



Overview

Good governance asserts that the role of the Board as the governing body or board of directors, is to provide leadership and direction to the organisation within a framework of prudent and effective controls, which enables risk to be assessed and managed. In that context, it is responsible for setting the strategy and direction of the organisation, providing strategic guidance, monitoring its activities and performance and assessing the effectiveness of the internal control systems.

The Board of Swim Ireland committed to the adoption and ongoing implementation of an effective corporate governance regime in accordance with the Governance Code for Sport and best practice and which complies with its rules as well as relevant legal, regulatory, and good governance obligations.

The Board shall carry out its duties and exercise its powers to achieve the aims of the entity and shall be empowered to take such decisions as are necessary for the effective governance and control of the organisation in accordance with the provisions of the rules and consistent with the overall governance framework of the entity

The document sets out the terms of reference of the Board. These were originally reviewed and approved by the Governance Committee on 7 December 2021 and should be reviewed and amended as appropriate by the Board on an annual basis.

Purpose

The purpose of these terms of reference is to set out the duties and responsibilities of the Board in addition to details of meeting and other working arrangements. The terms of reference also provide information on Board membership, committees, quorum, the role of the secretary and other relevant areas.

Membership

The Board has a membership of not more than 12 people appointed in accordance with Articles 64-74 of the Swim Ireland Constitution and shall maintain a balanced gender of 60/40.

Role of the Board

The duties and responsibilities of the Board are as follows:

1. **Setting the strategic direction of the entity and reviewing progress**

This includes adopting a process for setting strategy within the organisation including stakeholder engagement, agreeing strategic priorities and the process of reporting on progress and achievement.

2. **Agreeing Business Plans and major plans of action**

As part of the annual budgetary and planning process, the Board will review and consider the organisational business plan and agree or approve the plans for the main areas of activity within the entity.

3. Agreeing and overseeing annual budgets

The annual budget approval process will allow for scrutiny of the organisations projections and assumptions and allow for reflection on sustainability and viability issues. This approval and oversight process will be built on the annual planning process referred to earlier.

4. Monitoring organisational performance

As part of its oversight and monitoring role, the Board will discuss and agree the performance measures and indicators as well as other financial and non-financial information which it requires to monitor corporate and unit level performance. The performance oversight will be set in the context of the strategic priorities and annual business plans.

5. Ensuring effective accountability and holding to account arrangements are in place and operate as necessary

The accountability arrangements shall be set out in the Board of Directors Handbook and Assurance Framework and shall specify the nature and extent of reporting from the committees, the Chief Executive and Management.

6. Appointing the Chief Executive and overseeing his/her performance

A key role of the Board is the recruitment and selection of the Chief Executive and instituting an effective performance management approach to ensure that the expected standards for the role are delivered. The Chairperson of the Board shall carry out a regular assessment of the Chief Executive's performance.

7. Overseeing major capital expenditure and investment decisions

Decisions on capital expenditure, asset acquisition and the overall investment strategy for entity funds are the domain of the Board. In this context, the Board will avail of the support and advice of the Chief Executive and Management. Where appropriate, the Board may be supported by external professional advisors.

8. Ensuring that effective risk management and internal control processes are in place and monitoring and reviewing their implementation and overall effectiveness

The Board is ultimately responsible for the control environment and control procedures and for ensuring the effectiveness of the risk management arrangements across the organisation. The Board will be supported in this role by the work of the Audit and

Risk Committee (ARC) and by having in place a designated senior management lead on risk.

9. **Putting in place an effective committee structure to support the Board in its role.**

The Board should ensure it has in place effective and fit for purpose committees to assist it in the execution of its role. This will include regular consideration of the terms of reference of such committees, and formal reporting and updates on key issues. The Board may, from time to time, establish such other working groups, special interest groups or forums as are necessary to assist it in the performance of its duties. The terms of reference for such groups shall be specified in writing

10. **Monitoring and assessing its own performance and that of its committees**

An evaluation of the performance of the Board and its committees should be a regular / annual exercise and will examine the extent to which work programmes and terms of reference obligations have been delivered. It will also focus on process and performance areas as well as the levels of contribution and preparedness by members.

11. **Ensuring that legal, regulatory and governance obligations are adhered to**

As part of its compliance obligations, the Board should ensure that the levels and extent of assurance it receives from the Chief Executive, Management and Staff, Committees and other sources of assurance provides the necessary levels of attestation and comfort to the Board that compliance obligations are being adhered to.

