



**CYCLING  
IRELAND**

## **Cycling Ireland Board – Terms of Reference**

## Terms of Reference – Version Control

**Version:** V1.0

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### Version Control History:

TOR CI	Cycling Ireland Board of Directors – Board Terms of Reference	
<b>Version No.</b>	<b>Date</b>	<b>Status</b>
V1	08/06/22	GMCI – Initial Draft based on Sport Ireland guidance and supported by CI Memorandum of Association

## Policy

Good governance asserts that the role of the Board as the governing body or board of directors, is to provide leadership and direction to the organisation within a framework of prudent and effective controls, which enables risk to be assessed and managed. In that context, it is responsible for setting the strategy and direction of the organisation, providing strategic guidance, monitoring its activities and performance and assessing the effectiveness of the internal control systems.

The Board of Cycling Ireland are committed to the adoption and ongoing implementation of an effective corporate governance regime in accordance with the Governance Code for Sport and best practice and which complies with its rules as well as relevant legal, regulatory and good governance obligations.

The Board shall carry out its duties and exercise its powers to achieve the aims of the entity and shall be empowered to take such decisions as are necessary for the effective governance and control of the organisation in accordance with the provisions of the rules and consistent with the overall governance framework of the entity

*The document sets out the terms of reference of the Board and these were approved by the Board on 20<sup>th</sup> June 2022 and are effective from 20<sup>th</sup> June 2022.*

## Purpose

The purpose of these terms of reference is to set out the duties and responsibilities of the Board in addition to details of meeting and other working arrangements. The terms of reference also provides information on Board membership, committees, quorum, the role of the secretary and other relevant areas.

## Membership

In accordance with Articles 37 to 46 of the Cycling Ireland Memorandum of Association, the Board has a membership of up to 10 people, six of whom shall be elected with the remaining four positions available for the co-option of Appointed Directors with specialist business skills.

From the six elected directors, three shall be elected to the Executive Posts of President, Treasurer and Federation Secretary.

The maximum number of consecutive terms a director can serve on the board is three with exceptions subject to article 42 of the Memorandum of Association.

From within its membership, a board will select two persons to act as Vice Presidents.

At each AGM of the Company at least two of the elected Board Members shall retire by rotation subject the provisions of article 44.

## **Role of the Board**

The duties and responsibilities of the Board are as follows:

### **1. Setting the strategic direction of the entity and reviewing progress.**

2. This includes adopting a process for setting strategy within the entity including stakeholder engagement, agreeing strategic priorities and the process of reporting on progress and achievement. In this context the Board may be supported in this role by appointing a Strategy Committee (SC) to support it.

### **3. Agreeing business plans and major plans of action.**

As part of the annual budgetary and planning process, the Board will review and consider the organisational business plan and agree or approve the plans for the main areas of activity within the entity.

### **4. Agreeing and overseeing annual budgets.**

The annual budget approval process will allow for scrutiny of the organisations projections and assumptions and also allow for reflection on sustainability and viability issues. This approval and oversight process will be built on the annual planning process referred to earlier .

### **5. Monitoring organisational performance.**

As part of its oversight and monitoring role, the Board will discuss and agree the performance measures and indicators as well as other financial and non-financial information which it requires to monitor corporate and unit level performance. The performance oversight will be set in the context of the strategic priorities and annual business plans.

### **6. Ensuring effective accountability and holding to account arrangements are in place and operate as necessary.**

The accountability arrangements should clearly specify the nature and extent of reporting from the committees, the chief executive and management and the levels of challenge and engagement which should apply.

### **7. Appointing the chief executive and overseeing his/her performance.**

A key role of the Board is the recruitment and selection of the chief executive and instituting an effective performance management approach to ensure that the expected standards for the role are delivered. The Board will establish a small sub-group to assist and support it in carrying out a regular assessment of the Chief Executive's performance. This is the responsibility of the People and Culture sub-committee.

## **8. Overseeing major capital expenditure and investment decisions.**

Decisions on capital expenditure, asset acquisition and the overall investment strategy for entity funds are the domain of the Board. In this context, the Board is supported by external professional advisors and also by the work of the committees and special working group on infrastructure. The Board will also avail of the support and advice from committees, as appropriate, the chief executive and management and staff.

## **9. Ensuring that effective risk management and internal control processes are in place and monitoring and reviewing their implementation and overall effectiveness.**

The Board are responsible for the control environment and control procedures and for ensuring the effectiveness of the risk management arrangements across the organisation. The Board will be supported in this role by the work of the Audit, Finance and Risk Committee (AFRC) and by having in place a designated senior management lead on risk or a risk officer role.

