



Governance Committee

Terms of Reference

The following Terms of Reference shall be reviewed and determined from every three years by the Triathlon Ireland Board in consultation with the Governance Committee.

Role

- The role of the Governance Committee is to advise the Triathlon Ireland Board (“the Board”) on governance issues, ensuring implementation and adherence to the Governance Code, and to lead the process for Board Director nominations, appointments and succession planning.
- In carrying out its responsibility the Committee will:
 - Maintain oversight of TI governance policies including making recommendations to the Board in relation to governance policy approval.
 - Maintain the Board’s Terms of Reference and compliance with the Triathlon Ireland Constitution.
 - Lead the process for appointments, identify and recommend suitable candidates based on merit and objective criteria for the approval of Board vacancies as and when they arise.
 - Identify and develop future board leaders to facilitate Board succession planning.
 - Review the structure, size and composition of the Board and make recommendations to the Board regarding any changes.
 - Ensure new appointments to the Board receive the Board Governance Induction Pack, and ensure introductions with the President, Chairperson of the Audit Sub-Committee and the Executive.
 - Oversee Board members continued training and development to ensure Board Members can evolve their knowledge and skills.

Composition/Appointment

- The Committee should be composed of a minimum of 3 and a maximum of 5 members, and must include a gender balance, with at least two members of each gender wherever possible.
- The Board will select a Board Director as Chair for this Committee with appropriate governance expertise as per selection process outlined in Board TOR.
- All members must possess the appropriate skills, experience, and knowledge relevant to the Committee’s purpose. The Board will appoint members of this Committee with appropriate governance expertise
- At least one person and no more than two people appointed by the Board shall be independent of the Organisation and have appropriate governance and Board level expertise.

- New members of the Committee shall engage in an Induction Process involving the Chair and member of the Executive.

Powers/Authority

- The Committee will have full access to all information necessary to undertake its duties.
- The Committee has the power to obtain outside professional advice and, if necessary, to invite outsiders with relevant experience to attend meetings.
- Members of the Committee will serve for a maximum of two (2) terms of two (4) years. Should a vacancy arise on the Committee then the Board shall appoint a qualified person.
- The Committee shall make proposals or recommendations to the Board. The Board will consider recommendations and make a decision.

Reporting

- The Chair of the Committee will provide a report to the Board following each meeting.
- The Board's Annual Report will include a section outlining the role and activities taken by the Committee to fulfil its actions during the year
- A summary of Committee meeting minutes should be available on the Triathlon Ireland website.

Procedures

- The Committee will report to the Board following each meeting through the minutes of the meeting being circulated as part of the Board pack.
- The Committee should meet at least quarterly (4 times a year) and engage via email and phone conferences where required. Otherwise, it shall regulate its own procedures.
- The Committee's role is advisory rather than supervisory in nature.
- A quorum shall be not less than two members, and any recommendations or advice of the Committee shall be determined by a majority of members present.
- The Committee will receive formal executive support through the CEO (or nominated representative(s)).