bodies

81. On the recommendation of the Board Nominations Committee, the Board shall nominate the Company's representation on the: (i) committee of management of The Championships (seven including President and Deputy President); and (ii) joint finance committee of The Championships (three) for Council's approval.
82. On the recommendation of the Board Nominations Committee, the Board shall nominate the Company's representatives on other Joint Committees and organisations as the occasion demands. Any such nominations shall be reported to Council at the first opportunity.

NOMINATIONS AND ELECTIONS – MISCELLANEOUS PROVISIONS

83. In any year in which the President nominated for the following year is not the incumbent President, the nominated President shall be entitled to attend any Board meeting, Board Nominations Committee meeting or Council Nominations Committee meeting at which any nominations or appointments are to be made in respect of the following year. He shall not have voting rights but due weight shall be given to the nominated President's views.

84. All nominations and appointments for the following year which require the approval of Council must be presented for the approval of Council at the November meeting provided that, at that meeting any two Eligible Council Members may make an alternative nomination and, if necessary, there shall be an election by ballot of the Eligible Council Members but this shall not apply to the nominations of the President and Deputy President.
85. Any casual vacancy occurring during the year in the Tennis Development Committee or in the Committees or in respect of the International Representative (if any) or the two Council Board Members or the Company's representatives on the Joint Committees or other organisations may for the remainder of that year be filled by the Board, on the recommendation of the Board Nominations Committee or the Council Nominations Committee (as applicable), or left vacant at its discretion.
86. Not later than 30 September in each year, the Secretary shall send the following to each Eligible Council Member
- (A) a councillor information form with provision for the members of Council to fill in his personal and professional and other relevant details, and to declare any financial interests in the game in accordance with Rule 26 of the Rules; and
 - (B) a preference form with provision for the Eligible Council Members to indicate on which of the listed Committees, including the Tennis Development Committee, he would prefer to serve.
87. The forms referred to in Order 86 above must be returned completed to the Secretary not later than three weeks after their date of issue. The Secretary shall ensure that corresponding procedures are followed in the case of any prospective Eligible Council Member who becomes known after 1 July in any year.

Vacation of Office

88. A person ceases to be an Eligible Council Member if:
- (A) he is removed by the organisation which appointed him;
 - (B) a bankruptcy order is made against him;
 - (C) a Composition is made with his creditors generally in satisfaction of his debts;
 - (D) a registered medical practitioner who is treating him gives a written opinion to the Company stating that he has become physically or mentally incapable of acting as an Eligible Council Member and may remain so for more than three months;
 - (E) notification is received by the Company from the Eligible Council Member that he is resigning from office, and such resignation has taken effect in accordance with its terms; or
 - (F) he is absent for more than six consecutive months from meetings of Council without the permission of the President.

RETIRED COUNCILLOR SERVICE AWARD

89. Not later than 15 December in any year, any two Eligible Council Members (who are not

themselves candidates) may nominate any member (in his last year as a Councillor and excluding any Past President) or past member of Council whose consent had been previously obtained, for the receipt of the Retired Councillor Service Award. Any such nomination shall be in writing to the Secretary and shall be considered, following recommendations by the Council Nominations Committee, by the Board which may itself make nominations. Nominations so approved shall be voted on at the November Council meeting and shall require a two-thirds majority of those present and voting.

GENERAL PROVISIONS

Proceedings Confidential

90. All agendas for Council, the Board, the Tennis Development Committee, Committee meetings (including sub-committees) and reports and minutes thereof shall be marked "Strictly Private and Confidential" and all matters shall be treated as such.
91. Matters of public interest may, however, be communicated in a manner approved by Council or by the Board.

Interests

92. Provided that he has disclosed to the chairperson of any meeting of Council, the Tennis Development Committee or Committee meeting (as applicable) the nature and extent of any interest, an Active Council Member may be a party to, or otherwise interested in, any decision or arrangement which indirectly relates to that interest. Further information is contained in the Company's Conflicts of Interest Policy which is appended at Appendix I.
93. An Active Council Member or a representative appointed under Order 11 above shall not attend (subject to the chairperson's discretion) or vote at a meeting of Council, the Tennis Development Committee or Committee (including subcommittees) (or any part thereof) on any matter in which he has, directly or indirectly, a material conflicting interest or duty. An Active Council Member or a representative appointed under Order 11 above shall not be counted in the quorum in relation to a resolution on which he is not entitled to vote.
94. If a question arises at any meeting as to the right of a member of Council to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and his ruling in relation to any member of Council other than himself shall be final and conclusive. An issue in relation to the chairperson of the meeting shall be determined by the meeting itself.

Discipline of Players and Appeals

95. Any suspension of a player or serious disciplinary action implemented by the Board, or by a Committee, shall, without prejudice to its immediate effect, be reported to the next meeting of the Board.

Standing Order Amendments or Suspension of Standing Orders

96. Standing Orders may be suspended in whole or in part if approved by a majority of those present and voting at Council.
97. Except as may be otherwise stated in these Orders, any proposal to amend any Order must be recommended by the Board and approved by a majority of those attending and entitled to vote at any meeting of Council.

APPENDIX A

THE ROLE AND DUTIES OF THE PRESIDENT OF THE LAWN TENNIS ASSOCIATION LIMITED

Purpose:

The President is responsible for promoting and representing British tennis and for acting as a public ambassador for the LTA. In the latter role, the President is expected to promote the work of the LTA and to increase awareness of its values and goals. The President is also responsible for representing the LTA at public events.

The President also has responsibility for ensuring that members of the Council are effective in carrying out their duties and in the pursuit of this goal, the President must ensure that the members of Council can work effectively together.

Accountability:

The President is the chairperson of the Council, sits on the Board of Lawn Tennis Association Limited, LTA Operations Limited and LTA Property Limited and works closely with the Chairman of those companies.

Areas of responsibility:

1. As an individual, the President must:

- (A) act as the public figurehead of the LTA as the governing body of tennis in Great Britain, the Channel Islands and the Isle of Man and represent and promote British tennis and the LTA at public events, when dealing with other sports National Governing Bodies or International Federations, and attending the principal tennis events worldwide;
- (B) promote both the work of the LTA and British tennis generally, raising awareness and encouraging participation;
- (C) act as principal contact of the LTA in its dealings with the Chairman of the All England Lawn Tennis and Croquet Club (the "Club") in respect of LTA matters which are not LTA Operation Board matters and in any other matters relating to tennis in Great Britain and world-wide. The President will sit on the Committee of Management of The Championships, the relevant sub-committees, the Joint Finance Committee and the Board of the All England Lawn Tennis Ground Company Ltd;
- (D) obtain an awareness of all major events and issues relevant to British tennis and the LTA and of the progress towards the fulfilment of the LTA's vision budgets and forecasts;
- (E) be appointed as a Director of Lawn Tennis Association Limited, LTA Operations Limited and LTA Property Limited; and
- (F) act with honesty and integrity at all times, upholding the values of the LTA.

