



BOARD
Terms of Reference
Triathlon Ireland

1. Glossary	3
2. Introduction	3
3. Role of the Board	3
4. President	4
4.1 Role and Responsibilities	4
5. The Board	5
5.1 Composition	5
5.2 Role of Members of The Board	5
5.3. Board Member Induction	6
5.4 Remuneration, Travel & Expenses	7
6. Schedule of Matters Reserved for Decision by The Board	8
6.1 Strategy and Reports	8
6.2 Finance	8
6.3 Corporate Governance	8
6.4 Risk and Internal Controls	9
6.5 The CEO	9
6.6 Organisation and Staff	9
6.7 Gifts	9
6.8 Legal	9
7. Matters Delegated to the CEO and Senior Management Team	9
7.1 Day to Day Management of TI	9
8. CEO	9
8.1 Appointment and Tenure	9
8.2 Roles and Responsibilities	9
9. Reporting and Internal Controls	11
9.1 TI Strategic Plan	11
9.2 Annual Operational Plan	11
9.3 Annual Budget	12
9.4 Annual Report	12

9.5 CEO's Report	12
9.6 Finance Report	12
10.1 Appointment and Tenure	13
10.2 Role and Responsibilities	13
11. Code of Conduct for Members of The Board and its Committees	13
12. Board Meeting Procedures	14
12.1 Meetings of The Board - Quorum	14
12.2 President	14
12.3 Decision Making	14
12.3 Decision Making Between Meetings	15
12.4 Board Agenda	15
13.5 Board Papers	16
13.6 Board Minutes	16
13.7 Attendees at Meetings	16
13.8 Disclosure of Interests	16
A member of The Board who has –	16
14. Independent Professional Advice	17
15. Board Communications	17
16. Review of Board Effectiveness	17
Appendix 1 - Board Induction Material and Meetings	18
Appendix 2 – Strategic Planning and Review	19

1. Glossary

- Irish Triathlon Association CLG - Company Name(hereafter referred to as Triathlon Ireland or TI)
- Board – Board of Triathlon Ireland
- Executive – Senior Management Team
- President – President of Board of Triathlon Ireland
- Secretary – Secretary to Board of Triathlon Ireland
- TI – Triathlon Ireland

2. Introduction

The Board of Triathlon Ireland is committed to the highest standards of corporate governance. It has approved this document with a view to clearly stating the corporate governance regime of the organisation, including, *inter alia*, the role and operations of the Board and its relationship with the Executive.

Triathlon Ireland has adopted a corporate governance regime in accordance with the provisions and requirements of the Governance Code for Sport.

The purpose of this document is to set out the terms of reference of the Board.

The models of good practice consulted and adopted include:

- Governance Code for Sport (ROI)
- The Code of Good Governance: For the Voluntary and Community Sector (NI)

3. Role of the Board

The role of the Board is set out in the Memorandum & Article of Association ("M&A") of the Company and includes the following:

- setting the strategic direction of the organisation;
- approving significant decisions such as the annual budget and operational plan;
- monitoring the activities and effectiveness of the Executive;
- coordinating the work of committees of the Board;
- supporting, advising, guiding the Executive;
- ensuring that Triathlon Ireland has a robust system of internal controls;
- formulating and implementing good corporate governance principles and practices.

4. President

4.1 Role and Responsibilities

4.2.1 The President is responsible for the leadership of The Board and in the creation of the conditions necessary for overall Board and Executive effectiveness.

