

Governance and Integrity Committee

Terms of Reference

Dated: June 2025

Purpose of the Governance and Integrity Committee

1. The Governance and Integrity Committee is responsible for governance, integrity and ethics throughout the Commonwealth Games Federation ("Commonwealth Sport.") The Committee will develop, recommend and, subject to the approval of the Executive Board, implement strategies, policies and procedures to establish and maintain the best practices of governance and maintain the integrity of Commonwealth Sport.
2. The Governance and Integrity Committee shall assist the Executive Board in supporting Commonwealth Sport to achieve its Vision, Mission and overarching Strategy.
3. The Governance and Integrity Committee shall work collaboratively with other committees and commissions where necessary and appropriate.
4. The Governance and Integrity Committee shall uphold and promote the values of Commonwealth Sport.

Goals of the Governance and Integrity Committee

5. The goals of the Governance and Integrity Committee are to:
 - a. Actively support the work of the Executive Board.
 - b. Oversee the governance and integrity management of the Commonwealth Sport Management Team, reporting on such matters to the Executive Board.
 - c. Provide timely advice and make recommendations to the Executive Board on the matters referred to above and such other matters as may be required or necessary from time to time.
6. The deliverables of the Governance and Integrity Committee are:
 - a. Delivering on the governance elements of the Strategic Plan;
 - b. An Annual Work Programme, as developed in collaboration with the Director of Governance; and
 - c. An Annual written report from the Chair of the Committee to the Executive Board and General Assembly.

Governance and Integrity Committee Responsibilities

7. The responsibilities of the Governance and Integrity Committee shall include the following:
 - A. Governance
 - a. Oversee the process for nomination and election of Executive Board members and Sport Committee members, supported by the Elections Panel;
 - b. Oversee the appointment of committee and commission members in accordance with the Group Appointments Policy;
 - c. Make recommendations to the Executive Board to ensure proper processes are in place for the conduct of General Assembly meetings, including nominations, motions, voting procedures and the general conduct of such meetings;

- d. Annually review the adequacy of the Commonwealth Sport governance policies, procedures and constitutional documents against evolving best practices and make recommendations to the Executive Board;
- e. Oversee the Executive Board Evaluation; and
- f. Ensure measures are taken to preserve the integrity of the Commonwealth Sport brand.

B. Integrity and Ethics

- g. Determine the requirements and make recommendations to the Executive Board on policies and regulations to be introduced or amended so that Commonwealth Sport is at the forefront of integrity and ethics in sport;
- h. Annually review the CGF Code of Ethics and Conduct and make recommendations to the Executive Board on amendments as deemed necessary;
- i. Oversee the processes in place to maintain the integrity of Commonwealth Sport, including the integrity of all Executive Board, Committee and Commission members; and
- j. Advise the Executive Board on all matters impacting integrity within Commonwealth Sport.

The Committee is also responsible for:

- a. Initiating any investigation deemed necessary regarding any activity within its term of reference.
- b. Seeking any information that it requires from any employee of Commonwealth Sport. All employees are directed to cooperate with any request made by the Committee.
- c. Obtaining outside legal or independent professional advice allowing such advisors to attend meetings as necessary.

Timelines of the Governance and Integrity Committee

8. The following are key dates for the Governance and Integrity Committee:

- a. The Chair may call Committee meetings at any time to deal with Committee business. With that exception the Committee will meet at least three times a year as far as practicable. No more than one of those meetings would be expected to be in person per year.
- b. The Chair will provide an annual report to the Executive Board in advance of its last meeting in the calendar year and to the General Assembly.
- c. The Chair will be responsible for keeping the Executive Board briefed on the Committee's work at each of their meetings.

Composition of the Governance and Integrity Committee

9. Members are expected to have competencies appropriate to the scope of the Committee's mandate. Governance and Integrity Committee members shall:

- Not have been sanctioned by any professional regulatory body and/or disqualified to act as a director under the UK Companies Act or equivalent provision in any non-UK jurisdiction.
- Be willing to be bound by the CGF Code of Ethics and Conduct and related integrity policies in force from time to time.
- Have relevant and current governance and/or integrity experience to support the work of the Committee.
- Be able to demonstrate that they have:
 - o Knowledge of and interest in Commonwealth Sport.
 - o Passion about the development of the Commonwealth Sport values.

- A mature, responsible, and measured personality, able to handle confidential information and contrasting opinions.
- Not been sanctioned for an anti-doping rule violation in relation to the World Anti-Doping Code.
- Not been subject to any safeguarding sanction whether from the CGF or other sporting organisation.
- Not been sanctioned for any ethical violations relating to Sport, including but not limited to the manipulation of competitions, or any other matter covered by the CGF's Code of Ethics and Conduct.

10. The membership of the Committee, as appointed in accordance with the Group Appointments Policy, will comprise:

- a. The Chair, who shall be one of the Vice Presidents;
- b. At least one other member of the Executive Board;
- c. At least two representatives nominated by the CGAs;
- d. An athlete representative appointed by the Executive Board on the recommendation of the Athletes Advisory Commission; and
- e. Other members as necessary in accordance with clauses 13 and 14.

