



**CYCLING
IRELAND**

Cycling Ireland Policy Number

CIP_2022_2

**Cycling Ireland Schedule of Reserved Matters for the Board
of Directors**

Document History

Date	Author	Comments / Changes	Version
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16/03/22	G. McIlroy	Document formatted for presentation for Board consideration	V 1
17/05/22	M.McGlynn	Document updated from Board Meeting 16/5/2022	V2
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16/02/24	G.McIlroy	Document Review for inconsistencies and updates. Updates include: <ul style="list-style-type: none"> • New Constitution article references throughout • Written resolution provision updated • Clarification on CEO reporting line • Editorials • Reference to the Company Pension Scheme 	V2.1
11.03.2024	MMcGlynn	Board Approved changes	V3

Introduction

This document sets out the formal schedule of matters which are specifically reserved to the Board of Cycling Ireland ('the Board') for decision or approval in line with best practice corporate governance principles and consistent with the Constitution of Cycling Ireland.

If a matter requiring Board decision or approval is time critical and it is not practical to wait until the next Board meeting, the Board may give approval by a majority of the Board by written resolution subject article 75 of the Constitution subject to prior consultation with the Chair/President.

The Board of Cycling Ireland has responsibility for:

1. Governance

1.1 Overall approval of policies, procedures and action required to achieve the main and subsidiary objects of the Company and good governance within the organisation and the development and promotion of Cycling in accordance with the Constitution and the Good Governance Code.

1.2 Ensuring regulatory and statutory compliance of Cycling Ireland.

1.3 Delegation of authority:

- (a) The Board may delegate any of the powers conferred on it under the Articles or otherwise to any such person or any sub-committee constituted or appointed by the Board and may revoke any delegation in whole or in part or alter the terms and conditions on which such powers were delegated.

In general, the Board will delegate authority to the Chief Executive Officer to perform the functions and be responsible for the accountabilities set out in his/her contract (including job description) and will require him/her to report regularly on all major heads of activity including at its meetings and to the Chair/President (or in their absence the Vice-President between Board meetings in accordance with articles 66 and 67 of the Constitution.

- (b) In accordance with article 72 of the Constitution, the Board may appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors to be the solicitors or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under the Constitution) and for such period and subject to such conditions as it may think fit. Any such power of attorney may contain such provisions for the protection of persons dealing with any such solicitors or attorney as the Board may think fit and may also authorise any such solicitor or attorney to delegate all or any of the powers, authorities and discretion vested in him/her.

- 1.4 Subject article 71 of the Constitution, lay down rules governing the terms of reference, scope, selection and membership criteria of sub-committees (which will be designated as Standing Committees or Board Committees or Ad-Hoc Committees) and policy groups established and all other necessary or incidental matters relating to such committees including the appointment of the chair of each committee, approval of non-elected members, technical committee members and the children's officer for national events.
- 1.5 Approval of and monitor internal controls including without limitation:
 - (a) Risk Management Policy;
 - (b) Financial Controls Policy;
 - (c) People and Culture Policy;
 - (d) This Schedule of Reserved Matters
- 1.6 Approval of a Code of Conduct for directors, sub-committees and members.
- 1.7 Set terms of procedures at Board meetings and/or in the form of Standing Orders which will be reviewed from time to time, and which shall be consistent with the Constitution.
- 1.8 Approval of all resolutions and business to be put forward to members at AGM/EGM.
- 1.9 Any decision to affix the company seal to a document in accordance with article 80 of the Constitution.
- 1.10 Appoint the company secretary in accordance with article 65 of the Constitution.
- 1.11 Co-option of new board members in accordance with the Constitution in accordance with article 41.2 of the Constitution in accordance with article 5.20 of the Constitution.
- 1.12 Approval of representation and election candidates to UCI, UEC & external bodies (OFI, FIS etc.) in accordance with article 5.20 of the Constitution.
- 1.13 Evaluation process for Board and Sub Committees and their effectiveness in accordance with Governance Code Principle 4.3 (a).
- 1.14 All other matters reserved to the Board under the Constitution which are not otherwise delegated by resolution, power of attorney or as part of the job description of the Chief Executive Officer.