12. **Overseeing the financial structures and financial performance of the entity**

Ensuring it has visibility on the overall financial performance and financial position at any juncture is a key duty of the Board. This will necessitate comprehensive and timely information on the current income and expenditure, asset, liability, and treasury positions and in this context the Board can be supported in this role by a Finance Committee (FC).

13. **Reporting on financial and corporate performance including its governance and stewardship activities**

The Annual Report, the Annual General Meeting, including presenting the Financial Statements and related governance reporting and communication with stakeholders is a key legal and governance obligation and one which requires Board oversight. The Board will be supported by the committees for aspects of its work in this area.

The Board shall keep itself up to date and fully informed about strategic issues and changes affecting Swim Ireland and the environment in which it operates.

The Board shall keep under review sports and wider governance developments that might affect the organisation, with the aim of ensuring that the governance policies, practices and arrangements continue to be in line with best practice.

Secretary of the Board



Board Secretary/Company Secretary

A Company Secretary shall be appointed in accordance with Articles 83-84 of the Constitution but shall not be a Director of the Company. The duties of a Company Secretary shall be those set out in the Companies Act 2014 and shall include keeping records up to date and making statutory filings on behalf of the Company. In addition to the statutory obligations the Swim Ireland Company Secretary is responsible for issuing notices of all meetings of the Company within the appropriate time limits.

In association with the Chairperson, the Company Secretary is responsible for arranging the formal induction of new members of the Board, ongoing training and development programmes and organising coaching or mentoring for members where required.

The Company Secretary shall ensure that on appointment to the Board or committees, members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, levels of preparedness and contribution and involvement outside formal Board or committee meetings.

There will be a designated Board Secretary, appointed in accordance with Article 65 (d) of the Constitution. The Board Secretary shall be responsible for ensuring that accurate minutes of meetings are maintained and shall be supported in that role by the Company Secretary.

The Board Secretary will ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the key agenda items and other governance and business issues facing the organisation.

Attendance

- Only members of the Board have the right to attend and vote at meetings of the Board.
- The Honorary President has a right to attend, but not to vote at meetings of the Board.
- The CEO shall attend board meetings unless discussed and agreed otherwise on an exceptional basis with the Board Chairperson.
- The Company Secretary shall be invited to attend meetings as Minute Taker.
- Other individuals including Management, Staff and external advisers may be invited to attend for all or part of any meeting, as and when appropriate or necessary.
- In the absence of the Chairperson, he/she shall appoint another Director to chair the meeting.

Quorum

The quorum necessary for the transaction of business shall be seven (7). A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board as Governing Body.

Frequency of Meetings

The Board shall meet at least six times a year, and as otherwise required.



Notice of Meetings

Meetings of the Board shall be summoned by the Secretary at the request of the Chairperson of the Board.

Unless otherwise agreed, 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 Board and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

Confidentiality

Proceedings of the Board shall remain confidential unless otherwise agreed by the Board.

Minutes of Meetings

The proceedings shall be minuted as well as the resolutions of all meetings of the Board, including recording the names of those present and in attendance. Minutes of meetings shall be circulated to all members of the Board within one week of the meeting.

Points of Note relating to non-confidential matters, for circulation to Staff and Members shall be prepared by the Company Secretary and approved by the Chairperson and Board Secretary. Such Points of Note shall be issued within 2 weeks of Board meetings.

Delegations

The Board delegates operational responsibility for the day-to-day running of the organisation to the Chief Executive and the management team.

The agreement and approval of delegations will form part of the detailed schedule of matters for formal Board approval.

Reporting Responsibilities

The Chief Executive, Senior Management, and Committees shall report to the Board on a regular basis and support the Board in meeting its legal, regulatory and governance obligations on an ongoing basis.

Other

The Board shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and implement any changes it considers necessary.

Authority

The Board is authorised to seek any information it requires from the Chief Executive and Management Team to perform its duties.

The Board is authorised to obtain, at the body's expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities as Board members.



Swim Ireland Board of Directors Terms of Reference –Reviewed and approved by the Board of Swim Ireland – 28 May 2024

Review

This Terms of Reference is approved by the Board and reviewed by the Board on an annual basis.

Further Reading / Additional Resources

Swim Ireland Director's Handbook

www.cro.ie