



# Governance Review

2020 - 2023

# PROGRAMME: Governance Review



## OBJECTIVE/VISION:

(ALIGNMENT WITH ITF2024 / BENEFIT TO ORGANISATION)

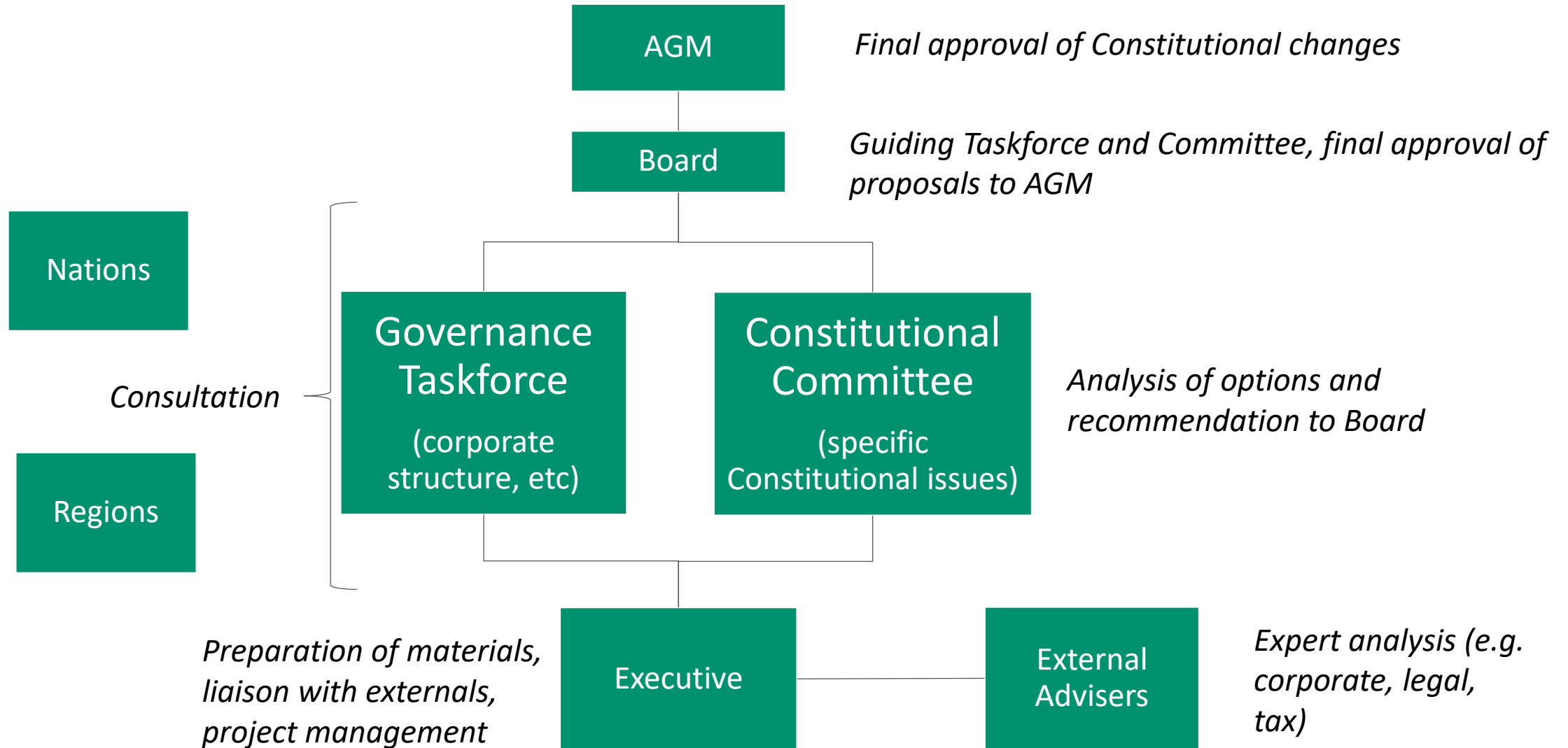
**INTEGRITY:** To uphold the highest standards of integrity, governance and transparency by:

- making corporate structure more transparent to stakeholders, while protecting ITF assets;
- reviewing senior leadership roles and responsibilities to reflect good governance principles;
- improving corporate governance procedures (particularly for ITFL);
- improving membership obligations to lift standards of governance within tennis;
- improving diversity on ITF Board; and
- updating the Constitution in line with sporting federation best practice.

**DEVELOPMENT:** To grow tennis where it is most needed by:

- providing roadmap for nations to improve development and increase their share allocation.

