Business Committee

Terms of Reference

Contents

1. Purpose, connection to strategy and scope

The Business Committee ('BC') is established to provide strategic oversight, guidance, and support to the Royal Kennel Club ('RKC') in achieving its mission and objectives. The Business Committee shall focus on key business-related matters to enhance the organisation's sustainability and effectiveness.

2. Key Activities and Responsibilities

BC is tasked with oversight of the key projects related to the organisation's strategy to ensure financial sustainability, providing scrutiny and guidance to the Executive and to facilitate quicker, more responsive and agile decision making. BC's role is to bring commercial skill and specialism to the Board and Executive and play its part in relation to strategy.

BC is responsible for:

a. **Oversight and Guidance:** BC provides oversight and strategic guidance for the key elements of the projects related to the organisation's strategy and the corporate plan (the "programme"), ensuring that the programme's objectives, outcomes, benefits and overall scope align with the broader strategic aims of the organisation.
b. BC advises on strategic business plans, key partnerships and collaborations, major business cases and change initiatives.
c. **Decision-Making:** BC makes decisions regarding key elements of programme scope, benefits, objectives, priorities, resource allocation, and key milestones.
d. **Resourcing:** oversight of resourcing the programme and advice to unblock bottlenecks
e. **Change Management:** BC assists in managing changes that may arise due to shifts in programme scope, objectives, or external factors, including any issues escalated by the Executive Team or Committees
f. **Risk Management:** BC identifies and manages risks that may affect the programme's success and ensures appropriate actions are taken to mitigate them, including escalation to the Risk and Audit Committee, where appropriate.
g. **Reporting:** BC receives reports from the PMO, via the Executive Team, of progress against individual key projects and then provides regular reports to the Board of Directors about the programme's progress, challenges, and any recommendations for adjustments. Review of business performance KPI's prior to sharing with Board.
h. **Advocacy and Support:** BC advocates for the programme's importance within the organisation, champions changes, including to other Governance groups, and secures the necessary support and resources.
i. **Regular Review:** BC ensures that regular reviews are undertaken, especially at key project go/no go points, to check whether benefits are being realised and to rescope and adjust as required.

3. Delegated authority from Board

BC has delegated authority from the Board to oversee, coordinate, review and assess the strategic programme. This includes monitoring the delivery of the annual planning and decisions on investments and business cases.

BC is authorised to:

a. invite members with particular expertise to attend particular meetings;
b. seek information from and require the cooperation of any member of staff of the RKC with respect to matters relevant to its terms of reference; and
c. obtain external legal or other professional advice or procure training for its members in order to fulfil its responsibilities save that it shall only incur expenditure that has been pre-approved in the RKC's budget or that is otherwise approved by the Board; and
d. approve and authorise the execution of all documents and do all things as may be necessary or desirable for the purposes of carrying out its responsibilities.

4. Composition

BC shall consist of Directors, and Executives. BC will comprise a maximum of 6 RKC Board members to include the Chair and Vice-Chair and 5 Executives. The Executive members shall be nominated by the Chief Executive to align with the chosen organisational design. BC shall aim for diversity in its composition, including a mix of skills, experiences, and perspectives. (Ref. Appendix 1: skills and experience)

5. Committee chair role

BC shall elect a Chair who shall be a Director, to serve for a 3-year term (or until they retire from the Board).

BC shall elect a Vice-Chair from among their membership, to serve for a 3-year term.

The election of Chair and Vice-chair will take place at the first meeting of BC following the RKC AGM in the appropriate year.

BC Chair is responsible for effectively managing the activities of the committee, to deliver against the strategic aims the Board has delegated in achieving the mission of the committee.

