



TABLE TENNIS ENGLAND

Governance and Structure Review

Final Report Phase 1

July 2018



Foreword by Marc Mazzucco IRP Chair

Table Tennis originated in Victorian England where it was played among the upper-class as an after-dinner parlour game. Today, Table Tennis has been played by millions of people across the World and most of us at some point have picked up a Table Tennis bat and enjoyed the fun of the sport. It is also an Olympic sport and has been since 1988 and it is the national sport of China.

Table Tennis England is the governing body of Table Tennis in England, responsible for representing, co-ordinating, administering, marketing and developing the sport in close co-operation with related bodies such as the British Para Table Tennis Association (BPTT). Table Tennis England aspires to be recognised as a world leading National Governing Body, delivering a diverse and dynamic sport that transforms lives, connects communities, achieves excellence and inspires medal-winning performances.

The role of Table Tennis England is to:

- Be the strategic lead for the development of Table Tennis in England.
- Make focussed investments to deliver most effective outcomes.
- Provide advice, support and knowledge to our members, customers and partners.
- Inform, influence and persuade public opinion and key decision-makers in sport of the benefits to society from participation and investment in Table Tennis

To undertake this role Table Tennis England receives in addition to membership fees public funding from UK Sport and Sport England as such needs to demonstrate good governance.

Recognising the need for good governance the Board of Table Tennis England have commissioned this review into their governance and structure to better equip themselves and the Table Tennis community for the future. This governance final report provides a good basis with which to do this and was developed by an Independent Review Panel (IRP). The panel members worked in their individual capacities and not as representatives of their organisations. Administrative support was given by RSM Risk Assurance Services LLP. The final report was developed after an initial review of relevant current governance literature and the Sports Governance code and a far-reaching consultation process. It is the first phase of the review into governance and structure of Table Tennis in England and covers the broader decision-making framework within Table Tennis England. This final report ends Phase 1 and Phase 2 will commence later in the year.

I would like to take this opportunity to thank my fellow members of the Independent Review Panel (IRP) for their considerable time and effort and to all those that took the time and effort to submit their responses to the survey in the period 22 December 2017 to 20 January 2018 as well as those who contributed to the follow up consultations and face-to-face and telephone interviews. On behalf of the IRP I would also like to thank the Governance Review Group for their important and valuable input and oversight, given their closer knowledge and experience of TTE which they have shared with the IRP. Also appreciated, was the free reign afforded the IRP in pursuing key lines of enquiry which the GRG granted. This is important as whilst the recommendations in this report have been informed by the full consultation process they are the recommendations of the IRP and have been made without any instruction or undue influence.

Along with my colleagues on the IRP, I look forward to developing the IRP's recommendations in close collaboration with the Table Tennis community.

Marc Mazzucco
IRP Chair

May 2018

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1. EXECUTIVE SUMMARY

1.1 Why we are here

This final report follows the governance and structure review undertaken by an Independent Review Panel commissioned by the Table Tennis England Board. It is in response to changes that were made to governance arrangements to ensure the continued receipt of public funding from UK Sport and Sport England at an Extraordinary General Meeting held in August 2017. Following which, a commitment was made by the Board to undertake an independent review into its governance arrangements so that the concerns of the membership could be aired and to implement good governance principles.

In October 2016, Sport England and UK Sport released a Code for Sports Governance (“the Code”), which outlined the standards required of organisations requiring funding. It demanded greater transparency, set targets for gender diversity on boards, and required constitutional arrangements that made boards the ultimate decision-makers. Failure to comply with the Code prevents organisations continuing to receive public investment.

1.2 The review process

This review process itself comprised a far-reaching consultation process that covered the full membership of Table Tennis in England. The Independent Review Panel included members with a deep understanding and practical experience of what constitutes good governance, and also members from the Table Tennis community. Consequently, the findings and recommendations are rooted deeply in good principles and compliance with the Sports Code as well as an understanding of how Table Tennis is run. The review is in two phases: Phase 1 which is covered by this final report focusses on the broader decision-making framework within Table Tennis England. Phase 2 will include elements that are driven by the findings and recommendations in this final report.

As part of the review process the Independent Review Panel quickly established a number of good governance principles which should be applied in developing a future governance model. These were the bedrock on which the IRP’s recommendations are based and include:

1. *Engagement, participation and access* – should maximise connectivity with all stakeholders and promote diversity.
2. *Sustainable* – should be simple to understand with longevity.
3. *Communication* – all messages should be clear, concise and transparent.
4. *Responsibility and purpose* – should fall in line with the overall objectives and purpose of TTE.
5. *Value for money* – should be efficient, effective and economical.

The consultation process was supplemented by significant research into what constitutes good governance and the Independent Review Panel triangulated their findings to derive a number of critical issues from which the IRP’s recommendations emanated.

1.3 Key findings and proposed solutions

The consultation process raised several key issues at the highest level of Governance around a lack of engagement with the membership. Given that the National Council and the Board are key to this the IRP focussed much of their energy on resolving issues in this regard

In assessing what a future approach to enhance this issue of engagement with the membership, the IRP has adopted **Table Tennis England’s – Vision** which is:

“Table Tennis England aspires to be recognised as a world leading National Governing Body, delivering a diverse and dynamic sport that transforms lives, connects communities, achieves excellence and inspires medal-winning performances”.

Therefore, the IRP believe that the proposed approach had to achieve the level of governance that a world leading National Governing Body would adopt.

As we considered appropriate Governance arrangements and engagement for Table Tennis the IRP identified, as a central requirement, the need for an advisory body that could provide both:

- Expert advice to the Board on Table Tennis matters and the perspective of the membership
- Multiple pathways by which the membership could raise issues to be addressed by the Board

To fulfil this role effectively, this advisory body would need to have clearly defined roles and responsibilities that would give it clear credibility with the membership.

In part, the existing National Council undertakes this role. So, in considering the nature and structure of the advisory body, the IRP considered three options:

Option 1 – Do nothing i.e. continue with National Council in its current form as the advisory body providing the main interface between the Board and the Membership.
Option 2 – Restructure an advisory group into a smaller number of geographically elected individuals, maybe selected by regions, interacting with the Board.
Option 3 – Structural reform, non-geographically based, skills based advisory group interacting with the Board

The IRP assessed each option against a set of key considerations and requirements and quickly concluded that option 1 was not a viable option. On balance, the IRP concluded that option 3 met all the key requirements and consequently, their key recommendation is the creation of a new advisory body to the Board – the Membership Advisory Group (MAG) – which the IRP are proposing as the key interface between the Membership and the Board. It is based on governance best practice in other member-focussed organisations, but the IRP has refined the approach to make it suitable for Table Tennis. The MAG will assist and complement the Board in its decision-making process. As part of fulfilling this role the MAG will be able to appoint up to two representatives to sit on the Board’s Nomination Committee.

To ensure that the MAG is representative of the Table Tennis community, the IRP propose that it will draw its membership from the large variety of skills and knowledge from within the Table Tennis community, comprising players, county & league officials, coaches, technical officials, clubs etc. By drawing on this range of expertise, the proposed Governance structure will provide a framework that will enable the Board to have access to the wider membership and to work together co-operatively using a problem-solving approach. This will help drive forward the development of Table Tennis for the benefit of the sport and its membership.

Given the importance of the Board in member engagement the IRP took this opportunity to look at the Board composition. The IRP is satisfied that the composition of the Board (as set out in the Articles of Association) has a good balance between Elected Directors, Independent Directors and Other Appointed Directors. Accordingly, the IRP is not recommending any changes to the composition of the Board.

The IRP recognise that in any organisation, the Chair of the Board is a key role. Good governance principles suggest that the best person to do the job is appointed. This in turn implies that the appointment is through a publicly-advertised, transparent process against a specified skill set and which is open for anyone to apply. The IRP is conscious that for many years, in Table Tennis, the Chair was directly elected by Company Members. However, this approach was changed at the 2017 EGM to bring the process of appointing the Chair in line with the requirements of the Code.

The Chair is no longer elected by Company Members. However, these changes do allow an Elected Director to apply for the position of Chair when a vacancy arises. Accordingly, the Chair could be someone who has previously been an Elected Director. So, whilst it is not possible to be Code compliant and have a directly elected Chair, it is possible to have an Elected Director subsequently appointed as the Chair (through an open, transparent recruitment process). The IRP fully support this approach as being consistent with good governance.

The IRP does not see any way in which a directly elected Chair could be compliant with the Code. More importantly, the IRP do not believe such an approach would be consistent with the good governance principles that the IRP has set out. As the role of Chair is such a fundamental role, consideration of what makes an effective

Chair should be included in the skills assessment that are used as part of the appointment process.

Taken together, the IRP believe the recommendations will provide the Table Tennis community with a robust Governance framework going forward and one that complies with the Code. Being based on best practice, it will deliver a modernised, professional, transparent organisation that balances the need for democracy and good governance with members and volunteers at its heart.

1.4 Next steps

An outline of the IRP's key recommendations was made to the National Council on 21 April 2018. The IRP considered ideas and thoughts on the recommendations following the production of the final report and produce a finalised report following discussion at the Board at their meeting on 7 June 2018. The report was finalised in early July prior to the annual conference in July 2018. If any formal changes to Articles are required then these can be taken forward to an EGM thereafter. The Board will also consider what elements need to be included in Phase 2.

2. INTRODUCTION

2.1 Background

In October 2016, Sport England and UK Sport released a Code for Sports Governance (“the Code”), which outlined the standards required of organisations requiring funding and is in line with current good governance principles. It demanded greater transparency, set targets for gender diversity on boards, and required constitutional arrangements that made boards the ultimate decision-makers. Failure to comply with the Code prevents organisations continuing to receive public investment.

In July 2017, at their Annual General Meeting (AGM), the Board of Table Tennis England (TTE) took a Special Resolution to its membership to obtain the required authority to alter its current governance arrangements so that they could comply with UK Sport and Sport England requirements. To allow for ratification, TTE required 75% of its members to vote for the Special Resolution. At the vote, only 74.93% did so, resulting in its £9m government grant being frozen.

