

APPEAL BOARD

Board Members	Membership End Date
Sir Roger Buckley QC (C)*	31 August 2013
Bruce Blair QC*	31 December 2012
Jane Gillies	31 December 2012
Christopher Hodgson	31 December 2013
Alastair Macdonald-Buchanan	31 December 2013
Anthony Mildmay-White	31 December 2012
Sir William Gage*	31 July 2012
Guy Roxburghe	31 December 2012
Christopher Rathcreedan	31 December 2013

*Chairman's Panel

Terms of Reference

Under the "Rules of Racing" the British Horseracing Authority has power to provide for its decisions to be appealed to an Appeal Board in such circumstances and upon such terms as it thinks fit, and further, to make such Rules for the membership and convening of an Appeal Board and the conduct of appeals as it shall from time to time think fit.

1. PURPOSE

1.1 Appeal Boards are convened to hear appeals from some decisions made under the 'Rules of Racing' to the extent permitted by the Rules for appeals to an Appeal Board, contained in Schedule (A)7 of the Rules. The Appeal Board derives its authority from these Rules which are determined by the Board of the British Horseracing Authority.

2. MEMBERSHIP

2.1 An Appeal Board will consist of a Chairman and two others.

2.2 Members of an Appeal Board are drawn from two separate panels, the Chairman's Panel and The Panel.

2.2.1 The Chairman's Panel consists of persons independent to the British Horseracing Authority qualified to act as a Chairman of an Appeal Board.

2.2.2 The Panel is drawn from amongst those persons who have previously served on the Disciplinary Panel or the Licensing Committee and being

familiar with the British Horseracing Authority's regulatory procedures, being not less than five nor more than eight in number.

2.3 The Rules governing membership of the Chairman's Panel and The Panel are detailed in Schedule (A)7 of the 'Rules of Racing'.

2.4 Vacancies for the Appeal Board are filled in consultation with the Chairman of the Authority but not at his direction. Members serve for an initial period of three years.

3. QUORUM

3.1 The quorum necessary for the transaction of the Appeal Board's business shall be three persons one of whom shall be a member of the Chairman's Panel.

4. CONVENING AN APPEAL BOARD

4.1 Appeal Boards shall meet whenever required under the 'Rules of Racing'.

5. WRITTEN DECISIONS

5.1 Written reasons for the decision of an Appeal Board will be provided when requested. They will be signed and dated by the Chairman of the Appeal Board and will be the conclusive record of its decision.

5.2 All decisions of the Appeal Board will be published.

6. ANNUAL MEETING

6.1 The Chairman of the Board may, at any time, invite the Chairman of the Chairman's Panel to convene a meeting to review the Appeal Board's performance, constitution and Terms of Reference to ensure operation at maximum effectiveness. Any changes considered necessary should be commended for further consideration by the Board.

7. DUTIES

7.1 The duties of the Appeal Board are defined in Schedule (A)7 of the 'Rules of Racing'.

8. RESOURCES

8.1 The British Horseracing Authority shall, in consultation with the Chairman of the Board appoint an employee to provide administrative support to an Appeal Board (the "Secretary").

9. OTHER

9.1 Fees will be paid to Members of the Chairman's Panel and The Panel at a level to be determined by the Board of the British Horseracing Authority and to be reviewed annually.

- 9.2** Expenses of office should be charged on a monthly basis. The prevailing expense account policy for Directors of the British Horseracing Authority will apply.
- 9.3** Overnight expenses, wherever possible, should be with the prior agreement of an executive director.
- 9.4** For purposes of insurance, Members of the Chairman's Panel and The Panel are treated as officers of the British Horseracing Authority and as a result, the Directors and Officers Third Party liability insurance will apply.

AUDIT COMMITTEE

Committee Members
Bill Farnsworth (C)
Sir Eric Parker
John Sanderson

Terms of Reference

1. PURPOSE

- 1.1 The role of the Audit Committee is to monitor the integrity of the financial statements of the Company and to review and, when appropriate, make recommendations to the Board on business risks, internal controls, and compliance.

2. MEMBERSHIP

- 2.1 Members of the Audit Committee shall be appointed by the Members acting unanimously. The Audit Committee shall comprise at least three members, one of whom at least to be a director and at least one of whom to have recent and relevant financial experience
- 2.2 Only members of the Audit Committee have the right to attend Audit Committee meetings. However, other individuals such as the Chairman, Chief Executive, any other director or executive of the Company such as the Finance Director and other executives and representatives from the finance function may be invited to attend all or part of any meeting, as and when appropriate.
- 2.3 The external auditors may be invited to attend meetings of the Audit Committee.
- 2.4 Appointments to the Audit Committee shall be for a period of up to three years, which may be extended at the discretion of the Members acting unanimously.
- 2.5 The Members acting unanimously shall appoint the chairman of the Audit Committee. In the absence of the chairman of the Audit Committee, the remaining members present shall elect one of themselves to chair the meeting.

3. QUORUM

- 3.1 The quorum necessary for the transaction of business shall be two members one of whom shall be a director.

4. FREQUENCY OF MEETINGS

- 4.1** The Audit Committee shall meet at least twice a year at appropriate times in the reporting and audit cycle, one of which occasion shall be before publication of the full year results.

5. MINUTES OF MEETINGS

- 5.1** The Audit Committee shall cause minutes to be made of the proceedings and resolutions of all meetings of the Audit Committee, including recording the names of those present and in attendance.
- 5.2** Minutes of Audit Committee meetings shall be circulated promptly to all members and, once agreed, shall be made available to all members of the Board.

6. ANNUAL GENERAL MEETING

- 6.1** The Chairman of the Audit Committee shall attend the Annual General Meeting prepared to respond to any Member's questions on the Audit Committee's activities.

7. DUTIES

- 7.1** The Audit Committee shall carry out the following duties, as appropriate.

Financial Reporting

- 7.2** The Audit Committee shall monitor the integrity of the financial statements of the Company, including its audited financial statements and any formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.
- 7.3** The Audit Committee shall review the annual financial statements of the Company before submission to the Board focusing particularly on:
- 7.3.1** the consistency of, and any changes to, accounting policies and practices on a year on year basis;
 - 7.3.2** the methods used to account for significant or unusual transactions where different approaches are possible;
 - 7.3.3** whether the Company has followed appropriate accounting standards, policies and practices and made appropriate estimates and judgements, taking into account the views of the external auditor;
 - 7.3.4** the nature and extent of any significant adjustments resulting from the audit;
 - 7.3.5** the clarity and completeness of disclosures in the Company's financial statements and whether they are set properly in context;

- 7.3.6** all material information presented with the financial statements, including the operating and financial review and the corporate governance statement relating to the audit and to risk management;
 - 7.3.7** a report on significant frauds reported to the Company; and
 - 7.3.8** whether the company has complied with legal requirements and the going concern assumption.
- 7.4** Where, following its review, the Audit Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board.

Internal Controls and Risk Management Systems

- 7.5** The Audit Committee shall review the Company's and / or external auditor's assessment of internal financial controls and risk management systems.

External Audit

- 7.6** The Audit Committee shall:
- 7.6.1** consider the appointment, re-appointment and removal of the Company's external auditor;
 - 7.6.2** Oversee the relationship with the external auditor including (but not limited to):
 - 7.6.2.1** approval of its remuneration, whether fees for audit or non audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
 - 7.6.2.2** approval of its terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - 7.6.2.3** assessing annually its independence and objectivity;
 - 7.6.3** meet the external auditor at least once a year, without management being present, to discuss its remit and any issues arising from the audit;
 - 7.6.4** review and approve the annual audit plan;
 - 7.6.5** review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - 7.6.5.1** a discussion of any major issues which arose during the audit.
 - 7.6.5.2** any account and audit judgements, and
 - 7.6.5.3** levels of errors identified during the audit.

- 7.6.6 Review the effectiveness of the audit;
- 7.6.7 review any representation letter(s) requested by the external auditor before they are signed on behalf of the Company;
- 7.6.8 review the management letter and management's response to the auditor's findings and recommendations.

General

- 7.7 The Audit Committee shall be able to consider, from time to time, other matters as defined by the Board.

8. REPORTING RESPONSIBILITIES

- 8.1 The Audit Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. OTHER

- 9.1 The Audit Committee shall:

- 9.1.1 give due consideration to applicable laws and regulations and codes relating to corporate governance;
- 9.1.2 oversee any investigation of activities which are within its terms of reference; and
- 9.1.3 review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. AUTHORITY

- 10.1 The Audit Committee and each of its members is authorised to seek any information it requires from any director or employee of the Company in order to perform its duties; and
- 10.2 The Audit Committee is authorised (subject to the prior approval of the Board) to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

BRITISH HORSERACING AUTHORITY BOARD OF DIRECTORS

Director	Industry Body	Membership End Date
Paul Roy (C)	British Horseracing Authority Independent Chairman	23 April 2013
Paul Bittar	British Horseracing Authority Chief Executive Officer	N/A
Justin Wadham	Independent	30 July 2013
John Bridgeman	Independent	11 April 2012
Morag Gray	Independent	30 July 2013
Ben Gunn	Independent	31 December 2013
Bill Farnsworth	Racecourse Association	30 July 2013
Nicholas Jones	Independent	10 April 2014
Mark Johnston	Racehorse Owners Association Thoroughbred Breeders Association Licensed Personnel*	10 April 2014

*Acting together, National Trainers Federation, Professional Jockeys Association and National Association for Stable Staff.

Click here to see the [Memorandum and Articles of Association](#)

Click here to see the [BHA Board 'Code of Practice'](#)

CHAIRMAN'S COMMITTEE

Committee Member	Industry Body
Paul Roy (C)	British Horseracing Authority Chairman
Paul Bittar	British Horseracing Authority Chief Executive Officer
Ian Barlow	Racecourse Association Chairman
Rachel Hood	Racehorse Owners Association President
Kirsten Rausing	Thoroughbred Breeders' Association Chairman
Rupert Arnold	National Trainers Federation Chief Executive Officer

Terms of Reference

1. PURPOSE

- 1.1 The role of the Chairman's Committee is to provide a forum at which the Chairman can discuss, on an informal basis, key current Racing-related issues with representatives of the Members.

2. MEMBERSHIP

- 2.1 The Chairman's Committee shall comprise:

the Chairman;
the Chief Executive;
and four ex officio Member's representatives ("Member's Representatives") comprising:
Chairman, RCA;
President, ROA;
Chairman, TBA; and
Chief Executive, NTF.

- 2.2 Each Member's Representative may appoint (by prior notice in writing to the Chairman) any person willing to act to be his alternate to attend and act as the relevant Member's Representative at any meeting which the Member's Representative is unable to attend.

