



# Terms of Reference Governance Committee

## Terms of Reference – Version Control

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### Version Control History:

TOR	Terms of Reference Paralympics Ireland Governance Committee	
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1.0	05/03/2024	Draft for Consideration
1.0	10/04/2024	Board Approved

## Purpose

The Board has established a Governance Committee (GC) as a Committee of the Board to support it in fulfilling its responsibilities in relation to achieving and observing good governance practice, the efficient and effective conduct of Board and committee meetings, ensuring induction and continuing professional development programmes and supports are available as well as overseeing compliance of Board and committee members.

However, the ultimate responsibility for this area rests with the Board, who must fully consider the advice and, approve or amend the recommendations from the Committee.

## Membership

- The Committee will consist of at least four members. Members of the Committee shall be appointed by the Board in consultation with the Chairperson of the Committee.
- At least one member of the Committee shall be a Board Member.
- The Board may appoint external individuals onto the Committee to provide specialist skills, knowledge and experience. All appointments to the Committee are ratified by the Board.
- The Chairperson of the Committee shall be nominated / selected, and this appointment will be formally ratified by the Board.
- Some members of the Governance Committee must have recent relevant governance experience, and other members should have experience in compliance and the core areas of the organisations business and activities.
- Each Committee member will be appointed for a term of 4 years. Appointments to the Committee, made by the board, shall be for a period of 4 years, which may be extended for one further 4 year period, provided the appointee still meets the criteria for membership.

## Rights

- In discharging its responsibilities, the Governance Committee (GC) will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The GC will also have unrestricted access to records, data, and reports. The Committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities.
- The Committee shall have access to sufficient resources to carry out its duties and will be facilitated in this by the Committee Secretary and by CEO designated to support the committee.

- ❑ The Committee may procure and/or avail of specialist ad-hoc advice at reasonable expense, subject to budgets agreed by the Board, on any matter within its terms of reference.
- ❑ The Committee has rights to access to members of the Board and other Committees to seek information relevant to its functions as per this Terms of Reference.

### **Secretary to the Committee**

- ❑ The Committee will be provided with a secretariat function by management. <sup>1</sup>
- ❑ The Secretary will ensure that the Committee members receive information and papers in a timely manner (e.g. no less than one week before the meeting) to enable full and proper consideration to be given to issues.
- ❑ With the support of the Chairperson, 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, in conjunction with the executive leads, will also have a role in facilitating overall co-ordination of the work of the Committees and their reporting to the Board.

### **Meetings**

- ❑ The Committee will meet at least 3 times a year. The Chairperson of the Committee may convene additional meetings, as deemed necessary.
  - ❑ The Chairperson of the Committee together with the CEO and Secretary will consider the agenda for the meeting. Members may also propose items for the agenda to the Chairperson.
  - ❑ Notice of each meeting confirming the venue, time and date together with the Agenda, minutes of the previous meeting, actions log and relevant papers should be circulated to Committee members and to the extent relevant and necessary to any other person required to attend, five working days in advance of the meeting.
  - ❑ A minimum of 3 members of the Committee will be present for the meeting to be deemed quorate.
  - ❑ The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
  - ❑ As the business of the Committee requires, the Chief Executive, managers and staff may be invited to attend specific meetings or agenda items at the Committee's request.
  - ❑ The Committee may ask any other managers and staff 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 discussion of particular matters; and
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- ❑ The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

### **Information Requirements**

Once a year, the GC will be provided with:

- ❑ A progress report on the implementation of key strategic priorities summarising:
  - ◆ key performance indicators, targets, milestones and trend data;
  - ◆ evolving threats and opportunities related to the key priorities;

As and when appropriate the Committee will also be provided with:

- ❑ Proposed updates and revision to the governance and assurance framework, however it will remain the responsibility of the committee to propose any changes to the board.
- ❑ Progress reports on executive priorities and deliverables within the committee's work programme;
- ❑ The corporate risk register incorporating details on principal threats and opportunities in the context of the strategic priorities

### **Duties and Responsibilities**

In overall terms, the role of the GC is to provide advice to the Board across a range of key areas, including governance and compliance as follows;

#### **1. Rules and Governance Framework**

- ◆ As appropriate, to review the rules of the entity, the establishment deed or memorandum and articles of association, in the context of good practice and governance developments more generally, and propose changes and amendments for Board consideration.
- ◆ To regularly consider and, where deemed necessary, propose amendments and revisions to governance policies, procedures and other elements of the governance framework, again for Board consideration.
- ◆ Where appropriate, review and assess compliance with specific obligations within the assurance framework and report on findings to the Board.

#### **2. Compliance**

The Committee will

- ◆ Review the organisations compliance with the Governance Code for Sport and other relevant best practice provisions, including other authoritative codes and guidance, and to make recommendations to the Board on any actions required, in the Committee's view
- ◆ Support the Board and its Committees in respect of undertaking an annual effectiveness reviews of the Board and Committees and to monitor the implementation of any actions arising.
- ◆ Oversee the development and implementation of an overall assurance framework to facilitate an organisational wide assessment of compliance with key legal, regulatory and governance obligations. This role will necessitate active collaboration with the other committees.

### **3. Other**

- ◆ The Committee will work and liaise with all other Committees as necessary.
- ◆ The Committee will provide advice to the Board and undertake reviews, research or related work on areas or issues within its remit, if requested by Board
- ◆ The Committee will work to an annual work programme approved by the Board.
- ◆ The Committee will also annually review its effectiveness (including reviewing its terms of reference) and report the results of that review to the Board.
- ◆ The Committee's duties and responsibilities can be amended and updated by the Committee as and when required, subject to Board approval.
- ◆ The Committee shall advise the Board on assurances relating to the management of risk and governance requirements and consider the organisation's overall assurance processes. This work will be undertaken in conjunction with the Audit and Risk Committee.

### **Conflict of Interest / Loyalty**

The process for recording declarations of conflicts of interest / loyalty of the Committee members will be the same used at Board level. Each member of the Committee will take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Committee meetings. The Committee will specify its procedures where a conflict of interest arises in the context of a particular agenda item, including a requirement that the relevant member brings the potential conflict of interest to the attention of the Chairperson and, where necessary, leaves the room for the duration of the discussion of the item and does not take part in any decisions relating to the item. Similar arrangements should apply in relation to meeting documentation, with documentation relating to the item not being made available to the member. This should be noted in the minutes of the meeting.

### **Confidentiality**

The agenda, papers, reports and documentation provided in the context of the work of the Committee are confidential and will contain sensitive material and information necessary to allow members to carry out their duties. Members and those in attendance, shall not, without the approval of the Chair, discuss with or disclose, directly or indirectly, information to third parties.

### **Reporting Responsibilities**

- The Committee will report to, and is ultimately accountable, to the Board.
- At all Board meetings, the Committee will provide an update to the Board (including updating the Board on any previous Committee meeting, Committee business and any recommendations, advice and any relevant matters that should be brought to the Board's attention). This update is in the form of a verbal or written report for those Board meetings subsequent to a Committee meeting.
- The Committee must advise the Board between Board meetings if a matter is urgent and/or serious.
- The Board will be provided with all minutes of Committee meetings;
- The Committee shall make a statement and provide an overview of its activities in the Annual Report.
- The Committee will report back to Board on areas or issues requested by Board.
- The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year, progress with the work programme and the outcome of its self-effectiveness review. This Report will be timed to support finalisation of the organisation's annual report and financial statements.

### **Review**

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