In August 2017, TTE held an Extraordinary General Meeting (EGM) to further consider compliance. During the AGM and EGM process some voting members expressed concerns about some of the changes that were required by the Code. During the voting process to accept the changes to safeguard the public funding awarded to TTE, a commitment was made by the Board to deliver an independently led review to provide an opportunity for any concerns to be aired and considered and where appropriate for recommendations to be made. The Independent Review Panel (IRP) was to be comprised of both independent individuals and individuals with a Table Tennis background.

Compliance with the Code is mandatory in order to receive public funding. Therefore, the IRP remit stated that all recommendations coming from the review should be Code compliant. Sport England was also consulted as part of the process.

It was determined by the TTE Board that the review should take place in two phases. The first phase to be a ‘root and branch’ review of the structure and underpinning governance framework of the National Governing Body, Table Tennis England. The second phase to consider specific areas of governance and to take forward findings from the first phase.

This report sets out the findings of the IRP in relation to Phase 1 of the review. The scope of each phase is outlined in section 2.4 below although the exact scope of Phase 2 can only be determined following the agreement of recommendations made in this final report.

2.2 Process of appointment of the IRP

In September 2017, Table Tennis England (TTE) invited quotes from individuals or organisations to provide the chairmanship of an Independent Review Panel (IRP) to lead a governance review.

Following a full review of the quotes received and a formal presentation of their proposal on 16 October 2017, a decision was made by TTE to appoint Marc Mazzucco, Partner, RSM Risk Assurance Services LLP, to fulfil the role of independent chair of the IRP.

Shortly following the appointment of Marc Mazzucco, as the Chair of the Panel, he appointed other members of the IRP following an open interview process. The main criteria for appointment was for individuals whose skill set encompassed legal, governance, communication, membership organisation understanding, other NGB experience and Table Tennis knowledge. The Chair and two members of the IRP were independent from Table Tennis with three other members IRP having knowledge and experience of Table Tennis.

The IRP comprised the following:

Name	Role
Marc Mazzucco	Chair and Independent
Jonathan Hall	Independent
Karl George	Independent
Phil Ashleigh	Table Tennis
Neil Hurford	Table Tennis

Support to the IRP was also provided by members of RSM Risk Advisory Services LLP. Brief CVs of the IRP are provided in Appendix D.

2.3 Governance Review Group

The Board of Table Tennis England established a Governance Review Group (GRG), chaired by the Senior Independent Director and included the TTE Chair, Chief Executive Officer, Chair of TTE National Council and a representative of the Rules Committee to oversee this review. Day to day management was also supported by the Head of Operations of Table Tennis England with other support as appropriate for the consultation process.

2.4 Scope of the Review

The overriding purpose of the review was to undertake a wide ranging and thorough review into the governance and structures of Table Tennis England that balances the need for democracy and good governance with volunteers and members at its heart.

The review is to take place in two phases. This first phase (covered by this final report) was a review of the structure and underpinning governance framework of the National Governing Body, Table Tennis England. It reviewed the role and purpose of:

1. The Board (including selection process for directors).
2. Table Tennis England's staff.
3. The National Council.
4. The Regional Committees and Regional Forum.
5. The County Associations.
6. The Local Leagues.
7. The Clubs.

It is intended that Phase 2 of the Review will consider some of the more detailed governance aspects such as Committees, Network Adviser Group, Voting Membership categories and weighted voting and affiliation models (club, leagues, counties and individual membership). Consequently, some of the findings of Phase 1 will shape what is reviewed in Phase 2 and therefore the scope of Phase 2 will need to be determined following this report.

Given the above, the IRP has focussed on the over-arching decision making process with TTE and how these could be improved. Some of the operational issues of how Table Tennis is played in England, how events are run or how competitions are structured that were identified as part of the consultation process have been raised with the Board but were not considered in either Phase 1 or will they be in Phase 2 as they are operational in nature. It will be up to the decision-making structure of Table Tennis England to deal with these.

2.5 Approach and methodology

To inform the view of the IRP, a comprehensive and robust review and consultation process was established through the following work-packages:

- **Review of the Current Situation.** The IRP reviewed the current Governance arrangements within Table Tennis. This included the Articles of Association, the operation of the Board and its sub-committees, and the National Council Guidance Document. The IRP explicitly recognised that through its "Mission 2025", TTE aspired to be recognised as a world-leading NGB. The Table Tennis members of the IRP outlined key milestones in the development of the current Governance structure – particularly the Portas Review, the work of National Council's Steering Group on Governance and the Special Resolutions presented to the 2017 AGM. They also outlined what they saw as the key challenges facing the organisation going forward.
- **Review of Good Governance and Governance Structures.** To inform the IRP's understanding, the panel reviewed key principles of good governance contained within key reference material. This included: The

Cadbury Review (1992), the Higgs Report (2003) and the Myners Review of Governance in the Cooperative Society (2014). Governance arrangements in other sports-based NGBs were also reviewed, as were the arrangements within other member-focussed organisations. Further information on this review of Governance is provided in Section 3.1.

- **Good Governance Principles.** The IRP established a set of principles for evaluating the governance framework. The overarching principle was that any recommendations that the IRP identified should aim to simplify rather than complicate existing processes. Once this overall principle had been satisfied the IRP considered each potential scenario against the following five principles:
 1. *Engagement, participation and access – should maximise connectivity with all stakeholders and promote diversity.*
 2. *Sustainable – should be simple to understand with longevity.*
 3. *Communication – all messages should be clear, concise and transparent.*
 4. *Responsibility and purpose – should fall in line with the overall objectives and purpose of TTE.*
 5. *Value for money – should be efficient, effective and economical.*
- **Wide-Ranging Consultation.** In parallel, the IRP undertook wide ranging consultation with the Table Tennis community. This involved the issue of an online survey which was sent to the full membership, circa 25,000. There were over 500 responses to the on-line survey and in many cases the respondents provided helpful comments in addition to answering the questions. The IRP also followed up with a further 106 respondents in the most appropriate and efficient manner who indicated that they wished to be contacted by the IRP to discuss their survey response. From this a further 20 individuals were contacted by a member of the IRP. The IRP also attended the National Regional Forum held on 12 January 2018, the National Council meeting held on 13 January 2018 as well as other events throughout the country. Many 1:1 interviews were also held throughout the consultation process including, TTE Board members as well as principal stakeholders such as Sport England. (See Appendix B for a full list of consultations undertaken).
- **Triangulation of findings.** At a workshop, the IRP drew on what had been learnt to develop an appropriate structure that would address the key part of their remit, complied with the five good governance principles and considered feedback from members collated as part of the consultation process.
- **Final Report.** The result of this process is this Final Report. It is not intended to be the last word on Governance in Table Tennis England. The IRP would welcome comment from the wider Table Tennis community on the proposals. Indeed, there is still much to be done to ensure that the proposals are successfully implemented, and the engagement of the wider Table Tennis community will be essentially to this task

The process undertaken is depicted in the diagram overleaf and the remainder of this report is broken down into a series of sections detailing the findings from this review and consultation process, the emerging critical issues to take forward, how the IRP has reached its preferred governance model and the detailed recommendations.

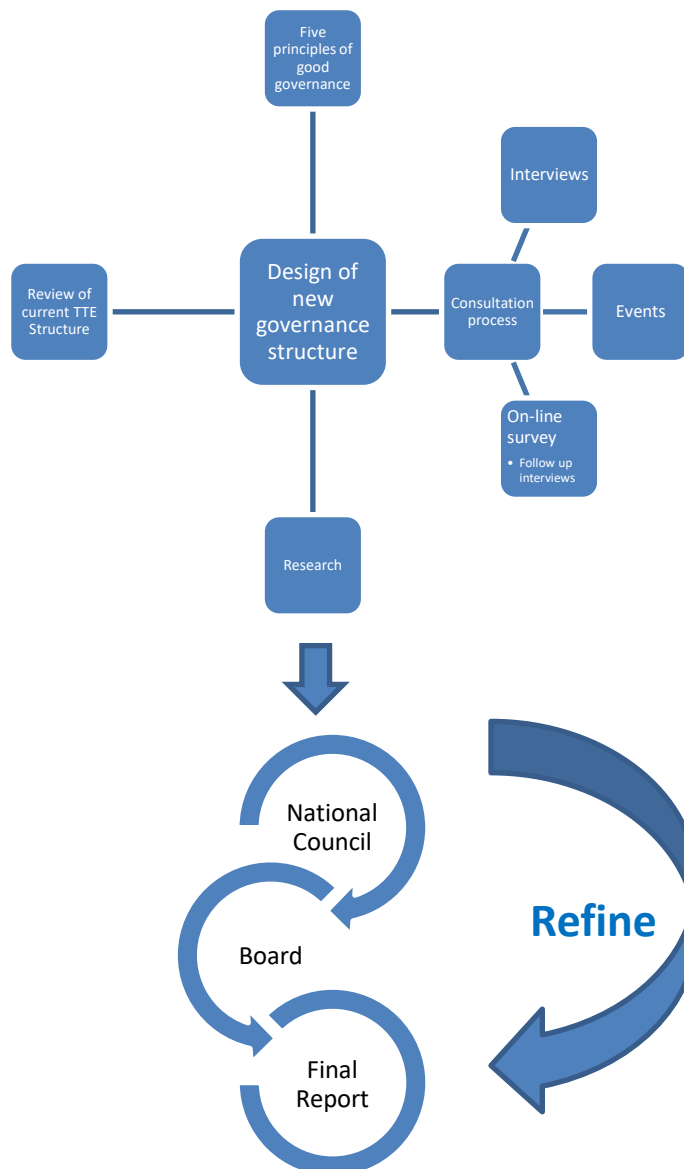
IRP Process

This diagram attempts to depict the process undertaken by the IRP during the review as set out above. It shows the tasks in reviewing the new governance structure and a process of refinement, including, feedback to the Board and National Council. Following which this final report was released.

Consultation Process

This review process itself comprised a far-reaching consultation process that covered the full membership of Table Tennis in England.

- We have consulted.
- We have listened.
- We have concluded.



3. FINDINGS, CONCLUSIONS AND CRITICAL ISSUES

To allow the IRP to reach its conclusions a structured approach and methodology was applied throughout the review process. This section draws out the key findings from:

- The IRP research into good governance.
- The consultation process, including, on-line survey; 1:1 interviews and feedback events.

