



The Athletic Association of Ireland Board Terms of Reference

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The following terms of reference may be subject to alteration or amendment at any time by resolution of the Athletics Ireland Board.

ROLE

The Board of AAI is responsible for all the activities of the governing body, and it is accountable to the membership at the AGM and Congress. These responsibilities can be divided into seven main areas:

1. To **govern** the organisation through the proper administration of its affairs
2. To provide **leadership** for the organisation
3. To plan the **strategy** for the development of the organisation
4. To establish **partnerships** with other organisations who can help develop the organisation
5. To manage the **people** involved in running the organisation at the national level
6. To oversee the **implementation** of the strategic plans for the organisation and monitor their progress
7. To ensure a realistic programme of **participation and performance in the organisation** as a consequence of the previous six responsibilities.

Members of the Board are exemplars of the organisation's values, acting with integrity, fairness and in the interest of AAI. They maintain focus on building inclusion, enrichment and trust for the benefit of people, stakeholders and communities. The Board collectively embodies and promotes ethical leadership by asking the right questions and challenging to ensure that poor behaviour is sanctioned. The Board oversees cultural governance including setting the tone on conduct and ethics.

COMPOSITION/APPOINTMENT

The Board shall consist of the following positions elected or appointed every two years at Congress:

- (i) the President, who may not hold that position for more than two consecutive terms (the Deputy President shall be elected in accordance with Article 31 of the Constitution);
- (ii) the Chair of the Coaching and Development Committee, who may not hold that position for more than two consecutive terms;
- (iii) the Chair of the Competition Committee, who may not hold that position for more than two consecutive terms;
- (iv) the Chair of the Finance and Risk Committee, who may not hold that position for more than two consecutive terms;

- (v) the Chair of the High-Performance Committee, who may not hold that position for more than two consecutive terms;
- (vi) the Chair of the Juvenile Committee, who may not hold that position for more than two consecutive terms;
- (vii) a nominee of Athletics Northern Ireland (“ANI”) who shall have a vote on the Board, so long as a reciprocal arrangement exists on the management Board of the ANI. The ANI nominee may not hold the position for more than two consecutive terms;
- (viii) one representative from each Provincial Council with full voting rights. This representative may not hold the position for more than two consecutive terms;
- (ix) a nominee of the ISAA with full voting powers, who may not hold that position for more than two consecutive terms;
- (x) a nominee of the IUAA with full voting powers, who may not hold that position for more than two consecutive terms;
- (xi) persons co-opted by the Board: the Board shall have the power to co-opt any persons it deems advantageous to the Board to hold office for such period as may be decided by the Board during the lifetime of the particular Board (i.e. until, at the latest, the conclusion of the next Congress); any such appointment shall be for a maximum of two consecutive terms. A maximum of three such appointees shall be on the Board at any one time; and
- (xii) any Irish citizen who is a member of the Council of World Athletics or of the Council of the EAA shall be ex officio a Member of the Board, with full voting rights, in accordance with and subject to Article 19.

Note- The procedure to select the three persons to be nominated for co-option to the Board will involve the following steps;

1. The Board completes an anonymous skills matrix that the CEO will summarise.
2. The Board will discuss the skills it is deficient in following the exercise above.
3. The Board will appoint a three-person working group to advertise and interview for the three positions.
4. The Working Group will nominate suitable candidates to the Board for the Board to consider as co-optees.
5. One of the co-opted individuals will also sit on the Finance and Risk Committee and hold requisite skills/experience in this area.

PRIMARY RESPONSIBILITIES

- (i) To administer the affairs of the Association.
- (ii) To submit to each AGM the Board’s report, together with audited accounts for the preceding period, and an outline budget for the succeeding year.
- (iii) To examine any proposals from County Boards or Provincial Councils which are to be discussed at any general meeting of the Association, and to submit

such reports thereon as they think fit having considered the views of the Standing Orders Committee and to submit to Congress any other proposals they may deem desirable.

- (iv) To notify Registered Members of the imposition of any penalties by either Congress or the Board.
- (v) To maintain a register of any such competition records as Congress may decide to recognise.
- (vi) To control and supervise the organisation of all athletic meetings within its jurisdiction.
- (vii) To actively promote a development programme for the benefit of Registered Members requiring assistance in the training of coaches, judges and administrators.
- (viii) To appoint or nominate persons to outside Athletics bodies. A Member may not represent the Association on any other body, sporting or otherwise, without the express consent of the Board in writing.
- (ix) To appoint, at its first meeting after each Congress a Children's Officer for National Events who shall hold office until the conclusion of the next Congress and who shall report to the Juvenile Committee.
- (x) To appoint persons to Principal Committees.
- (xi) To approve and confirm acceptance of procedural guidelines made in accordance with World Athletics Rules of Competition.
- (xii) To appoint the Chief Executive Officer (CEO). The Board shall also appoint such personnel and other resources as it may deem necessary for the purposes of administering the affairs of the Association. The CEO shall report, in the first instance to the President, and thereafter to the Board.