2. Working with the Council, the President must:

- (A) lead the Council, ensuring its overall effectiveness in all aspects of its role and encouraging an atmosphere of open discussion;
- (B) chair Council discussions in such a manner as to ensure that all matters are subject to an appropriate level of consideration and that appropriate time is allocated for discussion and analysis of competing issues;
- (C) provide leadership to members of Council (whether formally in Council meetings or informally by meeting Councillors on an individual basis as reasonably requested from time to time), ensuring that they are effective in carrying out their duties and ensuring that they understand their role;
- (D) act as an effective source of information and communication of the key issues facing the LTA and of any important developments which be relevant to its everyday operation, thereby ensuring that Council members have the necessary level of knowledge to undertake their duties effectively;
- (E) chair meetings of Council sub-committees as required and ensure that they are conducted in accordance with the Rules and Standing Orders of the LTA; and
- (F) review the ongoing effectiveness of the Council and its procedures.

3. Working with the Chairman, the President must:

- (A) ensure that the Council and Board agree an effective strategy for British tennis and thereafter ensure that the implementation of the strategy is monitored by the Board and Council;
- (B) build and maintain a good working relationship with the Chairman to ensure cohesion between the Board and Council;
- (C) support the Chairman and ensure that the Chairman effectively discharges his delegated responsibilities, at the same time respecting the division of duties between the roles of Chairman and President;
- (D) ensure that the relationship with the Club and other major stakeholders is maintained at the best possible level;
- (E) ensure that the Chairman is kept appraised of any opinions or concerns expressed by members of the Council;
- (F) act with the Chief Executive in matters having a major impact on tennis which are not matters reserved to the Council, Board or Chairman; and
- (G) be fully briefed on the work of the Board and sub-committees. To achieve this, the President shall be entitled to attend and actively participate in such meetings (but the President shall not be entitled to vote unless he is a member of that committee).

APPENDIX B

THE ROLE AND DUTIES OF THE CHAIRMAN OF THE BOARD OF THE LAWN TENNIS ASSOCIATION LIMITED

Purpose:

While the Board is ultimately responsible for the management of the LTA, the Chairman is responsible for ensuring that the Board is effective in setting and implementing the vision for British tennis. In the pursuit of this goal, the Chairman is responsible for ensuring that Board members can work effectively together to further the interests of British tennis and the LTA and for creating an atmosphere of open communication and discussion.

The Chairman is expected to promote high standards of governance and to provide an independent perspective during Board deliberations. It is the responsibility of the Chairman to ensure that the Board is able to take and implement decisions effectively and efficiently.

Accountability:

The Chairman is accountable to the Board and other stakeholders in British tennis.

Areas of responsibility:

1. As an individual, the Chairman must:

- (A) obtain an awareness of all major events and issues relevant to British tennis and the LTA and of the progress towards the fulfilment of the LTA's vision, budgets and forecasts;
- (B) act as principal contact on LTA Operations Limited Board matters pertaining to The Championships with the Chairman of The All England Lawn Tennis Club (Championships) Limited ("ChampCo") ensuring that issues relevant to LTA Operations are debated, as appropriate, at the Committee of Management, the ChampCo Board, the Joint Finance Committee, the relevant sub-committees and the Board of the All England Lawn Tennis Ground Company Ltd (the "Ground Company") and that the Committee of Management and ChampCo is kept informed as to major LTA Board issues. The Chairman will sit on the Committee of Management of The Championships, the relevant sub-committees, the Joint Finance Committee and the Board of the Ground Company;
- (C) be appointed as a Director and Chair of Lawn Tennis Association Limited, LTA Operations Limited and LTA Property Limited;
- (D) be the person to whom the Chief Executive reports and is responsible for establishing a close relationship of trust with the Chief Executive and Finance Director, providing support and advice while respecting executive responsibility;
- (E) be the person to whom the Company Secretary reports on company secretarial matters and, with the assistance of the Company Secretary, promote the highest standards of corporate governance; and
- (F) act with honesty and integrity at all times, upholding the values of the LTA.

2. Working with the Board, the Chairman must:

- (A) ensure that Board members uphold the highest standards of governance at all times and that all Board members are aware of their obligations to the LTA, its members and its other stakeholders and understand their legal duties;
- (B) ensure that the LTA complies with all statutory and regulatory requirements to which it is subject;
- (C) ensure the highest standards of financial probity by the LTA, receiving and considering reports from the Audit Committee and the LTA's external auditors as appropriate;
- (D) chair Board discussions in such a manner as to ensure that all matters are subject to an appropriate level of consideration and that appropriate time is allocated for discussion and analysis of competing issues;
- (E) chair meetings of sub-committees of the Board where necessary;
- (F) provide leadership to Board members, ensuring that they are effective in providing the necessary level of oversight to the continuing activities of the LTA;
- (G) act as an effective source of information and communication of the key issues facing the LTA and of any important developments which be relevant to its everyday operation, thereby ensuring that Board members have the necessary level of knowledge to undertake their duties effectively; and
- (H) review the ongoing effectiveness of the Board and its procedures.

3. Working with the Chief Executive, the Chairman must:

- (A) provide leadership and support to, and maintain close contact with, the Chief Executive to ensure that the LTA is run in accordance with the decisions of the Board, Council, the LTA Rules, the Standing Orders and appropriate legislation;
- (B) regularly review with the Chief Executive the management, business and financial affairs of the LTA;
- (C) ensure that the Chief Executive is kept apprised of any opinions and concerns expressed by the Board;
- (D) alongside the Board, monitor and evaluate the performance of the Chief Executive and consider succession planning; and
- (E) consider and formulate the agenda of Board meetings, ensuring that any necessary documentation and information can be circulated in good time.