Behaviours and competencies required by the BC Chair are:

a. Chairing meetings of BC
b. Ensuring BC works effectively and fulfils its Terms of Reference
c. Setting and managing the BC's agenda
d. Providing support and advice to the Board, helping it to implement the policies and strategic direction agreed by the Board
e. Setting the style and tone of BC meetings to promote a culture of integrity and respect, a collegiate atmosphere and high-level debate
f. Generating constructive relationships to listen to concerns and maintain support
g. Navigating politically sensitive situations
h. Upholding the highest standards of integrity and probity

i. Ensuring the voices of everyone in the meetings are heard and respected, including the staff who support its activities

6. Chair & committee appointment process

All Directors shall serve for 3-year terms. In order to avoid all members retiring at the same time, upon formation of BC, 2 non-executive members will retire after 1 year, 2 after 2 years and 2 after 3 years.

The non-executive members will be eligible for re-election for a maximum of 3 terms of 3 years.

Recruitment and appointment of the non-executive members of BC will follow a recruitment process to be determined by the RKC Board to allow for appropriate skills sets:

Appointment of the Executive members will be at the discretion of the Chief Executive, in consultation with the Chair and Vice-chair of the BC.

7. Committee member role

The skills and experience required by the non-executive members of the BC are shown in Appendix 1.

The role of BC members is to:

a. Support the Chair to ensure BC works effectively and fulfils its Terms of Reference
b. Provide support and advice to BC, helping it to implement the policies and strategic direction agreed by the Board
c. Contribute to a culture of integrity and respect, a collegiate atmosphere and high-level debate
d. Generate constructive relationships to listen to concerns and maintain support
e. Navigate politically sensitive situations
f. Uphold the highest standards of integrity and probity
g. Ensure the voices of everyone in meetings are heard and respected, including the staff who support its activities.

8. Staff member role

The role of Executive (and other) staff is to:

a. Support the Chair to ensure BC works effectively and fulfils its Terms of Reference
b. Provide support and advice to BC, helping it to implement the policies and strategic direction agreed by the Board
c. Contribute to a culture of integrity and respect, a collegiate atmosphere and high-level debate
d. Generate constructive relationships to listen to concerns and maintain support
e. Navigate politically sensitive situations
f. Uphold the highest standards of integrity and probity
g. Ensure the voices of everyone in meetings are heard and respected, including the staff who support its activities

9. Ability to scale up and down as needed

BC may second others (Directors, Volunteers, or staff) on a time-limited basis, in a non-voting capacity, to provide additional expertise, as required.

10. Meeting frequency

a. BC shall meet monthly, with additional meetings scheduled as needed to be agreed between the BC Chair and the Chief Executive.

b. Meetings may be conducted in person, virtually, or a combination of both.

c. A quorum shall be achieved with the presence of at least 50% of BC members and this must include both non-executives and executives. A meeting agenda template is appended. (Appendix 2)

11. Reporting and accountability

BC shall report its findings, decisions and recommendations to the Board regularly (usually at the next planned Board meeting). A designated BC member (usually the Chair) shall present updates during Board meetings.

Members of the BC shall maintain the confidentiality of sensitive information discussed during meetings.

12. Decision-making process

BC will strive to make decisions by consensus. On occasions where it is necessary to have a vote, a simple majority will be required to carry a motion. In the case of equal votes for and against a motion, the Chair shall have a casting vote.

13. Resourcing process

BC shall not have a budget for its own use.

BC shall have secretarial/administrative support from a member (or members) of staff, at the discretion of the Chief Executive.

Time commitment of non-executive members: Meetings are likely to run for 2.5 to 3 hours (monthly). Members will be expected to prepare for meetings (reading/preparing papers) and may be required to carry out delegated actions between meetings. There is likely to be time required for updating conversations/emails between meetings. The Chair and Vice-chair are likely to have to commit additional time, for example to maintain a regular dialogue with the Chief Executive and RKC Chair.

14. Definition of group names

BC shall be a committee formally established in the Rules of the Kennel Club. It will report and be accountable to the Board of Directors.