4.2.2 The President's responsibilities include:

- To lead The Board in promoting and overseeing the highest standards of corporate governance within The Board and TI
- To safeguard the collective responsibility and authority of The Board
- To lead The Board, and in particular, discussions on all proposals put forward by

the CEO and Senior Management Team

- To set an agenda for The Board which:
 - a. focuses on strategic matters;
 - b. is forward looking;
 - c. evaluates and oversees the current business of TI; and
 - d. ensures that TI meets all of its governance requirements
- To oversee compliance with the schedule of matters reserved for decision by The Board, supported by the Secretary
- To hold management responsible for submitting accurate, timely, comprehensive and clear information to members of The Board (through the Secretary), to enable The Board to monitor performance, make sound decisions and give appropriate advice to support the success of TI
- To promote a culture of openness and debate by facilitating the effective contribution of key management and all members of The Board
- To oversee an effective and balanced team of board members, and, supported by The Board, determine any required skill sets amongst the non-executive members in advance of any such vacancies arising
- To ensure The Board undertakes an annual evaluation of its own performance, that of its committees, and that of individual members, including the President
- To keep under review the effectiveness of the Committee structure and make recommendations to The Board, where appropriate, in respect of Committee membership.
- To lead and create the conditions for overall board and individual board member effectiveness, including overseeing an appropriate induction programme for new members (managed by the Secretary), creating the opportunity for the maintenance of the relevant skills and knowledge required to fulfil membership of The Board and its committees
- To be a sounding board to the CEO
- To lead on performance management for the TI CEO as part of the Remuneration Committee.
- If a new CEO is required, to lead the process for identifying suitable successors, suggesting a candidate or candidates to The Board
- To remain independent throughout his/her tenure
- To ensure a successful and thorough handover to new President once term is complete

5. The Board

5.1 Composition

5.1.1 The composition of The Board is as follows:

- 1* The President;
- 2* The Officers (being the Finance Director and Vice President);
- 4* Ordinary Directors
- Unless otherwise determined by Ordinary Resolution, the number of Directors shall be subject to a maximum of nine (9) and shall not be less than five (5).
- The Board, as elected by the membership, shall have the power to co-opt up to two (2) additional directors to complement the skill set and experience of the board as it sees fit. The Independent Director appointment process will be led by the Governance Committee on behalf of the Board. Additional Directors will serve for a maximum of two (2) terms of four (4) years
- There must be a minimum of four (4) from either gender on the Board
- There must be a Director from a club in each of the four (4) provinces on the Board.

5.2 Role of Members of The Board

5.2.1 All members of The Board have a fiduciary duty to Triathlon Ireland in the first instance. In other words, regardless of the means of appointment the primary duty of all members of The Board is to look after the best interests of Triathlon Ireland.

5.2.2 The fiduciary duties of members of The Board are:

1. to act in good faith in what the Board member considers to be the interest of Triathlon Ireland;
2. to act honestly and responsibly in relation to the conduct of the affairs of the Triathlon Ireland;
3. to act in accordance with the Company's M&A and exercise his or her powers only for the purposes allowed by law;
4. not to benefit from or use the Company's property, information or opportunities for his or her own or anyone else's benefit unless the Company's constitution permits it or a resolution is passed in a general meeting;
5. not to agree to restrict the Board member's power to exercise an independent judgment unless this is expressly permitted by the Company's Constitution;
6. to avoid any conflict between the Board member's duties to the company and the Board member's other interests unless the Board member is released from his or her duty to the company in relation to the matter concerned;
7. to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their

negligent behaviour; and

8. to have regard to the interests of the company's members.

5.3. Board Member Induction

Following appointment, new members of The Board will receive an induction designed to help them understand the role, functions and activities of TI and the role, functions and responsibilities of The Board and its individual members. This is designed to help ensure early effective contribution to The Board

The induction process will comprise a pack of governance and related documentation and a series of meetings and presentations. Please see Appendix One.

The induction will:

- Build knowledge on the nature of TI and its activities, through for example, the latest annual report and financial statements, strategic plan and presentations from each of the senior management team on their respective areas
- Build a link with TI's Executive.
- Build knowledge of the main stakeholders for TI
- Build knowledge on the role and workings of The Board

New members should be clear on what is involved in being a member of The Board, including the time commitment required

The induction process is managed by the Secretary on behalf of the President.

Board members are provided with advice and an appraisal of expectations as new Board members in a formal briefing conducted by the Secretary on behalf of the President.