4. Working with the President, the Chairman must:

- (A) ensure that the Board and Council agree an effective strategy for British tennis and thereafter ensure that the implementation of the strategy is monitored by the Board and Council;

- (B) build and maintain a good working relationship with the President to ensure cohesion between the Board and Council;
- (C) ensure that the relationship with the All England Lawn Tennis and Croquet Club and other major stakeholders is maintained at the best possible level;
- (D) support the President and ensure that the President effectively discharges his responsibilities, at the same time respecting the division of duties between the roles of Chairman and President;
- (E) on occasions where the President or Deputy President are unable to attend a principal tennis event, be willing to stand in for the President and represent the LTA at that event;
- (F) act with the Chief Executive in matters having a major impact on tennis which are not matters reserved to the Council, Board or President;
- (G) be fully briefed on the work of the Council and sub-committees; and
- (H) produce a written summary of the Board's activities for inclusion with the papers for each Council meeting, to provide Councillors with the opportunity to ask questions at each Council meeting.

APPENDIX C

TENNIS DEVELOPMENT COMMITTEE TERMS OF REFERENCE

1. Membership, meetings and quorum

- 1.1 The Committee shall comprise the chairperson of the Committee (who shall be both a Board Member and an Eligible Council Member), a further Board Member, an appropriate number of Eligible Council Members (who will serve on individual work streams or advisory groups), the Participation Director and external experts appointed or co-opted as and when required. The Participation Director may co-opt other Executives to the Committee from time to time with the approval of the chairperson.
- 1.2 The Committee may appoint a vice-chairperson from its membership.
- 1.3 The Committee may meet up to four times a year and in addition use conference calling or email reports whenever appropriate.
- 1.4 On an annual basis, a Committee effectiveness review shall be undertaken and its summary findings shared with the Board and the chairperson of the Committee. The chairperson of the Committee will undertake an effectiveness review of the working groups (if any) established by the Committee and arrange for its summary findings to be shared with the Committee and the [Council] Nominations Committee.
- 1.5 The quorum necessary for the transaction of the business to be considered by the Committee will be five.

2. Purpose

The Committee shall:

- 2.1 make recommendations to the Board (and to Council where necessary) on the effective execution of the participation strategy and plans;
- 2.2 provide support and advice to the Executive on the execution of those participation work streams which relate to strategic priorities;
- 2.3 ensure that the full interests of the British tennis community and stakeholders are considered in the development and delivery of the participation strategy and other related change initiatives;
- 2.4 provide selective advice and input as required on related participation matters and changes that may affect the LTA Councillor and volunteer network as part of the wider strategy of "Growing the Game"; and
- 2.5 be the vehicle for Councillors, volunteers and other stakeholders to engage with the Executive on designated key strategic initiatives within the participation area, from initial concept through to implementation.

3. Duties

The Committee shall:

- 3.1 consider matters referred to it by the Board, but it shall not have the power to make decisions on policy matters except where this is expressly delegated to it by the Board;
- 3.2 add special value and insight through informed challenge and debate of plans, proposals and budgets;
- 3.3 provide relevant resources for projects;
- 3.4 provide effective engagement with LTA Executives and Councillors;
- 3.5 establish working or advisory groups drawing on LTA Councillors, Executives or other appropriately skilled external individuals or specialists, as appropriate related to specific Board requests;
- 3.6 provide effective challenge and support (both at meetings and outside of formal meetings) to members of the LTA Executive Team in their execution of the LTA's participation strategy;
- 3.7 provide information to, and an effective link with, Councillors and other British tennis stakeholders, as well as actively identifying opportunities for consultation, involvement and networking;
- 3.8 provide an annual report to the Board and Council on the activity of the Committee and its work streams;
- 3.9 work with the LTA Executives and British tennis stakeholders to help ensure effective communication channels are in place, and monitor the content of the LTA's intranet and website to ensure it is accurate and meets the needs of end users;
- 3.10 ensure the effective development of Councillors to increase their capability to contribute as members of the Tennis Development Committee and potential voluntary leadership of the LTA;
- 3.11 from time to time consider the work of the Tennis Foundation and other stakeholder groups to support the effective integration of their activities into the LTA's participation initiatives; and
- 3.12 visit and stay in regular contact with Counties, clubs and other domestic venues on a programmed basis to monitor the implementation and effectiveness of policies and to encourage and facilitate the sharing of best practice.

APPENDIX D

AUDIT COMMITTEE TERMS OF REFERENCE

1. Membership and attendance at Meetings

- 1.1. The Committee shall be made up of a minimum of three and a maximum of four members, two of whom shall be non-executive members of the Board and at least one of whom shall be an Independent Board Member. The Board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience. If there is only one Independent Board Member, or insufficient recent and relevant financial experience, an external Committee member shall be appointed in accordance with paragraph 1.4 below.
- 1.2. The Committee chairperson shall be an Independent Board Member appointed by the Board Nominations Committee. If the appointed chairperson is not participating in the Audit Committee meeting within ten minutes of the time at which it was to start, the participating Committee members must appoint one of themselves to chair it.
- 1.3. Neither the President nor the Chairman shall be an Audit Committee member.
- 1.4. The Board may appoint an external Committee member who will not be a member of the Board. Before appointment the Board will have consulted the chairperson of the Audit Committee regarding the specific skills and experience relevant to the needs of the Committee at that time and have satisfied itself that the external Committee member is independent of management and free from any business or other relationship that could materially interfere with the exercise of the external Committee member's independent and objective judgement.
- 1.5. Appointments shall be made on an annual basis and shall be for a period of up to three years, but provided the member remains independent, Committee members may be re-appointed for a maximum of one further period of three years.
- 1.6. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the President, Chairman, Chief Executive, Finance Director, other Members of the Board, and representatives from the finance function may be invited to attend all or part of any meeting by the Committee chairperson as and when appropriate.
- 1.7. The external auditors will be invited to attend meetings of the Committee on a regular basis at the discretion of the Committee chairperson.

2. Secretary

- 2.1. The Committee secretary shall be the Company Secretary or his/her nominee.

3. Quorum

- 3.1. The Committee may meet in person, by telephone or video conference. The quorum necessary to transact business at this Committee shall be two members. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

- 4.1. It is for the Audit Committee chairperson to decide the frequency and timing of its meetings. There should be as many meetings as the Audit Committee's role and responsibilities require. It is recommended there should be no fewer than three meetings during the year.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of the external auditors if they consider it necessary.
- 5.2. Notice of each meeting confirming the venue, time and date together, with an agenda of items to be discussed and all papers to be discussed at the meeting, shall be forwarded to each member of the Committee, any other person required to attend by the Secretary of the Committee, no later than five working days before the date of the meeting, unless the nature of the meeting makes this impractical.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings.
- 6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7. Relationship with the Board, Council and Annual General Meeting

- 7.1. The Committee chairperson shall report formally to the Board on Committee proceedings after each meeting on its activities, observations and recommendations. In considering Committee proceedings, the Board shall identify any matters in respect of which the Committee considers that action or improvement is needed, and makes recommendations as to the steps which should be taken;
- 7.2. The Committee will make an annual report to Council identifying the matters it has considered and report on whether satisfactory action has been taken on matters where the Committee considered actions or improvements were required;

- 7.3. The Committee chairperson shall attend the Annual General Meeting and shall respond to any relevant questions on the Committee's activities.

8. Duties

- 8.1. The Committee shall:

- (A) monitor the integrity of the Company's financial statements and any formal announcements relating to the Company's financial performance, reviewing and reporting to the Board on significant financial reporting issues and judgements contained therein, having regard to matters communicated to the Committee by the external auditor. In particular, the Committee will review, challenge management where necessary and advise the Board on:
- (i) compliance with generally accepted accounting principles, accounting standards, legal and other regulatory requirements
 - (ii) the consistency of, and any changes to, significant accounting policies;
 - (iii) the methods used to account for significant or unusual transactions where different approaches are possible;
 - (iv) whether appropriate accounting standards have been followed and appropriate estimates and judgements have been made, taking into account the views of the external auditors
 - (v) all material information presented with the financial statements, such as the strategic review and the corporate governance statements, relating to the audit and to risk management
- (B) consider and advise the Board on those matters which will inform the Board's assessment of whether the Company is a going concern.
- (C) review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary to assess the Company's performance, strategy and operating model.
- (D) review the adequacy and effectiveness of the Company's internal controls and risk management systems, including the Company's ability to identify, assess and manage risk within the risk appetite set by the Board, review risk management reports at each meeting, review systems and processes annually and review and recommend to the Board for approval by the Board the statements to be included in the annual report concerning internal controls and risk management. The responsibilities relating to risk will include:
- (i) review the Company's arrangements for its employees to raise fraud concerns, in confidence, about possible wrongdoing in financial reporting or other related matters. The Committee shall ensure that these arrangements

- allow proportionate and independent investigation of such matters and appropriate follow up action;
- (ii) review the Company's arrangements for its employees to raise concerns in confidence about whistleblowers;
 - (iii) review the Company's procedures for detecting fraud;
 - (iv) consider the need for internal audit reviews, whether through in-house or external resources, on aspects of the Company's operations and the subsequent management of any review established;
- (E) establish a sub-committee of the Committee called the 'Investment Advisory Group', oversee and review the operations of the Investment Advisory Group and appoint members of the Investment Advisory Group in accordance with specific terms of reference prepared and maintained by the Committee and report to the Board on the activities of the Investment Advisory Group;
- (F) oversee the relationship with the external auditor, including (but not limited to):
- (i) recommending to the Board the firm of external auditors to be appointed or for the removal of the incumbent firm
 - (ii) approving their remuneration, whether for audit or non-audit services, and ensuring that the level of fees is appropriate to enable an adequate audit to be conducted;
 - (iii) approving their terms of engagement, including any engagement letter issued at the start of each financial year
 - (iv) reviewing and being satisfied as to the scope and planning of the external auditor's work and any significant changes to its audit plans and approving these on behalf of the Board;
 - (v) assessing annually their independence and objectivity, taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
 - (vi) monitoring the external auditor's compliance with relevant ethical and professional guidance;
 - (vii) agreeing with the Board a policy on the employment of former employees of the Company's auditor, and monitoring the implementation of this policy; and
 - (viii) assessing annually their qualifications, expertise and resources of the external auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures.
- (G) meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year, without management being present, to

discuss their remit and any other matters arising;

- (H) review the findings of the audit with the external auditor. This shall include, but not be limited to, the following:
 - (i) a discussion of any major issues which arose during the audit;
 - (ii) key accounting and audit judgements;
 - (iii) levels of errors identified during the audit
 - (iv) any representation letter requested by the external auditor before it is signed by management; and
 - (v) the management letter and management's response to the auditor's findings and recommendations.
- (I) review annually the effectiveness of the audit and
- (J) develop, implement and monitor a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.

9. Other matters

9.1. The Committee shall:

- (A) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- (B) obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- (C) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- (D) be authorised to seek any information it requires from any employee of the Company in order to perform its duties;
- (E) oversee any investigation of activities which are within its Terms of Reference and act for internal purposes as a court of the last resort; and
- (F) at least once a year, review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

APPENDIX E

REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Membership, meetings and quorum

- 1.1 The Committee shall be made up of at least three members which shall include the Chairman of the Board, President and an Independent Board Member. Any additional member(s) of the Committee shall be appointed by the Board on the recommendation of the Board Nominations Committee and approved by Council.
- 1.2 The Committee Chairperson shall be the Independent Board Member. In the absence of the Independent Board Member, the meeting will be postponed and rearranged.
- 1.3 The Board Nominations Committee is responsible for the appointment of the Independent Board Member to the Remuneration Committee and for the revocation of any such appointment.
- 1.4 The CEO and People Director may attend meetings of the Committee when invited by the Committee Chairperson. They will not be present when their own terms and conditions of employment or remuneration are being discussed.
- 1.5 The Committee may appoint an individual or firm of consultants who are external and independent of the LTA for professional advice at the LTA's expense. The Committee will be responsible for the criteria in selecting, appointing and setting the terms of reference for any such individuals or firms of consultants.

2. Secretary

- 2.1 The PA to the People Director or his/her nominee shall act as the secretary of the Committee.

3. Quorum

- 3.1 The Committee may meet in person, by telephone or video conference. The quorum necessary to transact business at this Committee shall be two, one of which must be the Committee Chairperson.
- 3.2 All members of the Committee shall be advised of the business to be transacted at any meeting even if they are unable to be present. If they are unable to be present they should be consulted by telephone where possible.

4. Frequency of Meetings

- 4.1 The Committee will generally meet three times annually and at other times when deemed necessary by the Committee Chairperson. The proposed focus of the meetings is as follows:

January meeting:

- Approval of previous years' Annual Bonus Scheme Objectives;
- Approval of previous years' Annual Bonus Scheme amounts to be paid to CEO, Executive and any individual who earns a base salary of £100,000 or more per annum;
- Agree Annual Bonus Scheme Objectives for the coming year;
- Agree Personal Bonus targets for the coming year for the CEO
- Gender Pay, for information only
- Review Terms of Reference.

