



## Waterford Sports Partnership Board Terms of Reference

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Policy Area	WSP Board Terms of Reference
Monitored	Annually
Responsibility	Board
Adopted by WSP Board	5/2/21
Review Date	February 2022

# Waterford Sports Partnership Board

## Terms of Reference

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Waterford Sports Partnership (WSP) was established in 2002 and was incorporated in Ireland, in November 2003, as a company limited by guarantee under the Companies Act 2014. The WSP registered office is Civic Offices, Dungarvan, Co. Waterford and the company registration number is 378713.

The main objective of WSP is to increase participation in sport and physical activity in Waterford City and County through the development of quality sporting and physical activity opportunities and to promote an inclusive environment that supports active lifestyles and maximises participation in sport and physical activity.

The Company has adopted a corporate governance regime in accordance with good practice and in compliance with Sport Ireland's Sports Governance Code.

The purpose of this document is to set out the terms of reference of the WSP Board. These terms of reference were approved by the Board on 5<sup>th</sup> February 2021 and are effective from that date.

### **1. Membership**

- The Board shall be comprised of not more than 17 members who are appointed in line with the process for appointment set out in its constitution. The composition of the Board includes;
  - Two elected representatives from Waterford City & County Council
  - Nominee of CEO of Waterford City & County Council
  - Nominee of the HSE General Manager for Waterford City & County
  - Nominee of the CEO of Waterford/Wexford ETB
  - Manager of delivery agent, or their nominee, of the Rural Development programme for Waterford City & County
  - Manager of delivery agent, or their nominee, of the Social Inclusion Community Activation Programme for Waterford City & County
  - Head of Development of Waterford Institute of Technology, or their nominee

- Four members of community and voluntary organisations nominated through processes of Waterford City & County Public Participation network
- Up to three Co-opted members as per Article 13 of WSP constitution (Board to consider specific skill needs, gaps in representation and/or age and gender balance)

Provided there is a quorum of six, the Board may act notwithstanding one or more vacancies amongst its members.

- While the terms of Board members nominated by Waterford City & County Council runs concurrently with the term of each new Council i.e. a five-year term, the term for other members is in accordance with the constitution. The precise starting and ending of members' terms are maintained by the Company Secretary.

- While there is no legal requirement that specifies a maximum number of terms which individual Board members should serve, good corporate governance practice suggests an upper limit of two full terms, with a term being five years, of appointment to the Board will apply.

- In the case of agency nominees, WSP will advise the nominating bodies regarding WSP requirements with regard to skill sets, gender, experience etc. However, WSP recognises the final decision regarding nomination lies with the relevant statutory body and exceptions to the limitation to 2 terms of office may arise.

- The chairperson of the Board shall be elected from amongst the members of the Board, by the Board, in line with the constitution. The chairperson shall hold office for one term as chair and for no more than three years.

- In the absence of the chairperson, if there is a vice chairperson, they shall chair the meeting. If there is no deputy chairperson or a deputy chairperson is not present, then the remaining members present shall elect one of their number to chair the meeting.

- In general, only members of the Board have the right to attend Board meetings. However, the sports co-ordinator (although he/she will not be a member of the Board) will ordinarily be invited to attend and take part in discussions at meetings (although not vote)). Furthermore, the sports co-ordinator must attend any meeting of the Board if requested to do so having regard to the due performance of his or her functions. Other individuals such as external advisers or staff members may be invited to attend for all or part of any meeting, as and when appropriate as necessary.

## **2. Secretary of the Board**

- The sports co-ordinator is required to assist the members of the Board in the performance of their functions in such a manner as those members may require.
- The sports co-ordinator (and his/her staff) will provide the secretariat function to the Board and should support the Board in the exercise of its functions and should provide administrative and other supports to the Board and to the chairperson in carrying out his/her role.
- The Secretariat role includes: -
  - ensuring that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues and;
  - responsibility for the formal induction of new members of the Board and organising mentoring for Board members where required.

### **3. Quorum – Meetings Procedure**

- A quorum of six is required for a meeting of WSP Board as per the constitution. 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.
- There is an expectation of 100% attendance at all Board meetings. Records of attendance of Board meetings are maintained and will be made available to nominating bodies should re-appointment of an existing Board member be proposed.
- Every decision taken at a Board meeting shall be determined by a majority of the votes of the members present and voting on the question, and in the case of an equal division of votes the chairperson of the meeting shall be given a second or casting vote save where the question is the election of the chairperson of the Board.
- Subject to any specific legal requirements, the Board shall regulate, by standing orders or otherwise, the procedure to be observed and the business to be transacted at its meetings.
- Whenever a meeting of the Board is abandoned owing to failure to obtain a quorum, the names of the members attending at the time and place appointed for such meeting shall be recorded and they shall, for all purposes, be deemed to have attended a duly constituted meeting.

### **4. Frequency of Meetings**

- The Board should meet sufficiently regularly to discharge its duties effectively, subject to a requirement to hold at least five meetings per annum.

- The Board should be supplied, in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties.

## **5. Notice of Meetings**

- Meetings of the Board shall be summoned by the Secretary of the Board 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 seven days before the date of the meeting. Supporting papers shall be sent to Board members and to other attendees as appropriate, at the same time.

