

### 2.3 THE GOVERNING BOARD

---

#### 1 INTRODUCTION

- 1.1 Virtus is owned and managed by its Member Organisations
- 1.2 The Virtus Governing Board working collectively is responsible for managing the Federation on behalf of the General Assembly and the Virtus Membership

This policy sets out the rules, procedures, responsibilities and structure of the Virtus Governing Board together with an overview of the roles within it.

#### 2 THE GOVERNING BOARD

- 2.1 The Governing Board will be elected by the General Assembly in accordance with the election procedures. The Governing Board's main responsibilities shall be to uphold and work towards the vision of the organisation, and to implement the decisions and directives of the General Assembly.
- 2.2 Virtus is legally represented by the Secretary General.
- 2.3 The Governing Board delegates day to day management responsibility of the organisation to the Executive Director.

#### 3 TERMS OF OFFICE

- 3.1 The term of office shall normally be four (4) years and no individual may serve on the Governing Board for more than two (2) consecutive terms (in any or a combination of roles).
- 3.2 However individuals are eligible for re-election after a period of one (1) cycle (ie. 2 years).
- 3.3 Any terms served by an individual on the Governing Board under a previous constitution (ie. prior to April 2017) will not count towards this total.

#### 4 STRUCTURE

- 4.1 The Governing Board shall comprise:
  - a) The President, who shall represent the Federation in all matters. He/she shall preside over meetings of the General Assembly and the Governing Board, and sit ex-officio on all other committees, sub-committees, Virtus Regions and ad-hoc committees concerned with the functions of the Federation.
  - b) The Vice President, who shall, in the absence of the President and upon his/ her designation, preside over meetings and represent the organisation should the President be incapacitated.
  - c) The Secretary General, who shall perform all duties charged by the General Assembly, Governing Board and the President and is the Legal Representative. The Secretary General shall organise the meetings of the General Assembly and the Governing Board. A secretary for taking of minutes may be appointed by the President and the Secretary General.
  - d) Members at Large (number determined by the nominations and election procedures), who shall carry out the responsibilities delegated to them by

### 2.3 THE GOVERNING BOARD

---

the Governing Board and Chair any sub-committees to which they are appointed.

- e) Up to 3 Co-Opted Members (non-voting) who shall have full speaking rights at all meetings and shall be recruited to bring specific skills and experience to the Governing Board.
- f) The Executive Director will attend all meetings of the Governing Board with speaking rights, but is not a Member of the Governing Board and may not vote on any matter.

#### 5 ADDITIONAL AND CO-OPTED MEMBERS

- 5.1 The Governing Board may appoint to vacant posts or co-opt for a fixed period time (normally until the next General Assembly) further (non-voting) members.

#### 6 GENERAL RESPONSIBILITIES OF THE GOVERNING BOARD

- 6.1 The Governing Board has the full power of authority to represent the Federation. In exercising this authority, Virtus clearly separates between 'governance' - which is the role of the Governing Board - and 'management' - which is the responsibility of the management (ie. staff) team under the leadership of the Executive Director.

#### 7 SPECIFIC RESPONSIBILITIES

- 7.1 The Governing Board:
  - a) Has full power of authority to represent Virtus and approves the transaction of any business properly brought before the meeting.
  - b) Mandates the Executive Director to represent Virtus externally.
  - c) Develops the Virtus Strategic Plan and monitors the delivery of the strategic goals.
  - d) Considers and approves financial reports and audited accounts and approve and monitor overall budgets
  - e) Is responsible for ensuring that effective planning processes are in place, and for monitoring the results of these.
  - f) Approves any agreements with International Federations and Organising Committees of Virtus events including the Global Games.
  - g) Has the sole power to decide on the inclusion of a sport/discipline/event in the Virtus Sport programme and Global Games
  - h) Has the sole power to approve new memberships, suspensions or expulsions in the periods between General Assemblies, and subject to approval of any decision by the General Assembly.
  - i) Will nominate an Official Representative available to all Virtus Events.
  - j) Will investigate any complaints, allegations or concerns regarding the conduct of Virtus officers, representatives, members and committees in accordance with the relevant standing orders.
  - k) Will approve any Virtus policies, procedures, codes and by-laws.