PROCEDURES

The President, or in his absence the Deputy President, or in the absence of the President and the Deputy President some other Board Member nominated by the Board, shall preside as chairperson of the meeting.

The quorum for the transaction of the business of the Board shall be eight Board Members present in person.

The Board shall reach decisions by a simple majority of voting on the issues in question. If the numbers of votes for and against a certain proposal are equal, the President, or the Deputy President, or the Senior Elected Board Member if he/she is chairing the meeting, has the casting vote.

Any resolution evidenced in writing or by electronic email by such member or members of the Board as would have been necessary to pass such resolution had all members of the Board been present at a meeting to consider such resolution, shall be valid and effective as if it had been passed at a meeting of the Board duly convened and held, provided that notice and details of the proposed resolution have been given in advance to each member of the Board.

Board members are entitled to receive the AAI approved mileage payment for all business-related travel during their time in office. Accommodation expenses must be approved in advance through the Athletics Ireland office.

The Board will have sufficient resources to carry out its duties.

Meetings

The Board shall meet at least six times per year.

All meetings are arranged through the President. Unless agreed with the President in advance, for example in exceptional circumstances caused by the demands of the business, notice for each meeting confirming the venue, time and date, together with the agenda, previous draft board minutes and supporting papers, shall be forwarded to each committee member, or any other person required to attend, no later than 4 days before the date of the meeting.

The Board nominee shall take the minutes during the meeting. Minutes will document attendance or non-attendance of directors, all decisions made, points for further action and will be prepared in line with the Articles of Association and any legislative requirements.

Draft minutes will be circulated to the President for review and comment at least 10 days prior to the next Board meeting and once agreed will be included in the subsequent meeting Board pack.

Disclosures and Reporting by Individual Directors

Any director who has a material concern about the overall corporate governance of Athletics Ireland shall report the concern without delay to the Board.

In accordance with the Conflicts of Interests policy and the company Articles of Association, each director shall declare at the beginning of each meeting, or during the course of the meeting should this later become apparent, the existence of any conflicts of interest. Such conflicts shall be minuted accordingly and noted in the Conflicts of Interest Register maintained for that purpose by

the Secretary.

Directors shall not participate and shall withdraw from any meeting in relation to any decision making/discussion where a reasonably perceived conflict of interest exists.

If ongoing conflicts continue, consideration should be given to changing the membership of the Board. No appointment shall be made to the Board, where in the view of the Board, possible conflicts of interest may emerge which are significant to the overall work of the Board.

Dedicated support shall be available to directors on any matter requiring additional and/or separate advice to that available in the normal Board process.

Performance Assessment

The Board shall undertake an annual self-assessment of its performance and shall consider any conclusions and determine actions. Any recommendations shall be implemented and monitored.

Dedicated support shall be available to directors on any matter requiring additional and/or separate advice to that available in the normal Board process.

Training and Information

Induction and on-going training will be provided as required and considered appropriate by the President in the light of the responsibilities of the Board.

The President on behalf of the Board will have access to all information required and may invite individuals (who may not be directors of the Board) to attend meetings as required and considered appropriate.

Board Reserved Matters

Specific matters that are reserved for the Board (and cannot be delegated) are included in Appendix 1.

Articles of Association

To the extent that there is any inconsistency between these Terms of Reference and the Articles, the Articles will prevail.

Appendix 1 Schedule of Matters Reserved for the Board

1. Approval of Athletic Ireland's Vision, Mission, Values, Aims, Objectives, Strategy and Structure
2. Fulfil all regulatory and statutory obligations applicable to the company
3. Approval of resolutions and corresponding documentation to be put forward to members at the Annual General Meeting/Congress
4. Set all Board and company policies
5. Oversight of company progress against strategies
6. Approval of annual operational plans
7. Approval of annual audited accounts
8. Approval of terms of reference for policy groups and of sub committees
9. Approval of representation to EAA, World Athletics & external bodies (OFI, FIS etc.)
10. Approval of honorary Board role descriptions (President/Company Secretary)
11. Co-option of new Board members subject to Board ratification
12. Evaluation of the performance of the Board and sub committees
13. Ensure that the company is compliant with the Governancecode.ie (or equivalent)
14. Approval and Review of Board members Code of Conduct
15. Approve increase in the number of staff employed
16. Approval of annual income/expenditure budget
17. Appointment of the CEO
18. Approval of candidates to elected representative positions e.g. World Athletics, EAA, OFI
19. Approval of Principle Committee non-elected members, Technical Committee members and the Children's Officer for National Events
20. Appointment of legal advisor
21. Approval of major contracts which are material strategically or by reason of size, entered by the company in the ordinary course of business, for example bank borrowings and acquisitions or disposals of fixed assets (including intangible assets such as intellectual property)