

SWIM ENGLAND EAST REGION
(the "Company")

Regional Operations Committee
(the "Committee")

Terms of Reference

Pursuant to Article 22.1.1 of the Company's Articles of Association, the Board of Directors (Board) resolves to establish a Committee, to be known as the Regional Operations Committee.

1. Membership

- 1.1. The Committee shall comprise of six Committee members, plus two Directors. The Regional Chairman and the Finance Director shall primarily represent the Directors, unless a substitute needs to be sought in their absence.
- 1.2. The Committee members shall be made up of Member-Nominated Committee members, and Independent Committee members until the point at which the term of office for the Independent Committee members expires. At each point of an expiring term of office for an Independent Committee member, the position shall be replaced as a Member-Nominated Committee member until such a time that all Committee member positions are Member-Nominated.
- 1.3. The Member-Nominated Committee members will be elected and appointed by the Members' Forum, via nominations submitted to the Nominations Committee.
- 1.4. Only Swim England members and members of a Swim England East Region club shall be eligible to be members of the Regional Operations Committee.
- 1.5. Appointments shall be for a period of up to three years, extendable by no more than two additional three-year periods.
- 1.6. The Chairman of the Board will be the Committee Chairman. In the absence of the Chairman of the Board, one of the other Directors will chair the meeting.
- 1.7. If a specialist is required to assist with matters being dealt with by the Committee, the Directors may co-opt a specialist member to the Committee.
- 1.8. Only Committee members have the right to attend and vote at Committee meetings.
- 1.9. Any Committee member who is absent from three consecutive Committee meetings, without having received leave of absence, or giving any explanation accepted as valid by the Committee, shall thereby vacate their seat on the Committee.

- 1.10. Any vacancy which occurs from elected members may be filled by the Board for the remainder of the term, subject to the notification at the next Annual General Meeting.

2. Quorum

- 2.1. At least fifty per cent of Committee members, including at least one Director, must be present for a quorum. A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.2. In the event that the Committee is not quorate within 30 minutes of the published starting time, then the meeting will be postponed, and the Board will determine the date for the postponed meeting.

3. Meetings

- 3.1. The Committee shall meet at least quarterly, at appropriate times in the Company's financial reporting cycle.
- 3.2. The Committee Chairman may invite non-committee members to attend for all or part of any meeting, as and when appropriate and necessary.
- 3.3. Arrangements should be put in place to ensure communication with Committee members, especially between meetings. Matters of concern should be brought to Committee members' attention. Members should receive the Swim England East Region publications and announcements.
- 3.4. Meetings of the Committee may be conducted when the members are physically present together, or in the form of either video or audio conferences.

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be called by the Committee Chairman at the request of any of its members.
- 4.2. Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, or any other person required to attend, no later than five calendar days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Committee Chairman.

5. Minutes

- 5.1. The Committee shall minute proceedings and decisions of all meetings of the Committee, including recording the names of those present.
- 5.2. The existence of any conflicts of interest shall be recorded in the minutes.
- 5.3. The Committee shall submit meeting minutes to the Board.

6. Conflicts of Interest

- 6.1. The Committee should follow Swim England's Conflict of Interest policy at all times.
- 6.2. At the commencement of the meeting, Committee members should also declare any direct or indirect interest that they or their spouse, partner or close family member has in matters on the agenda.

7. Procedures at meetings

- 7.1. The chairman shall have unlimited authority upon every question of order and must be, for the purpose of such meeting, the sole interpreter of the procedures at the meetings
- 7.2. The minutes of the previous meeting shall be considered as the first substantive item on the agenda.
- 7.3. The minutes of the leadership groups for artistic swimming, clubs, disability, diving, masters, open water, swimming, swimming officials and water polo, the minutes of the County Forum and any reports of officers or other individuals, should be circulated with the agenda wherever possible. Documents submitted at the meeting may be discussed if it is in the interest of the Committee to do so.
- 7.4. Every motion must be proposed and seconded.
- 7.5. Any amendment must be disposed of before another amendment is considered. The Committee Chairman may accept, without notice, verbal amendments which do not substantially affect the nature of the proposal under discussion.
- 7.6. All proposals, including any amendment to proposals, must require a simple majority of those Committee members voting.
- 7.7. Unless the Committee Chairman directs otherwise, voting on all motions or amendments must be by a show of hands. Proxy voting is not permitted.
- 7.8. Each member of the Committee shall be entitled to one vote on each proposal/ motion, unless indicated in 7.9 or 7.10.
- 7.9. The Committee Chairman shall have the right to vote on every motion. In the event of an equality of votes, he must have the casting vote.

- 7.10. Prior to discussion on any item of the agenda, any persons within the meeting must declare any conflict of interest. It will be the decision of the Committee Chairman if the persons will be allowed to remain in the meeting, partake in the discussion, or be removed from the meeting.

8. Responsibilities

- 8.1. Be accountable to the Board, and report to it at such times and in such a form as it may require
- 8.2. Carry out any specific duty laid upon it by the Board
- 8.3. Have day-to-day management of the implementation of the Company's strategy
- 8.4. Manage the delivery of the requirements in the overall policies and plans agreed by the Board
- 8.5. Have overall responsibility for the management and delivery of development for athletes, coaches and volunteers, and for the management and delivery of competition
- 8.6. The Committee shall make recommendations to the Board to assist in the achievement of the Company's objectives including:
 - 8.6.1. Appointing additional committees to consider and report on any matter;
 - 8.6.2. Discharging and replacing any unremunerated volunteer person from any elected or appointed office or position, for any breach of, and under the provisions of, Swim England's Code of Conduct for Volunteers.
- 8.7. The Committee may propose candidates for the role of any leadership group manager to the Nominations Committee.

9. Powers

- 9.1. Have general superintendence of the work of the leadership groups for artistic swimming, clubs, disability, diving, masters, open water, swimming, swimming officials and water polo (including the production of full and accurate minutes of the committee meetings, and/or other activities). Have general superintendence of the work of any other persons appointed to specific tasks within the Region.

10. Reporting responsibilities

- 10.1. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.2. The Committee may produce a report about its activities, to be included in the Company's annual report.

11. Confidentiality

- 11.1. The Committee should not disclose the detailed substance of committee papers or discussions.
- 11.2. Committee members should not make any press or media statements or comments in relation to the Committee's business.