# Roles and Responsibilities



# Deliverables



## 1. Review ITF corporate structure and domicile

2. Review ITF Licensing (UK) Ltd corporate governance procedures

3. Review roles and responsibilities of senior leadership (i.e. President, Chair, CEO, COO)

4. Formalise nation and region rights and responsibilities

5. Consider gender balance requirements for Board

6. Clarify criteria for increasing share allocation

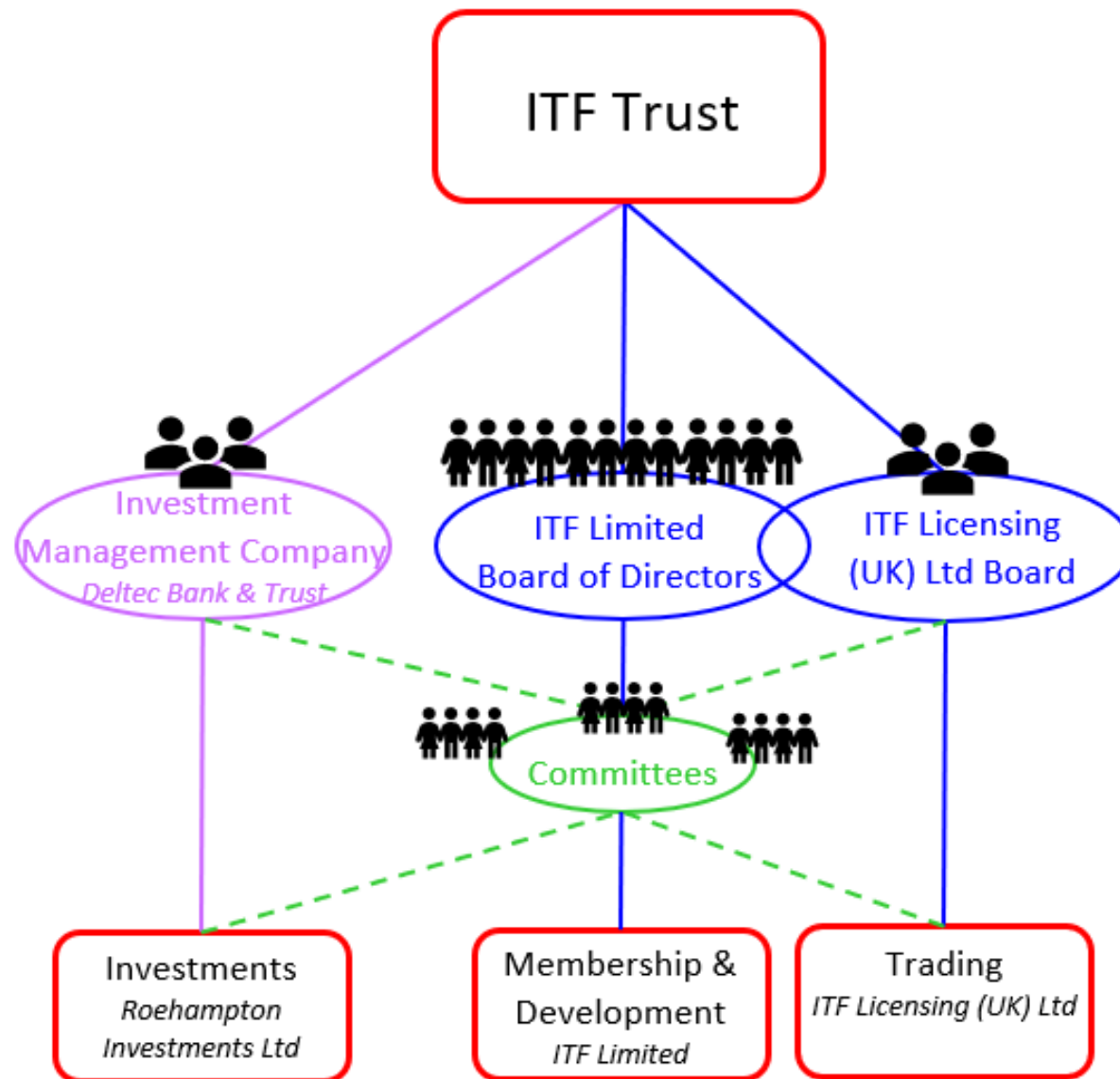
7. Review regional presence on the Board

8. General review of Constitution wording

Governance  
Taskforce

Constitutional  
Committee

# 1. ITF Corporate Structure



# 1. ITF Corporate Structure

Why do we have the current structure?

- Asset protection
- Formalised legal entities to protect members and directors from exposure and litigation
- Separate investment portfolio management
- UK-based operational entity to reflect the reality of day-to-day operations

**What are the real or perceived issues with this?**

- **Perceived lack of transparency and accountability**
- **Lack of control of ITF Ltd over ITF Licensing (UK) Ltd**
- **Complicated (political)**

# 1. ITF Corporate Structure



## **Decisions taken by the Board in March:**

- **Improve transparency (annual report, online, AGM)**
- **Current structure assures asset protection**
- **Communicate structure to members**
- **ITF Board control over assets and business operations by adding ITFL Directors**



## 2. ITF Licensing (UK) – general corporate governance

### Areas for the Taskforce to consider:

- Including more/all ITF Ltd Board members as directors of ITF Licensing
- Inclusion of independent non-executive members, and consider gender balance
- Up-to-date Memorandum and Articles of Association
- Board and general meetings
- Clarity and transparency on how ITF Limited Board advises the ITF Trust (as 100% shareholder of ITF Licensing)



# 3. Roles - President, Chair, CEO, COO



## Review to consider:

- Avoiding concentration of power in one individual
- Checks on the exercise of power
- Clear duties and responsibilities for each role, splitting between strategic/representative and executive/operational
- Is there a need for independence?
- The structure must be efficient and effective

# Deliverables 4-8



## *Rights and obligations of nations and regions*

- introduce clarity and bring into line with best practice
- inclusion of e-sports

## *Gender balance*

- whether to introduce minimum gender requirement for Board

## *Share Allocation*

- produce guidance for members on how to increase shares through improved development

## *Regional presence on Board*

- inclusion of Oceania on Board

## *General review of Constitution wording*

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## TIMELINE:

