

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.

CHAIRMAN'S COMMITTEE

| Committee Member | Industry Body |
|------------------|---|
| Paul Roy (C) | British Horseracing Authority Chairman |
| Chris Brand | British Horseracing Authority Acting 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 |

COUNTER ANALYSIS ADVISORY COMMITTEE

| Committee Member | Industry Body |
|--------------------------|------------------------------|
| David Ellis | Racehorse Owners Association |
| Clive Hamblin | National Trainers Federation |
| Professor John Monaghan | Independent |
| Professor Alan Townshend | Independent |

Terms of Reference

1. PURPOSE

- 1.1** The role of the Counter Analysis Advisory Committee is to consider matters relating to analytical data on samples taken for racehorses showing the finding of positive indications of prohibited substances by HFL.

2. MEMBERSHIP

- 2.1** The Committee comprises a panel of up to six members, one of whom shall be the Chairman, chosen by the Board for their standing in a variety of equine and scientific disciplines.
- 2.2** The Chairman shall be appointed by the Board.
- 2.3** A Deputy Chairman will be nominated from Committee Members appointed by the Board. The Deputy will act for the Chairman in his absence.
- 2.4** Members of the Committee shall include analysts familiar with mass spectrometry and gas chromatography techniques as well as individuals familiar with other relevant disciplines and one member nominated by each of the National Trainers' Federation (NTF) and the Racehorse Owners' Association (ROA).
- 2.5** Scientific members chosen by the Board will serve for a period of three years which may be renewed at the Board's discretion.
- 2.6** A Secretary to the Counter Analysis Committee will be appointed by the Board.

3. QUORUM

- 3.1** Under normal circumstances, a Quorum shall be one of the NTF or ROA appointees and three of the Board appointees, one of whom must be Chairman or Deputy Chairman.
- 3.2** Under exceptional circumstances, and where issues may be contentious, the Quorum can be extended to Board appointees and will include the Chairman and the Deputy Chairman and two of whom will be the NTF and ROA appointees.

4. FREQUENCY OF MEETINGS

- 4.1 The Counter Analysis Advisory Committee shall meet as required by the Chairman.

5. MINUTES OF MEETINGS

- 5.1 The Counter Analysis Advisory Committee shall cause minutes to be made of proceedings of all its meetings including the names of those participating. It is expected that most meetings shall be conducted by fax, email and telephone.
- 5.2 Minutes of the Counter Analysis Advisory Committee shall be circulated promptly to all Members of the Counter Analysis Advisory Committee and once agreed, shall be made available to the Board.

6. ANNUAL REVIEW MEETING

- 6.1 The Counter Analysis Committee will hold at least one 'full meeting' annually, as determined by the Chairman; the meeting will be for all members to review policies, procedures, rules and instructions, and a legal member shall normally be co-opted on such occasions. Any changes the Committee considers necessary should be commended for further consideration by the Board.

7. DUTIES

- 7.1 The Counter Analysis Advisory Committee will:

- 7.1.1 Receive the Certificate of Analysis and supporting analytical data on all positive samples reported by HFL.
- 7.1.2 Within seven days from receipt of the Certificate of Analysis from HFL, select from a list of approved laboratories, the laboratory to conduct the counter analysis.
- 7.1.3 Make a formal request of the selected laboratory that counter analysis be conducted, to a target date no later than 21 days from receipt of the sample by the laboratory.
- 7.1.4 Check that the formal chain of evidence has been maintained throughout these procedures.
- 7.1.5 Receive the Certificate of Analysis and supporting analytical data from the laboratory conducting the counter analysis.
- 7.1.6 Report the A sample as a confirmed positive, if counter analysis confirms the findings of HFL.
- 7.1.7 Where the results of the counter analysis do not confirm the findings of HFL, to attempt to establish the reasons and make such recommendations as it sees fit.

7.1.8 Review, periodically, the list of laboratories suitable for counter analysis and to recommend which laboratories should be added to or deleted from the approved list

8. OTHER

8.1 The Chairman of the Counter Analysis Advisory Committee shall be guided by the Board.

8.2 The Chairman and Members of the Counter Analysis 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 Raceday Operations and Regulation.

8.3 Fees will be paid to the Chairman and the Members of the Counter Analysis Advisory 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 The Committee Chairman and the Members of Counter Analysis Advisory Committee are considered officers of the British Horseracing Authority and as a result, the Directors and Officers Third Party liability insurance will apply.

BRITISH HORSERACING AUTHORITY BOARD OF DIRECTORS

| Director | Industry Body | Membership End Date |
|-----------------|--|---------------------|
| Paul Roy (C) | British Horseracing Authority Independent Chairman | 23 April 2013 |
| 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'](#)

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 2011 |
| Charles Warde-Aldam | 31 December 2012 |
| Judge Philip Curl | 31 December 2013 |

Terms of Reference

1. PURPOSE

- 1.1 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.

