ANNUAL GOVERNANCE STATEMENT

British Universities and Colleges Sport
1 August 2024 – 31 July 2025

Introduction
British Universities and Colleges Sport (BUCS) is a registered company and Charity. It is subject to the Charity Governance Code and Sport England / UK Sport A Code for Sports Governance. As such BUCS is committed to embedding the principles of good governance in its practices.

This Annual Governance Statement aims to provide members and stakeholders with an annual update on BUCS operations in accordance with it's governance requirements. It should be read in conjunction with the BUCS Annual Report.

This report covers the period from 1 August 2024 – 31 July 2025.

Board of Trustees
The Board is the overarching decision-making body of BUCS and as such has the ultimate responsibility for governing BUCS.

During the Articles of Association reform work, BUCS worked with members to explore Board composition to ensure there was an appropriate balance of member and independent perspectives on the Board.

A key element of the revision was the increase of the minimum and maximum thresholds of the Board from 4-11 to 8-12 Trustees. This change strengthens the Board's capacity for diverse representation, enhanced decision-making, and broader expertise. It ensures that the Board can more effectively address the complex challenges that BUCS and our members are facing by incorporating a wider range of perspectives and skill sets. With a larger pool of Trustees, there is also greater flexibility for succession planning and continuity, helping mitigate potential risks of leadership gaps. This adjustment aligns with best practices for governance by promoting a more dynamic, inclusive, and responsive Board that is better equipped to fulfill its oversight responsibilities and support BUCS strategic goals.

The concept of a 'Complete Board' was also introduced, with recognition that this is the Board's preferred state resulting in a Board comprised of 12 Trustees, inclusive of 6 Independent Trustees, 2 Student Trustees and 4 Member Trustees.

The role of the Chair of the Board and the CEO are separate and are fulfilled by different individuals. The role and responsibilities of Trustees are defined in role documentation and are provided to all Trustees on appointment to the Board.

Board Trustees are not remunerated for their services to BUCS and offer their time on a voluntary basis. Reasonable travel expenses are reimbursed when accompanied by required receipts.

The Chair
The Chair, Amanda Broderick acts as the primary liaison between the Board and the BUCS Executive team, ensuring through this that the Board receive accurate and timely updates. She is responsible for facilitating Board meetings, promoting strategic discussions, and ensuring that the Board fulfills its duties of strategic oversight and accountability. A key part of Amanda's role is setting the tone for Board culture, encouraging collaboration, transparency, and alignment with the BUCS ambition.

The CEO
The CEO, Will Roberts is accountable to the Board of Trustees for the day-to-day management and running of BUCS and to our members, ensuring that BUCS continues to drive achievement its ambition and mission.

Senior Independent Trustee
During the reporting period, Kath Russ replaced Russell James as Senior Independent Trustee. In this capacity, Kath acts as a sounding board for the Chair and an intermediary for Trustees when necessary. As Senior Independent Trustee, Kath also acts as an alternative contact for stakeholders to share any concerns or issues if they feel the Board Chair or Senior Leadership Team fail to resolve the matter, or in cases where such contact is inappropriate.

Member Trustees
BUCS has a number of member positions on the BUCS Board through both staff and student positions. Under the revised Articles of Association it is for the Board to determine if these positions shall be fulfilled through

election or appointment, on recommendation from the Governance and Nominations Committee. Their role on the Board is to utilise their expertise to provide the perspective of a Member, supporting the Board in informed decision making.

Independent Trustees

BUCS Board also has several individuals appointed for their specific skillsets, knowledge and experience which they bring to the Board. Their role is to draw on this to provide advice, counsel and constructive check and challenge, to support the Board to operate effectively in overseeing the delivery of BUCS strategy.

The following will be implemented in the recruitment of independent appointed Board Trustees to promote opportunities for all and a Board that is representative of the sector which BUCS operates within:

- Open advertisements for vacancies will be made publicly available.
- Consideration of candidates on merit and against objective criteria with due regard for a wide range of backgrounds, the benefits of diversity, and sector representation on the Board.
- Appointments will be based on the knowledge, skills and experience which the individual possesses in line with the Trustee role specification approved by the Governance and Nominations Committee

Welfare and Safety Lead

The Welfare are Safety Lead acts as an advocate for BUCS responsibilities relating to Welfare and Safety by giving due consideration to situations, including but not limited to; health and safety, safeguarding, mental health and wellbeing and employee engagement. The Welfare and Safety Lead will support the BUCS Executive and BUCS Board of Trustees to establish a culture in which Welfare and Safety is critical, safeguarding best practice is embedded and constructive challenge is encouraged to ensure this remains a key consideration during decision making and risk monitoring. During the reporting period this role was co-fulfilled by Carrie Stephenson and Kath Russ.