- 2.3 Only members (or their alternates) of the Chairman's Committee have the right to attend Chairman's Committee meetings. However, other individuals such as any other director or executive of the Company and external advisers and other representatives of the Members may be invited by the Chairman, at his sole discretion, to attend for all or part of any meeting;

2.4 The Chairman shall be the chairman of the Chairman's Committee or, in his absence, the Chief Executive.

3. QUORUM

3.1 The Quorum necessary for the transaction of business shall be the Chairman or, in his absence and with his consent, the Chief Executive and three Member's Representatives.

4. FREQUENCY OF MEETINGS

4.1 The Chairman's Committee shall meet at least six times a year and at such other times as agreed by the Chairman's Committee.

5. MINUTES OF MEETINGS

5.1 The Chairman's Committee shall cause minutes to be made of the proceedings of all meetings of the Chairman's Committee, including recording the names of those present and in attendance.

6. DUTIES

6.1 The Chairman's Committee shall:

6.1.1 contribute to policy relating to the governance and regulatory functions of the Company;

6.1.2 act as a channel of communication between the Members and the Chairman;

6.1.3 advise the Chairman on matters it would like to have considered by the Board; and

6.1.4 consult with the Chairman in relation to the annual budget of the Company and advise and assist him in reviewing the draft annual budget so that the Board is made aware of the views of the Members in order to assist effective discussion.

7. REPORTING RESPONSIBILITIES

7.1 The Chairman's Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers action or improvement is needed.

8. AUTHORITY

8.1 The Chairman's Committee and each of its members is authorised to seek any information it requires from any director or employee of the Company in order to perform its duties.

CONTRACT MONITORING COMMITTEE

Committee Member	Industry Body
Ruth Quinn (C)	British Horseracing Authority
Ian Moody	Weatherbys
Paul Foster	British Horseracing Authority
Paul Greeves	Weatherbys
Dr Paull Khan	Weatherbys
Paul Lifton	British Horseracing Authority
Paul Palmer	Weatherbys
Steven Shaw	British Horseracing Authority
Richard Wayman	British Horseracing Authority
Nick Wilson	Weatherbys

DISCIPLINARY PANEL

Panel Members	Membership End Date
Patrick Hibbert-Foy (C)	31 December 2012
Sandra Arkwright	31 December 2012
Hopper Cavendish	30 June 2013
Tim Charlton QC	31 December 2013
Richard Gould	31 December 2013
Patrick Lawrence QC	31 December 2012
Matthew Lohn	31 December 2013
Didi Powles	30 June 2013
Nicky Vigors	31 December 2014
Charles Warde-Aldam	31 December 2012
Judge Philip Curl	31 December 2013
William Barlow	31 December 2014

Terms of Reference

1. PURPOSE

- 10.1** To hold Disciplinary Enquiries under the 'Rules of Racing' and, where appropriate, to impose penalties as provided for in the 'Rules of Racing'.
- 1.2** To follow the provisions for Disciplinary Enquiries set out in Schedule (A)6 to the Rules.

2. MEMBERSHIP

- 2.1** The Chairman of the Disciplinary Panel will be appointed by the Board.
- 2.2** There is one overall Chairman of the Disciplinary Panel and a minimum of four other Panel Members all of whom are approved by the Board to chair Disciplinary Panel Enquiries on an availability basis.
- 2.3** At least 11 Panel Members will be appointed by the Board, one of which shall be ex-officio the Chairman of the Stewarding and Disciplinary Policy Committee

(Andrew Merriam), and at least two of which shall be legally qualified members to be available for enquiries where legal expertise is required.

- 2.4** The terms of office for both the Chairman and the Panel members will be determined by the Board although the normal term of office is three years.

3. QUORUM

- 3.1** The quorum for the conduct of business by the Disciplinary Panel shall be two, plus a member who is qualified to act as a Chairman.

4. FREQUENCY OF MEETINGS

- 4.1** A Disciplinary Enquiry Panel is scheduled to meet weekly, on the Thursday of each week unless there is a Bank Holiday on a Monday in which case the Panel meets on a Friday, the meeting comprising three members of the Panel scheduled on a rotating basis. This may be cancelled if there are no enquiries to consider.

- 4.2** Other Disciplinary Enquiry Panel meeting dates are organised as and when necessary to facilitate the business of the Disciplinary Panel.

- 4.3** Three meetings are also arranged each year for the full membership of the Disciplinary Panel, usually in March, June and either November or December.

- 4.4.** All meetings are determined at the discretion of the Chairman in conjunction with the Director of Raceday Operations and Regulation.

5. MINUTES OF MEETINGS

- 5.1** Minutes of the meetings are taken by the Secretary of the Disciplinary Panel and distributed to all members of the Panel and to those in attendance.

- 5.2** The proceedings of Enquiries are recorded and logged. Transcripts are only available should an Appeal be lodged or on a needs must basis at the discretion of the Secretary to the Disciplinary Panel.

6. DUTIES

- 6.1** To exercise the disciplinary function of the British Horseracing Authority in respect of activity both on the racecourse and otherwise as prohibited by the 'Rules of Racing'.

7. OTHER

- 7.1** The Chairman and Members of the Disciplinary Panel shall be guided by the Board.

- 7.2** Fees will be paid to the Chairman and the Members of the Disciplinary Panel at a level to be determined by the British Horseracing Authority and to be reviewed annually.

- 7.3** Expenses of office should be charged on a monthly basis. The prevailing expense account policy for Directors of the British Horseracing Authority will apply.
- 7.4** Overnight expenses, wherever possible, should be with the prior agreement of an executive director.
- 7.5** Members of the Disciplinary Panel are considered officers of the British Horseracing Authority and, as a result, the Directors and Officers Third Party liability insurance will apply.

DISCIPLINARY REVIEW GROUP

Committee Member
Patrick Russell (C)
Ben Gunn
Sir Michael Connell

Terms of Reference

1. PURPOSE

To review and oversee the matters within the responsibility of the Disciplinary Officer, and to establish the regulatory policy to be applied in carrying out his role as set out in Schedule 1.

11. MEMBERSHIP

The Group shall comprise the Chief Executive and up to three others as may be appointed by the Board from time to time.

12. QUORUM

The quorum necessary for the transaction of business shall be three.

13. FREQUENCY OF MEETINGS

The Group shall meet at regular intervals as it sees fit.

14. MINUTES OF MEETINGS

The Group shall cause minutes to be made of the proceedings of all meetings, including names of those present and in attendance, which shall be reported to the Board. The Group shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers action or improvement is needed.

Schedule 1

1. The Disciplinary Officer has the authority and responsibility to review all cases and take the final decision as to:

- whether a prosecution under the Rules of Racing should be initiated or not,
- the nature of the charges, and
- case preparation and presentation;

and shall report and be accountable to the Disciplinary Review Group.

2. The Disciplinary Officer is expected to:

- have a close personal involvement regarding all betting related corruption cases, cases that have serious implications for the sport, such as welfare matters, and doping violations whether concerning horses or licensed individuals;
- delegate to others the necessary decision making in less serious offences subject to his ongoing review;
- advise the Executive and the Board on when and on what terms an investigation should be passed to the Gambling Commission for the consideration of criminal charges being brought against suspect individuals under Section 42 of the Gambling Act 2005;
- take the important prosecution decisions in the course of proceedings including the decision whether or not to accept any form of plea bargain offered;
- decide as to the preparation and presentation of evidence for disciplinary proceedings;
- decide as to whether a decision made by Raceday Stewards during a Stewards Enquiry be re-considered, which may include a further investigation and/or Disciplinary Panel hearing;
- at all times act within the regulatory policy of the Authority and in the event of a novel case or ambiguity make reference to Disciplinary Review Group so that policy can be established; and
- ensure that all decisions are properly documented.

ETHICS COMMITTEE

Committee Member	Membership End Date
James Given	1 January 2012
Simon Glendinning	1 January 2012
Professor Tim Morris	1 January 2012
Alistair Macmillan	1 January 2012
Professor David Silk	1 January 2012
Jonathan Taylor	1 January 2012

PURPOSE

- 1.1** The role of the Committee is to advise the BHA Board on the ethical implications of BHA activities, both in specific issues that may arise in racing and in scientific research that is being conducted and/or funded by the BHA (equine or human). It is also to examine other related subjects that the Committee considers worthy of further study.
- 1.2** The Committee will have special concern with any BHA activities which may have the effect of causing suffering, distress or lasting harm to horses or jockeys.
- 1.3** Membership of the Committee reflects a wide range of views. All members of the Committee do, however, share a common concern for the welfare of horses and jockeys working in racing, and in considering any matter they will have regard both to the legitimate requirements of the sport and to the protection of horses and human beings against avoidable suffering and unnecessary harm.

MEMBERSHIP

- 2.1** The Committee shall comprise up to two representatives of the BHA (Director of Equine Science and Welfare and/or Chief Medical Advisor), and five independent members proposed by the Executive and approved by the BHA Board. The independent members shall consist of a nominee from the British Racing School, an independent legal expert in the field of ethics, an animal welfare nominee, an independent expert in the field of pure ethics, and a BHA Board nominee with medical expertise.
- 2.2** The independent members shall elect one of their number to chair the Committee. Neither BHA representative may chair the Committee.
- 2.3** Relevant experts and interested parties, where appropriate, may be invited to attend meetings of the Committee for specific topics.

2.4 The BHA representatives will be non-voting members of the Committee.

3. **QUORUM**

3.1 The quorum necessary for the transaction of Committee business will be four members.

4. **FREQUENCY OF MEETINGS**

4.1 The Committee shall meet at least twice a year and at such other times as considered necessary.

5. **MINUTES OF MEETINGS**

5.1 The Committee shall cause minutes to be made of the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.

5.2 Minutes are to be circulated promptly to all members of the Committee and once agreed made available to the BHA Board.

6. **REVIEW MEETING**

6.1 The Committee will hold at least one Review Meeting at least once every 5 years, as determined by the Chairman. The purpose of the Review Meeting will be to review policies, procedures, rules and instructions. A legal member may be co-opted for the occasion.

7. **DUTIES**

7.1 The Committee shall make recommendations and report to the BHA Board from time to time as appropriate on matters within the Committee's terms of reference.

7.2 The Committee will review research studies conducted or funded by the BHA to obtain appropriate assurance (a) that the design and conduct of the study adheres to high standards (including in relation to confidentiality, consent and data ownership) and (b) as to the safety and well-being of study participants (equine or human).

7.3 The Committee will oversee the local ethical review process undertaken by the Local Ethical Review Group for the Centre for Racehorse Studies under the Animals (Scientific Procedures) Act 1986, without duplication of process. In addition the Committee will review the work of the CRS, and its care and accommodation standards, at least once a year.

