



## **Paralympics Ireland Board Governance Handbook**

This is the Board Governance Handbook of Paralympics Ireland. Company Registration Number 339700, Charity Regulatory Authority Number CRA20041700 and Charity Registration Number CHY13420.

This governance handbook in conjunction with the Code of Conduct, Board Schedule of Matters, Board Calendar and Workplan, Board Sub Committees and respective Terms of Reference Board Nominations and Recruitment, Gifts and Hospitality, Conflict of Interests Policies and all other Board Induction documentation sets out the key roles, responsibilities and procedures in governing Paralympics Ireland. This handbook and supporting documentation is reviewed on a regular basis and updated as required.

Paralympics Ireland, as part of its commitment to corporate governance, has four Committees: Audit and Risk Committee, Strategy Committee, Athletes Commission, Governance Committee. It is a policy of the Board to have these committees in place. There is also a Boccia Committee in place currently that looks after the running of Boccia as a sport. This committee will sit under Paralympics Ireland until they are in a position to set up on their own as an NGB.

**Vision:** Leading elite athletes with a disability to Paralympic Games success

### **Directors Responsibilities**

- The Board share responsibility for the strategy and future direction of Paralympics Ireland and the effective and efficient delivery of its plans and functions. They are responsible for:
- Ensuring that high standards of corporate governance are observed.
- Establishing the strategic direction and priorities of Paralympics Ireland within the statutory framework of the Act.
- Encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources.
- Promoting quality in Paralympics Ireland activities and services.
- Monitoring performance against agreed objectives and targets.

In this document and the Paralympics Ireland Code of Conduct

- 'President' is the Chairperson elected by the members.
- 'Chief Executive' (CEO) means the person appointed by Paralympics Ireland.
- 'Committee' means a Committee appointed by the Board.
- 'Committee Chairperson' means the person appointed as Chairperson of the Committee.
- 'Committee Member' means a member of the Committee.
- 'Vice-President' means a Director elected by the members as immediately subordinate to the President and serving as such in the latter's absence.
- 'Finance Director' means Director appointed to manage the finance of Paralympics Ireland.



- 'Athletes Representative' means the Chairperson of the Athletes Commission and is a member of the Board.
- 'Directors' means non-executive Directors appointed by the Board.

### **Role of the Board**

- Directors are elected by members and co-opted by Paralympics Ireland Board.
- Directors will always take a 'Corporate' view as they represent Paralympics Ireland at a national level. They will not represent any local group or entity.
- Directors will be entitled to have reports and Board papers issued seven days prior to the meeting.
- Meetings will be scheduled for each year in advance of the beginning of each calendar year.
- Agenda items will be divided into items for discussion, decision and information. Any other business will be discouraged and under no circumstances will 'extra items' be parachuted into the meeting through the Any Other Business (AOB) item.
- The President must run the meeting in an orderly fashion and ensure that Directors do not go off on tangents.
- Decisions should be made based on solid information and not retracted. Under no circumstances should discussions be re-visited for the sake of non-attending.
- Directors should not take unacceptable risks without relevant information.
- Where urgent policy decisions are required between Board meetings, the CEO will make these decisions in consultation with the Chairperson and seek out of course approval from the Board in line with the constitution. This should be the exception and not a standard activity.
- Directors are encouraged to ask questions. These questions should, if complicated, be forwarded to the Chairperson prior to the meeting.
- The agenda should always be generous with time for important decisions and shorter with time on less significant decisions.

### **Role of the President**

The President of the Board shall preside as Chairperson at every general meeting of Paralympics Ireland. The President shall abide by the Constitution of Paralympics Ireland. The President has the following additional responsibilities:

- Encourage each board member to attend and contribute to board discussions.
- Ensure all Directors understand their roles and responsibilities.
- Ensure the Board carries out its functions effectively and efficiently.
- Develop an effective working relationship with the Chief Executive Officer.
- Prepare a chairperson's report for inclusion in the annual report.
- Provide leadership, vision and direction for Paralympics Ireland board.
- Ensure that a proper balance is achieved between the respective roles of Board and management.



- In conjunction with the CEO, set organisational performance targets, including key financial targets and in particular, to agree and closely monitor the budget.
- Ensure that Paralympics Ireland behaves in an ethical manner.
- Ensure the appointment of a Chief Executive Officer and agree with him/her the short and long-term performance objectives and oversee the appraisal of same.
- Represent Paralympics Ireland in appropriate public forums and events.

### **Role of the Vice-President**

The main role of the Vice-President is to preside over meetings when the President is absent. The responsibilities of the Vice-President are to:

- Stand in for the President if he/she is away.
- Assist the President with matters between meetings.
- Deal with specific tasks or issues as defined by the Board e.g. chairing meetings.