## **10. Putting in place an effective committee structure to support the Board in its role.**

The Board should ensure it has in place effective and fit for purpose committees to assist it in the execution of its role. This will include regular consideration of the terms of reference of the Committees and regular formal reporting and updates on key issues from the committees. The committees of the Board may include the following:

- ◆ Audit, Finance and Risk
- ◆ Strategy
- ◆ Governance and Ethics
- ◆ People and Culture
- ◆ Marketing and PR
- ◆ Technical Working Group
- ◆ Any other as required from time to time.

## **11. Monitoring and assessing its own performance and that of its committees.**

An evaluation of the performance of the Board and its committees should be a regular / annual exercise and will examine the extent to which work programmes and terms of reference obligations have been delivered. It will also focus on process and performance areas as well as the levels of contribution and preparedness by members. As part of this monitoring of performance, the Board should consider and approve the annual work programmes of its committees.

## **12. Ensuring that legal, regulatory and governance obligations are adhered to.**

As part of its compliance obligations, the Board should ensure that the levels and extent of assurance it receives from the chief executive, management and staff, committees and other sources of assurance provides the necessary levels of attestation and comfort to the Board that compliance obligations are being adhered to.

## **13. Overseeing the financial structures and financial performance of the entity.**

Ensuring it has visibility on the overall financial performance and financial position at any juncture is a key duty of the Board. This will necessitate comprehensive and timely information on the current income and expenditure, asset, liability and treasury positions and in this context the Board can be supported in this role by an Audit Finance and Risk Committee (AFRC).

## **14. Reporting on financial and corporate performance including its governance and stewardship activities.**

The annual report including the annual statements and related governance reporting is a key legal and governance obligation and one which requires formal Board approval. The Board will be supported by the committees for aspects of its work in this area.

In accordance with the rules, the Board shall confirm the appointment of the Chairpersons of the Committees.

The Board shall keep itself up to date and fully informed about strategic issues and changes affecting the entity and the environment in which it operates.

The Board shall keep under review sports and wider governance developments that might affect the organisation, with the aim of ensuring that the governance policies, practices and arrangements continue to be in line with best practice.

### **Attendance**

Only members of the Board have the right to attend Board meetings. The CEO is an ex-officio member. As ex-officio the CEO shall be entitled to attend all meetings of the Directors except where his/her own remuneration or performance is being discussed. However, other individuals including management, staff and external advisers may be invited to attend for all or part of any meeting, as and when appropriate or necessary.

In the absence of the Chairperson, and in accordance with the rules, the deputy chair or selected member present shall chair the meeting.

### **Secretary of the Board/Company Secretary**

There will be a designated Board/Company secretary and he/she may be supported in that role by management and staff who will act as minute secretary. The Board/Company secretary will ensure that the Board receives information and papers in a timely manner to enable full and proper

consideration to be given to the key agenda items and other governance and business issues facing the organisation. It is recommended that the CEO is not the secretary.

In association with the Chairperson, the Board/Company secretary is also responsible for the formal induction of new members of the Board and Committees, ongoing training and development programmes and organising coaching or mentoring for members where required.

The Board, through the Secretary, shall ensure that on appointment to the Board or committees, members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, levels of preparedness and contribution and involvement outside formal Board or committee meetings.

## **Working groups**

The Board may, from time to time, establish such other working groups, special interest groups or forums as are necessary to assist it in the performance of its duties. These groups and forums shall operate under the auspices on the Board or Board committees. They will include members of the Board, and may include members who are not members of the Board if specialist skills are required. Where such groups or forums are established:

- ◆ the terms of reference shall be specified in writing and approved by the Board and reviewed regularly;
- ◆ the Board or Committees shall receive regular reports from the groups or forums;
- ◆ minutes of meetings shall be made available and circulated to all Board members.

## **Quorum**

The quorum necessary for the transaction of business shall be in accordance with the rules. A duly convened meeting of the Board 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 Board as Governing Body.

## **Frequency of Meetings**

The Board shall meet at least six times a year, and as otherwise required.

## **Notice of Meetings**

Meetings of the Board shall be summoned by the Company Secretary at the request of the Chairperson of the Board.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

## **Minutes of Meetings**

The proceedings shall be minuted as well as the resolutions of all meetings of the Board, including recording the names of those present and in attendance. Minutes of meetings shall be circulated to all members of the Board within five days of the meeting.

## **Delegations**

The Board delegates operational responsibility for the day-to-day running of the organisation to the Chief Executive and the management team.

The agreement and approval of delegations will form part of the detailed schedule of matters for formal Board approval.

## **Reporting Responsibilities**

The Chief Executive, senior management, and committees shall report to the Board on a regular basis and support the Board in meeting its legal, regulatory and governance obligations on an ongoing basis.

## **Other**

The Board shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and implement any changes it considers necessary.

## **Authority**

The Board is authorised to seek any information it requires from the Chief Executive and management team in order to perform its duties.

The Board is authorised to obtain, at the body's expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities as Board members. A protocol in relation to this has been agreed and formalised.

## **Review**

This Terms of Reference is approved by the Board and reviewed by the Board regularly / annually.