



# **The Athletic Association of Ireland Board Terms of Reference**

<b><i>Version</i></b>	<b><i>Date Board Approved</i></b>	<b><i>Author</i></b>	<b><i>Changes</i></b>
1.0	24 <sup>th</sup> February 2020	CEO	New Version
1.1.	13 <sup>th</sup> March 2023	Governance Committee	General review and tidy. Page 3 new section 1. & 2. Update of the evaluation section

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

## ROLE OF THE BOARD

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 nine main areas:

1. To **govern** the Association through the proper administration of its affairs.
2. To provide **leadership** for the Association.
3. To plan the **strategy** for the development of the Association.
4. To establish **partnerships** with other organisations who can help develop the Association.
5. To manage the **people** involved in running the Association at the national level.
6. To oversee the **implementation** of the strategic plans for the Association and monitor their progress.
7. To ensure a realistic programme of **participation and performance in the Association** as a consequence of the previous six responsibilities.
8. To add **value**, drive the Association's **strategy, and culture**.
9. To promote **ethical leadership, good governance, promote gender equality**, and the implementation of **best practice for the sport**.

## COMPOSITION/APPOINTMENT

The Board shall consist of the following positions:

- (i) the President, who may not hold that position for more than two consecutive terms;
- (ii) the Deputy President, an elected position, shall be elected in accordance with Article 31 of the Constitution;
- (iii) the Chairs of each of the 5 principal committees;
  - the Coaching and Development Committee
  - the Competition Committee;
  - the Finance and Risk Committee
  - the High-Performance Committee
  - the Juvenile Committee
- (iv) a nominee of Athletics Northern Ireland ("ANI") so long as a reciprocal arrangement exists on the management Board of the ANI.
- (v) a representative from each of the 4 Provincial Councils;
- (vi) a nominee of the ISAA;
- (vii) a nominee of the IUAA;
- (viii) The Board shall have the power to co-opt up to 3 persons it deems advantageous to hold office for such period as may be decided by the Board during the lifetime of the particular Board. Such co-optees must not have been a member of the Board; Provincial Council; Principal Committee; County Board, ANI, ISAA, IUAA or have been an employee of any of the

above, or have had a material business relationship with an Association within the athletics community in the 6 years preceding appointment as a co-optee.

- (ix) Any Irish citizen who is a member of the Council of the World Athletics or of the Council of the EAA shall be an **ex officio** Member of the Board.

All Board members have full voting rights, and maximum length of position held is for two consecutive terms. General Board members are elected every two years at Congress.

1. The process for appointing co-optees shall be managed by a 3-person working group in accordance with best governance practice, using a skills matrix, advertisement and interviewing of candidates. The process should result in the working group nominating to the Board for co-optee approval. It is envisaged that this process would be run by the Governance Committee.
2. If the minimum number of Board members on the Finance and Risk committee is not met, one of the co-opted individuals, with the requisite skills/experience in this area, will be nominated by the Board to also sit on the Finance and Risk Committee.

The Company Secretary to the Board is a position held by a Board Member other than the President.

The CEO is in attendance at Board meetings, unless otherwise requested by the Board, and will invite members of the executive team to present to the Board on an ongoing basis.

#### **PRIMARY RESPONSIBILITIES OF THE BOARD**

- (i) To administer the affairs of the Association.
- (ii) To maintain proper books of account for the Association and 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 according to 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.
- (xiii) The Board shall have the power to adopt, alter and repeal such Other Rules concerning the governance of the Association as they may deem necessary, expedient or convenient for the proper conduct and management of the Association, other than rules which would require a special resolution under the Articles of Association. The Board shall adopt such means as it deems sufficient to bring to the attention of the Members all Other Rules. All Other Rules, so long as they are in force, shall be binding on the Members.
- (xiv) To maintain accurate minutes of all proceedings of meetings of the Association, the Board, all Principal Committees and all committees and sub-committees of the Board, including the names of the Members, Delegates, Board Members, Principal Committee members, committee members and sub-committee members present at each such meeting.
- (xv) To identify the Risks facing the Association and ensure the Association has an effective risk management process to implement actions to mitigate these risks.
- (xvi) To ensure the Association has a strong system of internal controls to ensure safeguarding of the assets of the Association.
- (xvii) To ensure that the Association is compliant with the governance gender balance requirements of Sport Ireland, and has adequate controls in place to meet the requirements of the Sport Ireland Governance Code and related Annual Assurance statement.
- (xviii) To ensure Association policies in environmental social and governance (ESG) are in keeping with an ethical cultural agenda but remain practically aligned to the Association's strategy.