11. The Commonwealth Sport President and CEO shall have the right to attend and speak at the Committee's meetings but they shall have no voting rights.

12. In order to meet the Federation's commitment to equality and diversity, and to address any imbalance in membership, the membership of the Committee must be made up of a minimum of 40% women.

13. If such gender representation is not filled, the Committee shall co-opt such number of members as are required to satisfy this minimum requirement, provided that such co-opted members do not all come from the same Commonwealth Sport region.

14. The Committee shall have the power to co-opt up to three further members to reflect experiences that are not well represented on the Committee. The number of potential co-opted members under this paragraph shall be reduced by the number of members co-opted in accordance with clause 13 and such co-option shall be managed to ensure that the minimum gender requirements are maintained. Each co-opted member shall have the same rights as every other member of the Committee.

15. The following shall apply to terms of office:

- a. The term of office for membership of the Governance and Integrity Committee shall be four years.
- b. Members shall be entitled to seek re-appointment for a second term of four years.
- c. If a member ceases to be a member of the Committee before the expiry of their term, the Executive Board shall appoint a member to serve the remainder of the original member's term of office and thereafter shall be entitled to be appointed for a second term.

16. A Committee member shall cease to hold office if:

- a. By notice in writing, they resign their office.

- b. They are removed from office by the Executive Board.
- c. They do not attend three consecutive meetings of the Committee unless the Committee otherwise determines.
- d. They have been sanctioned for an anti-doping rule violation in relation to the World Anti-Doping Code; and/or
- e. They have been sanctioned for a breach of CGF Code of Ethics and Conduct or related integrity policies.
- f. They are unable to sign the annual Declaration of Good Character.
- g. They have been sanctioned by any professional regulatory body and/or disqualified to act as a director under the Companies Act or equivalent provision in any non-UK jurisdiction.

17. For the avoidance of doubt, if a Committee member's position with their CGA expires during their term on the Committee, their term on the Committee shall continue in accordance with paragraph 15 unaffected.

18. The Governance and Integrity Committee shall be supported by the Company Secretary in relation to governance aspects and the CGF Director of Governance in relation to the business of the Committee. They shall each be entitled to attend, but not vote at, Committee meetings.

19. The Committee may invite other persons, including experts, independent guests, and Executive Board members to attend meetings, as they deem necessary.

20. The Governance and Integrity Committee may establish temporary working groups should there be an agreed need for a smaller group to work on a specialist area. Any such group is required to be established by the Chair with the support of the Committee and should report back through the Chair. These groups are likely to operate virtually to save on cost.

Governance and Integrity Committee Procedures

21. The Governance and Integrity Committee shall meet at least three times a year as far as practicable. The dates of meetings will be set by the Company Secretary acting in conjunction with the Committee Chair and the Director of Governance and in accordance with clause 8.

22. Notice of the time and place of every meeting shall be given in writing or by email or other electronic communication to each member at least 7 days prior to the time fixed for such meeting. Members may attend by means of any electronic communication facilities provided all persons participating in the meeting are able to hear each other and to speak and any member participating in such a meeting by such means is deemed to be present at the meeting.

23. A quorum for the meeting shall be 50% of the Committee members attending either in person or online.

24. Decisions will if possible be reached by consensus. Where voting is necessary, this will be by majority vote.

25. The Committee may make a decision without holding a meeting if (i) the Chair has taken all reasonable steps to make all members aware of the matter and the need for a decision; (ii) members have had a reasonable opportunity to communicate their views on the matter and the required decision to each other; and (iii) a majority of the members vote in favour of a particular decision on a matter. Such a decision shall be recorded in the minutes as if it had been taken at a meeting.

26. Minutes of each meeting shall be recorded and circulated to members of the Committee and to members of the Executive Board.
27. Otherwise, subject to any contrary direction or intention provided by the Executive Board, the Committee shall be free to determine its own procedures.
28. Commonwealth Sport shall meet all reasonable expenses of the Committee in line with its expenses and other policies.
29. All Governance and Integrity Committee members and persons invited to attend meetings by invitation shall be subject to certain confidentiality requirements as determined by the Executive Board and may be required to sign a confidentiality agreement.
30. If in the opinion of the Executive Board a member has or may have, a potential or actual conflict of interest in relation to the Governance and Integrity Committee, the Executive Board or Commonwealth Sport generally:
 - a. the member must disclose the nature of the conflict of interest to the Committee and the Executive Board; and
 - b. the member may not participate in any discussions, voting or decisions of the Committee which may be affected by the conflict of interest, unless permitted to do so by the Committee or Executive Board.

If there is any conflict between this provision and the CGF Code of Ethics and Conduct and related integrity policies, the Code of Ethics and Conduct and related integrity policies shall prevail.

Approved by the CGF Executive Board
July 2025

To be reviewed July 2025