2. Membership

- 2.1 Approval of the process for and admission of new members (full and affiliate, honorary and un-attached members) and withdrawal of membership in accordance with the articles 1 to 22 of the Constitution.

3. Strategy

- 3.1 The Board sets the strategy of Cycling Ireland.

- 3.2 Approval of strategies and policies. The Board will approve strategic priorities and the terms of the strategy, business and implementation plans prepared by the Cycling Ireland Chief Executive, including criteria for evaluating performance against plans.
- 3.3 Approval of significant change(s) in nature, scope or scale of activities of Cycling Ireland.

4. Financial Matters & Statutory Accounts

- 4.1 Approve all grant applications to Sport Ireland or Sport Northern Ireland and any capital grant applications to the Department of Sport (or such name as it is known from time to time) in accordance with policies and procedures approved by the board.
- 4.2 Ensure that grant and other resource allocations are made in line with stated criteria.
- 4.3 Approval of an annual budget, presented to the Board by the Chief Executive.
- 4.4 Approval of half-yearly revisions of the financial forecast for each year.
- 4.4 Approval of expenditure in excess of budget, subject to financial controls policy.
- 4.5 Review of the annual statutory financial statements.
- 4.6 Preparation of the annual directors' report for the AGM.
- 4.7 Approval of operational and business plans including the 3 year plan.
- 4.8 Recommendation of auditors for appointment by members at the AGM.
- 4.9 Determine the remuneration of the auditors, if authorised to do so by the full members at a general meeting.
- 4.10 Approval of borrowing (including loans and overdraft facilities).
- 4.11 Setting of annual membership subscription in accordance with article 26.4 of the Constitution.
- 4.12 Agreeing expenditure authorisations and setting these out in the Financial Policy as amended from time to time.
- 4.13 Approval of Reserve Policy.

5 People and Culture

- 5.1 The Board will be responsible for and will determine the processes whereby it recruits a Chief Executive, sets his/her job description, determines the terms of his/her contract and reviews his/her performance. The Chief Executive shall report to the board accordingly at its meetings and shall liaise with the President between board meetings in accordance with article 67 of the Constitution.
- 5.2 The appointment of other staff will be delegated to the Chief Executive where the appointments fit within the annual approved budgets, authority limits as defined in the finance policy, HR policies and business plans.

- 5.3 Appeals against disciplinary or other employment decisions, taken by the Chief Executive.
- 5.4 Remuneration policies for staff, including approval of the annual staffing budget.
- 5.5 Establishment of any pension scheme(s), appointment of pension administrators, advisors and trustees, and changes to pension scheme(s) or pension benefits.

6. Contracts

- 6.1 Approval of contracts that required the affixing of the company seal and all contracts which are above the Chief Executive's authorisation limit.
- 6.2 Approval of terms of contracts and activities relating to expenditure with a value of greater than €25,000. All other contracts may be approved by the Chief Executive consistent with Cycling Ireland policies. In general, the Board will delegate authority to the Chief Executive to perform the functions and be responsible for the accountabilities set out in his/her contract (including job description), and will require him/her to report regularly on all major heads of activity over this amount.
- 6.3 In the case of any single expenditure on office supplies and equipment, travel, accommodation, meeting room hire, meals or catering services incurred in the course of business to the value of less than €5,000 the Chief Executive may delegate signing authority to other staff in line with the Financial Controls Policy and authorisation limits.

7. Other Matters

- 7.1 Policy concerning communications policy and practice, including spokespersons.
- 7.2 Appointment of main firm of solicitors or panel of solicitors.
- 7.3 Appointment of insurance brokers and categories and level of insurance cover to have in place and any significant variations to this cover.
- 7.4 All other matters as reserved to the Board in the Constitution.