7.4 The Committee will review all individual study protocols to be carried out under the Project Licence held on behalf of the BHA under the Animals (Scientific Procedures) Act 1986. The approval of all voting members is required before an individual study protocol can proceed. A member of the Committee shall be deemed to have given approval if he/she does not respond within fourteen days of circulation of an individual study protocol.

- 7.5** The Committee will examine proposed applications for new project licences and amendments to existing licences, so as to ensure (in particular) that the 3Rs (Replace, Reduce and Refine) are considered, and that the proposed work is acceptable to British horseracing. The Committee will also provide advice and input as appropriate on an on-going basis to the Certificate Holder.
- 7.6** The Committee will take note of other review processes in studies or activities where the BHA has an interest. It will not duplicate those review processes, but may independently advise the BHA Board of its own conclusions.

8 **AUTHORITY**

- 8.1** The Committee may request any information it requires from any BHA director or employee in order to perform its duties.
- 8.2** The Committee is authorised (subject to the prior approval of the BHA Board) to obtain, at the BHA's expense, outside legal or other professional advice on any matter within its terms of reference.

9 **OTHER**

- 9.1** Members of the Committee are considered officers of the BHA for purposes of the BHA's Directors and Officers Third Party liability insurance policy.
- 9.2** The Chairman and the BHA representatives on the Committee shall be guided by the BHA rules, policies and procedures.
- 9.3** Members of the Committee are expected to register personal or business interests which may relate to the business of the Committee. The Register of Interests is maintained by the BHA Director of Finance and Corporate Services.

FIXTURE ALLOCATION COMMITTEE

Committee Member	Industry Body
Ruth Quinn (C)	British Horseracing Authority
Rupert Arnold	National Trainers Federation
Stephen Atkin	Racecourse Association
Adrian Grazebrook	Independent
Michael Harris	Racehorse Owners Association
Tim Jones	Racecourse Association

Terms of Reference

1. PURPOSE

- 1.1 The role of the Fixture Allocation Committee is to make recommendations to the Board in respect of the annual fixture allocation process which, in compliance with the Board's objectives, aims to produce a fixture list which most appropriately meets the needs of racing's stakeholders in a balanced manner and optimizes turf management.
- 1.2 In so doing, the Fixture Allocation Committee shall have regard to the memorandum of the Company headed "Governance and Race Planning Issues – Memorandum of Understanding" approved by its Members in general meeting on 30 July 2007 with effect from 31 July 2007. To the extent that there is any difference between the interpretation of, or any conflict between, these Terms of Reference and that memorandum, the latter shall prevail.

2. MEMBERSHIP

- 2.1 Members of the Fixture Allocation Committee shall be appointed by the Board. The Fixture Allocation Committee shall comprise six members and shall include two nominees of the Racecourse Member, one nominee of the Licensed Personnel Member and one nominee of the Racehorse Owner Member ("**Member's Representative**").
- 2.2 Only members of the Fixture Allocation Committee have the right to attend Fixture Allocation Committee meetings. However, other individuals such as any other directors or executives of the Company and external advisors may, at the sole discretion of the Chairman of the Fixture Allocation Committee, be invited to attend all or part of any meeting, as and when appropriate.
- 2.3 Appointments of Members' nominee representatives shall be for such period as the relevant Member may from time to time determine.

2.4 Each Member's Representative may appoint (by prior notice in writing to the Chairman of the Fixture Allocation Committee) any person willing to act to be his alternate to attend and act as the relevant Member's Representative at any meeting which the Member's Representative is unable to attend.

2.5 The Board shall appoint the Chairman of the Fixture Allocation Committee. In the absence of the Chairman of the Fixture Allocation Committee, the remaining members shall elect one of their number to chair the meeting.

3. QUORUM

3.1 The quorum necessary for the transaction of business shall be four members of the committee of whom one shall be a Racecourse Member's Representative.

4. FREQUENCY OF MEETINGS

4.1 The Fixture Allocation Committee shall meet at least twice a year and at such other times as agreed by the Fixture Allocation Committee.

5. MINUTES OF MEETINGS

14.1 The Fixture Allocation Committee shall cause minutes to be made of the proceedings and resolutions of all meetings of the Fixture Allocation Committee, including recording the names of those present and in attendance.

14.2 Minutes of Fixture Allocation Committee meetings shall be circulated promptly to all members of the Fixture Allocation Committee and, once agreed, shall be made available to all members of the Board.

6. DUTIES

6.1 The Fixture Allocation Committee shall:

6.1.1 approve an annual framework list before it is released to racecourses at the beginning of the fixture allocation process, having taken account of calendar movements and any other factors deemed relevant, including any representations made by racecourses directly or through the Racecourse Member;

6.1.2 approve any applications from racecourses to move, swap, transfer or trade fixtures in the event that the transaction involves any of the following:

- (A) fixtures of differing codes;
- (B) the movement of a fixture into a vacant criteria slot;
- (C) that it raises concerns of the regulatory officials responsible for the racecourse licensing and standards;

6.1.3 consider any appeal from a racecourse arising from the fixture allocation process and to advise the Board appropriately;

- 6.1.4** approve the date and code of each BHA fixture prior to offering them to racecourses via a competitive bidding process. At the close of the bidding process, to approve the allocation of BHA fixtures to the successful bidder for each such fixture in the light of advice from the regulatory officials responsible for racecourse licensing and standards;
- 6.1.5** recommend to the Board the criteria against which any applications to stage Fixtures without the financial support of the Horserace Betting Levy Board would be considered and, in the event that any such applications are received, to assess these applications against the Board's approved criteria and to issue recommendations to the Board;
- 6.1.6** recommend and subsequently apply the Board's policy regarding fixtures for new racecourses, including the allocation of any fixtures to the new racecourse outside of the bidding process; and
- 6.1.7** undertake any other duties as directed by the Board from time to time.
- 6.2** In the event that, for any reason, the number of fixtures within the fixture list for a particular year needs to be reduced, applying the Board's stated policy, the Fixture Allocation Committee shall recommend to the Board the specific slots within the proposed fixture list that shall be closed and how the removal of fixtures shall be divided between racecourses.
- 6.3** The fixture policy may include reference to matters such as:

 - 6.3.1** the size of the fixture list, including confirmation of the policy of the Horseracing Betting Levy Board and the policy of the Association of British Bookmakers towards the size of the fixture list;
 - 6.3.2** any principles and/or objectives relating to specific periods of the year, which may include, for example, the core winter season and the summer months;
 - 6.3.3** jump replacement fixtures;
 - 6.3.4** evening and, if relevant, twilight fixtures;
 - 6.3.5** the procedures to be followed by all racecourses applying to move, swap, transfer or trade racecourse fixtures;
 - 6.3.6** the allocation of and conditions associated with BHA fixtures;
 - 6.3.7** the allocation of and conditions associated with self-funded fixtures;
 - 6.3.8** the treatment of new racecourses; and
 - 6.3.9** the principles to be adopted in the event that the fixture list needs to be reduced.

7. REPORTING RESPONSIBILITIES

- 7.1** The Fixture Allocation Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2** The Fixture Allocation Committee shall make recommendations to the Board where it deems appropriate that action or improvement is needed in respect of an area within its remit.

8. AUTHORITY

- 8.1** The Fixture Allocation Committee and each of its members is authorised to seek any information it requires from any director or employee of the Company in order to perform its duties.

FLAT RACING SUB COMMITTEE

Committee Member	Membership End Date
Adrian Grazebrook (C)	31 December 2014
Paul Greeves	31 December 2012
William Haggas	31 December 2014
Lydia Hislop	31 December 2014
David Oldrey	31 December 2012
Ruth Quinn	N/A
Nick Luck	31 December 2012
Bill Farnsworth	31 December 2013
David Simcock	31 December 2013
Grant Pritchard-Gordon	31 December 2014

Terms of Reference

1. ROLE AND REMIT

- 1.1** To operate as a sub-committee of the Racing Committee, having responsibility for considering issues and recommending policy and detail on all matters within the scope of the Racing Committee relating to Flat racing.
- 1.2** This will include considering and reporting on any issues affecting Flat racing which may from time to time be referred to the FRSC by the Racing Committee or the BHA Executive, and advising on all matters relating to maintaining and improving a Flat Pattern, to test the best Flat horses in a range of distances. The races should be programmed throughout the season and the recommended minimum values be at a level which ensures, wherever possible, that the best horses compete.
- 1.3** The sub-committee should aim to provide a race planning framework within which the breeding of quality bloodstock and the improvement of the thoroughbred are stimulated, and thus have regard for the effect that any implemented recommendations may have on the shape and progression of the breed and on the long-term health of the racing programme.

2. GENERAL

- 2.1** The FRSC shall meet as and when necessary, but at least three meetings a year should take place.
- 2.2** All members of the FRSC will be appointed by the Racing Committee and will comprise a broad spectrum of individuals who have a particular interest in, and knowledge of, Flat racing and who are invited as individuals rather than as representatives or nominees of any particular body.
- 2.3** The Chairman of the FRSC shall attend the meetings of the Racing Committee (whether or not already a member of the Racing Committee).
- 2.4** The FRSC may co-opt other individuals to join the FRSC for any specific project.

3. THE FLAT PATTERN

- 3.1** The FRSC shall have particular responsibility for:
 - 3.1.1** keeping under review the conditions and conduct of Pattern and Listed races, and the Ground Rules for selection and rejection of Pattern and Listed races, and recommending any necessary adjustments;
 - 3.1.2** promptly reviewing the previous season's Pattern and Listed races annually in accordance with the Ground Rules and recommending any necessary alterations to Pattern and Listed races for the following season;
 - 3.1.3** monitoring the Pattern and Listed race programmes of Great Britain's principal international competitors and considering any requested alterations to the Pattern race programme of the other European Pattern Committee member countries.

INDUSTRY COMMITTEE

Committee Member	Industry Body
Paul Bittar (C)	British Horseracing Authority
Kevin Darley	Professional Jockeys Association
Dawn Bacchus	National Trainers Federation
Anthony Bromley	Federation of Bloodstock Agents
Jim Cornelius	National Association of Stable Staff
Caroline Davies	Racecourse Association
David Dugdale	British Equine Veterinary Association
Merrick Francis	Racehorse Transporters Association
Jimmy George	Thoroughbred Auctioneers UK
Freddie Gray	Permit Trainers Association
Tony Hirschfield	Racehorse Owners Association
Louise Kemble	Thoroughbred Breeders Association
Paul Mathieu	Racegoers' Club
Claire Simmonds	British Horseracing Authority
Sarah Oliver	Amateur Jockeys Association
Nigel Payne	Horseracing Sponsors Association
Gavin Pritchard-Gordon	British Bloodstock Marketing
Heather Kemp	Point to Point

Terms of Reference

1. PURPOSE

- 1.1 The purpose of the Industry Committee is to provide a forum for consultation, discussion and advice among all constituents of Racing relating to issues affecting it and to assist in determining governance and regulatory policies.