At the end of each sub-section the key conclusions reached by the IRP are articulated and the critical issues to carry forward are then explored.

3.1 Overview of Corporate Governance

a) Key Principles

What do the IRP mean by “corporate governance”? *Whilst* there is no single accepted definition of corporate governance, certain key corporate governance principles underpin all the various codes and guidelines. However, the actual requirements will depend on the nature of the relevant organisation and the role it has. Some definitions of corporate governance are set out in Box 1.

Box 1 – Definitions of Corporate Governance

<ul style="list-style-type: none">• The UK Corporate Governance Code states: <i>“Corporate governance is the system by which companies are directed and controlled.”</i> <i>“Corporate governance is therefore about what the board of a company does and how it sets the values of the company. It is to be distinguished from the day to day operational management of the company by full-time executives.”</i>• Professor Karl George, MBE, Managing Director, The Governance Forum and member of the IRP, states that: <i>“Failure at any level in an organisation can normally be traced back to the governance and leadership of that organisation. Governance is not just about adherence to rules and regulations and cannot be designated to a function or a department within an organisation. Governance should be integrated across the whole organisation. It is much more than the management of processes, although that is important. It is much more than having systems in place, although once again that is important. Governance is about the systems and controls in place to ensure an organisation is managed efficiently and effectively. It is about the strategic oversight of the Board and their co-existence with the [executive]; [operational staff]; and [members] within that organisation. It is about the attitudes of Board members, the management of risk and standards in public life”.</i>
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What all corporate governance principles do is to:

- set out how organisations can arrange or design themselves (both in terms of structure and process) to make the best decisions possible.

That does not mean that if an organisation adopts best corporate governance principles it is guaranteed to make the best decisions possible, but it should minimise the risk of bad decision making. It is also important that organisations do not just go through the motions of following best practice; the culture and attitude of those involved in the decision-making processes is also important.

Whilst the concept of corporate governance was aimed largely at publicly listed companies, other sectors have also adopted the need to adopt corporate governance practices and guidelines. Accordingly, examples of good practice are seen throughout the UK landscape, e.g. the charity sector produced a Community Code, and in sport the Sport England Code was produced in 2016.

b) The Sport England Code of Governance

Within the UK Sport and Sport England “Code for Sports Governance” (the Code) many of the principles set out are widely accepted as being elements of good practice in corporate governance. However, unlike most of Governance codes, the Code contains a mandatory set of requirements for those sports organisations seeking public funding, as required by the Government in its 2015 strategy Sporting Future. The requirements of the Code as they apply to an organisation such as TTE are summarised in Box 2. Notwithstanding this specification of mandatory requirements, the IRP are also of the view the Code is based on current good governance principles and in undertaking this review the IRP have been very clear that the requirements of the Code are met in making any recommendations.

Box 2 – Requirements of the SE Code (as they apply to TTE)

- The Board will be the **ultimate decision-making body**.
- A Council shall **not be able to override** the Board.
- Where a Council is permitted to appoint Directors, such appointments shall reflect not more than **one third** of Directors.
- UK Sport and Sport England reserve the right to require an organisation to **appoint an independent chair**.
- At least 25% of the Board **shall be independent** non-executive directors (NEDs).
- All appointments shall be **made on merit** in line with skills required.
- Appointments [of Chair and independent NEDs] must be via **an open, publicly advertised** recruitment process.
- Role of a Council **within the parameters** set by the Code.

c) Governance in Other NGBs

In considering good practice, another area of review was to identify what already existed in other bodies and to determine whether there is a “gold standard” already in place. On behalf of the IRP, RSM conducted desk based and empirical research into many other sports governance structures to determine if such a gold standard existed. Sports bodies included:

- Archery GB
- British Cycling
- British Gymnastics
- British Lawn Tennis Association
- British Wheelchair Basketball
- RFU
- Badminton England
- British Equestrian Foundation
- British Judo Association
- British Mountaineering Council
- Football Association

It quickly became apparent that there was no single governance structure which the IRP felt could be followed by TTE. However, there were some specific elements of these Governance models that might be worth incorporating into Table Tennis.

d) Myners Review – Good Governance in Member-Focussed Organisations

The IRP also reviewed Governance models in other (non-sports) organisations. As part of this review, the IRP was struck by the appropriateness of what Lord Myners had developed as part of his Governance review of the Co-operative Society. There were clearly some similarities with TTE – both are member-focussed organisations where the values of the organisations are important to the membership. At the same time, there are clearly differences between the two organisations and any structure proposed for the Co-operative Society would need to be refined for Table Tennis – but it looked like a good starting point for developing ideas.

The Myners recommendations for the Co-operative Society are summarised in Box 3.

Box 3 – Myners Recommendations for the Co-operative Society

- Put in place a Group Board that possesses the skills and experience, as well as the commitment to co-operative values, that will enable it to match in quality the boards of its primary competitors.
- The creation of a new National Membership Council, to provide a powerful representative forum of elected members for holding the Group Board and Executive to account, and for acting as the guardian of co-operative values.
- The extension of full membership rights to all Individual Members, consistent with the fundamental co-operative principle of ‘one member, one vote’ and substantially increasing the scope for genuine participatory democracy.

At the heart of these recommendations are:

- the Board should be the ultimate decision-making body; and
- a powerful National Membership Council should exist which represents the interests of the members and acts as the guardian of the values of the organisation.

3.2 Consultation process – Findings and conclusions

Clear messages were received by the IRP throughout the consultation process which included: an on-line survey; 1:1 interviews with the TTE Board; Interviews with other stakeholders; attendance at other events such as National Council and the Regional Forum. From this process the IRP drew out a few key themes which are detailed in the paragraphs which follow. Full details of the on-line survey responses will be shared on the TTE web-site with this report and the survey questions are included in Appendix C.

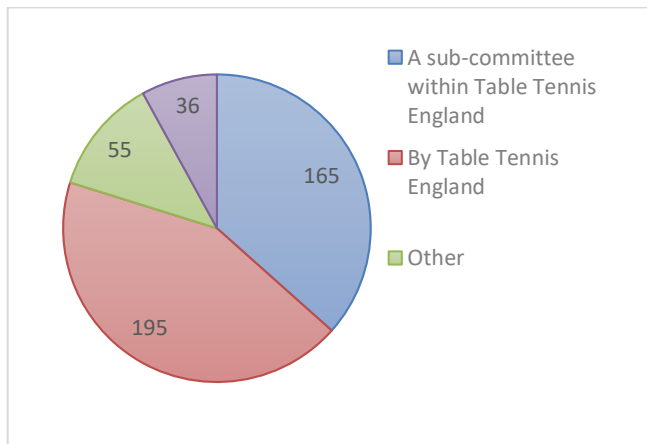
a) Role and structure of the Board, Table Tennis England Management and Staff

The Board in this context means the directors of the Company comprising the Elected Directors, the Appointed Directors and the Chief Executive Officer.

Currently the Board is responsible for managing the business of TTE save for those matters that need to be considered at the Annual General Meeting. The Board is responsible for issues such as setting the strategic direction of the organisation, the approval of the annual business plan, approval of budgets and the formulation, planning and monitoring of the policy of TTE.

The current role is consistent with what one would expect to see as set out in section 3.1 above.

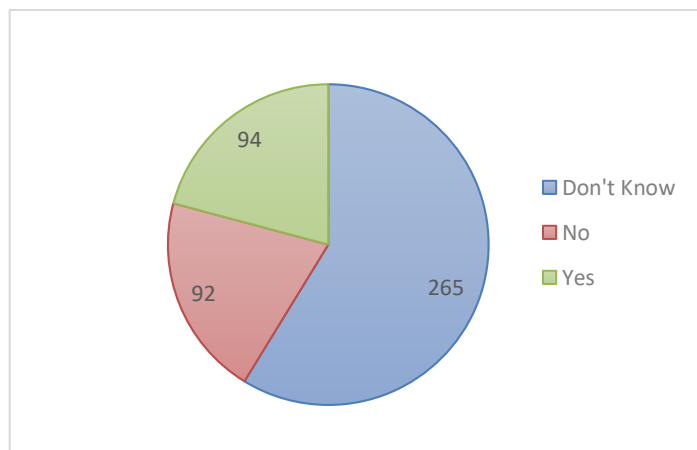
Throughout the consultation process there was also general agreement that the current role of the TTE Board was appropriate.



Where should the responsibility for organising the competitive game lie?

However, there are issues that TTE and its Board should consider in the way it operates, whilst recognising that

some improvements have been made. For example, the survey results and interviews suggest that the Board is too operational and can sometimes be like a SMT with not enough strategic thinking or focus on the future. Board members are perceived as being “too friendly” with each other. There is a clear message that the Board is not widely known outside the Board room and it is perceived as lacking in skills around events, administration and strategy. However, the IRP is aware that the Board has carried out a skills audit which shows it believes that it has an appropriate skill-set. Again, this probably indicates a lack of communication on the role of the Board and what are the appropriate set of skills for a strategic, non-Executive Board. On a more positive note is that the sub-committee structure has improved.



Is the level of communication between the Board, and other stakeholders including the public appropriate?

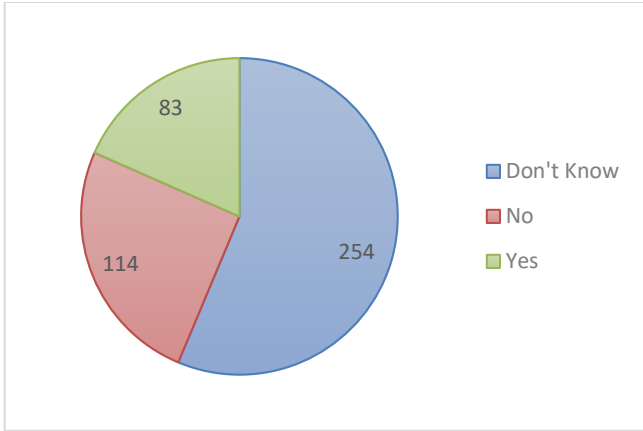
Whilst the Board should set the strategic direction of an organisation, the Chief Executive is responsible for establishing the operational arrangements required to fulfil the Boards’ direction. Consistent feedback received throughout the consultation process is that the senior management team (SMT) need to be given (or take) more authority. There is a perception that staff spend too much time responding to queries, are used by volunteers for events which is seen as poor value for money and generally do not understand Table Tennis. A consequence of this, actual or otherwise is that there is high turnover in staff.

b) Role of the National Council, Counties and Regions

Many sports organisations have a Council or similar body which is made up of representatives from the wider membership. Often the existence of a Council is for historical reasons where originally a Council was the main policy-making body of the organisation. However, over time, sports organisations have recognised the need for there to be a more streamlined decision-making process. This has led to the introduction of a Board to be the main decision-making body, along with an executive to run the organisation on a day-to-day basis. As a result, this has led to the ongoing debate of what a Council’s role is or should be. Along with many other sports organisations this has occurred in Table Tennis.

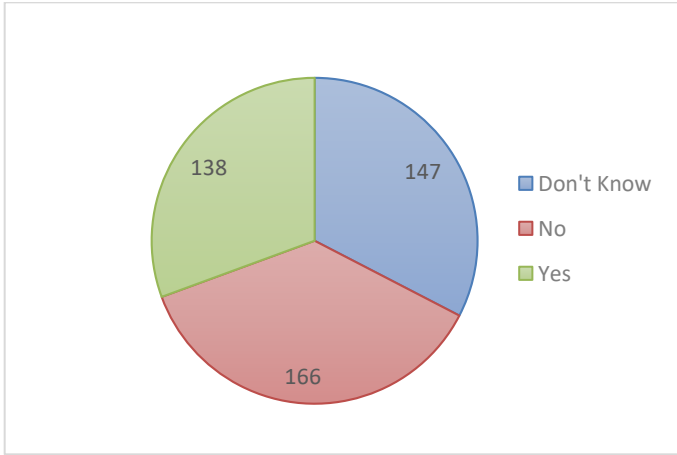
In Table Tennis, the National Council is made up of representatives of the county associations, i.e. representation on the Council is geographically based. Each County elects a representative to serve on the National Council and attends meetings four times a year. The current role of National Council is to act as an advisory panel to the Board and as a liaison point between counties, leagues, clubs, players and/or the special interest groups they represent. The Councillors receive reports from Board members and senior staff and discuss topics of interest to Table Tennis in England.

Feedback throughout the consultation highlighted that the National Council in its current format “is broken” and not linked to the membership or groups that it is meant to represent. Many people were not aware that the National Council existed or what it did. Furthermore, there was also feedback that the actual meetings were poor and that the behaviour and attitude of some National Councillors in these meetings was unconstructive and unhelpful which further contributed to it being a “broken” body.

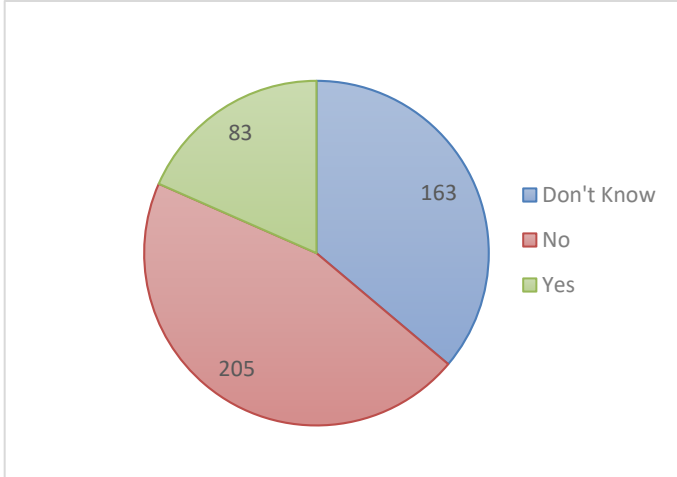


Does the National Council accurately represent the thoughts and views of the membership?

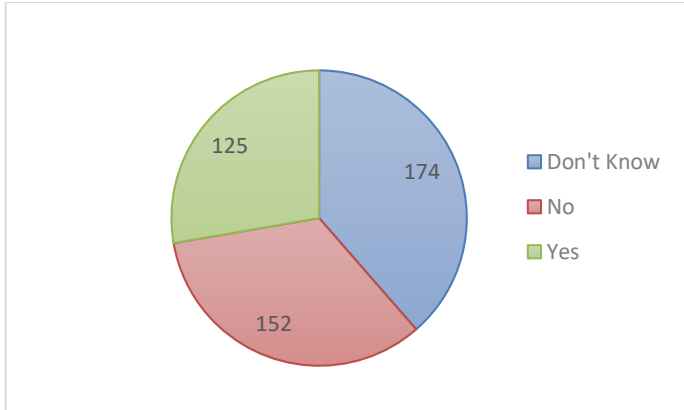
Similarly, the role of Counties and Regions and how these linked into the National Council was unclear. Of the responses received that replied yes or no it was a 50% split but more notably the number of “Don’t knows” suggest a compelling reason to change.



The role of County Associations is well understood?



The role of Regional Associations is well understood?



Do you think the role of National Council is clear and appropriate?

Although only about 25% of respondents thought the role of National Council is clear and appropriate, the IRP is in no doubt that good governance requires an organisation to engage with its membership. It is also ultimately the membership that the Board is accountable to. The IRP also believes that a member-representative body of some sort would help the Board with its decision making and responsibilities. What the IRP has grappled with is how to make this work better going forward.

c) Voting, Company members, AGM

Voting is an area where the feedback throughout the consultation raised some areas of concern. Strictly speaking, voting arrangements are outside the scope of the Phase 1 review but the IRP has felt it is necessary to articulate some of the concerns raised due to their elevated level of frequency. It is strongly recommended that voting arrangements are included in Phase 2 of the review.

There are two types of votes in which Counties and Leagues can contribute towards, namely, AGM voting and the election of directors. These are summarised in Box 4.

Box 4 – Voting at AGMs and for Election of Directors

AGM Voting

The AGM takes place in July each year. County Representatives (National Council) and League Representatives vote on matters such as the annual Player Membership fees for the upcoming season, make honorary appointments, consider and determine any alterations to the Rules and appoint auditors for the upcoming year.

Each League Representative and County Representative is given 1 vote for each Player Member within their constituency. For Ordinary Resolutions, a simple majority is required for it to pass; for Special Resolutions e.g. changes to the Articles of Association, at least a 75% vote in favor of a Resolution is needed for it to pass.

Election of Directors

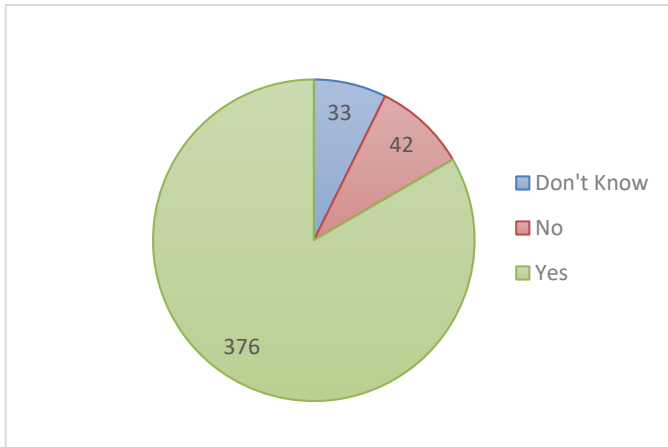
Under the current Articles of Association, three Directors are directly elected to the Board. These elections will be undertaken by a postal vote of Company Members. By default, this will happen once every 4 years.

The voting is weighted proportionally, with each Company Member receiving 1 vote, each County Representative receiving 1 vote and each League Representative receiving a set amount of votes depending on the number of teams in their league (as detailed below). The positions which receive a majority vote will be elected into post.

Number of teams in League	Number of votes the League Representative receives
< 30	2 votes
31 – 100	4 votes
101+	6 votes

Feedback received throughout the consultation process was that the current arrangements are too complex. There is potentially a conflict when the wishes of the membership and the views of National Councillors differ. The

governance review was seen as providing an opportunity to address these concerns with one option recurring which was to have one member one vote opportunity for AGM and director appointments and for much greater transparency.



Should voting decisions by Councillors at AGM and EGMs be made known after votes have been cast?

d) Other Issues

Many other comments and issues were raised during the consultation process. Some of these related to the Governance issues we were considering as part of Phase 1 of the Review, and these are listed below. However, other issues had a broader focus which were outside the scope of the Review. Nonetheless, the IRP recognised that these issues were very important to the membership and indeed to the development of the game. The IRP has captured these issues so that they can be addressed by the Board and/or TTE staff as appropriate.

(i) Governance-related issues

- Counties, leagues, clubs and regions structure is too complex;
- poor communications with the membership through a lack of personalisation of communications;
- the role of Regions is unknown;
- enable counties, leagues and clubs to play a more active role in governance.
- need more technology on voting and communications. There were many suggestions that better use of technology such as social media could be made;
- there is a lack of clarity of role/responsibility of the various committees/groups on the Support & Advisory Network;
- there are potential conflicts of interest of National Councillors; and
- affiliation fees levels and what they are used for.

The IRP has incorporated these issues into the development of the IRP’s thinking on a suitable Governance model for TTE.

(ii) Broader issues

Examples of the broader issues were:

- organisation of the competitive game needs enhanced;
- player welfare (particularly relating to elite players) needs improved;
- TTE Staff are not sufficiently responsive to the membership; and
- volunteers do not receive sufficient support

The IRP recognised the importance of these issues, but felt they were not within their remit. So that they can be addressed by the Board and/or TTE Staff, the IRP has described the issues raised in more detail in Box 5.

Box 5 – Description of Broader Issues

Organisation of the Competitive Game

The organisation of the competitive game is clearly an important issue to much of the membership – indeed perhaps the most important one. Many comments were made that the management of the competitive game needed to be improved. The IRP has received one detailed suggestion about how the competitive game was organised which envisaged a greater role for volunteers and a ring-fenced budget from affiliation fees. Other comments echoed these points, at least in part. However, the responses in the Questionnaire indicated an overwhelming preference for the management of the competitive game to remain within TTE as at present.