All Directors will receive a letter of appointment following either election or appointment to the Board.

5.4 Remuneration, Travel & Expenses

Under the TI constitution, board members are not allowed to claim any remuneration from TI. However, they may be entitled to claim reasonable travel and subsistence allowances, where appropriate, in accordance with TI Expenses Policy.

6. Schedule of Matters Reserved for Decision by The Board

The Board shall be responsible for the following matters:

6.1 Strategy and Reports

- Reviewing and approving a Strategic Plan
- Monitoring the performance of TI against its approved Strategy and, at least once each year, reviewing the Strategy to ensure that it remains fit for purpose

- Reviewing and approving the Annual Operational Plan
- Monitoring the performance of TI against its approved Operational Plan
- Reviewing and approving the Annual Report of TI.

6.2 Finance

- Reviewing and approving the annual budget for TI
- Reviewing, at each scheduled meeting, the financial performance of TI. The executive shall furnish management accounts for each meeting of The Board that evidence performance against the approved budget on a Year-to-Date basis
- Reviewing and approving the Annual Financial Statements, following initial review by the Audit Sub-Committee.
- Approving all contracts/procurement and undertakings in line with Triathlon Ireland Finance Policy.
- Appointment of the Auditor
- Approving all property leases

6.3 Corporate Governance

- Reviewing annually the governance framework for TI, including all governance policies which are the responsibility of The Board
- Reviewing annually the performance of The Board, its committee(s) and individual members

6.4 Risk and Internal Controls

- Approving the Risk Management Policy of TI with advice from the Audit Sub-Committee
- Approving the Risk Register at least annually, and reviewing it on a periodic basis, with advice from the Audit Sub-Committee
- Appointing a Chief Risk Officer or empowering a suitable management alternative, with a direct reporting line to The Board
- Ensuring the maintenance, and monitoring the effectiveness, of a sound system of internal controls – including financial, operational and compliance controls.

6.5 The CEO

- Detailed in Section 8.2

6.6 Organisation and Staff

- Ensuring that TI has an appropriate succession plan in place for senior management positions
- Approving changes to the organisational structure, following a recommendation from the CEO

6.7 Gifts

- Acceptance of gifts of works of art, money, materials, equipment, land or other property, except where the conditions relating to acceptance are inconsistent with the functions of the Board.

6.8 Legal

- Reviewing, on a periodic basis, legal action being taken against TI or instances in which there is a risk that legal action will be taken

7. Matters Delegated to the CEO and Senior Management Team

7.1 Day to Day Management of TI

The CEO is responsible for the day to day management of TI subject to the provisions of this Terms of Reference, including the *Schedule of Matters Reserved for Decision by The Board* (Section 6).

8. CEO

8.1 Appointment and Tenure

- 8.1.1 The CEO shall be appointed by The Board, following a recruitment process approved and overseen by The Board
- 8.1.2 The appointment is subject to the terms and conditions of employment, including remuneration, approved by The Board

8.2 Roles and Responsibilities

The CEO is responsible for the day to day management of TI. As head of TI, he/she is accountable to The Board

The CEO is expected to operate, manage and control generally the administration and business of TI, subject to:

- the strategy and long term objectives approved by The Board;
- resource and financial parameters as set by The Board
- expenditure limits as determined by The Board

Subject to the above, the CEO may make decisions in all matters affecting the operations, performance and strategy of the business of TI, with the exception of those matters reserved for decision by The Board, or those specifically delegated by The Board to its Committees or other such groupings formally approved by The Board

The CEO is required to keep the President fully informed of any material developments

which arise in TI between meetings of The Board

In practical terms:

- The CEO is responsible for managing and directing TI activities
- The CEO proposes, implements and reports on the strategic direction of TI as well as particular departmental / divisional strategies, plans and initiatives
- The CEO annually proposes to The Board annual operational plans; once adopted, the CEO is responsible for their implementation and delivery and for reports on progress at frequent and regular intervals
- All members of the Senior Management Team report directly to the CEO. The CEO is responsible for appraising the performance of each member of the team, encouraging their development and further training, and – where necessary in the case of under-performance – engaging with the President to discuss options for change
- In performing his or her functions, the CEO shall be subject to such policies as may be determined from time to time by The Board and shall be answerable to The Board for the efficient and effective management of TI and for the performance of his or her functions
- The CEO may delegate any of his or her functions to an employee of TI, including any functions delegated by The Board to the CEO, unless they are so delegated to the CEO subject to the condition that they shall not be sub-delegated, and the employee shall be answerable to the CEO for the performance of those functions
- Notwithstanding any such delegation, the CEO shall at all times remain accountable to The Board in respect of the functions so delegated
- The CEO shall not hold any external office or position without the consent of The Board
- The CEO is also responsible for keeping the management structure under regular review, including recommending to The Board options for change / new senior staff additions, and formulating remuneration proposals for consideration by The Board
- The CEO represents TI with all external audiences both in Ireland and internationally.

9. Reporting and Internal Controls

9.1 TI Strategic Plan

The Board has determined that the TI strategic plan will cover a four year period.

The CEO is responsible for managing the development of the strategic plan and challenge with his/her Senior Management Team, staff, the Board and external stakeholders in the process of producing a draft strategic plan for consideration by The Board.

9.2 Annual Operational Plan

In line with the provisions and priorities of TI Strategic Plan and annual budget, both as approved by The Board, the CEO will present for The Board consideration an annual operational plan for TI.

The annual operational plan will clearly state the priorities and deliverables for the year ahead using specific, measurable, and time-bound metrics

Over the course of the year, The Board will review progress against the approved annual operational plan

9.3 Annual Budget

Prior to the commencement of the year, the CEO will present a draft budget to the Audit Sub-Committee for review and approval

The draft budget will be presented to The Board for approval on the recommendation of the Audit Sub-Committee

9.4 Annual Report

TI will produce an Annual Report and Financial Statements for the previous financial year for submission to members at AGM.

The CEO, with the assistance of his Senior Management Team and staff will prepare the Annual Report and Financial Statements for consideration and approval by The Board

9.5 CEO's Report

The CEO of TI shall produce a formal report for submission to The Board at each scheduled board meeting to address the following (unless they are subject to individual standing items):

- the overall performance of TI, in line with the strategic plan;
- monthly performance, in line with the annual operational plan;
- budgetary performance;
- staffing and resourcing issues;
- stakeholder issues
- Any other matter of material/strategic importance.

9.6 Finance Report

The Finance manager shall produce a formal, monthly report for submission to the

Board, to address the following:

- income and expenditure outturn versus budget profile, at year to date and broken down by month;
- income and expenditure highlights;
- detailed explanations for material variances;
- outline of any budgetary matters the Board should be aware of.

10. Secretary to the Board

10.1 Appointment and Tenure

The TI Board shall appoint a Secretary with tenure linked to the board term limits as detailed in the TI Constitution.

10.2 Role and Responsibilities

10.2.1 The role of the Secretary is to advise and guide members on their obligations, to act as the corporate governance officer, and TI's Compliance Officer.

10.2.2 The Secretary will ensure that TI observes proper decision making processes, including that all relevant matters are submitted to The Board (and the Audit Sub-Committee) for review and approval, in accordance with the Schedule of Reserved Matters for Decision, this Terms of Reference and the Audit Sub-Committee's Terms of Reference

10.2.3 The Secretary will ordinarily be responsible for:

- Bringing to the attention of members:
 - o Material changes to corporate governance standards and best practice – with suitable recommendations for change, if appropriate
 - o Legal and other changes that affect their duties and responsibilities
 - o Recommendations on suitable training opportunities that may benefit members
- Reviewing corporate governance policies and procedures, recommending amendments to The Board/the Audit Sub-Committee where appropriate
- Supporting the President in creating the conditions for overall The Board/Committee and individual Board/Committee member effectiveness including promotion of an appropriate induction programme for new members, and creating the opportunity for maintenance of the relevant skills and knowledge required to fulfil membership of The Board and its committees
- Overseeing the annual The Board/Committee effectiveness evaluation in conjunction with the President



11. Code of Conduct for Members of The Board and its Committees

Board Conflict of Interest/Conflict of Loyalty Policy

The Board shall adhere to Triathlon Ireland's Conflict of interest and Conflict of Loyalty policies.

The Board has a legal obligation to act in the best interests of TI and to avoid situations where there may be a potential or actual conflict of interest.

12. Board Meeting Procedures

12.1 Meetings of The Board - Quorum

The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall not be less than three (3). Meetings can be held by either video-conference or telephone-conference at the discretion of the President who shall chair all such meetings

12.2 President

The President presides over all meetings of The Board at which he or she is present

If the President is not present at a meeting or if at any meeting the President is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.

12.3 Decision Making

In practice, it is the policy of The Board that decisions should be reached by consensus, to the greatest extent possible. The President will endeavour to use his or her reasonable best efforts to secure consensus on matters before The Board

Should a decision require a vote of The Board, the question shall be determined by a majority of the votes of the members present and voting on the question

Should there be an equal division of votes, the President of the meeting shall have a second or casting vote

The Board may act notwithstanding one or more vacancies among its members

12.3 Decision Making Between Meetings

In the exceptional circumstances that a decision of The Board is required between scheduled meetings, and it is not possible or practicable to gather members to convene a meeting, the President may seek to secure The Board approval on an online/electronic basis.

The calling of such a meeting shall be a matter for the President only

The particular decision process to be followed shall be a matter for the President only.

The conference call/online conference must comprise at least a quorum of members of The

Board

OR

- Circulate to members a written resolution seeking their signature and clear indication of whether or not they approve of the proposal outlined, or accept from members individual signed written resolutions which the Secretary shall collate

A valid decision will require the approval of a clear majority of the entire membership of The Board (subject to any vacancies)

In the event that there is a tied number of votes approving and rejecting a proposal, the President shall have a second and casting vote

A minute of the decision shall be prepared by the CEO or CEO's delegated team member, clearly indicating the decision made, and it should be circulated to members

The minutes of the next scheduled meeting of The Board shall note the occurrence of the meeting

12.4 Board Agenda

The CEO will prepare the draft agenda for each meeting. The final agenda will be approved by the President.

The standing agenda items for scheduled meetings will include:

1. Declarations of Interest
2. Minutes of the previous meeting
3. Matters arising
4. CEO's Report
5. Finance
6. Governance
7. Any Other Business

The content of the agenda, or part thereof, will also be influenced by the Annual Operational Plan approved by The Board, and any other matters arising for consideration

13.5 Board Papers

The agenda and supporting papers should be circulated to members of The Board at least five working days prior to a meeting.

Late papers will not be circulated to, or accepted by, The Board, save for exceptional circumstances where the prior approval of the President has been secured.

13.6 Board Minutes

The President will ensure that minutes of meeting are recorded

The minutes will capture the general discussion of meetings, key points including decisions and action points with assigned responsibilities, any disclosures of interests, and note the unresolved matters to be brought forward to subsequent meetings

Draft minutes should be submitted to the President for comments within five working days of each meeting

13.7 Attendees at Meetings

- Only members of The Board are entitled to attend meetings of The Board
- The attendance of TI staff members, including members of the Executive or external parties, will be at the discretion of The Board, through the President
- The attendance record of members of The Board and members of the Audit will be disclosed in TI's annual report

13.8 Disclosure of Interests

A member of The Board who has –

1. any interest in any company or concern with which The Board proposes to make any contract, or
2. any interest in any contract which The Board proposes to make,

shall disclose to The Board the fact of the interest and the nature thereof and shall take no part in any deliberation or decision of The Board relating to the contract, and the disclosure shall be recorded in the minutes of The Board

14. Independent Professional Advice

- 14.1 The Board as a whole; or Individual members of The Board, in the furtherance of their duties, may seek independent professional advice, if necessary, and at the reasonable expense of TI

15. Board Communications

- 15.1 The President is the spokesperson for The Board on all matters
- 15.2 Members of The Board, other than the President, should not speak on behalf of The Board, or allow it be reasonably perceived as such, unless authorised to do so in advance by the President
- 15.3 All media queries received by members of The Board (other than the President and CEO), in their capacity as members or relating to the work of TI, should be directed to the President

16. Review of Board Effectiveness

- 16.1 The Board is required to keep under review its own performance and that of its committee(s) and individual members. Consequently, an annual review of effectiveness shall be undertaken.

- 16.2 The individual performance of members will be reviewed, in confidence, by the President. Feedback will be provided to members through one-on-one meetings. This is a requirement set-out in 4.3 (a) of the Governance Code for Sport to which Triathlon Ireland is required to be compliant :

4.3 (a) Have the Board agreed a yearly board review process which should include, but not be limited to, an assessment of the effectiveness of:

- *the board as a whole;*
- *the chair;*
- *individual board members;*
- *committees including structure, size, and charters; and*
- *director training; and*
- *recruitment plans.*

as per with paragraph 4.3(a) of the guidance document ""

Appendix 1 - Board Induction Material and Meetings

Governance Induction Pack: new board members shall receive a set of documentation in relation to governance, to contain the following:

- The Board Terms of Reference (incl. schedule of matters reserved for decision)
- Audit Sub-Committee Terms of Reference
- Governance Committee Terms of Reference
- Details of The Board and Committee Membership
- Code of Conduct for Members of The Board
- Risk Management Policy and Risk Register
- Minutes of meetings of The Board for the most recent six meetings
- The Board meeting dates for the remainder of the calendar year
- Most recent Annual Report and Financial Statements
- Budget for the current Financial Year
- Most recent Strategic Plan for TI
- Current TI Organisation Chart
- Governance Code for Sport
- Letter from Secretary, outlining the role of members of The Board, the likely time commitment involved, and offering assistance



- Contact details for members of The Board

In addition to the above, a new President will participate in a six (6) week handover with outgoing President and cover the following:

- Role of the President
- International Federation Relationships & Committee Representation
- Domestic Relationships & Committee Representation
- Triathlon Ireland Sub Committees
- Sport Ireland & Sport Northern Ireland
- Annual Board Review & Skills Matrix

New members will have a series of meetings and presentations as follows:

- Meeting with the President
- Meeting with the Chairperson of the Audit Sub-Committee
- Meeting with the Executive

Appendix 2 – Strategic Planning and Review

TI undertakes strategic planning in four year cycles. The President of The Board acts as overall sponsor for the strategic planning process, with the CEO leading the development, by the Senior Management Team, of a draft strategy, for submission to The Board for its consideration, views, amendment, and ultimately, approval.

There are a number of key principles which underpin strategic planning by TI:

- The strategic plan development process will commence 12 months prior to the conclusion of the most recent TI strategy, with implementation to commence at the expiry of the most recent strategy;
- The CEO will keep the President, as sponsor of the process, abreast of progress in the initial stages of the strategic plan development process (ie prior to submission of draft material to The Board), and should seek guidance and advice from the President as appropriate from time to time;
- The strategic plan should set appropriate objectives, goals and relevant indicators and targets against which performance can be clearly measured;
- Implementation of the strategic plan should be supported by the annual operational planning and budgeting cycle;
- Decisions on major items of expenditure should be aligned with the strategic plan;
- The Board will review progress against its strategic plan at least once every six months, and will formally review progress, including the continued suitability of the strategic plan, on an annual basis.

While not designed to be a rigidly prescriptive methodology for developing a strategic plan, nor to suggest a perfectly iterative process, the illustration below provides a broad overview of the main steps involved in the development of a TI Strategic Plan.