2. MEMBERSHIP

- 2.1** Members of the Industry Committee shall be appointed by the Board. The Industry Committee shall comprise the Chief Executive and one nominee from each of the following organisations (or their respective successor organisations):

The Amateur Jockeys Association of Great Britain;
British Equine Veterinary Association;
The Federation of Bloodstock Agents (GB) Ltd;
Horseracing Sponsors Association;
The Jockeys Association of Great Britain Ltd;
The Master of Foxhounds Association, the Point-to-Point Owners and Riders Association and the Point-to-Point Secretaries Association (acting jointly);
The National Trainers Federation;
Permit Trainers Association Ltd;
The Racecourse Association;
The Racegoers Club;
The Racehorse Owners Association;
Racehorse Transporters Association Ltd;
The Stable Lads Association;
Thoroughbred Auctioneers (UK); and
The Thoroughbred Breeders Association

- 2.2** Any organisation with an interest in Racing may apply to the Board for membership rights. The Board may, at its sole discretion, accept or refuse any such application. The Board may also invite any other organisation with an interest in Racing to participate in the membership of the Industry Committee.
- 2.3** Only members of the Industry Committee have the right to attend Industry Committee meetings. However, other individuals such as any other directors or executives of the Company and external advisers may be invited by the chairman of the Industry Committee, at his sole discretion, to attend for all or part of any meeting, as appropriate.
- 2.4** Each organisation may appoint (by prior notice in writing to the chairman of the Industry Committee) any person willing to act to be the alternate of its nominee to attend and act as the relevant organisation's alternate at any meeting which the nominee is unable to attend.
- 2.5** The Chief Executive shall be the Chairman of the Industry Committee.

3. QUORUM

- 3.1** The quorum necessary for the transaction of business shall be five of whom one shall be the Chief Executive. A duly convened meeting of the Industry Committee at which a quorum is present shall be competent to exercise all or any of the duties vested in or exercisable by the Industry Committee.

4. FREQUENCY OF MEETINGS

- 4.1** The Industry Committee shall meet at least four times a year and at such other times as the Chief Executive or not less than four members of the Industry Committee shall require.

5. MINUTES OF MEETINGS

- 5.1** The Industry Committee shall cause minutes to be made of the proceedings and resolutions of all Industry Committee meetings, including recording the names of those present and in attendance.
- 5.2** Minutes of Industry Committee meetings shall be circulated promptly to all members of the Industry Committee and, once agreed, shall be made available to all members of the Board.

6. DUTIES

- 6.1** The Industry Committee shall act as a consultative and advisory committee to the Board to ensure that all constituents of Racing may participate in the evolution of the most appropriate governance and regulatory policies for Racing by contributing to policy through a discussion forum.

7. REPORTING RESPONSIBILITIES

- 7.1** The Chief Executive shall report formally to the Board on the proceedings of the Industry Committee after each meeting.
- 7.2** The Industry Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers action or improvement is needed to ensure the determination of the most appropriate governance and regulatory policies for Racing.

8. OTHER

- 8.1** The Industry Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

JUMP RACING DEVELOPMENT GROUP

Committee Member
Edward Gillespie (C)
Kevin Darley
Toby Balding
Anthony Bromley
Charles Egerton
Jamie Stier
Louise Kemble
Stuart Middleton
Caroline Davies
Rebecca Morgan
Tim Morris
Sam Morshead
Ruth Quinn
Sally Rowley-Williams
Mike Felton
Claire Simmonds
Phil Smith

JUMP RACING SUB COMMITTEE

Committee Member	Membership End Date
Adrian Grazebrook (C)	30 June 2014
Peter Deal	30 June 2014
Phillip Hobbs	30 June 2015
David Minton	30 June 2013
Paul Nicholls	30 June 2015
Ruth Quinn	N/A
Ian Renton	30 June 2014
Keith Reveley	30 June 2013
Robert Waley-Cohen	30 June 2013

Terms of Reference

1. ROLE AND REMIT

- 1.1 To operate as a sub-committee of the Racing Committee, having responsibility for considering issues and recommending policy and detail on all matters within the scope of the Racing Committee relating to Jump racing.
- 1.2 This will include considering and reporting on any issues affecting Jump Racing which may from time to time be referred to the JRSC by the Racing Committee or by the BHA Executive, and advising on all matters relating to maintaining and improving a Jump Pattern, to test the best Jumping horses in Graded and Listed Steeple Chases, Hurdle races and National Hunt Flat races, over an appropriate range of distances. The recommended minimum values for such races should be at a level which ensures, wherever possible, that the best horses compete.
- 1.3 The JRSC will also consider any other matters relating to the race programme or the horse population, as required, and have an aim of providing a race planning framework which encourages quality horses to progress to the best of their ability.

2. GENERAL

- 2.1 The JRSC shall meet as and when necessary, but at least three meetings a year should take place.
- 2.2 All members of the JRSC will be appointed by the Racing Committee and will comprise a broad spectrum of individuals who have a particular interest in, and

knowledge of, Jump Racing and who are invited as individuals rather than as representatives or nominees of any particular body.

2.3 The Chairman of the JRSC shall attend the meetings of the Racing Committee (whether or not already a member of the Racing Committee).

2.4 The JRSC may co-opt other individuals to join the JRSC for any specific project.

3. THE JUMP PATTERN

3.1 The JRSC shall have particular responsibility for:

3.1.1 keeping under review the conditions and conduct of Pattern and Listed races, and the Ground Rules for selection and rejection of Pattern and Listed races, and recommending any necessary adjustments;

3.1.2 promptly reviewing the previous season's Pattern and Listed races annually in accordance with the Ground Rules and recommending any necessary alterations to Pattern and Listed races for the following season.

LEARNING AND DEVELOPMENT GROUP

Committee Member	Industry Body
Sara Hay-Jahans (C)	British Horseracing Authority
Judy Allen	BHEST
Dawn Bacchus	National Trainers Federation
Jim Cornelius	National Association of Stable Staff
Dawn Goodfellow	Northern Racing College
Amy Cosgrove	LANTRA
Gill Greeves	British Horseracing Authority
Rory MacDonald	British Racing School
Tabbi Smith	National Stud
Caroline Turnbull	Thoroughbred Breeders Association
Sam Martin	British Horseracing Authority

LICENSING COMMITTEE

Committee Member	Membership End Date
Richard Russell (C)	30 June 2013
Stephen Bate	30 June 2014
Edward Dorrell	31 December 2012
Rupert Sweeting	31 December 2013
Clive Jones	20 February 2014
David Metcalf	TBC

Terms of Reference

1. PURPOSE

- 1.1. The Licensing Committee has been established to exercise the licensing function of the British Horseracing Authority for all persons who are required by the “Rules of Racing” to hold a licence or a permit.

Note: persons in this context means individuals and not “Person” in the definitions of the Rules of Racing, which includes a “body corporate”.

- 1.2. In addition, the Licensing Committee will, as required, determine whether a “relevant person” (as defined in the British Horseracing Authority’s “Racecourse Licensing Suitability Policy”) meets the applicable criteria under that policy, and where appropriate make recommendations to the Racecourse Department as to how to proceed with regard to that person and the relevant racecourse in the light of such a decision.

2. MEMBERSHIP

- 2.1 Committee members will be appointed by the Board and should have a broad knowledge of horseracing, preferably with practitioner experience and/or having been a Racecourse Steward. It is preferable, but not essential, that they should have experience in regulatory matters and/or the Rules of Racing.
- 2.2 The Chairman of the Licensing Committee shall be appointed by the Board.
- 2.3 The Chairman, or failing him two Members, in consultation with the Director of Integrity Services and Licensing shall have the power to co-opt a solicitor or barrister to be a Legal Member of the Licensing Committee on an ad hoc basis in any matter where it is considered expedient to do so. A Legal Member shall have the same status as a Member in all respects.

- 2.4 The Chairman of the Licensing Committee shall, if present, preside at all meetings of the Committee. If the Chairman is not to be in attendance, he may designate a member to chair the meeting. If there has been no such prior designation, the members present at the meeting shall elect a Chairman for the duration of that meeting.
- 2.5 The conduct of meetings shall be at the discretion of the Chairman who shall decide whether a decision requires unanimity or may be carried by simple majority. The Chairman may also decide whether attendance by electronic link suffices, or if physical presence is required for a meeting to be quorate.
- 2.6 The Director of Integrity Services and Licensing or Secretary to the Licensing Committee may designate such staff as considered appropriate to attend meetings of the Licensing Committee to assist or advise the Panel but those staff may not take part in the decision-making process.
- 2.7 A committee member's normal term of office is three years but may be extended for a further term, or part thereof.
- 2.8 Any vacancies of six months or less may be filled for the remainder of the term of the vacating Member by the Chairman in consultation with Director of Integrity Services and Licensing. Re-election and election of new members and their terms of office will be decided by the Board.
- 2.9 A Secretary to the Licensing Committee is appointed by the Board.
- 2.10 Any Committee member who is deemed to be a "relevant person" (as defined in the British Horseracing Authority's "Racecourse Licensing Suitability Policy") shall not attend any meeting at which the Committee is asked to decide on an issue relating to the "Suitability" of "relevant persons" in accordance with 1.2 above,

3. QUORUM

- 3.1. The quorum for the conduct of business by the Licensing Committee shall be two, including the Chairman unless he is content for the meeting to be chaired by another.
- 3.2 The quorum for the conduct of a meeting to determine whether a person is 'Suitable' to hold a licence or remain registered, or to determine whether a "relevant person" is "Suitable" in accordance with 1.2 above, shall be three, one of them a Legal Member, and including the Chairman unless he is content for the meeting to be chaired by another.

4. FREQUENCY OF MEETINGS

- 4.1 It is expected that the Licensing Committee will meet at least once per month to avoid unnecessary delays in the consideration of applications.

5. MINUTES OF MEETINGS

- 5.1** The Chairman of the Licensing Committee shall cause minutes to be made of proceedings of all its meetings including the names of those present and in attendance.
- 5.2** Minutes of full meetings of the Licensing Committee shall be circulated promptly to all Members of the Licensing Committee and once agreed, shall be made available through the Director of Integrity Services and Licensing to the Board.