September meeting:

- Pay policies
- Mid-year review of Business Objectives

December meeting (before December Board):

- Review details of progress against achievement of Annual Bonus Scheme Objectives;
- Review details of progress towards Bonus Objective achievement for the CEO, Executive and any individual who earns a base salary of £100,000 or more per annum;
- Review draft proposals for the following years' Annual Bonus Scheme;
- Review current list of contractors

4.2 The Committee will be supported by the People Director in terms of developing the Remuneration Policy and its interpretation and the preparation of detailed papers.

5. Notice of Meeting

5.1 Meetings of the Committee shall be called by the People Director at the request of the Committee Chairperson.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of Meeting

6.1 The Secretary shall minute the proceedings and resolution of all Committee meetings.

6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7. Duties

The Committee shall:-

7.1 be responsible to the Board for reviewing and determining the LTA's policy on remuneration and severance;

7.2 approve the specific total remuneration packages including bonuses of the CEO, all members of the Executive team and any senior employees who individually are paid a basic salary of £100,000 per annum or above a year so as to:

7.2.1 ensure that they are fairly rewarded for their individual contributions to the LTA's overall performance and provided with appropriate incentives to encourage enhanced performance in a fair and responsible manner;

7.2.2 demonstrate that their salary is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the sport and the financial health of the LTA;

7.2.3 promote all LTA Values and their behaviours and shared objectives; and

7.2.4 determine severance pay and terms;

- 7.3 review and agree the CEO performance targets and all members of the Executive team's performance targets for the year. For Executive it should be based on the recommendation of the CEO;
- 7.4 agree the key consultancy terms including the fees where an individual consultant or their services company is paid in excess of £100,000 or above per annum;
- 7.5 agree the key consultancy terms including the fees where an individual consultant or their services company is paid in excess of £700 per day for any longer than 10 days in any one year;
- 7.6 endeavour to obtain the remuneration packages from other comparable sporting associations. External advice will also be sought from time to time to compare the LTA's levels of remuneration compared with other commercial entities and to enable benchmarks to be set;
- 7.7 approve the individual remuneration package following a recommendation from the CEO of each member of the Executive including, where appropriate, bonuses, incentive payments and other benefits;
- 7.8 agree the standard contract of employment for the executive and approve any changes thereto;
- 7.10 in the event of termination of an Executive's employment, approve any compromise/ termination payment.

8. Reporting Responsibilities

- 8.1 The Committee Chairperson shall report formally to the Board, as its next meeting on its proceedings on all matters within its duties and responsibilities in a timely manner.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, including and not limited to changes to these Terms of Reference.
- 8.3 The Committee shall agree a report of the Committee's activity made in the Annual Report, to include information about frequency of meetings and a statement of remuneration policy.

9. Other Matters

9.1 The Committee shall:

- (A) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- (B) be provided with appropriate and timely training; and
- (C) arrange for periodic reviews of its own performance to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

10.1 The Committee is authorised:

- (A) to seek any information it requires from any employee of the company in order to perform its duties; and
- (B) to appoint, within any budgetary restraints imposed by the Board, remuneration consultants or other professional advisers it deems necessary to help fulfil its duties.

APPENDIX F

BOARD NOMINATIONS COMMITTEE AND COUNCIL NOMINATIONS COMMITTEE

TERMS OF REFERENCE

PART A: BOARD NOMINATIONS COMMITTEE

1. Membership and attendance at Meetings

- 1.1. The Board Nominations Committee shall be made up of at least five members which shall include the Chairman, the President, the Deputy President, the Senior Independent Director and an Independent Board Member, subject to the requirement that the majority of members must be independent Board members. The Company Secretary shall be in attendance.
- 1.2. All appointments to the Board Nominations Committee shall be made initially by the Board and thereafter by the Board on the recommendation of the Board Nominations Committee.
- 1.3. Only members of the Board Nominations Committee have the right to attend Board Nominations Committee meetings. However, other individuals such as the Chief Executive, the People Director and external advisors may be invited to attend for all or part of any Board Nominations Committee meeting, as and when appropriate.
- 1.4. The Board Nominations Committee chairperson shall be the Chairman or in his/her absence the Senior Independent Director.

2. Secretary

The secretary to the Board Nominations Committee shall be the Company Secretary or his/her nominee.

3. Quorum

- 3.1 The Board Nominations Committee may meet in person, by telephone or video conference. The quorum necessary for the transaction of business at a meeting of a Board Nominations shall be three members, two of whom must be an independent Board Director (which may include the Chairman), and one of whom must be either the Chairman or the Senior Independent Director.
- 3.2 A duly convened meeting of the Board Nominations Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board Nominations Committee.
- 3.3 All members of the Board Nominations Committee shall be advised of the business to be transacted at any meeting even if they are unable to be present. If they are unable to be present they should be consulted by telephone where possible.

4. Frequency of Meetings

The Board Nominations Committee shall meet at least two times per year and at such other times as the chairperson of the Board Nominations Committee shall require.

5. Notice of Meetings

- 5.1 Meetings of the Board Nominations Committee shall be called by the secretary of the Committee at the request of the Committee chairperson or any other member.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Board Nominations Committee, any other person required to attend, no later than five days before the date of the meeting. Supporting papers shall be sent to Board Nominations Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of Meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all Board Nominations Committee meetings.
- 6.2 Minutes of Board Nominations Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other Board Members, unless a conflict of interest exists and/or such minutes contain confidential information which, in the view of the Chairman, should not be circulated beyond members of the Board Nominations Committee.