Tenure and Elapse

Term limits ensure that there is a regular refresh of talent, experience and thinking on the board.
All Trustees, exclusive of Student Trustees may serve for a maximum of three terms of three years, with each three-year term subject to re-election/reappointment. Student Trustees may serve for a maximum of one term of two years.

Board Trustee	Start date as a Trustee	Current Term start date	Term number	Date Left Board	Additional Roles
Amanda Broderick *Chair* *Appointed Non-executive Trustee*	8 January 2024	8 January 2024	1		• Board of Trustees Chair • Governance and Nominations Committee Member • Remuneration and Staffing Committee Chair
Cathy Gallagher *Elected*	4 December 2018	6 July 2022	2	17 July 2025	• Senior Managers Executive Chair (until July 2025) • Finance, Audit and Risk Committee Member (until July 2025)
Chris Anthony *Elected*	28 April 2022	28 April 2022	1	17 July 2025	• Advisory Group Chair (until July 2025) • Interim Finance, Audit and Risk Committee Member (until July 2025)
Katy Storie *Appointed Non-executive Trustee*	5 December 2017	12 December 2023	3		• Governance and Nominations Committee Member
Russell James *Appointed Non-executive Trustee*	28 April 2022	28 April 2022	1		• Senior Independent Trustee (until 30 April 2025) • Governance and Nominations Committee Member

Simon Wilson *Appointed Non-executive Trustee*	9 December 2020	12 December 2023	2		• Finance, Audit and Risk Committee Chair • Remuneration and Staffing Committee Member
Ella Williams *Elected Student Trustee*	26 July 2023	26 July 2023	1	17 July 2025	• Student Officer Network Co-chair (until July 2025)
Carrie Stephenson *Appointed Non-executive Trustee*	26/07/2023	26/07/2023	1		• Governance and Nominations Committee Chair • Interim Welfare and Safety Co-Lead • Remuneration and Staffing Committee Member (from May 2025)
Kathleen Russ *Appointed Non-executive Trustee*	13/11/2023	13/11/2023	1		• Governance and Nominations Committee Member • Interim Finance, Audit and Risk Committee Member • Interim Welfare and Safety Co-Lead • Senior Independent Trustee (from 30 April 2025)
Alexandra Duggan *Elected Student Trustee*	31 July 2024	31 July 2024	1		• Student Officer Network Co-chair
Karl Kirkpatrick *Elected Student Trustee*	17 July 2025	17 July 2025	1		• Student Officer Network Co-chair • Finance, Audit and Risk Committee Member (from September 2025)
Dan Tilley *Elected Member Trustee*	17 July 2025	17 July 2025	1		• Advisory Group Chair (from July 2025) • Remuneration and Staffing Committee Member (from September 2025)
Fiona Dick *Elected Member Trustee*	17 July 2025	17 July 2025	1		• Senior Managers Executive Chair (from July 2025) • Finance, Audit and Risk Committee Member (from September 2025)

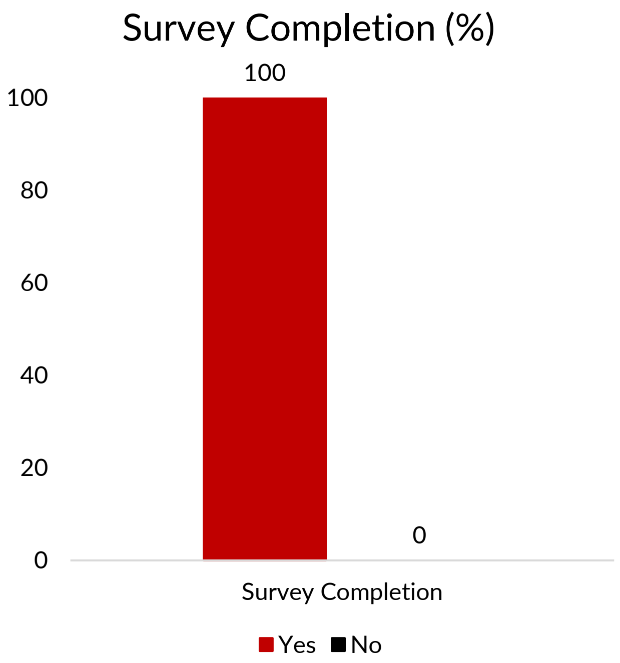
<u>Board Attendance</u>

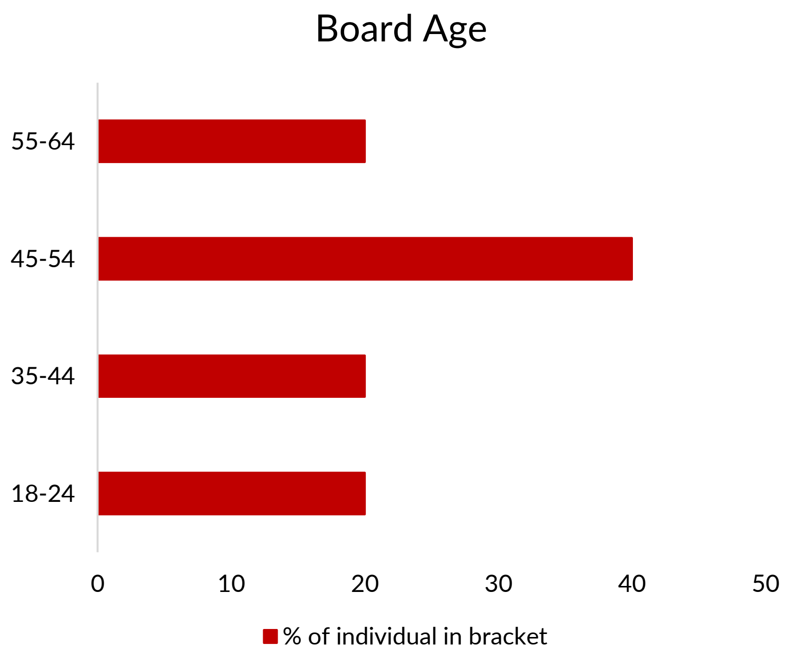
Board Trustee	28 October 2024	27 January 2025	30 April 2025	7 July 2025
Amanda Broderick	Yes	Yes	Yes	Yes
Cathy Gallagher	No	Yes	Yes	Yes
Chris Anthony	No	Yes	Yes	Yes
Katy Storie	Yes	Yes	Yes	Yes
Russell James	Yes	Yes	Yes	Yes
Simon Wilson	Yes	Yes	Yes	Yes
Ella Williams	Yes	Yes	Yes	Yes

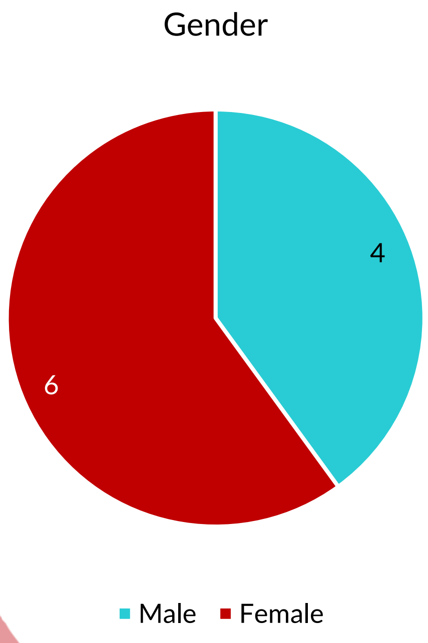
Carrie Stephenson	Yes	Yes	Yes	Yes
Kathleen Russ	Yes	Yes	Yes	Yes
Alexandra Duggan	Yes	Yes	Yes	Yes
Karl Kirkpatrick	N/A	N/A	N/A	N/A
Dan Tilley	N/A	N/A	N/A	N/A
Fiona Dick	Observer	N/A	Observer	Observer