6. DUTIES

- 6.1** To exercise the licensing function of the British Horseracing Authority in respect of all persons who are required by the Rules of Racing to hold a licence or permit.
- 6.2** To recognise from time to time modifications to the British Horseracing Authority Guidelines for the issue of Permits or Licences.
- 6.3** In particular and without limiting the wide scope of paragraph 1, to exercise the following powers under the Rules of Racing from time to time:
- To grant, or refuse to grant, licences or permits;
 - To renew, or refuse to renew, licences or permits;
 - To grant, or refuse to grant, or withdraw temporary licences or permits;
 - To issue formal warnings to licensed or permitted persons;
 - To determine whether persons are 'Suitable' to hold a licence or permit;
 - To determine whether a "relevant person" (as defined in the British Horseracing Authority's "Racecourse Licensing Suitability Policy") meets the applicable criteria under that policy, and where appropriate make recommendations to the Racecourse Department as to how to proceed with regard to that person and the relevant racecourse in the light of such a decision;
 - To accept, or refuse to accept, or cancel any registration under the Rules of Racing;
 - To allow, or refuse to allow, a person to act or continue to act as an Authorised Agent;
 - To withdraw or suspend a licence or permit;
 - To grant, or refuse to grant, approvals for Equine Swimming Pools;
- 6.4** Committee members' approximate workload is 12 days per year, the majority of which will be at the British Horseracing Authority HQ.
- 6.5** In addition to the duties of the Committee the duties of the Chairman are:
- 6.5.1** To chair all licensing meetings.
- 6.5.2** To report to the Chairman of the Board.
- 6.5.3** To liaise with the Director of Integrity Services and Licensing, or the Head of Racecourse (in respect of decisions referred under 1.2 above) as appropriate.
- 6.5.4** To liaise with the Secretary of the Licensing Committee on a regular basis.

- 6.5.5** To sit whenever practical when a panel is convened to determine whether a person is 'Suitable' to hold a licence or permit, or remain registered, or to determine whether a "relevant person" is "Suitable" in accordance with 1.2 above.
- 6.5.6** To sit on the 'Medical Appeals Panel' as a member.
- 6.5.7** To carry out inspection visits of licensed premises, to include the racing schools and trainers' yards as required.
- 6.5.8** To assist the British Horseracing Authority executive on licensing issues as required, to include sitting on/chairing ad hoc committees.

7. AUTHORITY

- 7.1** The Licensing Committee is established by the Board to exercise agreed powers of the British Horseracing Authority under the "Rules of Racing" and in the name of the British Horseracing Authority as defined in the "Rules of Racing".
- 7.2** This delegation is non-exclusive so that as regards any particular matter the Board may make or approve or ratify alternative arrangements made by the Chairman of the Board, or the Chief Executive or the Director of Integrity Services and Licensing. Furthermore, the delegation of these powers and functions shall be without prejudice to the powers and functions delegated to the BHA Disciplinary Panel from time to time.
- 7.3** The Licensing Committee and each of its Members is authorized to seek any information it requires from any Director and employee of the British Horseracing Authority and from any prospective or currently licensed person in order to perform its duties.
- 7.4** The Licensing Committee is authorised (subject to the prior approval of the Director of Integrity Services and Licensing) to obtain at the British Horseracing Authority's expense outside legal or other professional advice on any matter within its Terms of Reference.

8. OTHER

- 8.1** The Chairman and Members of the Licensing Committee shall be guided by the Board.
- 8.2** The Chairman and Members of the Licensing Committee are expected to register personal or business interests which may relate to horseracing. The Register of Interests is maintained by the Director of Integrity Services and Licensing.
- 8.3** Fees will be paid to the Chairman and the Members of the Licensing Committee at a level to be determined by the Board of the British Horseracing Authority and to be reviewed annually.
- 8.4** Expenses of office should be charged on a monthly basis. The prevailing expense account policy for Directors of the British Horseracing Authority will apply.

- 8.5** Overnight expenses, wherever possible, should be with the prior agreement of an executive director.
- 8.6** Committee Chairmen and Members of the Licensing Committee are considered officers of the British Horseracing Authority and as a result, the Directors and Officers Third Party liability insurance will apply.

MEDICAL ADVISORY COMMITTEE

Committee Member	Industry Body
Dr Michael Turner (C)	British Horseracing Authority
Caroline Davies	Racecourse Association
Jamie Stier	British Horseracing Authority
Kevin Darley	Professional Jockeys Association
Dr Anna-Louise McKinnon	Professional Jockeys Association
Dr Iain McNeill	Racecourse Association
Dr Sue Smith	Racecourse Association
Dr Guy Staight	British Horseracing Authority

Terms of Reference

1. PURPOSE

- 1.1 The role of the Medical Advisory Committee is to make recommendations to the Board in respect of the medical arrangements on racecourses and to provide a forum for debate on all aspects of safety in relation to riders (professional or amateur) taking part in any racing under Rules or Regulations in Great Britain. In addition, the Committee is to keep abreast of general developments in medicine, and in particular sports medicine, and monitor all relevant statistics, so as to be in a position to recommend policy.

2. MEMBERSHIP

- 2.1 The Committee shall comprise three representatives from the British Horseracing Authority three representatives from the Racecourse Association, and two representatives from the Professional Jockeys' Association of Great Britain, and will include medical professionals and administrators.
- 2.2 Specialists in a particular field, such as representatives of the British Horseracing Authority's Licensing Department, may be invited to attend meetings for relevant items.
- 2.3 Representatives of the Committee will be appointed by the Board, RCA and JAGB representatives by their parent bodies.

3. QUORUM

- 3.1 The quorum necessary for the transaction of business will be four members including a medical professional representing the British Horseracing Authority.

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least twice a year and at such other times as considered necessary.

5. MINUTES OF MEETINGS

- 5.1 The Committee shall cause minutes to be made of the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.
- 5.2 Minutes are to be circulated promptly to all members of the Committee and once agreed shall be made available through an Executive Director to the Board.

6. ANNUAL MEETING

- 6.1 The Medical Advisory Committee will hold at least one Review Meeting annually, as determined by the chairman; the meeting will be for members to review policies, procedures, rules and instructions, and a legal member may be co-opted for the occasion. Any changes the Panel considers necessary should be commended for further consideration by the Board.

7. DUTIES

- 7.1 The Committee shall make recommendations and report to the Board from time to time as appropriate.

8. AUTHORITY

- 8.1 The Medical Advisory Committee and each of its members is authorised to seek any information it requires from any director or employee of the company to perform its duties.
- 8.2 The Medical Advisory Committee is authorised (subject to the prior approval of the Board) to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

9. OTHER

- 9.1 The Chairman of the Medical Advisory Committee is an employee of the British Horseracing Authority and is bound by the terms of his/her employment contract.
- 9.2 The Chairman and Members of the Medical Advisory Committee are expected to register personal or business interests which may relate to horseracing. The Register of Interests is maintained by the Director of Regulation.

9.3 Committee Chairmen and Members of the Medical Advisory Committee are considered officers of the British Horseracing Authority and as a result, the Directors and Officers Third Party liability insurance will apply.

MEDICAL CONTROL PANEL

Committee Member	Industry Body
Dr Brian Widdop	British Horseracing Authority
Dr John Honour	British Horseracing Authority
Dr John Ramsey	British Horseracing Authority
Dr Robert Forrest	British Horseracing Authority
Dr Michael Turner	British Horseracing Authority

Terms of Reference

1. PURPOSE

- 1.1** The Medical Control Panel reviews the laboratory findings of a positive result under the “Protocol and Rules for the Testing of Riders for Banned Substances and Notifiable Medications” and eliminates those cases where it is not satisfied that the scientific evidence warrants convening an enquiry.

2. MEMBERSHIP

- 2.1** The membership of the Medical Control Panel will be determined from time to time as necessary by the Board.
- 2.2** Membership will include the Chief Medical Advisor, but all other members will be scientific experts in dope testing and related activities.
- 2.3** Any member of the Panel may act as Chairman, other than the Chief Medical Advisor.
- 2.4** Members will serve for three years which may be renewed at the discretion of the Board.

3. QUORUM

- 3.1** The Quorum necessary to conduct business will be three, made up of two members together with the Chief Medical Advisor.

4. FREQUENCY OF MEETINGS

- 4.1** Meetings will be held when necessary.

5. MINUTES OF MEETINGS

- 5.1** The Medical Control Panel shall cause minutes to be made of the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.
- 5.2** Minutes are to be circulated on request to all members of the Medical Control Panel and will generally be "Medical – In Confidence". Once agreed, the minutes shall be made available to the Board and the Disciplinary Panel.

6. ANNUAL MEETING

- 6.1** The Medical Control Panel will hold at least one Review Meeting at least once every 5 years, as determined by the Chairman; the meeting will be for all members to review policies, procedures, rules and instructions, and a legal member may be co-opted for the occasion. Any changes the Panel considers necessary should be commended for further consideration by the Board.

7. DUTIES

- 7.1** The Panel will report its decisions to the Disciplinary Department.

8. AUTHORITY

- 8.1** The Panel is authorised to seek information it requires from any employee of the company in order to perform its duties.
- 8.2** The Panel is authorised (subject to the prior approval of the Board) to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

9. OTHER

- 9.1** The Chairman of the Medical Control Panel shall abide by the Board.
- 9.2** The Chairman and Members of the Medical Control Panel are expected to register personal or business interests which may relate to horseracing. The Register of Interests is maintained by the Director of Raceday Operations and Regulation.
- 9.3** Fees will be paid to the Chairman and the Members of the Medical Control Panel at a level to be determined by the Board of the British Horseracing Authority and to be reviewed annually.
- 9.4** Expenses of office should be charged on a monthly basis. The prevailing expense account policy for Directors of the British Horseracing Authority will apply.
- 9.5** Overnight expenses, wherever possible, should be with the prior agreement of an executive director.

9.6 Committee Chairmen and Members of the Medical Control Panel are considered officers of the British Horseracing Authority and as a result, the Directors and Officers Third Party liability insurance will apply.

NOMINATIONS COMMITTEE

Committee Member	Industry Body
Paul Roy (C)	British Horseracing Authority
Paul Dixon	Unanimous Members' Appointment
Ian Barlow	Unanimous Members' Appointment

Terms of Reference

1. PURPOSE

- 1.1 The role of the Nominations Committee is to make recommendations to the Board on suitable candidates for appointment to hold office as Chairman, Chief Executive, Independent NEDs and Independent Regulatory NEDs ensuring an appropriate balance of expertise and ability. In addition, it is responsible for reviewing the succession plans for the Chairman, Chief Executive, Independent NEDs and Independent Regulatory NEDs.