7. Duties

- 7.1 The Board Nominations Committee shall be responsible for making nominations in respect of the appointment of the following:
 - 7.1.1 all Board appointees, including the Chairman, Chief Executive, Finance Director, up to two additional Board executives, the Independent Board Members, the Senior Independent Director and the Secretary;
 - 7.1.2 all Board sub-committees;
 - 7.1.3 the chairperson of the Tennis Development Committee;
 - 7.1.4 the Audit Committee;
 - 7.1.5 the Remuneration Committee;
 - 7.1.6 the Board Nominations Committee;
 - 7.1.7 representatives on the Joint Committees of The Championships, including the Joint Finance Committee, the Committee of ~Management of The Championships, its sub-committees and the Ground Company;
 - 7.1.8 the LTA Trust; and
 - 7.1.9 the Tennis Foundation,

(together, the "**Board Appointments**").
- 7.2 The Board Nominations Committee shall, at all times act in accordance with the Articles, Rules and these Standing Orders and:
 - 7.2.1 review and monitor the Board Appointments and make recommendations to the Board with regard to any proposed changes, including with regard to succession planning;
 - 7.2.2 determine the criteria for the selection and appointment of the Board Appointments;
 - 7.2.3 identify and nominate for the approval of the Board candidates to fill vacancies as and when they arise;
 - 7.2.4 before making any recommendations, evaluate the balance of skills,

- knowledge, experience and diversity in respect of the Board Appointments and hence the capabilities required for a particular vacancy and in light of this evaluation prepare a written description of the role and capabilities required for a particular appointment;
- 7.2.5 in identifying suitable candidates, use open advertising and consider candidates on merit against objective criteria and with due regard for the benefits of diversity in respect of the Board Appointments;
 - 7.2.6 ensure that proposed appointees have sufficient time available to devote to the position and are not disqualified by virtue of any conflict of interest;
 - 7.2.7 ensure that on appointment, appointees receive a formal letter of appointment setting out clearly what is expected of them;
 - 7.2.8 ensure the development and implementation of a formal induction programme for appointees;
 - 7.2.9 assist in annual performance evaluations to ensure that all appointees have devoted sufficient time and energy to their duties; and
 - 7.2.10 respond to any other relevant matter as specifically requested by the Board.

8. Reporting Responsibilities

- 8.1. Subject to paragraph 6.2 above, the Board Nominations Committee chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Board Nominations Committee shall have authority (without prior reference to the Board) to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed including and not limited to changes to these terms of reference.
- 8.3. The Board Nominations Committee shall make a statement in the Annual Finance and Governance Report about its activities.
- 8.4. The Board Nominations Committee shall ensure that Councillors are provided with details of appropriate opportunities that become available to Councillors from time to time.

PART B: COUNCIL NOMINATIONS COMMITTEE

1. Membership and attendance at Meetings

- 1.1 The Council Nominations Committee shall be made up of at least four members which shall include the President, the Deputy President, the Chair of Tennis Development Committee and two Council Board Members. The Company Secretary shall be in attendance.
- 1.2 All appointments to the Council Nominations Committee shall be made initially by the Board and thereafter by the Board on the recommendation of the Council Nominations Committee.
- 1.3 Only members of the Council Nominations Committee have the right to attend Council Nominations Committee meetings. However, other individuals such as the Chief Executive and external advisors may be invited to attend for all or part of any Council Nominations Committee meeting, as and when appropriate.
- 1.4 The Council Nominations Committee chairperson shall be the President or in his/her absence the Deputy President.

2. Secretary

The secretary to the Council Nominations Committee shall be the Company Secretary or his/her nominee.

3. Quorum

3.1 The Council Nominations Committee may meet in person, by telephone or video conference. The quorum necessary for the transaction of business at a meeting of the Council Nominations Committee shall be three members, one of whom must be either the President or the Deputy President.

3.2 A duly convened meeting of the Council Nominations Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Council Nominations Committee.

3.2 All members of the Council Nominations Committee shall be advised of the business to be transacted at any meeting even if they are unable to be present. If they are unable to be present they should be consulted by telephone where possible.

4. Frequency of Meetings

The Council Nominations Committee shall meet at least three times per year and at such other times as the chairperson of the Council Nominations Committee shall require.

5. Notice of Meetings

5.1 Meetings of the Council Nominations Committee shall be called by the secretary of the Committee at the request of the Committee chairperson or any other member.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Council Nominations Committee, any other person required to attend, no later than five days before the date of the meeting. Supporting papers shall be sent to Council Nominations Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of Meetings

6.1 The secretary shall minute the proceedings and resolutions of all Council Nominations Committee meetings.

6.2 Minutes of Council Nominations Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other Board Members, unless a conflict of interest exists.

7. Duties

7.1 The Council Nominations Committee shall be responsible for making nominations in respect of the appointment of the following:

- 7.1.1 Councillors;
- 7.1.2 Leader and other delegates to the ITF;
- 7.1.3 Leader and other delegates to Tennis Europe;
- 7.1.4 the Disciplinary Officer;
- 7.1.5 the Anti-Doping Officer;

- 7.1.6 the Licensing and Registration Committee;
- 7.1.7 the Safeguarding and Protection Committee;
- 7.1.8 the Disciplinary Panel;
- 7.1.9 the Tournament Ambassadors;
- 7.1.10 the Advisory Funding Group;
- 7.1.11 the Tennis Development Committee (excluding the chairperson of the Tennis Development Committee); and
- 7.1.12 the Council Nominations Committee

(together, the "**Council Appointments**").

- 7.2 The Council Nominations Committee shall, at all times in accordance with the Articles, Rules and these Standing Orders:

- 7.2.1 review and monitor the Council Appointments and make recommendations to the Board with regard to any proposed changes, including with regard to succession planning;
- 7.2.2 determine and agree with the Board the criteria for the selection and appointment of the Council Appointments;
- 7.2.3 identify and nominate for the approval of the Board candidates to fill vacancies as and when they arise;
- 7.2.4 before making any recommendations, evaluate the balance of skills, knowledge, experience and diversity in respect of the Council Appointments and hence the capabilities required for a particular vacancy and in light of this evaluation prepare a written description of the role and capabilities required for a particular appointment;
- 7.2.5 in identifying suitable candidates, use open advertising and consider candidates on merit against objective criteria and with due regard for the benefits of diversity in respect of the Council Appointments;
- 7.2.6 ensure that proposed appointees have sufficient time available to devote to the position and are not disqualified by virtue of any conflict of interest;
- 7.2.7 ensure that on appointment, appointees receive a formal letter of appointment setting out clearly what is expected of them;
- 7.2.8 ensure the development and implementation of a formal induction programme for appointees;
- 7.2.9 assist in annual performance evaluations to ensure that all appointees have devoted sufficient time and energy to their duties; and
- 7.2.10 respond to any other relevant matter as specifically requested by the Board or Council.

8. Reporting Responsibilities

- 8.1 The Council Nominations Committee chairperson shall report formally to the Board and Council on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 The Council Nominations Committee shall have authority (without prior reference to the Board or Council) to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed including and not limited to changes to these terms of reference.
- 8.3 The Council Nominations Committee shall make a statement in the Annual Report about its activities.
- 8.4 The Council Nominations Committee shall ensure that Councillors are provided with details of appropriate opportunities that become available to Councillors from time to time.