## **DELEGATION OF THE BOARD'S POWERS AND COMMITTEES**

1. Specific matters that are reserved for the Board and cannot be delegated, are included in Appendix 1 to these terms of reference.
2. With the exception of matters reserved for the Board, the Board may delegate any of its powers to a committee or a sub-committee established by the Board (including the 5 Principal Committees). Persons who are nominated or elected to any committee or sub-committee need not be Board Members. The Board may also delegate to the CEO or to any Board Member such of its powers as it considers desirable to be exercised by the CEO. Such delegations may have conditions imposed by the Board.
3. The terms of reference and detailed rules of procedure for all committees and sub committees (other than the Principal Committees) shall be set by the Board and may be revoked or amended at any time by the Board.
4. The Terms of Reference for the Principal Committees shall be reviewed and determined from time to time by the Board in consultation with Principal Committees.
5. In addition to the five Principal Committees, the Board shall ensure that the Technical Committee, Schools Committee, Universities Committee and Governance Committees outlined in the Articles of Association are operational and fulfil their duties under the Articles of Association.
6. The Board shall have the power to appoint any person to fill a casual vacancy arising on any committee or sub-committee established by the Board. Any person so appointed shall hold office from the date of such appointment until the conclusion of the next Congress after appointment.

## **PROCEDURES AND MEETINGS**

1. The Board shall meet as often as it requires but must meet a minimum six times per annum.
2. Meetings are arranged through the President in conjunction with the Company Secretary. Any Board member can request a board meeting through the Company Secretary.
3. Notice of Board meetings together with the appropriate board papers shall be communicated to all directors at least 4 days in advance of the date of meeting. An exception can be made in exceptional circumstances, if agreed in advance with the President.
4. The President shall preside as Chairperson of the meeting.  
In absence of the President, the Deputy President, or a nominated Board member fulfil this role.
5. The quorum for the transaction of Board business shall be eight Board Members present in person or via video conference for hybrid meetings. Attendance by telephone, or by other means allowing two way communication, shall constitute attendance at the meeting.
6. 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 Chairperson of the meeting will have the casting vote.
7. A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of the Board or of a committee or sub-committee of the Board shall be as valid and effectual as

- if it had been passed at a meeting of the Board.
8. The Company Secretary will take the minutes of the board meetings. Draft minutes will be circulated to the President for review and comment at least 10 days prior to the next Board meeting, for inclusion in the board documents pack.
  9. The minutes are prepared in line with the Articles of Association, and summarise all legal requirements, documenting attendance and absences, decisions made, and points needing further action.
  10. 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.
  11. The Board will have sufficient resources to carry out its duties.

#### **DISCLOSURES AND REPORTING BY INDIVIDUAL DIRECTORS:**

1. In accordance with the Conflicts of Interests policy and the company Articles of Association, each director shall declare, at the beginning of each board meeting or subcommittee meeting, or during the course of the meeting should this later become apparent, the existence of any conflicts of interest. Such conflicts shall, following best practice, be minuted accordingly and noted in the Conflicts of Interest Register maintained for that purpose by the Company Secretary.
2. Directors shall not participate or vote and shall withdraw from any decision making/discussion where a reasonably perceived conflict of interest exists.
3. 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.
4. Dedicated support shall be available to Directors on any matter requiring additional and/or separate advice to that available in the normal Board process.

#### **ANNUAL EVALUATION AND TRAINING**

1. The Board shall undertake an annual anonymous self-assessment of its performance. Following a Board discussion of the outcome of the review, recommendations for improvement shall be implemented and monitored through the Governance committee.
2. Where necessary to assist the directors in their decision making, the Board through the President may invite expert advisors to attend board meetings as required.
3. Induction for new Board members and on-going training in corporate governance shall be provided to the Directors through the Company Secretary. Directors are responsible for ensuring they are up to date with best corporate governance and may request training in this area organised through the Company Secretary.

## ARTICLES OF ASSOCIATION

To the extent that there is any inconsistency between these Board Terms of Reference and the Articles of Association, the Articles of Association 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 documentation for the Annual General Meeting/Congress.
4. Set all Board and company policies.
5. Approval of the Association's strategic plan.
6. Approval of annual operational plans and budgets.
7. Approval of annual audited accounts and changes to accounting policies.
8. Approval of terms of reference for working groups and 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 Directors.
12. Evaluation of the performance of the Board.
13. Ensuring compliance with corporate best practice.
14. Approval and Review of Board members Code of Conduct.
15. Approval of increases in the number of staff employed.
16. Appointment of the CEO, and final sign-off of direct reports of the CEO, in accordance with the succession responsibilities of the Board.
17. Review annually of the performance of the CEO.

- 18.** Approval of Principal and other committee members in accordance with the Articles of the Association.
- 19.** Appointment of legal advisor and auditors.
- 20.** Approval of major contracts or asset acquisition or disposals which are materially strategic by reason of size, or nature entered by the Association in the ordinary course of business.