



Cycling Ireland People and Culture Committee Terms of Reference (TOR)

**Version:** V4.0

**Date:** 29/11/2023

**Version Control History:**

TOR 003	Cycling Ireland – People and Culture Committee for the Board of Cycling Ireland - Terms of Reference	
<b>Version No.</b>	<b>Date</b>	<b>Status</b>
1	28/04/2022	Draft
2	02/05/2022	Draft
3	04/05/2022	Approved
4	29/11/2023	Reviewed
5	24/01/2024	Updated and Approved by the Board 29/01/2024

## Purpose

The purpose of the People and Culture Committee is to advise the Board on all matters relating to staff and Board planning of Cycling Ireland and enhance the environment that supports and values the staff and Board of Cycling Ireland in order to engage the talent and nurture the leadership capability of individuals and teams working together to drive the desired culture throughout Cycling Ireland and to facilitate the Board in its oversight role, to deliver our objective which is to encourage, develop and organise cycling on the island of Ireland.

In pursuit of its role, the Committee will provide strategic oversight of and advice on matters to support the ambition of the Strategic Plan 2020-2024 to have the right people, with the right skills, in the right place and at the right time, bearing in mind the interests of all stakeholders.

It will focus its attention on the key areas of: Leadership, Culture, Talent, Capability, Staff and Training.

The Committee is not responsible for any executive functions and is not vested with any executive powers. In relation to its duties and functions, it fulfils an advisory and support role only.

## Membership

- ❑ The Committee shall comprise of three Board members, in addition to external representation and experts in organisational culture. All members of the Committee shall be independent non-executive directors with external experts or advisors.
- ❑ Only members of the Committee have the right to attend committee meetings. However, other individuals such as the chief executive, a designated human resource specialist and external advisers may be invited to attend for all or part of any meeting, as and when deemed appropriate or as the business of the Committee requires.
- ❑ Appointments to the Committee, made by the board, shall be for a period of up to three years, which may be extended for one further three-year period, provided the appointee still meets the criteria for membership. The Board may choose to make appointments for a period of not more than one year greater or less than the period specified to ensure some continuity of membership of the Committee when vacancies arise.
- ❑ The Committee Chair shall be nominated and agreed by the Committee members and the nomination will require Board confirmation. If the Chair is unable to chair the meeting due to a conflict of interest or otherwise, then the Committee will be chaired by another member voted on by the members present. The Chair of the Board may be a committee member but not act as committee chair.
- ❑ The Board may co-opt additional external members to the Committee to provide specialist skills, diversity, knowledge and experience.
- ❑ The PCC should include two members of the Board.
- ❑ Final determination on the number of members on the Committee is a decision for the Board.
- ❑ The Chair of the Board, if a member of the Committee, shall not be present when the Committee is addressing the matter of succession for the Chair.

## Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

- ❑ The Secretary will ensure that the Committee members receive information and papers in a timely manner to enable full and proper consideration to be given to the issues.

- The Secretary is also responsible for the formal induction of new members of the Committee and organising mentoring for Committee members where required.
- The Committee Secretary will also have a role in facilitating overall co-ordination of the work of the Committee and their reporting to the Board.

## Quorum

In a committee comprising four members, the quorum necessary for the transaction of business shall be three (3) members, including the Chair. The quorum should be considered when organising meetings with a view to maximising participation for all Committee members and ensure competency to exercise all authorities and discretions.

## Meetings

Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair. The frequency, timing and location of meetings will be determined by the specific agenda of the organisation and the Committee. Meetings may be held in-person or online, to facilitate members' attendance. As part of the agenda items, declarations of interest will be the first item and the Chair shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and have these noted, if appropriate. The Chairperson of the Committee together with the Secretary will draw up the Agenda for the meeting, ensure accurate minutes of the meeting are kept, and prepare and/or circulate papers and material relevant to the meeting.

The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice. As the business of the Committee requires, members of the executive may be invited to and are required to attend for specific meetings or agenda items at the Committee's request.

- The Committee may ask and/ or invite any other persons to attend to assist it with its discussions on any particular matter.
- The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## Notice of Meetings

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, the minutes of the previous meeting, action logs and relevant papers, shall be forwarded to each member of the Committee and any other person required to attend, in a timely manner (no later than five (5) working days) before the date of the meeting.

## Meeting Frequency

The Committee shall meet at least once per quarter but depending on circumstances may arrange any additional meetings that are required to discharge its responsibilities as outlined in the terms of reference.

## Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Once approved by the Chair, the minutes shall be made available to Board members unless (in the opinion of the Chair) it would be inappropriate to do so.

## Reporting on Meetings

- The Committee Chair shall report to the Board at each Board meeting on all matters within the Committee's duties and responsibilities. Points of particular significance should be brought to the attention of the Board. This update should be in a formal written report for those Board meetings subsequent to a Committee meeting.
- The CEO along with the Committee must advise the Board between Board meetings if a matter is urgent and/or serious.
- The Committee shall make whatever recommendations in conjunction with the CEO to the Board it deems appropriate on any area within its remit. All recommendations of the Committee require ratification by the Board.
- The Committee shall meet all reporting requirements necessary for the organisation (e.g. in the annual report, if required) and communicate on matters of interest to all stakeholders (if necessary).
- The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year and the outcome of its self-effectiveness review.

## Duties

The Committee's duties in conjunction with the CEO are to advise the Board on all matters relating to the people and culture mandate:

More specifically, the duties of the Committee are:

- Oversight of policy, practice and procedures in relation to recruitment;
- Ensure that a nominee of the Board shall participate in interviews for recruitment of the CEO
- Set Key Performance Indicators for the CEO and monitor performance on an annual basis;
- Overseeing the implementation of the Strategic Objective 3.2 People, through the development of an appropriate framework to monitor progress;
- Assuring the Board that effective and proactive evidence-based workforce planning and intelligence is in place to have the right people, with the right skills, in the right place and at the right time;
- Advising the Board that the appropriate investment is being made in people and teams to ensure that Cycling Ireland develops the capacity to deliver on the strategic pillars of Participation and Performance;
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- Advising on systems and processes to ensure that lessons learned from adverse events are communicated effectively and are embedded in practice; and
- Supporting the enhancement of collaborative working relationships across Cycling Ireland between athletes and other stakeholders including representative bodies and Sport Ireland to improve culture.

## Other

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

- The Committee's duties and responsibilities can be amended and updated by the Board as and when required.
- The Committee will work to an annual work programme approved by the Board.

## Review

This People and Culture Committee Terms of Reference is approved by the Board and reviewed by the Board annually. Any changes to the Terms of Reference must be approved by the Board.