Player Welfare

Elite athletes are vital to the success of any sport. The elite athletes share the same ambitions as the NGB and are a vital resource for the sport. However, to succeed at the highest levels, top athletes are expected to devote their life to their sport. As a result, top athletes can spend much of their early adult life in a training and competitive “bubble”. This can be detrimental to their mental health and general well-being. NGBs have a duty of care towards their athletes but this is not well developed in many sports. TTE should address issues relating to player welfare. Identifying a role for elite players in any revised Governance structure could be a useful first step.

TTE Staff are Insufficiently Responsive

A number of respondents indicated disappointment about their interactions with TTE staff. It was recognised that whilst all staff were not experts on Table Tennis, a higher level of responsiveness was expected. For example, when grant applications had not been successful, insufficient feedback had been provided. Ping! activities had taken place in towns/cities without any contact or involvement of the local league.

Insufficient Support for Volunteers

Volunteers are the back-bone of the sport – from local through county and regional to national levels. They undertake many different roles from running competitions, through coaching and umpiring. Many volunteers who the IRP spoke to felt isolated and insufficiently supported.

3.3 Critical issues

The consultation process raised several key issues at the highest level of Governance around a lack of engagement with the membership. Given that the National Council and the Board are key to this the IRP focussed much of their energy on resolving issues in this regard. This broadly links to the points 1 and 5 in the table below. However, many the other matters are included in the potential solution in the next chapter.

Reference	Summary of critical issue
1. The Board	The Board should continue to fulfil its role in accordance with the Code. However, it needs to adopt a more strategic role and connect with the wider membership. The composition of the Board should remain skills based.
2. Management information & reporting	The role of different bodies – Board, NC, AGM – need clarity as to what information is reported and for what purpose.
3. Company Members	The existing system of Company Members drawn from both Counties and leagues is complicated and results in duplication of representation.
4. Annual General Meeting	The AGM is currently confrontational and unproductive and does not lend itself to

	promoting the sport. This should be altered to focus on positive issues and focus on the future of the sport.
5. National Council	The National Council carries significant baggage and was seen as “broken” in its current format. A different option may have to be considered here to improve member engagement.
6. Voting	The current system has the potential not to represent the views of the wider membership and lacks transparency.
7. Regions	The Regional Structure is not understood with inconsistencies nationally. It would not form part of the decision-making process and is more operational. It would be for the Board to decide on how best to utilise the regions.
8. Counties	The role of Counties should not lose focus in any revised governance and structure arrangements. To that end they should be represented in any new advisory role.
9. Leagues	Need to have a greater voice in decisions made that affect Table Tennis. They should be included in any new advisory capacity.
10. Clubs/Local Organisations	Currently do not have a direct voice in the governance of Table Tennis but are a key driver in developing the sport. Again, these should be included within a new advisory role.
11. Affiliation fees	Affiliation fees should be set by the Board as the ultimate decision-making body.

4. AN APPROACH TO THE FUTURE

The IRP fully accept and endorse the role of the Board as the ultimate decision-making body of TTE which follows all good governance advice and practice.

The IRP's review of the responses to the governance survey revealed a trend that suggests most of the membership could not or did not have a view on the existing governance arrangements. Their triangulation of findings revealed that this was because most of the membership felt disconnected from all structures within the current governance arrangements and that the views of the membership need to be considered more. Aligned to this is the need for the Board to reach out and communicate with the membership.

Taking all these factors into account the IRP is of the view that a radical change to the governance and structure within Table Tennis is required. In identifying options, the IRP considered the following:

- **Meeting the Good Governance Criteria.** The IRP were clear that its recommendations must meet the key criteria set for good governance. As outlined earlier these included:
 - Engagement, participation and access.
 - Sustainable.
 - Communication.
 - Responsibility and purpose.
 - Value for money.
- **Appropriate for a Member-Focussed Organisation.** The IRP recognised that the model had to be appropriate for a member-focussed organisation. The model should ensure that all members' interests were at the heart of the organisation whilst recognising that the Board should be the ultimate decision-making body. It was important to include different member types and interests were included.
- **Handling Tensions Creatively.** The model should explicitly recognise the potential tension between "democracy" and "professionalism". However, it should ensure that such tensions were resolved "creatively and cooperatively" – rather than "confrontationally and destructively". Indeed, the IRP wanted to avoid an approach that implied a direct choice between democracy and professionalism; The IRP wanted one that had both.
- **The Current System is Not Working.** The IRP review of the current governance arrangements indicated they were flawed and not in line with best practice. This was supported by consistent feedback from the Table Tennis community that the current arrangements were not working and not providing what the membership wanted. Certain key parts of the system were identified as "broken". For this reason, the IRP felt that attempts to repair the existing system would not succeed and that a fresh start was required.
- **No "off-the-shelf" Model from NGBs.** The IRP's review of other sports' National Governing Bodies indicated that there was not an "off-the-shelf" model for governance that met the IRP criteria. There were some specific elements of these Governance models that could be worth considering e.g. increasing the number of elected Directors. However, the IRP gained the impression that, like Table Tennis, other sport bodies had adapted incrementally to changes rather than fundamentally re-designing their Governance processes to reflect best practice.
- **The Myners Review.** As part of the review of governance models in other (non-sports) organisations, the IRP was struck by the appropriateness of what Lord Myners had developed as part of his Governance review of the Co-operative Society.

However, the IRP recommend many other changes and suggestions to improve the governance and decision making of Table Tennis England which will also help the Board with its responsibilities.

As the Board is the ultimate decision-making body it requires informed, expert advice to help it make the best decisions. In line with good governance this role is best undertaken by an advisory group that has wide ranging knowledge about Table Tennis and which represents the interests of the membership. Key considerations for this

group are included in the table below:

Table 1 – Specific Considerations and Requirements for the Advisory Group

Overall Requirement	Specific Considerations	Requirements
The Board as the ultimate decision-making body requires informed advice from an advisory group to make the best decisions	<ul style="list-style-type: none"> • Sustainable • Diversity • Knowledgeable • Engagement & Access • Multiple Pathways • Good Governance (five principles) • Impactful • Fresh Start 	<ul style="list-style-type: none"> • Culture • Skills-based Group • Supported by Sub-groups • Able to appoint to Nomination Committee • Be consulted on key strategic decisions • Act as conduit to and from Members • Accountability • Review at Annual Conference • Subject to Term Limits

In considering the specific considerations and requirements tabled above we considered three options:

Option 1 – Do nothing i.e. continue with National Council in its current form as the advisory body providing the main interface between the Board and the Membership.
Option 2 – Restructure an advisory group into a smaller number of geographically elected individuals, maybe selected by regions, interacting with the Board.
Option 3 – Structural reform, non-geographically based, skills based advisory group, interacting with the Board

Options Appraisal

Given the feedback from the consultation process and the legacy of its operations the IRP took the view that Option1 was not a viable option. The IRP then considered Options 2 & 3 in more detail. The IRP assessed them both in detail against the Specific Considerations set out in Table 1. The results of this assessment are shown in Table 2.

Table 2 – Option appraisal

Specific Considerations	Option 2	Rationale	Option 3	Rationale
<ul style="list-style-type: none"> • Sustainable i.e. pipeline of people available to undertake role in the long term. 	Not met	Geographically it is difficult to find individuals who want to sit on an advisory body. Under this option the IRP believe that this would continue.	Met	A broader constituency will mean that there is a much wider range of people to draw on. Succession planning will be possible.
<ul style="list-style-type: none"> • Diversity i.e. representative of age, gender and ethnic groups within Table Tennis. 	Not met	The smaller number of attendees would not be representative of the Table Tennis community.	Met	The broader constituency of MAG will mean it is more representative of the TT community. If necessary, specific sub-groups can be created to ensure diversity.
<ul style="list-style-type: none"> • Knowledgeable i.e. provide wide ranging knowledge of Table Tennis and those who play the game. 	Partially met	This would continue to be geographically elected. In practice, whilst certain individuals currently have a wide knowledge of TT, it cannot be certain that this will always be the case.	Met	The skills-based approach means that the MAG will be able to draw on the full range of knowledge of TT e.g., players, coaches, umpires, officials, clubs etc.
<ul style="list-style-type: none"> • Engagement and access i.e. able to pro-actively engage with the TT community and provide a route to the Board and vice versa. 	Partially met	As it would maintain geographical inks, it would engage with local counties and leagues, but not with a wider constituency within TT. It would not be an easy body for members to access.	Met	Engagement will be achieved by the diverse range of skills-based sub-groups. It will be easier to access the MAG through sub-groups.
<ul style="list-style-type: none"> • Multiple pathways i.e. so individual members can have their voices heard 	Not met	Single pathway via Region.	Met	The skills-based sub-groups will provide multiple pathways.
<ul style="list-style-type: none"> • Good governance i.e. meets the five (5) principles the IRP has set out. 	Met	But will require significant changes to the current structure.	Met	Follows the 5 principles and will comply with the Code.
<ul style="list-style-type: none"> • Impactful i.e. outcome focussed with clear roles and responsibilities. 	Met	It could be allowed to appoint individuals to the Nomination Committee	Met	Clear roles and responsibilities, with meaningful authority e.g., appointments to Nomination Committee.
<ul style="list-style-type: none"> • Fresh start i.e. a clear break with previous structures and legacy issues. 	Not met	It would likely be something so like present National Council that it would not represent the fresh start that members are looking for.	Met	A new structure and a fresh start.

The detailed rationale is given against each assessment. Option 2 meets or partially meets four of the eight criteria, with four not met. By contrast, Option 3 meets all the eight criteria. For this reason, Option 3 – a non-geographically based, skills-based advisory group – emerges as the option that has the best fit with the criteria

4.1 Role of the Members Advisory Group

The IRP has suggested the name “Members Advisory Group” (MAG) to the type of advisory group envisaged by Option 3. But this is just a name for convenience – other names could be developed. What matters is the role of the MAG, which the IRP envisage as follows:

- to provide a source of expert advice to the Board on key issues in Table Tennis and on the perspective of the Table Tennis community;
- work with the Board to promote and uphold the shared values of Table Tennis. Advise the Board and provide feedback to the Board on its stewardship and leadership in upholding the shared values of Table Tennis;
- to be consulted on, and to be able to raise with the Board, key strategic and operational initiatives – subject to any legal and regulatory requirements;
- to communicate with the Board through MAG meetings at agreed intervals and in specified circumstances, as well as electronically when appropriate;
- to be eligible to appoint up to two representatives to sit on the Nominations Committee;
- to work with the Board to provide the Membership with information on any relevant matter, including when and why MAG advice has not been followed and why;
- working with the Board as ambassadors in promoting TTE strategy; and
- to issue an Annual Report to the full membership on the work undertaken by MAG, and its interaction with the Board.

To ensure that the MAG is representative of the Table Tennis community, it should draw on the skills and knowledge from within Table Tennis, comprising players, county & league officials, coaches, technical officials, clubs etc. The MAG should be supported by Advisory Sub-Groups representing Table Tennis e.g. umpires; volunteers; coaches; clubs; counties; competitions etc. utilising existing fora where possible. To ensure that new perspectives are regularly provided within MAG and that the Group is constantly re-energised, the IRP believe that Terms Limits are essential for the members of MAG.

The IRP believe this revised Governance model is a good fit with the principles that the IRP set out above in Table 1. It will provide a powerful body that can interface effectively with the Board. It will provide a more effective mechanism than current arrangements for the membership to express their views and ensure that they are considered by the Board. Given the roles and responsibilities that the IRP has outlined for the MAG, the IRP believe it would be regarded as a “Council” as defined in the SE Code

4.2 Role of the Board

The IRP recognise that the formation of the MAG will not in itself solve all the issues identified during the consultation process and that the Board has a role to play in working constructively with the National Council during the transition phase and following this with the MAG. This will require better and wider engagement with the membership and improved communications.

The IRP felt it important to draw out some key messages for the Board to focus on in considering the recommendations which are detailed in the next section.

Composition

The IRP consider here two specific issues – the appointment of the Chair and the composition of the other

members of the Board.

(a) The Chair

The IRP recognise that in any organisation, the Chair of the Board is a key role. Good governance principles suggest that the best person to do the job is appointed. This in turn implies that the appointment should be through a publicly-advertised, transparent process against a specified skill set; it should also be an open process so that anyone can apply. That is the best way of ensuring the best person to do the job is appointed.

The IRP is conscious that for many years, in Table Tennis the Chair was directly elected by Company Members. However, this approach was changed at the 2017 EGM to bring the process of appointing the Chair in line with the requirements of the Code. As a result, the Chair is no longer directly elected by Company Members. However, these changes do allow an Elected Director to apply for the position of Chair when a vacancy arises. Accordingly, the Chair could be someone who has previously been an Elected Director. So, whilst it is not possible to be Code compliant and have a directly elected Chair, it is possible to have an Elected Director subsequently appointed as the Chair (through an open, transparent recruitment process). The IRP fully support this approach as being consistent with good governance.

The IRP do not see any way in which a directly elected Chair could be compliant with the Code. More importantly, the IRP do not believe such an approach would be consistent with the good governance principles that the IRP has set out. As the role of Chair is such a fundamental role, consideration of what makes an effective Chair should be included in the skills assessment that are used as part of the appointment process.

(b) Other Members of the Board

The Board should be of an appropriate size to:

- meet the requirements of the organisation; and
- have the appropriate balance of skills, experience, independence and knowledge;

Based on the IRP's good governance principles, the IRP believe that the Board should continue to have a mixture of Elected Directors, Independent Directors¹ and other Appointed Directors with a background in Table Tennis. The IRP do not believe there is any specific formula that can be applied to determine the precise mix. Rather it needs to be decided pragmatically. The mix of Directors as set out in the Articles of Association agreed at the 2018 EGM is:

- 3 Elected Directors
- 3 Independent Directors
- 4 Other Appointed Directors

Also on the Board are the CEO of TTE and the Chair of the Board. The CEO is an ex-officio appointment whilst the appointment of the Chair is via an open, publicly advertised recruitment process.

The IRP is satisfied that this mix is compatible with their good governance principles. The current mix is compliant with the Code, which requires at least 25% of the Board to be Independent Directors. Accordingly, the IRP is not recommending any changes to the composition of the Board.

As part of the consultation process, the IRP received suggestions that the Board should consist of a majority of Elected Directors. The IRP recognise that as the precise balance between Elected Directors, Appointed Directors and Independent Directors is a pragmatic decision, this balance between types of Director might evolve over time. However, the IRP believe that having a majority of Elected Directors on the Board would unduly restrict the skills sets available to the Board and accordingly is not compatible with the IRP's good governance principles.

Apart from the TTE CEO, all other Board Members should continue to be Non-Executive Directors. This is consistent with the IRP's view that the Board should focus on strategy, with operational and delivery issues being

¹ An Independent Director is defined by the SE Code as one who is free from any close connection to the organisation, and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be "independent" even if they are a member of the organisation and/or play the sport. Examples are given in the Code of what represents a "close connection" to the sport to help set the boundaries of this term. The definition of an Independent Director used by TTE (as set out in the Articles) is broadly similar to that set out in the Code. However, the TTE definition includes the additional requirement that an Independent Director should have no material or pecuniary connection with the Company. The IRP is satisfied that both the SE definition and the TTE definition of Independent Director represent good governance.

led by TTE staff.

There is a need to ensure that the composition of the Board is skills based and reflects a more diverse member base. The IRP has recommended that the MAG has influence in the appointment of non-elected directors through being able to appoint up to two representatives to sit on the Nominations Committee. This will provide for more influence from the membership as to who sits on the Board as well as providing an opportunity to establish what skills are required on the Board. In recommending that the MAG can make appointments to the Nominations Committee the IRP recognised that the SE Code requires that Independent Directors form a majority on the Nominations Committee.

Culture

The tone from the top is essential in establishing good governance. The Board should set the strategy in accordance with shared values and culture that should be adopted throughout the Table Tennis community. The Board, as the critical decision makers should welcome constructive and positive feedback from the MAG and other stakeholders and should be seen as doing so. This feeds into the next important consideration around engagement and communication.

Engagement

Throughout the consultation process feedback received was that the Board was not engaged with the membership and worked in isolation. Steps need to be taken to better engagement through improvements in accessibility and better connections with the membership. This will ensure that they receive input from multiple sources and that these can be considered in coming to the best conclusions. The MAG will be one forum where this will be addressed but it is a two-way process and the Board needs to be more visible at the grass roots level. Routes might include surgeries, blogs, attendance at county or other meetings and other ways as appropriate.

Accountability

The Board is the ultimate decision-making body within TTE, but it needs to keep the membership informed of its actions and decisions. This happens in several ways. These include:

- regular direct communication with the membership via e-mails;
- road-shows and conferences with specific groups such as coaches, umpires and clubs;
- two-way interaction with the proposed MAG;
- discussion of key issues at the Annual Conference; and
- the Annual Report which is presented at the AGM.

As noted in the section above, the IRP believe that the Board needs to improve its engagement with the membership. This in turn will improve the accountability process.

Focus of the Board

The Code outlines the matters reserved to the Board as often including:

- approval of the organisation's strategy; approval of the long term financial plan and annual budget;
- monitoring delivery of the strategic plan and objectives;
- periodic review of the financial plan and performance against annual budget; periodic review of major risks;
- discussion of, and engagement with, stakeholder proposals and concerns; and a process to identify areas where the Board may be assisted by further education and training.

Throughout the consultation process there was consensus that the Board was too operational and needed to be more strategic in its focus as listed above. Focussing on strategy and matters that affect strategy should be the Board's focus and the Chief Executive Officer should have delegated authority to operationally deliver on the strategy.

The next section includes wider recommendation which addresses the critical issues identified by the review.

5. CRITICAL ISSUES AND RECOMMENDATIONS

The table below sets out the critical issues that the IRP have identified during the course of the review with recommendations that the Board should consider in addressing them:

Ref	Critical issues	Recommendations	Phase
The Board			
1	<p>The Board should continue to fulfil the role envisaged by the Portas Review and as required by the Code.</p> <p>It should continue to be the ultimate decision-making body for TTE. This requires it to be a strategic Board with all its members (except the CEO) in a non-Executive role.</p> <p>Given some of the critical issues the IRP was challenged with the composition of the Board should allow for:</p> <ul style="list-style-type: none"> • Greater diversity; • Skills based; • Good decision making; and • Follow the code. <p>Consequently, the IRP's recommendation is for changes to the composition of the Board to address these critical issues.</p> <p>The Board must be more strategic and act as such. The Chief Executive and her staff should be tasked with implementation of the strategy.</p>	<p>Membership of the Board to remain as set out in the current Articles of Association, consisting of 12 members as follows:</p> <ul style="list-style-type: none"> • Chair • CEO • 3 Independent Directors, including, a Senior Independent Director • 3 Elected Directors • 4 Other Appointed Directors <p>Further information about the process of appointing Directors is set out in Note 1 at the foot of this table.</p> <p>The Board's Nominations Committee to include up to 2 members of a [newly formed] Members Advisory Group.</p> <p>The Board should adopt a strategic focus and be skills based. Authority should be given to the CEO for implementing the strategy.</p> <p>Board to connect with the membership through better engagement.</p> <p>Given that most of membership felt that the Board should be more strategic the IRP strongly believe that the Board should formulate the future strategy of Table Tennis England. This is in line with good governance.</p>	Phase 1
Financial Information & Reporting			
2	<p>The role of different bodies – Board, National Council, AGM – in scrutinising/reviewing management information e.g. financial reports is unclear leading to duplication and confusion.</p>	<p>The Board should be confirmed as having sole responsibility for scrutinising financial reports and challenging the figures and assumptions.</p>	Phase 1

Ref	Critical issues	Recommendations	Phase
	<p>The various roles should be clarified.</p> <p>From the next set of Director Elections, there will no longer be an Executive Treasurer.</p>	<p>MAG/AGM has legitimate rights to be made aware of income & expenditure, how they compare to budget and forecast for year-end.</p> <p>But it does not make sense for MAG/AGM to attempt to scrutinise the financial data in detail as this duplicates (second-guesses) the work of the Board.</p> <p>At the AGM, a high-level summary should be provided of where money is raised and where it is spent. This should be presented in a way that can be understood by the general membership (who are not financial experts or accountants). The Statutory Accounts can be referenced as appropriate.</p>	
Members Advisory Group			
3	<p>Based on best-practice in other membership-focussed organisations, a Members Advisory Group (MAG) should be established as the main membership advisory group to the Board. This Group will have a clearly defined role with respect to Governance.</p> <p>To ensure that the MAG is representative of the Table Tennis community, it should draw on the skills and knowledge from within Table Tennis, comprising players, county & league officials, coaches, technical officials, clubs etc.</p> <p>The Members Advisory Group should be supported by Advisory Sub-Groups representing Table Tennis e.g. umpires; volunteers; coaches; clubs; counties; competitions etc. utilising existing fora where possible.</p> <p>The detailed implementation of the MAG should be developed further in Phase 2 of the Review, allowing time for consultation on the best way to secure an effective implementation.</p>	<p>A Members Advisory Group (MAG) should be established. This will include representation from the counties as this continues to be an important part of the Table Tennis structure. However, it will be expanded to include different skills.</p> <p>The MAG should have the following role:</p> <ol style="list-style-type: none"> 1. To provide a source of expert advice to the Board on key issues in Table Tennis and on the perspective of the Table Tennis community. 2. Work with the Board to promote and uphold the shared values of Table Tennis. Advise the Board and provide feedback to the Board on its stewardship and leadership in upholding the shared values of Table Tennis. 3. To be consulted on, and to be able to raise with the Board, key strategic and operational initiatives – subject to any legal and regulatory requirements. 4. To communicate with the Board through MAG meetings at agreed intervals and in specified circumstances, as well as electronically when appropriate. 5. To be eligible to appoint up to two representatives to sit on the Nominations Committee. 6. To work with the Board to provide the membership with information on any relevant matter, including when and why MAG advice has not been followed and why. 7. Working with the Board as ambassadors in promoting TTE strategy. 	Phase 1 & Phase 2.

Ref	Critical issues	Recommendations	Phase
		<p>8. To issue an Annual Report to the full membership on the work undertaken by MAG, and its interaction with the Board.</p> <p>Membership and composition to be skills based, representing the different constituencies of Table Tennis. It will comprise 12 members, elected by the Sub-Groups (refer to Appendix A). MAG will elect its own Chairman. This may be subject to alteration depending on phase 2.</p> <p>Membership of the MAG will be subject to “Term Limits”. Such limits still to be determined (Phase 2) but will meet the requirements of the Code.</p>	
Company Members			
4	<p>The existing system of Company Members drawn from both counties and leagues results in a large number of Company Members (over 300). Most League Company Members (who comprise 90% of Company Members) are not actively engaged in the governance structures of TTE. The voting system is complicated and results in duplication of representation. The IRP do not believe that the existing system represents good governance.</p> <p>There are a number of approaches to developing an improved system for Company Membership. The IRP believe it would be more effective to have a smaller, more informed group comprising 20 - 50 Company Members. This would provide a knowledgeable, experienced cohort who have a deep understanding of the issues that arise at AGMs.</p> <p>This objective could be achieved in a number of ways. The IRP’s initial recommendation is that Company Membership should be limited to County Representatives. But this should be explored in more detail in Phase 2.</p> <p>Whatever system is adopted, the IRP believe that the voting system should be based on “One Company Member, One Vote” and not weighted by the number of players/teams as at present.</p>	<p>Company Membership should be limited to County Representatives (National Councillors).</p> <p>Voting should be based on “One Company Member One Vote”.</p> <p>Training and induction should be provided to all existing and new Company Members so that they fully understand their role.</p>	Phase 1 & Phase 2
Annual General Meeting			
5	<p>The AGM has many functions that are required by Law (Companies Act), e.g. changes to the Articles of Association, election of Auditors. Alongside the AGM is an Annual</p>	<p>The format of the AGM & Conference should be confirmed so that its purpose, in addition to its statutory responsibilities, is to promote Table Tennis and update the membership on key issues facing the Board.</p>	Phase 1 & Phase 2

Ref	Critical issues	Recommendations	Phase
	<p>Conference which has a much wider role in updating the membership on key issues facing the Sport.</p> <p>Those attending the AGM/Annual Conference have a range of views on the what the role of the AGM is. As a result, the meetings of the AGM have been unnecessarily confrontational and unproductive.</p>	<p>The role of the Board at the AGM should be more clearly defined.</p>	
National Council			
6	<p>Since Portas, the National Council has struggled to understand its role and has not been effective. Feedback from the membership (including members of National Council) is that National Council is broken and should not continue in its current form.</p> <p>The proposed creation of the MAG would mean there would be no need for a National Council.</p>	<p>Reformulate the role in the light of the wider Governance changes proposed (Phase 2).</p> <p>It will not require any meetings following the transition to the MAG.</p>	Phase 1 & Phase 2
Voting			
7	<p>(a) AGM - The changes proposed for Company Membership will simplify/streamline voting arrangements on AGM matters.</p> <p>(b) Election of Directors - Feedback received throughout the consultation process was that the current arrangements are too complex and not fully democratic.</p> <p>The majority stated a preference for one member: one vote. Use of technology could facilitate a proxy vote in which a vote that is not used by a member could be proxied to the relevant league or county.</p> <p>Any changes should involve active engagement with the full membership either through consultation or via the AGM.</p> <p>(c) MAG – Election of representatives to MAG sub-groups and in due course the MAG itself.</p>	<p>Voting rights for the Election of Directors should be considered with a view to moving towards a one member: one vote system, however, there are a number of issues to be resolved. Voting rights will need to be a major focus of Phase 2 of the review.</p>	Phase 2
Regions			
8	<p>Regions were created in response to administrative changes within Sport England, however, Sport England no longer has the same regional focus.</p> <p>The IRP received consistent feedback that the Regional Structure was not understood, was not working well and could add very little extra value.</p>	<p>The IRP do not recommend any increased role for Regions in Governance.</p> <p>They could have a role as a Sub-Group of the MAG, providing geographic representation.</p> <p>The Board and/or the Executive may wish to continue working with the Regional Forum on operational issues such as the organisation of specific competitions and coaching.</p>	Phase 1

Ref	Critical issues	Recommendations	Phase
Counties			
9	Counties play a key role in co-ordinating league activities within their area of jurisdiction and should continue to do so.	The IRP do not envisage any major changes in the role of counties in Governance. National Councillor's will continue as Company Members subject to future amendments. How counties feed into the MAG needs to be determined.	Phase 1
Leagues			
10	Leagues are the primary competition organisers at local level and play a key role in development and the competitive game.	Leagues will no longer provide a Company Member. But through their representation in their county association, they should feed into decisions made by Company Members.	Phase 1 & Phase 2
Clubs/Local Organisations			
11	Bigger clubs, e.g. those with their own premises/facilities, have become the key drivers of development. They should be encouraged to work closely with TTE and in return be supported by TTE. They currently have no direct voice in Governance.	Clubs should form one of the Sub-Groups of the MAG and be represented on the MAG itself. More generally, the Board/Executive should work directly with Clubs through better engagement and communication.	Phase 1
Affiliation Fees			
12	This was a recurring theme, so the IRP have taken a view to consider affiliation fees. Currently, affiliation fees are passed by Ordinary Resolution at the AGM. This conflicts with the role of the Board as the ultimate decision-making body of TTE. It is common practice in other NGBs, for affiliation fees to be set by the Board.	The Board should have responsibility for setting affiliation fees and explain the value for money in the use of fees. The Board should consult with MAG and the AGM on both the forward strategy for affiliation fees and the precise levels proposed each year.	Phase 2

Note 1 – Process for Appointments to the Board

The CEO is an ex officio member of the Board.

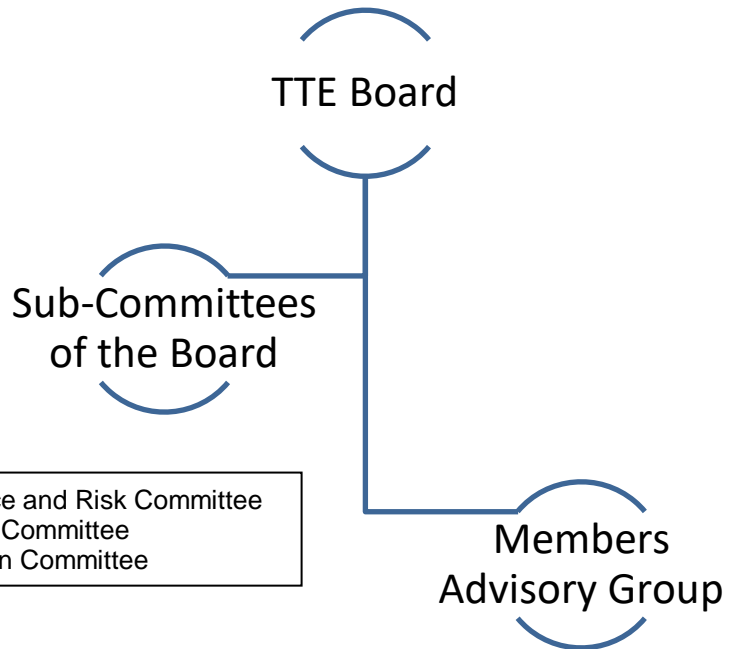
The Elected Directors are appointed through the process set out in Article 23 of the Articles of Association.

The Chair, Independent Directors and Other Appointed Directors are appointed by the Board following an open, publicly advertised recruitment process and subsequent recommendation by the Board's Nomination Committee. The ultimate decision on these appointments is made by the Board. The TTE Articles currently require that three Directors be Independent Directors; this meets the minimum requirements set out in the Code. The definition of an Independent Director is given in Section 4.2(b) of this report.

The Chair of the Board cannot be directly elected; the appointment must be through an open transparent process to which anyone may apply. A member of the Board (including an Elected Director) can be appointed Chair, provided this is done as part of the open, transparent recruitment process. The IRP has assumed that if an Elected Director is appointed as Chair, this creates a casual vacancy for an Elected Director which is then filled via the process set out in the Articles. It would be useful if this point was confirmed.