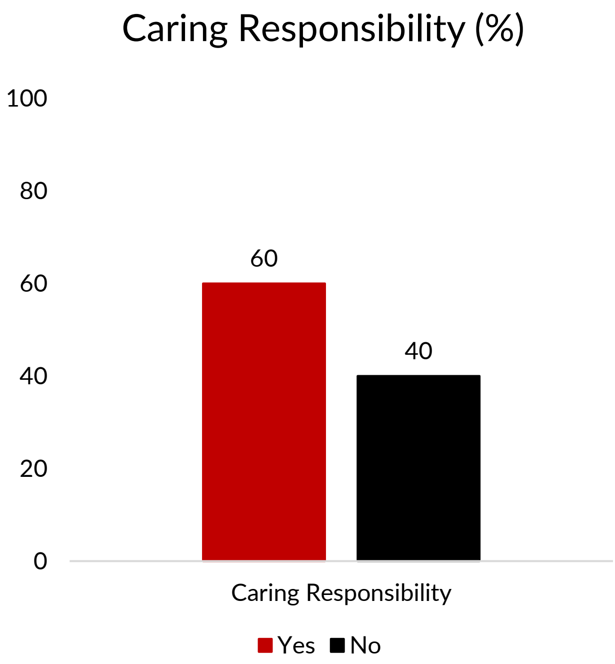
<u>Board Diversity</u>

The Board as of 17 July 2025 were asked to complete a series of diversity questions. This data will support BUCS in our work to promote greater representation across our Board, Committees and staff.









External Evaluation

As part of BUCS work to improve its governance and also to achieve compliance with A Code for Sports Governance, BUCS is required to undertake an external evaluation of the Board. With the changes to the postholders of Chair and CEO, along with new Board Trustees, this requirement, in agreement with Sport England, was postponed from 2024 commenced in April 2025. Through an extensive and thorough tender process, Governance United were appointed to undertake the evaluation. They have a significant track record of evaluations within the Sport sector and the individuals involved in the review were part of the development of A Code for Sports Governance.

The scope of the external evaluation covered the following aspects:

- Board knowledge, skills and experience evaluation
- Board succession planning and development
- Board diversity
- Board effectiveness
- Board understanding of purpose
- Board operations in line with Governance best practice.

Committee and Group structure, purpose and operations (to include Governance and Nominations Committee, Finance Audit and Risk Committee, the Remuneration and Staffing Committee, Senior Managers Executive, Advisory Group, Competitions Group and Sport Review Implementation Group.

The evaluation was undertaken through a review of governance documents, observations of Board and Committee meetings, an online survey and individual meetings with Board Trustees and the CEO. A report will be provided to the BUCS Executive in September 2025 and this will be presented to the Board during the meeting scheduled for October 2025.

Diversity and Inclusion Action Plan (DIAP)

The DIAP was approved by Sport England in December 2024. It is an annual action plan that runs to December 2025, when a new DIAP will be developed. As of July 2025, the DIAP was at 53% completion and was on track to reach 100% completion for the action plan period. Actions completed at this point included:

- The appointment of an EDIA lead on the Board (Kathleen Russ)
- The appoint of Head of Belonging (Molly Byrne)
- Embedding EEDI operationally through objectives for all staff
- The establishment of an internal EEDI group (Belonging Working Group)

Actions to be the focus beyond the reporting period of the Annual Governance Statement:

- Collecting demographic data of our staff, Board and those engaged in our committee structures
- A review of our recruitment processes and advertising channels
- Developing an EEDI training plan for staff and delivering EEDI training to staff and board
- Developing a new DIAP

Articles of Association Revision

In July 2024, BUCS started work to review and modernise its Articles of Association—an ambitious project aimed at aligning BUCS' constitutional framework with best practice, operational agility, and stakeholder clarity. This reform has delivered measurable improvements in governance across the sport sector, reinforcing BUCS' role as a forward-thinking, membership organisation.

The review focused on four core objectives:

- Clearly defining BUCS' charitable objects to ensure alignment with its mission, vision and activities
- Embedding governance best practice to enhance transparency and accountability
- Enabling operational flexibility to meet evolving business needs and future-proof the organisation
- Simplifying the Articles to improve accessibility and understanding for stakeholders

BUCS adopted a highly consultative approach, engaging members through webinars, focus groups, surveys, and a nationwide roadshow. Regular updates were shared via our governance groups, ensuring members remained informed and involved throughout.

Although the initial proposal at the December 2024 AGM received 55% support—falling short of the required special resolution threshold—BUCS demonstrated governance maturity by listening to member concerns and co-developing revised proposals. These revisions preserved the integrity of governance improvements while addressing stakeholder feedback, culminating in unanimous approval of the revised articles of association at the July 2025 EGM.

Key governance outcomes include:

- Transparent Membership Admission: An objective process for admitting organisations into membership, removing the previous dependency on AGM voting. This reform has already enabled three eligible institutions to join BUCS, expanding access to competitive sport for their students.
- Agile Board Composition: The Articles now support a Board of up to 12 Trustees, with a balance of member and independent trustees. This ensures strategic oversight while allowing responsiveness to operational demands.
- Streamlined Governance Structures: Removing prescriptive committee requirements beyond legal obligations, has allowed BUCS to initiate a review of its governance groups, assessing relevance and effectiveness to ensure structures remain necessary and aligned with strategic goals.

This governance reform has not only enhanced BUCS' internal operations but has also set a precedent for inclusive, responsive, and future-ready governance across the higher education sport sector. It reflects a commitment to continuous improvement, member engagement, and upholding governance excellence.

Annual General Meeting

In accordance with the Articles of Association BUCS is required to hold an Annual General Meeting each year. During the reporting period BUCS held an AGM on 11 December 2024 and an Extraordinary General Meeting on 17 July 2025.

Sub-committees and Commission Groups

During the reporting period, BUCS had a range of Sub-committees which report into the Board and support the Board of Trustees through their delegated Authority.

Sub-Committees

- Finance, Audit and Risk Committee
- Governance and Nominations Committee
- Remuneration and Staffing Committee
- Advisory Group
- Senior Managers Executive
- Student Officer Network

Finance, Audit and Risk Committee

Chair: Simon Wilson

Members

- Cathy Gallagher (until 17 July 2025)
- Chris Anthony (from 13 March 2024 until July 2025)
- Kathleen Russ (from 13 March 2024)
- Fiona Dick (from September 2025)
- Karl Kirkpatrick (from September 2025)

The purpose of the Finance, Audit and Risk committee is to oversee, analyse and advise on BUCS budgets, financial activities and risk landscape, ensuring that it is appropriately managed, and that good governance and risk management is used to inform decision making.

The Board delegate authority to the Finance, Audit and Risk committee to undertake work relating to the integrity monitoring of financial statements and announcements relating to BUCS financial performance, reporting judgements on these publications, and providing advice to the Board on matters relating to BUCS financial position, performance, business model and strategy.

The Finance, Audit and Risk Committee will also undertake work to ensure the appropriateness of BUCS internal controls, advising on risk appetite aligned to the strategic direction of the organisation.

The Finance, Audit and Risk Committee met six times during the reporting period, including meeting with BUCS external auditors Haysmacintyre to discuss the results of BUCS financial audit, ahead of presentation to the Board and publication of the annual accounts at AGM. The Committee acted as a critical friend to the BUCS executive to support the revision of BUCS risk management policy. The revised policy has improved BUCS risk management processes, and the relevance of information available to the Board.

Governance and Nominations Committee

Chair: Carrie Stephenson

Members

- Katy Storie,
- Amanda Broderick
- Russell James
- Kathleen Russ

The purpose of the Governance and Nominations Committee is to oversee, analyse and advise on BUCS governance and undertake work relating to its governance structure, governance policy and processes, board composition and effectiveness, compliance with external governance requirements and the appointment of BUCS Board Trustees and Senior Leadership Team.

During the reporting period the Governance and Nominations Committee met five times. A main area of focus for the committee during the reporting period was ensuring good governance was embedded in the revision to the Articles of Association. The committee were able to act as expert advisors to the BUCS executive throughout the review. The Committee also supported with the annual election process, resulting in the successful election of 2 Student trustees and 2 Member Trustees to the Board.

The committee have also and maintained strategic oversight of BUCS delivery against the Governance Action Plan issued by Sport England and the work to define BUCS safeguarding scope of liability and revisions to the policy and process.