### **Role of the Finance Officer**

The role of the Finance Officer is to maintain an overview of Paralympics Ireland's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained. The Finance Officer's tasks include:

- Oversee and present budgets, accounts and financial statements.
- Liaise with designated staff about financial matters.
- Ensure that appropriate accounting procedures and controls are in place.
- Ensure compliance with relevant legislation e.g. Companies and Charities legislation.
- Ensure any recommendations of the auditors are implemented.
- Ensure accounts meet the contractual agreements with external agencies such as funders and statutory bodies.
- Ensure there is no conflict between any investment held and the aims and objects of Paralympics Ireland.
- Sit on the Audit, Finance and Risk Committee.

### **Role of the Chief Executive Officer**

- The role of the CEO is to promptly and effectively execute all resolutions, policies, rules and regulations adopted by the Board, and to perform all duties prescribed by the Board.
- In addition, the CEO supports the formulation of an overall strategic plan for the organisational, financial and physical development of Paralympics Ireland and carries out its implementation.
- The CEO shall abide by the Constitution of Paralympics Ireland.



- Make appointments for all staff to Paralympics Ireland. Approval of the President and/or the Board, is required for senior manager positions, as are recommendations for their salaries, promotions or dismissal.
- Establish a management team to effectively carry out the policies of Paralympics Ireland.
- Ensure that Paralympics Ireland is properly staffed with personnel competent to discharge their responsibilities and to carry out policies effectively and provide adequate opportunities for the development and advancement of personnel.
- Prescribe the specific duties and assignments of the senior managers reporting to the CEO and establish and define the duties of Committees/work groups to advise and assist the CEO in the execution of his/her duties.
- In collaboration with the Finance Director, prepare and present to the Board, a proposed organisational plan (including a financial budget) for the following year and ensure that the plan, when adopted, is enforced.
- Serve as the chief voice and interpreter of Paralympics Ireland to all external contacts and take leadership in obtaining support for Paralympics Ireland from all possible sources.
- Proactively promote and advance the vision of Paralympics Ireland by actively participating in appropriate local, regional and national organisations.
- Be responsible for all internal handbooks and manuals of policies and procedures.

#### **Audit and Risk Committee**

The Audit and Risk Committee is established to review the financial and Risk performance of Ireland and liaise with external and internal auditors. Terms of reference are clearly defined, approved by the Board and available as part of Governance documentation.

#### **Governance Committee**

The Governance Committee is established to oversee Governance compliance with both regulatory and voluntary codes and best practice. Terms of reference are clearly defined, approved by the Board and available as part of Governance documentation.

#### **Strategy Committee**

The Strategy Committee is established to oversee the creation and implementation of the Paralympics Ireland Strategic Plan. Terms of reference are clearly defined, approved by the Board and available as part of Governance documentation.

#### **Athletes Commission**

The Athletes Commission is established to ensure the athlete voice and opinions are represented at all decision making within Paralympics Ireland. Terms of reference are clearly defined, approved by the Board and available as part of Governance documentation.



### **Meetings of the Board**

The Board shall hold a minimum of 6 meetings per year.

The President shall nominate the time and place of the meetings to be held and invite such staff and such other persons to attend as they consider appropriate.

### **Special Meetings of the Board**

In the event of urgency, the President may determine to hold a meeting to be known as a special meeting at such time and place as he or she may determine.

### **Power to Call Meetings**

Where in the opinion of the President an urgent matter has arisen, the President may call a meeting of the Board at any time.

Any Director may, and the Company secretary at the request of a Director shall, call a meeting of the board by serving notice on the members of the Board.

### **Notice of Meetings**

- Before any meeting, notice of the meeting shall be sent to each Director.
- The notice of the meeting shall be sent by email to the email address held on file for each Director.
- The notice of the meeting shall be accompanied by the agenda and the minutes of the previous meeting and supporting papers.

### **Chairing of Meetings**

- The Chairperson shall, if present, preside at all meetings.
- In the absence of the Chairperson or Vice-Chairperson, the Board will agree a director to preside. Quorum of the Board.
- The Quorum for a Board meeting shall be two thirds of the Board.

### **Minutes of the Board**

- The record of the minutes shall be presented to the Board at its next meeting for the agreement, confirmation or otherwise of the Directors and signed by the President or presiding Chairperson.
- The record of the minutes shall include:
  - The names of every Director present at the meeting of the Board.
  - Any other person present.
  - Any apologies tendered by an absent Director.
  - The withdrawal from a meeting of any Director on account of a conflict of interest and any declaration of interest.



The Constitution of Paralympics Ireland contains rules and regulations that govern how the board conducts its business. The Handbook should be read in conjunction with the Constitution. In case of any conflict, the rules contained in the Constitution take precedence over this Handbook.