2. MEMBERSHIP

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

3. QUORUM

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

4. FREQUENCY OF MEETINGS

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

5. 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 |

Terms of Reference

1. PURPOSE

The role of the Ethics Committee is:

- 1.1. To advise the Board on ethical matters affecting both equine and human research that is being conducted and/or funded by BHA, including but not limited to the use of best practices, underlying reasons for the research and the possible perception of the research by the wider public.
- 1.2. To reassure the Board that all work being undertaken is legal, desirable and defensible.
- 1.3. To ensure that the confidentiality of data and outcomes resulting from any research is safeguarded, and to clarify ownership of such data.
- 1.4. To advise the Board at their request on the ethical implications of specific issues in racing as they arise.

2. MEMBERSHIP

- 2.1 The Committee shall comprise two representatives of the British Horseracing Authority, (Director of Equine Science and Welfare and Chief Medical Advisor), and five independent nominee members. These 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. The committee shall be chaired by one of the members as voted for by the members. Neither BHA representative shall be permitted to be Chairman of the committee.
- 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 non-voting members of this committee.

3. QUORUM

3.1 The quorum necessary for the transaction of 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 through to the Board.

6. ANNUAL MEETING

6.1 The Ethics 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.

7. DUTIES

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

7.2 The group shall take note of other review processes in studies or activities where the Authority has an interest. It should not duplicate these review processes, but can advise their board independently of its own conclusions.

7.3 The group shall provide oversight, without duplication of processes, for the Authority's own review processes such as local ethical review under the Animal Scientific Procedures Act

8. AUTHORITY

8.1 The Ethics Committee and each of its members may request any information it requires from any director or employee of the company to perform its duties.

8.2 The Ethics 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** Committee Chairmen and Members of the Ethics Committee are considered officers of the British Horseracing Authority and as a result, the Directors and Officers Third Party liability insurance will apply.
- 9.2** The Chairman and any BHA Members of the Ethics Committee shall be guided by the BHA rules, policies and procedures.
- 9.3** The Chairman and Members of the Ethics Committee are expected to register personal or business interests which may relate to the business of the Ethics 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

5.1 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.

5.2 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 2011 |
| Lord Grimthorpe | 31 December 2011 |
| Paul Greeves | 31 December 2012 |
| William Haggas | 31 December 2011 |
| Lydia Hislop | 31 December 2011 |
| David Oldrey | 31 December 2012 |
| Ruth Quinn | N/A |
| Nick Luck | 31 December 2012 |
| Bill Farnsworth | 31 December 2013 |
| David Simcock | 31 December 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 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 |
|------------------------|---------------------------------------|
| Chris Brand (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 |
| Paul Struthers |
| Claire Simmonds |
| Phil Smith |

JUMP RACING SUB COMMITTEE

| Committee Member | Membership End Date |
|-----------------------|---------------------|
| Adrian Grazebrook (C) | 30 June 2014 |
| Peter Deal | 30 June 2014 |
| Graham Dench | 31 December 2011 |
| Phillip Hobbs | 31 December 2011 |
| David Minton | 30 June 2013 |
| Paul Nicholls | 31 December 2011 |
| 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 |
|--------------------|---------------------|
| Stephen Allday (C) | TBC |
| Stephen Bate | 19 June 2011 |
| Edward Dorrell | 31 December 2012 |
| Richard Russell | 30 June 2013 |
| 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.

RACING FOR CHANGE PROJECT BOARD

| Committee Member | Industry Body |
|-------------------------|-------------------------------------|
| Chris McFadden (C) | Racing Enterprises Ltd |
| Chris Brand | British Horseracing Authority |
| Rod Street | Racing Enterprises Ltd |
| Simon Bazalgette | The Jockey Club |
| Tony Kelly | Northern Racing |
| Ian Barlow | British Horseracing Authority Board |
| Wilf Walsh | Racing Enterprises Ltd |
| Karl Oliver | Racing Enterprises Ltd |
| Nick Attenborough | Racing Enterprises Ltd |
| Nigel Roddis | Racing Enterprises Ltd |

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 |

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 |
| Chris Brand |
| 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 |
|-----------------------------|----------------------------|
| Christopher Rathcreedan (C) | 31 December 2011 |
| David Adam | 31 December 2011 |
| Tim Bell | 31 December 2012 |
| Darby Dennis | 31 December 2013 |
| Jane Gillies | 31 December 2013 |
| Jeremy Philips | 31 December 2012 |
| Nicky Vigors | 31 December 2011 |

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 Ellis | Racehorse Owners Association | 31 December 2011 |
| Phillip Freedman | Independent Member | 20 January 2012 |
| Fraser Garrity | British Horseracing Authority | 31 July 2013 |
| John Codner | Association of Racecourse Veterinary Surgeons | TBC |
| 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 |