2. MEMBERSHIP

- 2.1 The Nominations Committee shall comprise the Chairman and two other members appointed by the Members acting unanimously.
- 2.2 Only members of the Nominations Committee have the right to attend Nominations Committee meetings. However, other individuals such as the Chief Executive, any other director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.3 Appointments to the Nominations Committee shall be for a period of up to three years, which may be extended at the discretion of the Chairman and the Members acting unanimously.
- 2.4 The Chairman shall be chairman of the Nominations Committee. The Chairman shall not chair the Nominations Committee when it is dealing with the matter of succession to the Chairmanship and/or his own personal position. In such a case, the remaining members shall elect one of their number to chair the meeting in respect of that matter.

3. QUORUM

- 3.1 The quorum necessary for the transaction of business shall be all the members entitled to be present save that the Chairman shall not be present when the Nominations Committee is discussing his own personal position in relation to his possible re-appointment, remuneration or appraisal.

4. FREQUENCY OF MEETINGS

- 4.1** The Nominations Committee shall meet at such times as the Chairman of the Nominations Committee or any member of the Nominations Committee shall require.

5. MINUTES OF MEETINGS

- 5.1** The Nominations Committee shall cause minutes to be made of the proceedings and resolutions of all meetings of the Nominations Committee, including recording the names of those present and in attendance.

- 5.2** Minutes of Nominations Committee meetings shall be circulated promptly to all members of the Nominations Committee and, once agreed, shall be made available to all other members of the Board, unless a conflict of interest exists.

6. DUTIES

- 6.1** The Nominations Committee shall:

6.1.1 be responsible for identifying and nominating for the approval of the Board, candidates to fill any vacancy of Chairman, Chief Executive, Independent NED or Independent Regulatory NED, as and when it arises;

6.1.2 before the Board makes an appointment, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;

6.1.3 review on a regular basis the time required from and responsibilities to be assumed by NEDs. Performance evaluation should be used to assess whether the NEDs are spending enough time to fulfil their general duties and specific responsibilities;

6.1.4 give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

6.1.5 ensure that on appointment to the Board, directors receive a formal letter of appointment setting out clearly what is expected of them in terms of general duties and specific responsibilities, time commitment, committee service and involvement outside Board meetings as well as details of compensation;

6.1.6 liaise with the Remuneration Committee to ensure that the remuneration (including pension entitlements and other benefits) of newly-appointed directors is within the Company's overall policy;

RACECOURSE

Committee Member	Industry Body
Jamie Stier (C)	British Horseracing Authority
Rupert Arnold	National Trainers Federation
Bob Davies	Racecourse Association
Caroline Davies	Racecourse Association
Fraser Garrity	British Horseracing Authority
Richard Linley	British Horseracing Authority
Anthony Stirk	British Horseracing Authority
Kirkland Tellwright	Racecourse Association
Alan Delmonte	Horserace Betting Levy Board

Terms of Reference

1. PURPOSE

- 1.1 The role of the Racecourse Committee is to review, and recommend to the Board as necessary, policy on all matters relating to a) the on-course professional and participant facilities required and b) the safety measures necessary for the conduct of racing. Particular emphasis is placed on track-related matters and turf management.
- 1.2 The Committee also considers/approves course-related Research and Development projects funded by a dedicated annual budget.
- 1.3 The scope of the Committee's considerations does not extend to racecourses' compliance with legislation or government guidance relating to Public Health and Safety issues, which are wholly the responsibility of racecourse Managing Executives.

2. MEMBERSHIP

- 2.1 The Committee comprises four representatives from the British Horseracing Authority (including the Director of Racecourse Licensing and Standards, who shall be Chairman), three representatives from the Racecourse Association (RCA), up to three representatives from the National Trainers' Federation (NTF) and one from the Levy Board (HBLB). In addition, a representative from the Professional Jockeys' Association (PJA) is invited to attend when the PJA considers that there are specific agenda items of interest.

2.2 The representatives from the British Horseracing Authority will be appointed by the Board. In addition to the Director of Raceday Operations and Regulations, these appointees ordinarily comprise Senior Veterinary Adviser, Head of Racecourse and Senior Inspector of Courses.

2.3 Representatives from the RCA, NTF and HBLB will be appointed by their parent bodies.

3. QUORUM

3.1 The quorum necessary to conduct business shall be three members, consisting of the Director of Raceday Operations and Regulation (or his alternate) and one representative each from the NTF and RCA.

4. FREQUENCY OF MEETINGS

4.1 The Committee ordinarily meets at least twice a year, and usually follows soon after meetings of the British Horseracing Authority Inspectorate, RCA Technical Committee and NTF Regional Council.

5. MINUTES OF MEETINGS

5.1 The Committee shall cause minutes to be made of the proceedings and resolutions of all its meetings, including recording the names of those present and in attendance.

5.2 Minutes shall be circulated promptly to all members of the Committee and once agreed made available to the Board.

6. ANNUAL MEETING

6.1 The Racecourse Committee will hold at least one Review Meeting at least once every five years, as determined by the chairman; the meeting will be for all members to review policies, procedures, rules and instructions, and a legal member may be co-opted for the occasion. Any changes the Panel considers necessary will be recommended for further consideration by the Board.

7. DUTIES

7.1 The Committee shall:

formulate and/or consider racecourse facility and/or on-course participant safety and welfare policy/Rule changes and make recommendations to the Board as appropriate;

refer suggested General Instructions alterations or additions to the Veterinary Committee and/or General Instruction Liaison Group for implementation as appropriate;

promote, consider, approve (where appropriate) and monitor racecourses' or industry-led funding applications for racecourse-related Research and Development projects. This is within the context of the Committee's annual Research and Development budget (funded by HBLB) for projects that improve turf/AWT husbandry, course obstacles/running rail and participants' on-site safety and welfare. NB this does not extend to the equipment worn/carried by horse and rider.

8. REPORTING RESPONSIBILITIES

- 8.1** The Chairman of the Racecourse Committee shall report to the Board on its proceedings after each meeting on all matters within its duties.

RACING

Committee Member	Industry Body
Stephen Smith	Racehorse Owners Association
Henry Daly	National Trainers Federation
Kevin Darley	Professional Jockeys Association
Adrian Grazebrook	Independent
Chris Wall	National Trainers Federation
Julian Richmond~Watson	Thoroughbred Breeders Association
Michael Prosser	Racecourse Association
Ruth Quinn	British Horseracing Authority

Terms of Reference

1. PURPOSE

- 1.1** The role of the Racing Committee is to recommend to the Board policies relating to fixtures, race programmes, prize money, race incentives and the development fund.
- 1.2** In so doing, the Racing Committee shall have regard to the memorandum of the Company headed "Governance and Race Planning Issues – Memorandum of Understanding" approved by its Members in general meeting on 30 July 2007 with effect from 31 July 2007. To the extent that there is any difference between the interpretation of, or any conflict between, these Terms of Reference and that memorandum, the latter shall prevail.

2. MEMBERSHIP

- 2.1** Members of the Racing Committee shall be appointed by the Board. The Racing Committee shall be made up of at least six members comprising the Chief Executive, nominees of each of the four Members ("Member's Representative") and the Racing Director of the Company, provided that if, and/or as long as neither the Chief Executive nor any of the Member's Representatives is appointed by the Board to be Chairman in the Racing Committee, the Board shall appoint another person as an additional member to chair the Committee.
- 2.2** Subject to the following provisions of this paragraph, in addition to its respective Member's Representative, each Member shall also be entitled to invite one other non-voting individual to accompany the Member's Representative to any meeting of the Racing Committee from time to time in order to ensure that at any such meeting there is a balance of representation and expertise in respect of Racing

and of the respective breeders, owners, trainers and jockeys. Accordingly, in the case of the Licensed Personnel Member, its Member's Representative and non-voting attendee shall be trainers' representatives to cover both Flat and Jump racing. In addition, the Licensed Personnel Member shall also be entitled to invite a jockeys' representative as a second non-voting attendee at any meeting of the Racing Committee.

- 2.3 Subject to paragraph 2.2, only members of the Racing Committee have the right to attend Racing Committee meetings. However, other individuals such as any other directors or executives of the Company and external advisers may, at the sole discretion of the chairman of the Racing Committee, be invited to attend for all or part of any meeting, as and, when appropriate.
- 2.4 Appointments of nominees of each of the four members to the Racing Committee shall be for such a period as the relevant Member may from time to time determine.
- 2.5 Each Member's Representative may appoint (by prior notice in writing to the chairman of the Racing Committee) any person willing to act to be his alternate to attend and act as the relevant Member's Representative at any specific meeting which the Member's Representative is unable to attend.
- 2.6 The Board shall determine the chairman of the Racing Committee. In the absence of the chairman of the Racing Committee, the remaining members present shall elect one of their number to chair the meeting.
- 2.7 With the prior agreement of the Chairman of the Committee (or the Board, where the Racing Director is the Chairman of the Committee), the Racing Director may appoint a person to act as their alternate at any meeting of the Committee. The alternate appointed by the Racing Director may, if required, be an existing Committee member who is willing to express the views of the Racing Director and, where necessary, carry the vote of the Racing Director.

3. QUORUM

- 3.1 The quorum necessary for the transaction of business shall be four of whom one shall be the Racing Director and two shall be Member's Representatives or their alternates. A duly convened meeting of the Racing Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Racing Committee.

4. FREQUENCY OF MEETINGS

- 4.1 The Racing Committee shall meet at least six times a year and at such other times as the chairman of the Racing Committee or any two Member's Representatives shall require.

5. MINUTES OF MEETINGS

- 5.1 The Racing Committee shall cause minutes to be made of the proceedings and resolutions of all meetings of the Racing Committee, including recording the names of those present and in attendance.

5.2 Minutes of Racing Committee meetings shall be circulated promptly to all members of the Racing Committee and, once agreed, shall be made available to all members of the Board.

6. DUTIES

6.1 The Racing Committee shall:

6.1.1 make recommendations to the Board on policies relating to fixtures and race programmes for Flat and Jump racing, prize money, race incentives and the development fund having regard to:

- (A)** the funds available;
- (B)** the size of the horse population; and
- (C)** the requirement to meet in a balanced manner the needs of racehorse owners, racegoers, punters, racecourses and the betting industry;

6.1.2 make recommendations to the Board regarding the membership of a Flat and a Jump racing committee and, in particular, recommend to the Board their terms of reference and nominate the chairmen of the committees, on the basis that any appointment to any such committee (including the appointment of the chairman) shall be made by the Board;

6.1.3 review and, from time to time, report to the Board on the activities of the Flat and Jump racing committees;

6.1.4 consider policy matters relating to handicapping of horses; and

6.1.5 to undertake such other duties as the Board may from time to time direct.

