

No.	Question	Answer
1	What is the establishment of the Board?	As per Art. 37 the Board consists of a maximum of ten Directors. These are broken into two categories. "Elected Directors"(6 Directors) and "Appointed Directors"(4 Directors).
2	What is the difference between an Elected Director and Appointed Director?	<p>An Elected Director is normally elected by the attendees at the Annual General Meeting. However, as occurred in 2022, a number of Elected Directors resigned mid-term and so the provisions of Art 46 were enacted to fill the casual vacancies which arose.</p> <p>Appointed Directors are co-opted by the Board to assist the Board in its oversight activities of the Company by bringing specialist business skills. An Appointed Director is entitled to serve the same number of terms and duration as an Elected Director, however they are recommended at AGMs to the membership for their agreement for the next term compared to an election process for Elected Directors.</p>
3	How were the vacancies managed in 2022 and what is the plan with respect to Director positions being available for election?	<p>Art 46 states, <i>"In the event of a casual vacancy occurring on the Board the Board may co-opt a member to fill such a vacancy. A person so co-opted shall serve for the remaining Term of the person they replace."</i></p> <p>The definition of a Term is, <i>"the time between four successive Annual General Meetings;"</i> i.e. three years.</p> <p>While Art 46 is specified in the singular form, the Definitions and Preliminaries of the Constitution specify, <i>"the singular includes the plural and vice versa"</i>.</p> <p>To ensure that stability of the Board could be restored as soon as possible in February 2022 due to the large number of resignations, the remaining Directors consulted with the four Provincial Executives for their assistance in identifying suitable people for consideration for co-option as Board Directors. This consultation also resulted in the Board meeting a 50:50 gender balance. This interim process worked well and ensured stability was</p>

		<p>restored as quickly as possible and the process of reform could take place to address the issues that were impacting on the organisation as a whole at that time.</p> <p>While each co-opted Director would have been aligned to a predecessor to finish out their term, a change in the length of terms a Board Director could serve was passed at the 2019 EGM resulting in an unusual situation whereby some Directors would have to end their term prematurely in order to establish a stable rotation system for Elected Directors to allow for two Elected Director positions to be up for election each year over a 3 year rotation. This approach was prioritised to minimise disruption to the Board and the Elected Directors themselves if all were up for election with differing terms of length.</p> <p>Hence, in 2022 the Elected Directors co-opted from Munster and Ulster will complete their terms and are eligible for re-election. In 2023, the Elected Directors co-opted from Connacht and Leinster will complete their terms and are eligible for re-election. In 2024, the naturally elected candidates from 2021 will complete their terms.</p> <p>The rotation system is a requirement by our Constitution and also Principle 4.3 (b) of the Governance Code for Sport.</p>
4	<p>Why are the Executive Positions for President and Secretary only up for election in 2022 and not Treasurer?</p>	<p>As per question 3 above, management in the number of Elected Director positions being made available for election was required to restore a balanced rotational system for the future with minimum disruption to the stability of the Board. This system will be fully resolved following the 2023 AGM.</p> <p>Also, Art 44 indicates that, <i>“...at no Annual General Meeting shall all three holders of the Executive Posts retire.”</i></p> <p>As Cycling Ireland is categorised as a Type C organisation under Sport Irelands Governance Code which means Cycling Ireland employs a CEO and a</p>

