



Cycling Ireland Governance and Ethics Committee
Terms of Reference (TOR)

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Version Control History:

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0.1	12/04/2022	Draft GMcl
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0.4	09/05/2022	Draft update from external consultation
1.0	10/05/2022	Version for Board approval

Purpose

The Board has established a Governance and Ethics Committee (GEC) 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 that induction and continuing professional development programmes and supports are available for Board and Committee members, overseeing compliance with ethical and conduct obligations of Board and committee members, and recommending policies, practices, and/or procedures to the Board to ensure that Cycling Ireland is structured, governed and functioning effectively.

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

Membership

- ❑ The Committee will consist of between three and five members at least two of whom shall be Board members and at least one other from the membership. The Board may appoint individuals who are not members of Cycling Ireland onto the Committee to provide specialist skills, knowledge and experience. All appointments to the Committee shall be 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 and Ethics Committee should have recent relevant governance experience, and other members should have experience in compliance, ethics, legal and the core areas of the organisation's business and activities.
- ❑ Each Committee member will be appointed for a term of three years .
Sitting Board Members shall forfeit their position on the Committee in line with their term on the board, however may be re-appointed as an external individual subject to ratification by the Board.
- ❑ Final determination on the number of members on the Committee is a decision for the Board, with a maximum of three terms of three years either consecutively or cumulatively in their lifetime.

Rights

- ❑ In discharging its responsibilities, the Governance and Ethics Committee (GEC) will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The GEC 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 in order to carry out its duties, and will be facilitated in this by the Committee Secretary and, where necessary, by the an executive lead designated to support the committee by the CEO.
- ❑ 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 the right to access 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 the CEO. ¹
- The Secretary will ensure that the Committee members receive information and papers in a timely manner (e.g. no less than five days 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 four times a year to a schedule set by the Board at the end of every calendar year. The Chairperson of the Committee may convene additional meetings, as deemed necessary.
- The Chairperson of the Committee together with the executive lead will consider the agenda for the meeting. Members may also propose items for the agenda in writing to the Chairperson no later than eight days before each meeting.
- 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.
- Meetings may be held in-person or online, to facilitate members' attendance.
- A minimum of 3 members excluding the executive lead 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, Head of Finance and managers and staff may be invited to attend specific meetings or agenda items at the Committee's request.
- The committee will meet with the Chief Executive without other managers or staff present at least once a year.
- 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
- The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

¹ Committee should be supported by a secretary and this may be a role for staff member, where the organisation employs full or part time staff or for a non-executive/ volunteer board or committee member if that is appropriate given the scale and structure of the organisation.

Information Requirements

For each meeting, the GEC 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
- ❑ Progress reports on executive and board priorities and deliverables within the committee's work programme including a review of all policies and procedures within a three year cycle that achieves and maintains compliance with the Governance Code;
- ❑ 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 GEC is to provide advice to the Board across a range of key areas, including governance, compliance, ethics and conduct obligations as follows;

1. Rules and Governance Framework

- ◆ As appropriate, to review the policies and procedures of the entity, the 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.
- ◆ Ensure delivery of key strategic objectives related to Governance as outlined in the Cycling Ireland Strategic Plan 2020 – 2024, including:
 - 3.1.1 - Compliance with the Governance Code for Sport to ensure Cycling Ireland is regarded as a best practice national governing body
 - 3.1.2 - Cycling Ireland responds to the challenges provided by the Covid-19 pandemic in 2020 and makes positive steps to protect and safeguard the organisation through and beyond the period
 - 3.1.3 - Maximise the effectiveness of the Board of Cycling Ireland to provide leadership for cycling in Ireland
 - 3.1.4 - Development of a clear, transparent and well structured Commissions model
 - 3.1.5 - Employ a best practice policy implementation approach
 - 3.1.6 - Undertake a governance audit of Cycling Ireland to continuously focus on best practice approaches

2. Compliance

The Committee shall

- ◆ Review the organisation's 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 review 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. Corporate Secretary Role

The Committee shall

- ◆ Ensure that the formal compliance requirements of the Company Secretary role is fulfilled in addition to overseeing the Board and committee secretarial service provided by management.

