

# GOVERNANCE DIRECTOR – INTEGRITY AND GOVERNANCE

## TERMS OF REFERENCE:

### GOVERNANCE DIRECTOR – INTEGRITY AND GOVERNANCE TO THE WORLD PROFESSIONAL BILLIARDS AND SNOOKER ASSOCIATION (WPBSA)

#### Background

The World Professional Billiards and Snooker Association (WPBSA) is the world governing body and manages the sports of Snooker and English Billiards.

WPBSA is a member owned private company limited by guarantee with subsidiaries and committees.

The WPBSA articles of association govern how the directors proceed and the operational requirements. The main objectives are listed below and are subject to change/review:

- Global promotion and sports development in all age groups and create a diverse and inclusive sport for all
- Protect the integrity and reputation of the sports
- Professional player support and representation
- Official rules of the sport and technical issues
- Grassroots and amateur sport development
- Coach development and referee training

The WPBSA actively encourages good governance cascading through the organisation, transparency, accountability and financial integrity. WPBSA maintains risk management and internal control systems which are regularly reviewed and monitored to ensure they are effective and provide reasonable assurance.

#### Key Requirements

The role of a Governance Director – Integrity and Governance (GDIG) for the WPBSA will be expected to contribute to the board's effectiveness by providing independent and objective advice in a number of areas, including strategy, performance, risk management and reporting.

The WPBSA requires the GDIG to be competent and demonstrate high ethical standards of integrity and probity.

The role of the GDIG will be expected to focus on board matters and not on the day-to-day running of the business, provide independent and objective advice on business issues, appropriate levels of knowledge and experience and where necessary specialist knowledge.

Personal qualities such as sound judgement, ability and willingness to challenge and probe effectively and constructively whilst demonstrating strong interpersonal skills, are all essential.

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### Role, qualifications and experience

The **Governance Director – Integrity and Governance** will:

- Have significant experience in sports integrity and/or law enforcement and/or the legal profession with significant and demonstrable post qualification experience.
- Have Board member experience with understanding of Corporate Governance.
- Provide awareness at Board level in relation to strategic criminal activities trending in sport corruption and fraud that could pose a potential risk and / or threaten to the integrity of WPBSA. Provide advice based on legal and/or law enforcement facts and guidance that will mitigate or reduce the potential risk/s.
- Have a proven track record of progressive law / legal experience in a leadership role.
- Challenge and support other members in line with WPBSA corporate objectives and values as laid out in the current articles of association.
- Regularly report to the WPBSA Board of all ongoing disciplinary matters, all legal issues and investigations as appropriate.
- Support, guide and challenge on the development and implementation of the WPBSA strategy and future plans. Oversee any future bids and tenders ensuring that the WPBSA meet and maintain the required code of conduct and regulations (e.g. International Olympic Committee, UK Sport).
- Be analytical, inquisitive, independent, healthily sceptical and knowledgeable about corporate governance and best practice.
- Devote sufficient time to understand the businesses, organisations and subsidiaries in order to contribute to discussions and provide appropriate independent support and challenge to the WPBSA.
- Constructively provide recommendations on existing policies, processes, procedures and management systems and request from the board, approval for additional service contracts as required outside of the scope of the GDIG main duties. Any work contracted out will remain the overall responsibility of the GDIG.
- Develop, maintain and regularly update the WPBSA anti-corruption strategy and WPBSA Conduct Regulations, at least annually, always with the view of protecting the integrity and reputation of the sports of snooker and billiards.
- Ensure that appropriate delivery mechanisms are in place to ensure WPBSA is compliant and represented with associated international, professional agencies, specialising in the governance of sport, integrity. Examples include Gambling Commission, The Sport Betting Group and The World Anti-Doping Agency.
- Build and maintain relationships with the Betting Regulators, Betting Operators, Law Enforcement and other Sport Integrity Units.
- Maintain representation on UK Sports Betting Integrity Forum and UK Sports Betting Group.
- Ensure there is an active education programme engaging members/stakeholders on the rules of corruption, inform the wider community and work with other sports on WPBSA's zero-tolerance approach to corruption and wrongdoing. Ensure significant breaches of the WPBSA rules that are of public interest are published to demonstrate the integrity and transparency within the sport.

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- Ensure there is confidentiality in the management of any reports of sports betting, doping or wrongdoing which is of a sensitive nature for example involving whistle-blower/s and/or victims. Actively monitor the Integrity Unit's contact points and maintain a clear and concise audit trail of all contact, including verbal conversations. Investigate any claim/s and use intelligence in a fair and impartial manner in accordance to the WPBSA disciplinary procedure and conduct regulations.
- Ensure appropriate records are maintained of all investigations for the WPBSA Board, to review and inspect. Where possible this information will be made available with prior notice. There may be occasions for records to be produced immediately, at the Boards request.
- Appoint a Head of Integrity to deliver the Integrity and Governance processes in accordance with the WPBSA Conduct Regulations. (Subject to the WPBSA board approval the additional role of Head of Integrity can be fulfilled by the Governance Director).
- Appoint a Disciplinary Chairman and put in place procedures to deliver Disciplinary and Appeal Processes.
- Review the operation of Disciplinary matters under the WPBSA Conduct Regulations.
- Deliver or delegate and oversee Disciplinary Investigations applying the WPBSA Conduct Regulations.
- Deputises for WPBSA Chair when required to so in the Chair absence and represent the organisation at talks and conferences, as necessary.
- Be required to represent the WBSA in a leadership capacity on Subsidiary / Non-subsidiary committees. Subject to board approval.
- Maintain appropriate liaison with WPBSA Players Limited.
- Sit on the **WPBSA Remuneration** and **WPBSA Audit Committee's** and advise as necessary. May be required to deputise for the Chair on the **Selection and Nomination Committee** when required to do so.
- Request prior written consent of the Chair of the Board before accepting additional commitments that may affect the available time devoted to the role or provide a potential conflict of interest to WPBSA.
- Take on any other functions as requested by the WPBSA board from time to time.

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### **Commitment**

The GDIG will report to the Chair and be expected to attend Board meetings, the Company's annual general meetings and any general meetings, and use best endeavours to promote and advance the interests of the members, the company, subsidiary and associated organisations on governance matters. It is anticipated that eight Board meetings will be held every year. The GDIG will be expected to attend supporting committee days meetings, undertake visits, office calls and deal with paperwork out of committee. Flexible working is desirable, with the exception of attending meetings when required.

The WPBSA office is located in Bristol, key meetings may be held at event venues across the country, there will be an expectation to travel on these occasions. However where possible, meeting by electronic means is encouraged within the organisation.

The annual general meeting will be held on a date between 1 November - 31 December each year. Overall, the GDIG will be expected to devote approximately 20 days per annum to duties including Board meetings. This will be subject to review.

The GDIG will receive details of all Board meetings in advance. Where appropriate, documentation for presentation must be prepared and available to board members prior to board meetings.

The remuneration package will be a fixed amount £20,000 per annum plus private healthcare benefits. There may be the possibility of additional contracts for services. Any such contracts and terms will be agreed in advance of work commencing by the GDIG or another agreed party.

The WPBSA will pay any reasonable expenses which are properly incurred in connection to duties of the role.

### **Term and Review**

The GDIG role will be fixed term until the AGM in 2021 (usually held in December). The Articles of Association allow for re-appointment for a further four years, any re-appointment is subject to a review of skills and performance by the WPBSA Nominations and Selection Committee.