Appendix 1: Skills and Experience required for BC members

The skills and experience required for non-executive members of BC. N.B. It is not expected that each member would possess all these attributes, rather that they would be covered by the collective membership of the Committee.

1. Strategic Business Acumen:
   a. Understanding of business principles and strategies.
   b. Ability to analyse and interpret performance data.
   c. Experience in making strategic business decisions.

2. Financial Literacy:
   a. Knowledge of financial management, budgeting, and financial reporting.
   b. Ability to assess financial risks and opportunities.

3. Risk Management Expertise:
   a. Experience in identifying and evaluating business risks.
   b. Ability to contribute to the development of effective risk management strategies.

4. Operational Excellence:
   a. Understanding of organisational operations and processes (commercial & canine).
   b. Experience in assessing and improving operational effectiveness and efficiency.

5. Industry/Sector Knowledge:
   a. Familiarity with the 'dog world' within which the RKC operates.
   b. Knowledge of sector trends, challenges, and best practices.
   c. Relevant experience in one or more of the RKC's sporting activities.

6. Governance Understanding:
   a. Familiarity with governance principles and practices.
   b. Ability to contribute to the development of and adherence to governance policies.

7. Legal and Regulatory Awareness:
   a. Knowledge of relevant legal and regulatory frameworks.
   b. Understanding of compliance requirements for the organisation.

8. Strategic Planning Skills:
   a. Experience in contributing to and evaluating strategic plans.
   b. Ability to align business strategies with the organisation's mission and goals.

9. Communication and Collaboration:
   a. Strong communication skills to articulate complex business concepts.
   b. Ability to work collaboratively with other committee members, executives, and stakeholders.
10. Ethical Judgment:
   a. Demonstrated commitment to ethical behaviour and integrity.
   b. Ability to assess and address ethical considerations in business decisions.

11. Problem-Solving Skills:
    a. Strong analytical and problem-solving abilities.
    b. Experience in addressing complex business challenges.

12. Innovative Thinking:
    a. Willingness to explore and support innovative business ideas.
    b. Ability to contribute creative solutions to business issues.

13. Networking and Relationship Building:
    a. Ability to build and leverage professional networks.
    b. Experience in fostering positive relationships with stakeholders.

14. Commitment to the Mission:
    a. Alignment with the RKC's mission and values.
    b. Passion for contributing to the success of the RKC.

15. Previous Board or Committee Experience:
    a. Experience serving on boards or committees, preferably in a leadership role.
    b. Familiarity with the dynamics of board interactions.

It is essential for the composition of BC to encompass a diverse range of skills and experiences to ensure comprehensive and well-rounded decision-making.

Appendix 2: Meeting Agenda Template

1. Chair's Opening Remarks:
   a. Confirm quorum
   b. Declaration of any conflicts of interest

2. Review of Previous Meeting Minutes:
   a. Confirmation and approval of minutes and actions from the last meeting

3. Financial Update:
   a. Presentation and discussion of financial reports
   b. Budget review and analysis

4. Corporate Business Plan:
   a. Overview and discussion of current quarter's objectives and progress
   b. Recommendations for adjustments or enhancements

5. 5. Risk Management:
   a. Assessment of current operational risks and mitigation strategies
   b. Discussion of emerging risks and anything to refer to Risk & Audit Committee

6. Operational Effectiveness:
   a. Evaluation of key business operations (Marketing, Commercial, HR, IT, Property, Club, Sport)
   b. Recommendations for improvements

7. Major Business Decisions:
   a. Review/approval of significant business cases or change initiatives
   b. Input and guidance on decision-making

8. Partnerships and Collaborations:
   a. Discussion of existing and potential partnerships
   b. Evaluation of collaboration opportunities

9. Other Business:
   a. Any additional items brought forward by committee members

10. Next Steps and Action Items:
    a. Assigning tasks and responsibilities
    b. Setting deadlines for action items
    c. Next meeting date and time