6.2 Within the parameters and policy framework from time to time established by the Board, the Racing Committee's role shall include (but not be limited to):

- (A)** setting the parameters for supervision and approval of race programmes and conditions;
- (B)** co-ordinating race start times; and
- (C)** approving race series;

7. REPORTING RESPONSIBILITIES

- 7.1** The Racing Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2** The Racing Committee shall make recommendations to the Board where it deems appropriate that action or improvement is needed in respect of an area within its remit.

8. AUTHORITY

- 8.1** The Racing Committee and each of its members is authorised to seek any information it requires from any director or employee of the Company in order to perform its duties.
- 8.2** The Racing Committee is authorised (subject to the prior approval of the Board) to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

RECRUITMENT GROUP

Committee Member	Industry Body
Michelle Douglas (C)	British Horseracing Authority
Dawn Bacchus	National Trainers Federation
Gemma Dawson	British Racing School
Leaya Dodson	The National Stud
Zoe Elliott	British Horseracing Authority
Mary-Ann Sandercock	Northern Racing College
Aimee Hockley	British Racing School
Caroline Turnbull	Thoroughbred Breeders Association
Sarah Beattie	Northern Racing College

REMUNERATION COMMITTEE

Committee Member
Paul Roy (C)
Morag Gray
John Bridgeman
Justin Wadham

Terms of Reference

1. PURPOSE

- 1.1 The role of the Remuneration Committee is to determine the framework and policy on terms of engagement (including remuneration) of the directors and senior management of the Company, and the specific remuneration of each Executive Director and other senior executives (including entitlements under pension schemes) and any compensation payments. Fees payable to NEDs and all Board members are determined by the Board within the policy established by the Remuneration Committee on the recommendation of the Chairman and Chief Executive.

2. MEMBERSHIP

- 2.1 The Remuneration Committee shall comprise at least four members who shall include the Chairman and at least one Independent NED and one Independent Regulatory NED appointed by the Members acting unanimously.
- 2.2 Each member of the Remuneration Committee shall be entitled to vote on all matters to be considered by it except that no member of the Remuneration Committee shall be entitled to vote in relation to matters specifically relating to his own remuneration.
- 2.3 Only members of the Remuneration Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, any other director, and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 2.4 Appointments to the Remuneration Committee shall be for a period of up to three years, which may be extended for two further three year periods.
- 2.5 The Chairman shall be the chairman of the Remuneration Committee except in relation to matters specifically relating to his own remuneration when an Independent NED or Independent Regulatory NED shall chair the meeting. In the absence of the Chairman, an Independent NED or Independent Regulatory NED shall chair the meeting.

3. QUORUM

- 3.1** The quorum necessary for the transaction of business shall be three, of whom one shall be either the Chairman or an Independent NED or Independent Regulatory NED. A duly convened meeting of the Remuneration Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Remuneration Committee.

4. FREQUENCY OF MEETINGS

- 4.1** The Remuneration Committee shall meet at least twice a year and at such other times as the chairman of the Remuneration Committee or any member of the Remuneration Committee shall require.

5. MINUTES OF MEETINGS

- 5.1** The Company Secretary shall minute the proceedings and resolutions of all Remuneration Committee meetings, including the names of those present and in attendance.
- 5.2** Minutes of Remuneration Committee meetings shall be circulated promptly to all members and, once agreed, shall be made available to all members of the Board, unless a conflict of interest exists.

6. DUTIES

- 6.1** The Remuneration Committee shall:

- 6.1.1** determine and agree with the Board the framework or broad policy for the remuneration of the directors, other committee members and senior executives of the Company. The remuneration of the NEDs shall be determined by the Board within the policy established by the Remuneration Committee on the recommendation of the Chairman and the Chief Executive and after consultation with the Nominations Committee. No director shall be involved in any decision as to his own remuneration;
- 6.1.2** in determining such policy, take into account all factors which it deems necessary, including the pay and employment conditions in equivalent bodies. The objective of such policy shall be to ensure that directors and senior executives are provided with appropriate incentives to attract, retain and encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
- 6.1.3** liaise with the Nomination Committee to ensure that the remuneration (including pension entitlements and other benefits) of newly-appointed directors and senior executives is within the Company's overall policy;

- 6.1.4** judge where to position the Company relative to other bodies using such comparisons with caution, in view of the risk of an upward ratchet of remuneration levels with no corresponding improvement in performance;
- 6.1.5** approve the design of, and determine targets for, any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;
- 6.1.6** ensure that the costs, liabilities and dilution levels in any long term incentives are monitored;
- 6.1.7** determine the policy for, and scope of, pension arrangements for each newly-appointed director and senior executive of the Company;
- 6.1.8** approve any terms and conditions of appointment of any Executive Director and senior executives, including contractual notice arrangements and any changes thereto;
- 6.1.9** determine the policy for and terms and conditions (and any changes thereto) of service agreements for Executive Directors and senior executives and ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 6.1.10** within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive as appropriate, determine the total individual remuneration package of each of the Executive Directors including, where appropriate, in respect of any bonuses or incentive payments;
- 6.1.11** be aware of the remuneration trends across the Company and of and advise on any major changes in employee benefits structures throughout the Company;
- 6.1.12** agree the policy for authorising claims for expenses from the directors and other members of committees of the Company;
- 6.1.13** ensure that all provisions regarding disclosure of remuneration, including pensions are fulfilled; and
- 6.1.14** be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee and obtain reliable, up to date information about remuneration in other companies.

7. REPORTING RESPONSIBILITIES

- 7.1** The Chairman of the Remuneration Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities unless a conflict of interest exists.

7.2 The Remuneration Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7.3 The Remuneration Committee shall produce an annual report of the Company's remuneration policy and practices.

8. OTHER

8.1 The Remuneration Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9. AUTHORITY

9.1 The Remuneration Committee and each of its members is authorised to require attendance or seek any information it requires from any director, or employee of the Company in order to perform its duties. However, where directors or senior management are involved in advising or supporting the Remuneration Committee, care is to be taken by the Committee to recognise and avoid conflicts of interest.

9.2 In connection with its duties the Remuneration Committee is authorised to obtain, at the Company's expense with the prior approval of the Board, any outside legal or other independent professional advice as it considers necessary, and, in particular, is responsible for the appointment of any remuneration consultants who may advise the Remuneration Committee. Where such consultants are appointed, the Remuneration Committee is required to make available a statement of whether they have any other connections with the Company.

9.3 The Remuneration Committee is authorised with the prior approval of the Board to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

RULES COMMITTEE

Committee Member
Anthony Mildmay-White (C)
Adrian Grazebrook
Alan Pickering
Graeme McPherson QC
Paul Bittar
Jamie Stier

Terms of Reference

1. DEFINITIONS

- 1.1 In addition to the general definitions set out at the beginning of the document in which these terms of reference are incorporated, the following words and expressions shall have the respective meanings when used in these terms of reference.

"Rules Committee Functions" means:

- 1.1.1 formulating additions, changes and amendments to the Rules of Racing; and
- 1.1.2 the like functions in relation to Point to Point Steeplechasing and Arab Horseracing to the extent that the Board considers it desirable to undertake such activities;

for consideration and, if considered appropriate, approval, by the Board.

2. PURPOSE

- 2.1 The role of the Rules Committee is to propose changes to the Rules of Racing to the Board and to monitor the appropriateness and effectiveness of penalties for breaches of the Rules and to make recommendations on the same to the Board.
- 2.2 The objective of these terms of reference is that the Rules Committee shall have the highest degree of autonomy consistent with principles of accountability to the Board.

3. MEMBERSHIP

- 3.1 The Rules Committee shall comprise a minimum of four individuals appointed by the Board as non-executive members of the Rules Committee. It shall also include ex officio the Chief Executive and the Director of Raceday Operations and

Regulation. The Rules Committee Chairman shall be appointed by the Board.

- 3.2** The Rules Committee for the time being may act notwithstanding any vacancy in their number (as prescribed by the Articles) but, if the number of Rules Committee members is less than the number fixed as the quorum, the continuing members may act only for the purpose of procuring that vacancies are filled.
- 3.3** The Rules Committee Chairman shall preside as the chairman of all meetings of the Rules Committee at which he is present but if he is not present within fifteen minutes after the time for holding a meeting or is unwilling or unable to preside, the Chief Executive shall act as chairman of the meeting.

4. QUORUM

- 4.1** The quorum necessary for the transaction of business, shall be three, of whom one shall be either the Rules Committee Chairman or the Chief Executive. A meeting of the Rules Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in or exercisable by the Rules Committee.
- 4.2** Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes, the chairman of the meeting shall have a second or casting vote.
- 4.3** All or any of the Rules Committee members may participate in a meeting of the Rules Committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

5. FREQUENCY OF MEETINGS

- 5.1** The Rules Committee members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

6. NOTICE OF MEETINGS

- 6.1** A meeting of the Rules Committee may be convened at any time by written notice served upon all Rules Committee members at the address in Great Britain provided by them for the purpose by the Rules Committee Chairman.

7. MINUTES OF MEETINGS

- 7.1** The Rules Committee shall cause proper minutes to be made of all appointments made by the Rules Committee and of the proceedings of all meetings of the Rules Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

7.2 A resolution in writing signed by all the Rules Committee members who are entitled to receive notice of a meeting of the Rules Committee shall be as valid and effectual as if it had been passed at a meeting of the Rules Committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Rules Committee members as the case may be.

7.3 Minutes of the Rules Committee meetings and copies of any resolutions referred to in paragraph 7.2 shall be circulated promptly to all members of the Rules Committee and, once agreed, shall be made available to all members of the Board.

8. DUTIES

8.1 The Rules Committee shall have the duties and responsibilities and such authority as are necessary to enable it to undertake the Rules Committee Functions.

9. REPORTING RESPONSIBILITIES

9.1 The Rules Committee Chairman shall present a report on the activities of the Rules Committee to the Board as necessary.

10. RULES OF RACING

10.1 The Rules Committee shall have responsibility for the business of proposing to the Board amendments, additions, deletions or other changes to the Rules of Racing and to monitor the appropriateness and effectiveness of penalties for breaches of the Rules and to make recommendations on the same to the Board.

10.2 The Chief Executive of the Board, or his/her nominated alternate, shall submit all proposed amendments, additions, deletions or other changes to the Rules of Racing to the Rules Committee for scrutiny and revision.

10.3 The Rules Committee shall, having considered the proposed changes, promptly put to a meeting of the Board for ratification any amendments, additions, deletions or other changes to the Rules of Racing.

