

Introduction & Context

Table Tennis United pledges to create a high performing organisation that is not just fit for today but is fit for the future. We commit to establishing a powerful culture that wins together, creating unity and a common purpose across the table tennis community and that members will be an integral part of the decision making process.

Against that backdrop, and as part of the governance element of the strategy reset, the Board would like a Working Group of MAG and National Councillors to consider a key question to assist the development of further reforms of our governance; in this instance the appointment and election of Directors.

The only prerequisite to this invitation is that Working Group members have an open mind to the question posed, that any predetermined responses are set aside and that discussions align to the context above.

1. Appointment / Election of Directors

- 1.1. The recruitment of Directors is a fundamental part of our corporate governance; it is also an unnecessary inefficiency, taking several months to organise and administer and no consistency to the timing of appointments/elections.
 - 1.2. Most NGBs conduct the (re)appointment / (re)election of Directors at their respective AGMs and this question poses the same conclusion.
- Q. How could we align appointments / elections to the governance year i.e. from the conclusion of the AGM?
- Q. How could we best manage 'retirements' part way through the governance year to enable alignment?

Timing / Next Steps

The Working Group is invited to consider the questions contained within this paper and provide a response for consideration by the Board no later than Friday 24th February 2023.

Jo Keay-Blyth will provide Executive support to the Working Group and the Chief Executive is available to provide any points of clarification.

The Board will consider the response from the Working Group as part of its deliberations into governance reforms that demonstrates Table Tennis England can be a high performing organisation that is not just fit for today but is fit for the future.

Appendix 1

1. **The current process** is as highlighted below and as laid out in our Articles:

1a. Elected Director Process

23 Elected Directors

- 23.1 Company Members shall elect four directors, who shall be titled Member Elected Directors, one of whom shall be nominated by the Member Elected Directors as Deputy Chairman and ratified by the Board as such.
- 23.2 Each Company Member shall be entitled to nominate one person for each vacancy to be filled by election.
- 23.3 To be valid a nomination paper must be signed by the Company Member and be received by the person designated by the Board as the returning officer by a date decided by the Board, being not earlier than the fourteenth day after the issue of nomination papers.
- 23.4 To be effectively nominated a person must be named in at least two valid nomination papers, must have lodged with the Company not later than the closing date for nominations a signed consent to nomination for that office and must not have withdrawn from nomination by a date prescribed by the Board as the last day for withdrawal.
- 23.5 If the number of effective nominations exceeds the number of vacancies voting shall be by postal or on-line ballot of the Company Members conducted in such manner as the Board shall from time to time decide.
- 23.6 The vote of each Company Member shall count as the following number of vote units:
- 23.6.1 Director Company Member: 1 unit
- 23.6.2 County Representative Company Member: 1 unit
- 23.6.3 League Representative Company Member appointed by a Local League with 30 or fewer teams in membership: 2 units
- 23.6.4 League Representative Company Member appointed by a Local League with 31-100 teams in membership: 4 units
- 23.6.5 League Representative Company Member appointed by a Local League with 101 or more teams in membership: 6 units
- 23.7 An Elected Director shall hold office for a period of four years that begins on the day on which the position becomes vacant or the day on which the result of the election is determined, whichever is the later; a casual vacancy among Elected Directors shall be filled in accordance with the procedure set out in 23.3-23.6.
- 23.8 Nominations received for Elected Directors shall be considered by the Nominations Committee taking account of the candidate's ability, experience and expertise to fulfil the identified role on the Board, and of the need to ensure that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge. All candidates will be presented to the Company Members to vote for their preferred candidate.

1b. Appointed Director Process

- 24.1 The Board shall appoint the Chairman, at least three Independent Directors, one of whom it shall designate as the Senior Independent Director, and a number of other Appointed Directors subject to the limit specified in Article 24.4.
- 24.2 Such directors shall be appointed by resolution of the Board following an open, formal, publicly advertised and transparent selection process by the Nominations Committee, taking account of the candidate's ability, experience and expertise to fulfil the identified role on the Board and of the need to ensure that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge.
- 24.3 Such directors shall be appointed for a term of up to four years.
- 24.4 The number of Appointed Directors shall be such that the total number of directors (including the four Elected Directors specified in Article 23 and the Chief Executive Officer) does not exceed twelve.
- 24.5 In exceptional circumstances the Board may co-opt a director if it is necessary to ensure that the Board has the skills and experience needed to fulfil its role provided that the total number of directors does not exceed twelve.