## SECTION 2: GOVERNANCE & BY-LAWS



### 2.3 THE GOVERNING BOARD

---

- l) Is responsible for the appointment and line-management of the Executive Director, and delegates all staff recruitment and management issues relating to the Management Team to the Executive Director
  - m) Is responsible for the management of all Virtus Committees, appointing the Chairperson.
- 7.2 The President:
- a) Leads the Governing Board in making decisions in the best interest of the Virtus members.
  - b) Chairs meetings of the General Assembly and of the Governing Board.
  - c) Works closely together with the Executive Director to enhance the overall efficiency of the organisation and its ability to deliver the key strategic objectives.
  - d) Serves as an ex-officio member of the Virtus Committees, Councils, Regions and other bodies as specified in the bylaws.
  - e) Actively contributes to ensuring that the organisation maintains positive and productive relations with its membership, the Global Games Organising Committees and its respective governments, international and non-governmental organisations, media, sponsors, donors, other organisations and with the community at large.
- 7.3 The Vice President:
- a) Will support the President, and in their absence or upon his/ her designation, preside over meetings and represent the organisation.
- 7.4 The Secretary General:
- a) Is the legal representative of the organisation and represents Virtus in all proceedings and negotiations of all types against courts and authorities.
  - b) The Secretary General shall not fail to protect the organisation from emergency loss of its Executive Director and/or Management Team and shall have a contingency plan that includes at least two (2) senior members of the Governing Board who can provide emergency services.
  - c) The Secretary General (together with up to 2 further members of the Governing Board) will be responsible for the appraisal and annual review of the Executive Director, for establishing pay and for defining the terms of employment.
- 7.5 Members at Large
- a) Will support all aspects of Governing Board matters. Members at Large have a responsibility to act and take decisions in the best interests of the organisation, and will represent the Governing Board on Committees as directed by the Governing Board.
- 7.6 Co-Opted Members (non voting)

## SECTION 2: GOVERNANCE & BY-LAWS



### 2.3 THE GOVERNING BOARD

---

- a) Will support all aspects of Governing Board matters but in particular, will advise the Board and take responsibility for specific specialisms, projects or areas of work as directed by the Governing Board

## 8 MEETING SCHEDULE AND CONDUCT

- 8.1 Governing Board members are expected to attend the official Governing Board meetings, except in the event of circumstances beyond the control of members, which should be duly justified. Any member who does not attend two consecutive meetings (without a reasonable excuse) shall be deemed to have resigned their position, and as a result shall receive no further notice to attend.
- 8.2 The Governing Board shall normally meet five (5) times in a two (2) year period including the General Assembly.
- 8.3 Meetings will be chaired by the President or, in their absence, the Vice President. In their absence, the Secretary General will preside. If the Secretary General is also absent, then the members of the Governing Board shall nominate one of their number attending to chair the meeting.
- 8.4 Governing Board meetings will be conducted in accordance with the following rules:
  - a) Substitutes may not be made for members of the Governing Board who are unable to attend.
  - b) Governing Board meetings shall be convened in accordance with the Constitution of Virtus.
  - c) The invitation and the draft agenda for Governing Board meetings shall be sent out 30 days prior to the meeting to each of the members of the Governing Board by the Secretary General.
  - d) The quorum for the Governing Board is a simple majority of voting members
  - e) The Governing Board will check and, taking account of any amendments, adopt the minutes of the previous meeting
  - f) After the adoption of the agenda, no subject may be discussed that is not on the agenda, except in the case that the President or five members present propose that it be discussed, and that approval to discuss is passed by the majority. Once it is approved it shall be discussed in the normal way.
  - g) The Chairperson shall conduct the discussions, shall decide when the subject in question has been sufficiently debated, and shall order votes to be cast and shall declare the result.
  - h) Minutes of the meeting will be taken and distributed within 1 month.

## 9 VOTING

- 9.1 Voting shall be done by a show of hands, except when, at the simple request of any member, a secret ballot is accepted by the President. A vote by secret ballot may also be agreed by the majority of the voting members. The recording of a

## SECTION 2: GOVERNANCE & BY-LAWS



### 2.3 THE GOVERNING BOARD

---

voting by name may be requested by any member; however, not following a secret ballot.

- 9.2 All decisions shall be taken by simple majority. An abstention or a vote which is not exercised does not count as a vote.
- 9.3 The Governing Board may reach a decision by email or postal vote however adequate opportunity for discussion should be given (by phone/video conference if necessary). A specific timeframe for responses will be stated (normally no less than 7 days).