10.4 In an emergency or exceptional circumstances, a proposed amendment, addition, deletion or other change to the Rules of Racing may be determined on an ad hoc basis by the Rules Committee Chairman, after consultation, where practicable, with the Chairman and the Chief Executive. Any such proposed amendment, addition, deletion or other change shall be limited to the specific circumstances in respect of which it is made. Details shall be reported to the Board as soon as is reasonably practicable.

11. DELEGATION AND AUTHORITY

11.1 The role of the Rules Committee is limited to proposing changes to the Rules of Racing, regulatory policies and procedures. No powers are hereby conferred on the Rules Committee or the Rules Committee members by the Board, and in particular neither the Rules Committee nor any of the Rules Committee members shall have authority to act on behalf of, or bind, the Board.

12. RESOURCES

- 12.1** Subject to any financial constraints set out or reflected in the relevant budget of the Company, the Rules Committee shall have made available to it by the Board the resources that the Rules Committee reasonably requires to enable it to perform the Rules Committee Functions.
- 12.2** The Rules Committee shall at all times carry out the Rules Committee Functions in an economic manner consistent with the agreed objectives of maintaining and improving standards.
- 12.3** Save as provided in the Rules of Racing or as otherwise approved by the Board, the Rules Committee shall not seek to recover the costs of carrying out the Rules Committee Functions from any person other than the Board.

13. OTHER

- 13.1** Each Rules Committee member may be paid such reasonable and proper remuneration for services rendered to the Rules Committee and may be repaid out of the funds allocated to the Rules Committee, such reasonable out-of-pocket expenses as the Rules Committee shall from time to time determine in respect of his attendance at meetings of the Rules Committee or on behalf of the affairs of the Rules Committee. The provisions of Articles 55 and 56 shall also apply, for the avoidance of doubt, to any person who holds office as a member of the Rules Committee.

STEWARDING

Committee Member	Membership End Date
William Nunneley (C)	31 December 2014
David Adam	31 December 2014
Tim Bell	31 December 2012
Darby Dennis	31 December 2013
Jane Gillies	31 December 2013
Jeremy Philips	31 December 2012
Nicky Vigors	31 December 2014

Terms of Reference

1. PURPOSE

- 1.1. To approve the appointment of Stewards of Meetings and, where necessary, withdraw their appointment.
- 1.2 To assess the performance of Stewards of Meetings and Stewards Panel Chairmen in conjunction with the Head of Stewarding.
- 1.3 To liaise between racecourse Stewards and the Head of Stewarding.

2. MEMBERSHIP

- 2.1 The Committee is comprised of a Chairman, who is approved by the Stewarding and Disciplinary Policy Committee
- 2.2 There shall be regional representatives (currently 6) nominated by the Head of Stewarding and approved by the Stewarding and Disciplinary Policy Committee.
- 2.3 Appointments to the Stewarding Committee shall be for a period of up to three years, which may be extended at the discretion of the Chairman, the Head of Stewarding and Members acting unanimously and approved by the Stewarding and Disciplinary Policy Committee.
- 2.4 The Chairman of the Stewarding and Disciplinary Policy Committee, the Director of Raceday Operations and Regulation, the Head of Stewarding and the Stipendiary Stewards Managers shall be ex-officio members.

3. QUORUM

- 3.1** The quorum necessary for the transaction of business shall be 5 members plus the chair but when attendance is not possible by a member of the Committee, a written submission will be sought.

4. FREQUENCY OF MEETINGS

- 4.1** The Committee ordinarily meets twice a year, normally in June and November.

5. MINUTES OF MEETINGS

- 5.1** The Committee shall cause minutes to be made of the proceedings and resolutions of all its meetings, including recording the names of those present and in attendance.

- 5.2** Minutes shall be circulated promptly to all members of the Committee and once agreed made available through the Head of Stewarding to the Stewarding and Disciplinary Policy Committee.

6. DUTIES

- 6.1** To carry out the purposes of the Stewarding Committee as detailed in Paragraph 1 above.

7. OTHER

- 7.1** The Chairman and Members of the Stewarding Committee shall abide by the British Horseracing Authority's Code of Conduct.

- 7.2** The Chairman and Members of the Stewarding Committee are expected to register personal or business interests which may relate to horseracing as outlined in Paragraph 30 of the Code of Conduct. The Register of Interests is maintained by the Racecourse Stewarding Executive.

- 7.3** Fees will be paid to the Chairman and the Members of the Stewarding Committee at a level to be determined by the Board of the British Horseracing Authority and to be reviewed annually.

- 7.4** Expenses of office should be charged on a monthly basis. The prevailing expense account policy for Directors of the British Horseracing Authority will apply.

- 7.5** Committee Chairmen and Members of the Stewarding Committee are considered officers of the British Horseracing Authority and, as a result, the Directors and Officers Third Party liability insurance will apply.

STEWARDING & DISCIPLINARY POLICY COMMITTEE

Committee Member
Andrew Merriam (C)
Jamie Stier
William Nunneley
Nigel Macfarlane

Terms of Reference

1. PURPOSE

- 1.1 To consider and report to the Board on all policies and procedures pertaining to Stewarding and Disciplinary matters under the Rules and where appropriate to make recommendations to the Board.

2. MEMBERSHIP

- 2.1 The Committee shall comprise:

a Chairman appointed by the Board;

the Chairman of the Disciplinary Panel and Stewarding Committee;

the Director of Raceday Operations and Regulation;

the Head of Stewarding;

the Head of Disciplinary; and

other individuals as may be appointed by the Board.

- 2.2 The Chairman shall preside as Chairman of all meetings of the Committee or, in his absence, the Director of Raceday Operations and Regulation shall act as Chairman of the meeting.

3. QUORUM

- 3.1 The quorum necessary for the transaction of business shall be three, of whom one shall be either the Chairman or, in his absence, the Director of Raceday Operations and Regulation.

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least four times a year and at such other times as agreed by the Committee.

5. MINUTES OF MEETINGS

- 5.1 The Committee shall cause minutes to be made of the proceedings of all meetings, including names of those present and in attendance, which shall be reported to the Board.

6. REPORTING RESPONSIBILITIES

- 6.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers action or improvement is needed.
- 6.2 The Chairman shall attend at least four meetings of the Board every calendar year and report on the activities of the Committee.

VAT WORKING GROUP

Committee Member
Jeff Ennis (C)
Rupert Arnold
Mike Butts
Paul Dixon
Peter Mendham
Rhydian Morgan-Jones
Will Lambe
Nigel Payne
Philip Potts
Mary Ann Sandercock

VETERINARY COMMITTEE

Committee Member	Industry Body	Membership End Date
Professor Tim Morris (C)	British Horseracing Authority	31 December 2013
David Dugdale	Racehorse Owners Association	31 December 2015
Phillip Freedman	Independent Member	20 January 2012
Fraser Garrity	British Horseracing Authority	31 July 2013
John Codner	Association of Racecourse Veterinary Surgeons	31 January 2014
Sidney Ricketts	Thoroughbred Breeders Association	31 December 2013
Simon Knapp	Racecourse Association	31 July 2013
Clive Hamblin	National Trainers Federation	31 July 2012
Dr Richard Newton	Animal Health Trust	31 July 2013
Charles Schreiber	British Equine Veterinary Association	31 July 2013

Terms of Reference

1. PURPOSE

The role of the Veterinary Committee is:

- 1.1. To advise the Board on all veterinary matters affecting racing and the health of thoroughbred racehorses. This includes consideration of the research requirements of the industry for onward transmission to the Levy Board's Veterinary Advisory Committee and other research boards.
- 1.2 To consider matters of concern relating to anti-doping issues, in conjunction with the EHSLC.
- 1.3 To keep abreast of general developments in veterinary medicine and in particular those which affect the regulation of racing, disease controls, the international movement of horses, the safety of racehorses and the management and treatment of horses engaged in equestrian sports.

2. MEMBERSHIP

- 2.1 The Committee shall comprise two representatives of the British Horseracing Authority (one of whom shall be Chairman), one independent representative, the

British Equine Veterinary Association, the National Trainers' Federation, the Thoroughbred Breeders' Association, the Animal Health Trust, the Racehorse Owners' Association, the Racecourse Association and the Association of Racecourse Veterinary Surgeons and shall include veterinary professionals.

2.2 Relevant experts and interested parties, where appropriate, may be invited to attend meetings for specific topics.

2.3 The representatives from the British Horseracing Authority will be appointed by the Board. Periods of office will normally be for three years.

3. QUORUM

3.1 The quorum necessary for the transaction of business will be four members, including a veterinary professional representing the British Horseracing Authority.

4. FREQUENCY OF MEETINGS

4.1 The Committee shall meet at least three times a year and at such other times as considered necessary.

5. MINUTES OF MEETINGS

5.1 The Committee shall cause minutes to be made of the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.

5.2 Minutes are to be circulated promptly to all members of the Committee and once agreed made available through an Executive Director to the Board.

6. ANNUAL MEETING

6.1 The Veterinary Committee will hold at least one Review Meeting at least once every five years, as determined by the Chairman; the meeting will be for all members to review policies, procedures, rules and instructions, and a legal member may be co-opted for the occasion. Any changes the Panel considers necessary should be commended for further consideration by the Board.

7. DUTIES

7.1 The Committee shall make recommendations and report to the Board from time to time as appropriate.

8. AUTHORITY

8.1 The Veterinary Committee and each of its members is authorised to seek any information it requires from any director or employee of the company to perform its duties.

8.2 The Veterinary Committee is authorised (subject to the prior approval of the Board) to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

9. OTHER

- 9.1** The Chairman and any British Horseracing Authority Members of the Veterinary Committee shall be guided by the Board.
- 9.2** The Chairman and Members of the Veterinary Committee are expected to register personal or business interests which may relate to horseracing. The Register of Interests is maintained by the Director of Raceday Operations and Regulation.
- 9.3** Committee Chairmen and Members of the Veterinary Committee are considered officers of the British Horseracing Authority and, as a result, the Directors and Officers Third Party liability insurance will apply.

WELFARE AND TRAINING GROUP

Committee Member	Industry Body
Morag Gray (C)	British Horseracing Authority
Kevin Darley	Professional Jockeys Association
Rupert Arnold	National Trainers Federation
Cedric Burton	Racing Welfare
Jim Cornelius	National Association of Stable Staff
Caroline Davies	Racecourse Association
Sara Hay-Jahans	British Horseracing Authority
Jeremy Richardson	Injured Jockeys' Fund
Dr Michael Turner	British Horseracing Authority
Caroline Turnbull	Thoroughbred Breeders Association
Jamie Stier	British Horseracing Authority
Dr Anna-Louise Mackinnon	Professional Jockeys Association
Sarah Oliver	Amateur Jockeys Association
Judith Allen	British Horseracing Education and Standards Trust
James Stafford	Racehorse Owners Association