APPENDIX A: REVISED STRUCTURE

Phase one



Audit, Finance and Risk Committee
Nominations Committee
Remuneration Committee

Phase two



Examples for illustration purposes.
Actual sub-groups to be determined during

APPENDIX B: CONSULTATIONS

Consultations undertaken during the Phase 1 review:

Type
On-line survey questionnaire issued to the membership
Circa 550 responses returned and analysed
1:1 Interviews held
Board members
Others e.g. Sport England
Written contributions all considered
Attendance at Regional Forum event
Attendance at National Council
Kent "Town Hall" event
Follow-up to survey questionnaire – 106 respondents

APPENDIX C: SURVEY QUESTIONNAIRE

Below is a copy of the survey questionnaire that was issued to circa 25,000 members.

Welcome to the Table Tennis England Governance Questionnaire

Table Tennis England complies with "A Code for Sports Governance", published jointly by Sport England and UK Sport, as it is mandatory in order to receive public funding.

The Board has appointed an Independent Review Panel (IRP) to seek the input of members, with a view to making recommendations on the future governance structure of Table Tennis England. The IRP will only make recommendations which are Code-compliant.

The following questions will help the IRP with its review into Table Tennis England's overall Governance and the three aspects of this, being: Governance at a national level, Communication and Stakeholders & Structure. Whilst the questions are not divided into these sections, you will see that they address these three aspects

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Personal Section

P1. Please state your name:

P2. What is your main role within Table Tennis? For example: official; player; coach.

P3. What is your main level of involvement with Table Tennis England. Please select:

- Board National Council Regional County Leagues Club Other

P4. Which County do you reside in?

P5. Which age group do you fall into?

- Under 18 19 - 25 26 - 35 36 - 45 46 - 55 56 - 65 Over 65

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Governance Section

This section attempts to seek your views on the governance structure within Table Tennis England; communication with members, clubs and leagues; and stakeholders and structure. It's aim is to facilitate understanding of what works well and what could be improved.

G1. Do you think the role, structure and purpose of Table Tennis England at all levels is clear and appropriate?

- Yes No Don't Know

G2. Do you think the structure of Table Tennis England allows the business to be managed appropriately and for Table Tennis England to represent the interests of its members, stakeholders (such as funders and sponsors) and the sport as a whole?

- Yes No Don't Know

G3. Do we need a formal structure for competitions with an agreed set of criteria and parameters and under a common umbrella as against the current situation where some operate independently?

- Yes No Don't Know

G4. Where should the responsibility for organising the competitive game lie? Please select:

- By Table Tennis England A sub-committee within Table Tennis England
 Outside Table Tennis England Other

G5. Bearing in mind that Table Tennis England should be led by a Board which is collectively responsible for the long-term success of Table Tennis England, do you think the composition of the Board is fit for purpose, appropriately diverse and that it includes a sufficient number of independent people who are free from a close connection to the organisation who can provide constructive challenge?

- Yes No Don't Know

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Governance Section - G6. What skills should the Chair of Table Tennis England have (Please number in order of priority 1 being the highest priority and 5 being the lowest priority)?

Ambassadorial (internal and external)

Manage the board

Relationship with CEO and executives

Commercial acumen

Table tennis background



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G7. Is the recruitment of members of the Board of Directors subject to a rigorous and transparent procedure?

- Yes No Don't know

G8. What would you consider to be the ideal length of time a Board of Directors member should serve? Please select:

- (A) four terms of two years (B) two terms of four years (C) three terms of three years

G9. The role of County Associations is well understood?

- Yes No Don't Know

G10. I have suitable access to my County Association?

- Yes No Don't Know

G11. The role of Regional Associations is well understood?

- Yes No Don't Know

G11a. I have suitable access to my Regional Association?

- Yes No Don't Know

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G12. Do you think the role of National Council is clear and appropriate?

Yes No Don't Know

G13. Does the National Council accurately represent the thoughts and views of the membership?

Yes No Don't Know

G14. Do you think the size and composition (currently 37 councillors) of the National Council is fit for purpose and suitably representative of the sport?

Yes No Don't Know

G15. Should there be a maximum time limit for National Council members to serve?

Yes No Don't Know

G16. Does the National Council have the information it needs to carry out its role appropriately?

Yes No Don't Know

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G16a. If no, what further information do you think it should have and why?

G17. National Council is an advisory group and the conduit for information flow to and from the board. As such to what extent should the Board make decisions that reflect National Council views (Scale 1 - 5)?

1 2 3 4 5



G18. Should voting decisions by councillors at AGM and EGMs be made known after votes have been cast?

Yes No Don't Know

G19. Should voting decisions by those carrying multiple votes such as league representatives at AGM and EGMs be made known after votes have been cast?

Yes No Don't Know

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G20. Is the level of communication within the Table Tennis structures appropriate?

Yes No Don't Know

G21. Is the level of communication between the Board and National Council appropriate?

Yes No Don't Know

G22. Is the level of communication between the Board, and other stakeholders including the public appropriate?

Yes No Don't Know

G23. Is the level of communication between the National Council, and other stakeholders including the members appropriate?

Yes No Don't Know

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Are there any other views or comments you wish to express about how the role, purpose and composition of Table Tennis England could be improved?

Would you like an opportunity to discuss your responses with a member of the Independent Review Panel?

Yes No

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APPENDIX D: INDEPENDENT REVIEW PANEL

Brief CVs of the members of the Independent Review Panel are provide below.

Marc Mazzucco, RSM Partner and Chair of IRP

Marc joined RSM from PwC where he worked as a Director for over 15 years. During that time, he was responsible for public sector and led PwC's charity consulting team as well as undertaking internal and external audits. Latterly, he led PwC's Global sports bid team.

Marc now leads RSM governance and risk advisory services and has over 25 years of business advisory experience. Marc's experience lies in appraisal, design and establishment of business models, operating models and alternative service delivery models. His focus is on ensuring that sound governance and risk management prevails during the periods of development, operation and growth to ensure that these entities become commercially sustainable, represent VFM and provide quality services to customers, both now and in the future. Marc has reviewed the governance arrangements across many public-sector organisations including local authorities and their maintenance arms, universities and their commercial trading arms and charities and their trading arms.

Marc has worked with clients in both the corporate sector such as Luceco PLC, and the public sector including; charities, emergency services, housing, NHS and local government.

Marc has worked with several Sports Governing bodies and major events Organising committees including: Commonwealth Games Federation, FIFA, Olympics and Americas Cup. He has worked with Glasgow 2014 Commonwealth Games, England World Cup 2018 bid, Melbourne 2006 Commonwealth Games, Beijing 2008 Olympic Games and Americas Cup San Francisco 2013.

He was responsible for initial financial budgets and governance set up as well as risk identification at these events. Marc has assisted many clients with the development of their risk management and governance arrangements, the majority of which has included Board and/or audit committee development support.

Jonathan Hall, Independent member of the IRP

Jonathan has over 20 years' experience in sport ranging from senior leadership roles in two large national sports governing bodies, The FA and the RFU, to the commercial world of IMG. He entered the sports world after training as a lawyer at Cambridge University and US firm Baker & McKenzie. He has first-hand experience of many of the key areas of running major sports governing bodies including an excellent track record of managing key stakeholder relationships and the important areas of corporate and regulatory governance in sport. As well as having led several large executive teams and acted as deputy FA General Secretary, he also has extensive experience of acting as a director and trustee on various Boards within sport.

More recently he has advised and helped British Judo lead its corporate governance changes and related compliance with the Code of Governance for UK sports.

Karl George, Independent member of the IRP

Karl George MBE, Managing Director at the Governance Forum is a thought leader and internationally established consultant in governance, with over twenty years combined experience in accountancy, business and strategic development. An accountant by profession and successful businessman, he is a visiting professor, established author and conference speaker.

Karl works with boards and senior executives, including CEOs in the private, public and voluntary sectors to develop or redefine their corporate strategy, improve how high performing boards operate and to implement effective board behavior. His work with over one hundred organisations appraising their governance, alongside his extensive work with boards, has helped him to develop a kite-mark for governance and a governance framework that has been endorsed by Sir Adrian Cadbury.

Karl is also one of the founders of the Association of Corporate Governance Practitioners (ACGP).

Neil Hurford, Member of the IRP

With 45 years' experience of Table Tennis as a player, coach and administrator at all levels – club, league, county and national, Neil has been involved in the game in many parts of England – from Lincolnshire, Lancashire and Yorkshire in the North to Hertfordshire, Oxfordshire and Berkshire in the South.

Neil now plays his league Table Tennis in Oxford, Didcot and Reading, as well as representing Oxford in the over-60s county championships. He is an active member of his local Premier Club and a National Councillor for Oxfordshire.

Neil has a broad business background, with wide experience as a consultant and project manager. He is currently a director of a software company.

Phil Ashleigh, Member of the IRP

As a licensed UKCC Level 3 coach Phil has tutored and assessed coaching courses since 2003, teaching and mentoring several hundred coaches over this period. Phil has been Head Coach at Mossford TTC since 1990 and part of the management team that have developed the club from modest beginnings into a substantial organisation with a significant and well-regarded coaching operation.

Phil has played Table Tennis for many years and competed at junior county level, local leagues, British League and many tournaments. He joined National Council in 2016 and has since become an active participant. He is passionate about Table Tennis and is committed to help make the experience of our sport as good as it can be.

Phil has an extensive background in Sales Management, Marketing and Logistics leading to setting up and successfully running his own business consulting with clients and providing best routes to market and strategic realignment. In recent years he has also worked in Facility Management controlling Operations in a multi-million-pound venue in the charity sector.

Shaun Parsley, Member of the IRP

Shaun has played competitive Table Tennis for 30 years and additionally he continues to serve as a committee member for the Norwich League.

Working as an actuary in financial services for almost 20 years, Shaun has held a number of senior positions often focussed on the building of their governance frameworks, product development and pricing.

Currently he is working as an advisor to a number of start-up businesses supporting the evolvement of their operational capability.

FOR FURTHER INFORMATION CONTACT

Marc Mazzucco
Chair of IRP

Centenary House
69 Wellington Street
Glasgow
G2 6HG

T +44 (0) 141 285 3936

M +44 (0) 7711 036 197

Marc.Mazzucco@rsmuk.com