



Paralympics Ireland Governance Sub Committee Terms of Reference

1. Purpose

1.1. The Board of Directors of Paralympics Ireland (“the organisation”) has constituted a Governance Committee (“the Committee”) the purpose of which is to assist the Board of the organisation (the “Board”) in fulfilling its responsibilities in relation to the organisation on behalf of the Board.

2. Membership

2.1. The Committee shall comprise of at least three members. Members of the Committee shall be appointed by the Board in consultation with the Chair of the Governance Committee.

2.2. The committee may co-opt up to two additional independent members whose requisite skills and experience are required.

2.3. The Chair of the Board can be a member of the Committee but cannot act as its Chair.

2.4. Only members of the Committee have the right to attend Committee meetings. However, the CEO will be invited to attend meetings of the Committee on a regular basis and other non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.

2.5. The Board shall appoint the Committee Chair.

3. Secretary

3.1. The organisation Secretary or his or her nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner (no later than five working days prior to a meeting) to enable full and proper consideration to be given to the issues.

4. Quorum

4.1. The quorum necessary for the transaction of business shall be two participants.

4.2. Participation in person or via video or telephone conferencing shall qualify as attendance for the purpose of quorum.

5. Meetings

5.1. The Committee shall meet at least twice a year and otherwise as required.

5.2. Outside of the formal meeting programme, the Committee Chair, and to a lesser extent the other Committee members, will be available as required to maintain a dialogue with key individuals



involved in the organisation's governance, including the Board Chair, the CEO and the Chair of the Audit & Risk Committee.

6. Notice of Meetings

6.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of its members.

6.2. Unless otherwise agreed by the Committee, 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 Committee no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members at the same time.

7. Minutes of Meetings

7.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

8. Duties

The Committee shall:

- Ensure the Governance Sub-Committee and the Board of Directors understand and are compliant with their corporate governance duties.
- Lead the organisation through the process of adherence to the Governance code and the five principles therein;
 - Principle 1 – Leading Our Organisation
 - Principle 2 – Exercising Control over our organisation
 - Principle 3 – Being Transparent & Accountable
 - Principle 4 – Working Effectively
 - Principle 5 – Code of Conduct for Board
- Delegate as appropriate the development of documents and actions needed to comply with the Governance code.
- Implement and monitor ongoing compliance with the Governance Code. Receive information and reports from the CEO indicating the nature and levels of compliance on a 6 month/annual basis.

- Work to ensure the company's corporate governance arrangements are effective and robust.
- Review and approve the Committee structure of the Board and the terms of reference of those Committees and ensure that such Terms are regularly reviewed;
- P4 Board Evaluation – ensure that adequate processes are in place and complied with for carrying out an annual evaluation of the Board, its committees and the Chair.
- P4 Board Composition - review the membership of the board to ensure that it is composed of appropriately skilled appointees covering key areas such as finance, audit, commercial, legal, governance, high performance etc. Assessing the performance of the board. [Self and peer evaluation]
- P4 Develop a Board induction process and ensure it is implemented. Identify, recruit and support the induction of new board directors.
- P1 Ensure there is an appropriate CEO Evaluation process, annual review and annual development plans.
- Ensure that the system for managing gifts and hospitality offered and received by Board Members is effective.
- Review and approve any material information of the organisation made public or made available to any public body relating to corporate governance, including in relation to the Annual report, AGM and other communications with stakeholders, and
- P2 Identifying and complying with all relevant legal and regulatory requirements (updates on developments in the area of corporate governance)

9. Reporting Responsibilities

9.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Chair may delegate this responsibility to another committee member as appropriate or necessary.

9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.3. The Committee shall compile a report on its activities for presentation to the Board on an annual basis.

10. Other Matters

10.1. The Committee shall have access to sufficient resources in order to carry out its duties.

10.2. The Committee shall consider other functions, as defined by the Board.

10.3. The Committee shall review at least annually its terms of reference and recommend any changes necessary to the Board for approval.



11. Authority

11.1. The Committee is authorised to seek any information it requires from any employee of the organisation in order to perform its duties.

11.2. The Committee is authorised to obtain, at the organisation's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so.