APPENDIX G

SAFEGUARDING AND PROTECTION COMMITTEE TERMS OF REFERENCE

1. Membership, meetings and quorum

- 1.1 The Committee shall comprise a suitably qualified individual as chairperson of the Committee and a minimum of five and a maximum of ten further persons to serve as members of a Committee established to consider Safeguarding Cases appointed upon the recommendation of the chairperson in accordance with these Standing Orders.
- 1.2 The chairperson may select a minimum of two Committee members to consider a particular Safeguarding case along with the chairperson, having taken into account the particular facts of that case and the expertise of the individual members.
- 1.3 The chairperson shall have the power to invite a lawyer independent of the Company to act as adviser to the Committee.
- 1.4 The Board shall determine the Company's policy on payment of fees and expenses for Committee members from time to time. The LTA/Board may also decide, on an *ex gratia* basis, to provide Panel members complimentary access to tickets to LTA events.
- 1.5 The Committee shall meet in person or by telephone or video conference. The quorum for every meeting is three Committee members and decisions shall be taken by a majority. If a member of the Committee has a conflict of interest in a particular Safeguarding case, they shall declare it and will take no part in the discussion or decision-making process of that Safeguarding case.
- 1.6 The chairperson shall have the power to appoint another member of the Committee to act as vice-chairperson for the purpose of considering a particular case or of conducting a particular meeting.

2. Purpose

The Committee shall:

- 2.1 make decisions in accordance with the Safeguarding Procedures (Appendix Two to the Disciplinary Code); and
- 2.2 advise generally on matters of safeguarding and protection of children, young people and adults at risk policies, strategy and procedures.

3. Duties

The Committee will:

- 3.1. have the ability at its sole discretion, having reviewed the documents, to request individuals involved in the case to attend the Committee meeting to clarify particular issues. If new evidence is adduced which has not been commented upon by other relevant individuals involved in the case, the Committee shall put that evidence to those other individuals;

- 3.2. if a child or adult at risk is asked to attend a Committee meeting, ensure that the child or adult at risk is treated in an appropriate manner in relation to their age, mental capacity or disability and the nature of the evidence in question. If necessary, the chairperson shall take advice in relation to the involvement of any child or adult at risk attending a meeting; and
- 3.3. report formally on its proceedings to the Board after each meeting on all matters and decisions within its duties and responsibilities in a timely manner. For the avoidance of doubt the Board shall not be able to override a decision of the Committee. The Board may choose to use the formal procedure as set out in Schedule 4 to the Safeguarding Procedures to appeal a decision of the Committee.

APPENDIX H

LICENSING AND REGISTRATION COMMITTEE

TERMS OF REFERENCE

1. Membership, meetings and quorum

- 1.1 The Committee shall comprise of a minimum of six members, one of whom shall be legally qualified and designated chairperson and one of whom shall be a member of the Association of British Tennis Officials.
- 1.2 The Committee will normally meet at least once per year and at other times as and when the Committee deems it necessary.
- 1.3 The Committee shall meet in person or by telephone or video conference.
- 1.4 The quorum shall be three. Decisions shall be taken by a majority or, if votes are equal, the chairperson shall have a casting vote.
- 1.5 Any member of the Committee who has an interest in any matter before the Committee must declare that interest and may be precluded from participation in the matter concerned.
- 1.6 The chairperson shall have power to invite an independent lawyer to give advice to the committee with regard to any particular matter before them.

2. Purpose

- 2.1 The Committee shall be responsible for:-
 - 2.1.1 all matters relating to the interpretation, implementation and enforcement of the LTA Coach Licensing Scheme General Conditions, the LTA Registration Scheme General Conditions and the LTA Officials Licensing Scheme General Conditions (respectively Appendices Four, Five and Six to the Disciplinary Code);
 - 2.1.2 the provisions relating to the processing of applications for and matters connected to coach accreditation and official's licences (Paragraph 4 of Appendices Four and Five; Condition 4 of Appendix Six);
 - 2.1.3 the provisions relating to disciplinary matters (Paragraph 9 of Appendix Four, Paragraph 8 of Appendix Five and Condition 9 of Appendix Six);
 - 2.1.4 the provisions relating to removal of coach and official's licences (Paragraph 10 of Appendix Four, Paragraph 9 of Appendix Five and Condition 10 of Appendix Six);
 - 2.1.5 advising on future eligibility of applicants who would be eligible for Registration or an Official's Licence upon successful completion of a qualification (Paragraph 2.1 of Appendices Four and Five; Condition 2.1 of Appendix Six); and

2.1.6 reviewing, upon request by the relevant tennis club, a refusal by the LTA to grant Governing Body Endorsement for a coach under the points-based immigration system.

2.2 The Committee shall have power to advise generally on matters of coach and official's licensing and coach registration.

3. Reporting Responsibilities

3.1 The Committee chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities in a timely manner.

APPENDIX I

CONFLICTS OF INTEREST POLICY

This policy applies to all Councillors.

1. Why we have a Policy

Councillors have an obligation to act in the best interests of the LTA, and in accordance with the Articles and Rules of the LTA and to avoid situations where there may be a potential conflict of interest or an allegation of impropriety. Conflicts of interest may arise where an individual's personal or family interests and/or loyalties conflict with those of the LTA. A conflict of interest may be actual or potential.

Such conflicts may create problems. In particular they can:

- 1.1 inhibit free discussion;
- 1.2 result in decisions or actions that are not in the interests of the LTA; and
- 1.3 risk the impression that the LTA has acted improperly.

Allegations of impropriety may arise where Councillors receive gifts, hospitality or other personal benefits in their capacity as a Councillor and the donor / host wishes the Councillor to use his or her position at the LTA improperly to benefit the donor / host or, conversely, where a Councillor uses his or her position within the LTA improperly for his or her own personal advantage.

The aim of this policy is to protect both the LTA and Councillors from any actual or perceived impropriety.

2. The declaration of interests

Accordingly, Councillors are asked to declare their interests (or interests of their immediate family) and any gifts or hospitality received in connection with their role in the LTA. A declaration of interests form will be provided separately for this purpose, listing the types of interest you should declare.

To be effective, the declaration of interests needs to be updated at least annually, and also when any changes occur.