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		<p>CFO (Chief Financial Officer), it is not normal practice for Type C Organisations to have a Treasurer.</p> <p>The financial management of the organisation is the responsibility of the CFO with the oversight responsibilities being managed by the Board sub-committee, Audit, Finance and Risk Committee (AFRC). This negates the requirement for a Treasurer and it is anticipated that motions will be proposed towards the removal of the Treasurer position at the 2022 AGM for consideration.</p>
5	<p>The nomination form looks complex compared to previous forms, why?</p>	<p>In accordance with the Principle 4.3 (b) of the Governance Code for Sport, the composition of the Board of Directors for a Type C Organisation and a registered company should be based on the skillset needed to provide effective oversight over a company. This forms the requirement for Board succession planning and helps ensure that the necessary knowledge, skills and experience of the Board of Directors is utilised for conducting appropriate oversight over the company.</p> <p>By doing so reduces the risk of a negative event occurring for which the Board Directors may then be held liable for.</p> <p>The various sections of the application form will aid the Board in its succession planning and the educated appointment to the most suitable sub-committees and also identify any gaps that will require training.</p> <p>Other sections of the form surrounding Art 72 of the Constitution is to highlight and educate potential candidates as to the various requirements that are to be considered when nominating an individual for a position as a Board Director.</p> <p>The form is step 1 of a 2 step process. Step 2 involves nominees being invited by the Governance and Ethics sub-committee of the Board to induction briefing surrounding the requirements and expectations of becoming a Director of the Board of Cycling Ireland.</p> <p>This ensures that expectations are managed to ensure that there is no misunderstanding as to the role being nominated for and the responsibilities as a Board Director of Cycling Ireland. This process will occur prior to the AGM occurring and is a</p>

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		requirement of the Governance Code for Sport Principle 4.3 (c).
6	<p>Is there a 'selection committee' for Board nominees?</p>	<p>No, but there has been some misconception around this, leading to suggestions that there was a 'selection committee' for assessing nominees. This is the situation:</p> <p>Principle 4.3.(b) of the Governance Code for Sport requires, <i>"succession plan that will ensure that future recruitment:</i></p> <ul style="list-style-type: none"> • <i>meets the need for a mix of skills and experience identified in the annual competency gap-analysis;"</i> <p>A gap analysis was conducted on the current Board utilising Sport Ireland tools in June 2022 which determined the skillset required for the effective oversight of the Cycling Ireland Executive by the Board.</p> <p>These, along with elements of the constitution were included in the form for potential candidates information as to the professional standard the Board needs to hold itself accountable to.</p> <p>A Board Succession Plan is defined by the Governance Code for Sport as,</p> <p><i>"Succession planning is a way for an organisation to ensure its continued effective performance. The main goal of a succession plan is to smooth the transition as board members leave and are replaced. It is important to think not just in terms of board membership, but also committee membership, board and committee chairs, and officer positions. The board needs to search constantly for potential members and find new ways to uncover suitable candidates for board positions. The succession plan should set out clear key selection criteria, for example, the skills, knowledge, experience required, the rules about board member appointment in the organisation's governing document and the procedures to be used to help identify, filter and screen potential candidates to fill vacancies as they arise. A useful tool to help boards stay on top of succession planning is to develop a chart that can include the board members, their</i></p>

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		<p><i>length of service, expiration of their current term, as well as committee and officer positions held. This will help give a clear picture of upcoming vacancies that will need to be filled. The succession plan should also cover the process to be followed if there is an unplanned departure from the board and for the departure – planned or unplanned – of the chief executive and other key managers.”</i></p> <p>These elements were captured as deficiencies in Cycling Ireland’s governance by the Institute of Public Administration’s (IPA) Board Effectiveness Audit in March 2021 and the KOSI Report in November 2021. This approach is a corrective action towards those Audit findings.</p> <p>The terminology in the first draft of the form has been updated to make it explicit that the Governance and Ethics Committee does not have the authority to reject a candidate.</p>
7	Article 72.v. covers Disqualification from the Board due to conviction of an indictable offence. What does this cover?	<p>This is where a person who has been convicted of an indictable offence, excluding Road Traffic offences, may be disqualified for running for a Board Director position unless the Board otherwise determines.</p> <p>Legal advice may be sought by Cycling Ireland if such a declaration is received prior to determining if the nomination is in breach of the respective article.</p> <p>The Companies Act 2014 currently has a time limitation of 5 years for automatic disqualification from a Board unless otherwise ordered by a judge. The Cycling Ireland constitution is currently stricter than the Companies Act 2014 as its drafting pre-dates the amendment and is what must be followed.</p>
8	How are Vice Presidents appointed?	<p>Art 43.b states, <i>“The Board will select from its number two persons to act as Vice Presidents.”</i></p> <p>This will occur at the first Board meeting following the AGM and resolved at that level.</p>
9	Why is the AGM being held in Monaghan and not somewhere more central?	<p>Art 31 states, <i>“The Annual General Meeting will be held on a rotational basis across the four provinces.”</i></p>