Remuneration and Staffing Committee

Chair

- Amanda Broderick (until May 2025)
- Kath Russ (from May 2025)

Members

- Simon Wilson
- Carrie Stephenson (from May 2025)
- Chris Anthony (until July 2025)
- Dan Tilley (from September 2025)

The purpose of the Remuneration Committee is to oversee, analyse and advise on the performance of the CEO (including remuneration) and to consider and have oversight of the remuneration of the Executive and all staff, ensuring transparency and accountability are seen and adhered to.

The Remuneration Committee met twice during the reporting period. The Committee supported the executive following completion of the a salary benchmarking assessment, providing advice and counsel on the recommendations and implications of the report.

Advisory Group

Chair:

- Chris Anthony (until July 2025)
- Dan Tilley (from July 2025)

The purpose of the Advisory Group is to support and assist the BUCS Executive by representing the voice of the Membership to advise and make recommendations on the delivery and implementation of BUCS strategy, as well as taking on specific challenges as directed by BUCS Executive and Board. The Group represents the primary route for consultation with Members, by providing a platform to facilitate feedback from Regional and National groups.

The Advisory Group met four times during the reporting period. During the reporting period the Advisory group provided insight to the BUCS Executive on areas such as safeguarding, Environmental & Social Governance, BUCS Articles of Association, BUCS Subscription Fees, BUCS REG 1 Review, student culture and behaviours, BUCS flagship sports events, BUCS External Evaluation of the Board, masters categories and the Race & Equality Research Implementation Group.

Senior Managers Executive

Chair

- Cathy Gallagher (until July 2025)
- Fiona Dick (from July 2025)

The BUCS Senior Managers Executive is one of two primary member executive groups and is responsible for the strategic oversight of the BUCS vision and strategy.

The Group represents the voice of the staff in senior leadership positions within the Membership, advising and making recommendations to the Board and BUCS Executive on the delivery and implementation of BUCS strategy, as well as taking on specific challenges as directed by BUCS Executive and Board.

The Senior Managers Executive met four times during the reporting period, with Fiona Dick acting as Interim Chair during Cathy Gallagher's absence. During the reporting period, the Senior Managers Executive engaged in discussion and information sharing with the BUCS Executive on BUCS Subscription Fees, BUCS Articles of Association, BUCS REG 1 Review, student culture and behaviours, BUCS Governance Review, BUCS Board Reports, BUCS Live Streaming, Collective Insurance, CUBO and organisation of the Senior Managers Network events.

Student Officer Network

Chairs

- Ella Williams (until July 2025)
- Alexandra Duggan
- Karl Kirkpatirck (from July 2025)

The Student Officers Network represents the voice of the student and sabbatical officers from within BUCS Membership to advise, support and make recommendations on the development and implementation of the BUCS Strategy. It may also take on specific challenges as directed by BUCS Executive, to collectively explore current issues and challenges facing the higher education sector.

The Student Officer Network is designed to support any student officer from a BUCS Member institution to fulfil their roles by:

- To act as sounding board to the BUCS Executive Team to ensure the views of Student's Unions are taken considered in decision making
- To share insight into the opinions and views of the student body involved in BUCS
- To provide Student Officers with regular and current updates on the work of BUCS
- To enable collective sharing of information and resources between the Student Officers
- To provide a safe and supportive environment for Student Officers to discuss their roles and share experience with people in similar roles
- To share good practice across the network of Student Officers

The Student Officer Network met four times during the reporting period. Key areas which the Student Officers Network have discussed this reporting period include: Board updates, Advisory Group updates, BUCS Subscription Fees, BUCS Articles of Association, university club culture and behaviours, increasing the reach of the Student Officers Network and the creation and circulation of newsletters for the network.

Member Groups

In addition to the sub-committees of the Board, BUCS is informed by several member groups that provide operational support to the BUCS Executive and enable a flow of information and insight from members into BUCS strategic and advisory groups and the BUCS Board. The groups are chaired by members of BUCS and operate in line with agreed terms of reference. The member groups supporting the BUCS Executive staff during the reporting period were:

- Competitions Group
- Sport Review Implementation Group
- International Advisory Group
- Senior Managers Network
- Regions and Nations Network
- Sport Advisory Groups
- Event Management Groups
- League Management Committees

Signature

This Annual Governance statement is approved by the Board and signed by the Chair on behalf of the Board.

Amanda Broderick
Chair of the Board of Trustees