If you are not sure what to declare or whether you can accept something, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Secretary for confidential guidance. A record of interests declared will be maintained by the Secretary. Please contact the Secretary if access is required. Examples of interest you may wish to declare are: association with a county or any other member organisation, any Places to Play membership or commercial interest related to sport.

3. Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that Councillors act in the best interests of the LTA. The information provided will not be used for any other purposes.

4. What to do if you face a conflict of interest

If you (or a member of your immediate family, connected person or some other close personal connection or entity with which you are involved (a “Connected Person”)) use, or benefit from, the LTA’s services (for example, funding), you should not be involved in decisions relating to the services that you, or a Connected Person, receive. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion. The same applies if you face a conflict for any other reason. You may, however, participate in discussions from which you or a Connected Person may indirectly benefit, for example where benefits are universal to a range of participants in tennis, or where your benefit is minimal. Declaration of Interests should be included as a set agenda item for every LTA Council, Board, Tennis Development Committee and Committee meeting.

If you fail to declare an interest that is known to the Secretary and/or the Chief Executive and/or the President, the Secretary or the Chief Executive or the President will declare that interest.

5. Decisions taken where a Councillor has an interest

In the event of Council, the Board, the Tennis Development Committee or Committees having to decide upon a question in which a Councillor (or a Connected Person) has an interest, all decisions will be made by simple vote with a simple majority required (unless otherwise stated in the Standing Orders). A quorum must be present for the discussion and decision; interested Councillors will not be counted when deciding whether the meeting is quorate. Interested Councillors may not vote on matters affecting their own interests (or those of a Connected Person). They must absent themselves or may take part in discussions at the discretion of the chairperson of the meeting.

All decisions under a conflict of interest will be reported in the minutes of the meeting. The report will record:

- 5.1 the nature and extent of the conflict;
- 5.2 an outline of the discussion; and
- 5.3 the actions taken to manage the conflict.

A record will be kept by the Secretary and which will be open to inspection by the Board.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures through a GM or AGM.

6. Managing Contracts

If you have a conflict of interest, you must not be involved in managing and monitoring a contract in which you have an interest.

7. Breach of this Policy

Any breach of this Policy may be subject to sanctions under the Disciplinary Code.

8. Variations to this Policy

This Policy may be varied at any time by the Board with any such changes being reported to the next Council meeting.

APPENDIX J

DELEGATED AUTHORITIES

| Committee | Delegated Authority | Reference |
|-------------------------------------|--|------------------------------|
| Tennis Development Committee | The Tennis Development Committee has the power to make decisions on policy matters where this is <u>expressly delegated to it</u> by the Board. | Appendix C, paragraph 3.1 |
| Audit Committee | <p>The Audit Committee has delegated authority in respect of certain decisions concerning the external auditor, including:</p> <p>(ii) <u>approving</u> their remuneration, whether for audit or non-audit services, and ensuring that the level of fees is appropriate to enable an adequate audit to be conducted;</p> <p>(iii) <u>approving</u> their terms of engagement, including any engagement letter issued at the start of each financial year;</p> <p>(iv) reviewing and being satisfied as to the scope and planning of the external auditor’s work and any significant changes to its audit plans and <u>approving</u> these on behalf of the Board;".</p> | Appendix D, paragraph 8.1(F) |
| Remuneration Committee | <p>The Remuneration Committee shall:-</p> <p>7.1 be responsible to the Board for reviewing and <u>determining</u> the LTA’s policy on remuneration and severance;</p> <p>7.2 <u>approve</u> the specific total remuneration packages including bonuses of the Chief Executive, other members of the Executive team and any senior employees who individually are paid a basic salary of £100,000 or above a year;</p> <p>7.3 review and <u>agree</u> the Chief Executive’s performance targets and members of the Executive team’s performance targets for the year ahead;</p> <p>7.4 <u>agree</u> the key consultancy terms including the fees where an individual consultant or their services company is paid in excess of £100,000 or above per annum or the pro-rated annual amount would be in excess of £100,000 per annum;</p> <p>7.6 <u>approve</u> the individual remuneration package of each member of the Executive including, where appropriate, bonuses, incentive payments and other benefits;</p> <p>7.7 <u>agree</u> the standard contract of employment for the</p> | Appendix E, paragraph 7 |

| | | |
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| | <p>executive and approve any changes thereto;</p> <p>7.9 in the event of termination of an executive's employment, <u>approve</u> any compromise/termination payment.</p> | |
| Board and Council Nominations Committees | <p>The Board and Council Nominations Committees shall have authority to make recommendations to the Board in accordance with their duties without prior reference to the Board or Council.</p> | <p>Appendix F, Part 1 (paragraph 8.2) and Part 2 (paragraph 8.2).</p> |
| Safeguarding and Protection Committee | <p>The Safeguarding and Protection Committee shall:</p> <p>2.1 <u>make decisions</u> in accordance with the Safeguarding Procedures (Appendix Two to the Disciplinary Code);</p> <p>3.3 report on its decisions to the Board. For the avoidance of doubt <u>the Board shall not be able to override a decision of the Committee</u>. The Board may choose to use the formal procedure as set out in Schedule 4 to the Safeguarding Procedures to appeal a decision of the Committee.</p> | <p>Appendix G, paragraphs 2.1 and 3.3</p> |

| | | |
|--|---|--|
| <p>Licensing and Registration Committee</p> | <p>The Licensing and Registration Committee shall <u>be responsible for</u>:</p> <p>2.1.1 all matters relating to the <u>interpretation, implementation and enforcement</u> of the LTA Coach Licensing Scheme General Conditions, the LTA Registration Scheme General Conditions and the LTA Officials Licensing Scheme General Conditions (respectively Appendices Four, Five and Six to the Disciplinary Code);</p> <p>2.1.2 the provisions relating to the processing of applications for coach and official's licences (Condition 4);</p> <p>2.1.3 the provisions relating to disciplinary matters (Condition 9);</p> <p>2.1.4 the provisions relating to removal of coach and official's licences (Condition 10);</p> <p>2.1.5 advising on future eligibility of applicants who would be eligible for Registration or an Official's Licence upon successful completion of a qualification (Condition 2); and</p> <p>2.1.6 reviewing, upon request by the relevant tennis club, a refusal by the LTA to grant Governing Body Endorsement for a coach under the points-based immigration system.</p> <p>2.2 The Committee shall have <u>power to advise generally</u> on matters of coach and official's licensing and coach registration.</p> | <p>Appendix H, paragraphs 2.1 and 2.2.</p> |
|--|---|--|