4. Ethics and Conduct

The Committee shall

- ◆ Support the Board in establishing and sustaining an ethical culture and appropriate values system and ensuring that the ethical and behavioural issues are managed effectively.
- ◆ Ensure that the code of conduct/code of ethics outlines the organisations ethical standards and is reviewed and updated, as necessary, and disseminated to Board and committee members and all staff.

5. Elections

The Committee shall

- ◆ Oversee the election and nomination process and the organisation's arrangements for the conduct of elections within the entity. Duties of the Committee with respect to election and nomination processes are contained in Annex A.
- ◆ Advise the Board on relevant election matters for final decision by Board

6. 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 the Board
- ◆ The Committee will work to an annual work programme approved by the Board.
- ◆ The Committee will also periodically 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.
- ◆ 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 formal 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 the 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 Board regularly / annually.

ANNEX A – Duties Of The GEC With Respect To Nomination And Election Processes

The Committee shall, on behalf of the Board:

- Review, at least annually, the structure, size, composition and successional needs of the Board and committees and make recommendations to the Board in relation to same in the context of the appointment of new members;
- Evaluate the balance of skills, knowledge, experience and diversity on the Board and committees and, in light of this evaluation, prepare a description of the role and capabilities required for appointments before any appointment is made by the Board. This process may utilise a skills and knowledge matrix to reflect the different insights and perspectives which would ideally exist within the board and committees;
- Identify and nominate for the approval of the Board candidates to fill committee member vacancies as and when they arise;
- The Committee shall, on behalf of the board, oversee the search, recruitment, selection and interview process and is authorised to procure external expertise, at reasonable cost, to assist in this role, if required;
- The Committee shall take account of the structure, size, composition (including skills gaps and diversity) and successional needs of the Board. In doing so, the Committee shall consider and review,
 - The strategic direction and future of the organisation to determine the breadth of perspectives required to lead the organisation.
 - Take steps to ensure that its actions, decisions and recommendations serve the organisation's best interests when supporting the appointment of Board nominees.
 - The output of any Annual Board Evaluation in so far as it relates to Board and Committee performance and composition (and any other material it considers relevant, including any material the Committee itself commissioned).
 - Satisfy contingency planning for the short, medium and long-term succession plan.
 - Advise the Board on policies, processes and other measures to promote and secure equality and diversity.
- Make recommendations to the Board on the reappointment of any Board member at the conclusion of their specified first term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required.

- The Committee will be particularly conscious of conflicts of interest and shall follow the procedures set out in the Code of Conduct/Registered Interests for Board members.
- As part of the process of selection and nomination, the committee will consider the following attributes of candidates:
 - Bringing independent and objective scrutiny to the oversight of the organisation;
 - Being prepared to be challenging when necessary while being supportive to the delivery of organisational strategy and objectives;
 - Equipped to offer considered advice on the basis of sound judgement, insight and experience;
- Assess the skills and experience of candidates for Board and committee appointments in order to provide recommendations to the Board.
 - The Committee will also review and consider whether the candidate has sufficient time to undertake the designated role in light of other commitments they might have.
 - Ensure that each appointee receives a letter articulating what is expected (job specifications), in terms of time commitment, board and committee service and involvement outside meetings.
 - Ensure a formal induction process for new appointees is in place.
 - Consider any actions leading to the suspension or termination of service of a board or committee member subject to the provisions of the law and his / her service contract.
- Advise the Board on the adoption of written procedures for the co-option of Board or committee members.
- Conduct its affairs in a manner that is observant of Sport Ireland's Governance Code for Sport.
- Work and liaise with all other board Committees as necessary.
- Make any recommendations to the Board on any matter within its terms of reference where action or improvement is required.