## **6. Minutes of Meetings**

- Minutes of each meeting must be prepared and circulated to Board members for approval, as soon as possible after meeting.
- The Board meetings are held in private, and there would be an expectation that the Board would meet in private sessions occasionally, without the co-ordinator or staff present. In such cases, the minutes should record the nature of the item being discussed.
- The Board should have in place a procedure for recording the concerns of Board members that cannot be resolved, expressed at a Board meeting, in the minutes.
- The Secretary of the Board shall minute the proceedings and resolutions of all meetings of the Board, including recording the names of those present and in attendance.

## **7. Duties: General Principles**

- The Board is collectively responsible for leading and directing WSP.
- The Board must perform and not delegate matters as outlined in the “Schedule of Matters” as approved by the Board on 5<sup>th</sup> February, 2021.
- The co-ordinator is the accountable person to the Board for the delivery of its strategic plan and operational priorities.

Without prejudice to the above, the Board also has the following duties:

### **Overseeing the Staff**

The Board is responsible for ensuring oversight over the co-ordinator to account for the effective performance of his/her functions in the management of WSP, in accordance with the funding agreements and the strategic plan and priorities.

### **Setting the Strategic Direction and reviewing progress**

The Board is responsible for setting the strategic direction of WSP and for reviewing organisational progress against strategy (this includes receiving performance reports on the progressing of key issues along with clear and measurable indicators and targets). This duty also incorporates adopting a process for setting strategy, including stakeholder engagement and interaction.

### **Keeping up to date on strategic issues and changes affecting WSP**

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

### **Monitoring organisational performance**

As part of its oversight and monitoring role, the Board will discuss and agree on the performance measures and indicators as well as other financial and non-financial information that it requires to monitor the performance of the LSP. The performance oversight will be set in the context of the strategic plan and annual plan, funding agreements and/or budget.

The Board should agree and formalise a review of the strategy to be scheduled periodically to consider its fitness for purpose or whether aspects need to be revisited in the context of local circumstances or new or updated government policy or other changes occurring.

### **Overseeing the financial governance of WSP**

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 relevant and timely information on the current income and expenditure and cash-flow positions. The Board shall satisfy themselves that systems of control are robust, and in this context, the Board will be supported in this role by the committees.

### **Annual Plans and Budgets**

The Board should approve an annual plan and/or budget and should formally undertake an evaluation of actual performance by reference to the plan and/or budget on an annual basis.

### **Annual Report and Financial Statements**

The Board is responsible for the preparation and adoption of the annual report and financial statements in accordance with the accounting standards and formats for the sector as well as the requirements set by the CRO.

## **Chairperson's report**

Together with the annual report and financial statements, a chairperson's statement and a board governance report will be included in the annual report.

## **Audit, Governance and Risk Management**

The Board maintains responsibility for and makes the final decisions on all of these areas. The Board has responsibility for ensuring that effective systems of internal control (including financial, operational and compliance controls and risk management) are instituted and implemented, and the Board should review the effectiveness of these systems annually. The Board will be supported in this role by the work of the Finance, Audit and Risk Committee and internal audit. The Board should set the risk appetite for the organisation, approve the risk management policy, the risk management framework, and monitor its effectiveness. The Board should review material risk incidents (including near misses) and note or approve management's actions, as appropriate.

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

The Board is responsible for ensuring that legal, regulatory, and governance obligations are adhered to. The Board should satisfy itself that all such obligations are identified and made known to it. If a Board member finds evidence that there is non-compliance with any statutory obligations that apply to WSP, he /she should bring this to the Board attention.

## **Public Procurement**

It is the responsibility of the Board to satisfy itself that the requirements for public procurement are adhered to.

## **Corporate Governance generally**

The Board shall keep under review corporate governance developments (including ethics-related matters) that might affect WSP with the aim of ensuring that WSP's corporate governance policies and practices continue to be in line with best practice, including the Sport Ireland Governance Code.

## **Ethics**

The Board is responsible for behaving in accordance with the highest standards of ethics and ensuring they operate in compliance with Conflicts of Interest procedures, Gift and Hospitality policy, Ethics obligations, the obligation to keep information confidential and any other obligations as set out in the board member code of conduct.

## **Fiduciary Duty**

All Board members have a fiduciary duty to WSP in the first instance (i.e. the duty to act in good faith and in the best interests of the company). The principle fiduciary duties owed by Board members are

set out in the Companies Act 2014.

### **Monitoring and assessing its own performance and that of its committees**

The Board should evaluate its own performance and that of its committees (this should include the identification by the Board of any gaps in competencies and ways these gaps could be addressed). It would be good practice to carry this evaluation out on a regular basis. A Board Self-Assessment Evaluation Questionnaire and other options for the evaluation are available. The chairperson should act on the results of the performance evaluation by addressing any weakness identified through the Board self-assessment evaluation. At least annually, as part of its monitoring of performance, the Board should consider and approve the annual work programmes of its Committees.

### **Board Committees**

The Board may, from time to time, establish such committees of the Board as are necessary to assist it in the performance of its duties and to assist the Board in discharging its functions.

- A Committee of the Board should have written Terms of Reference provided by the Board, and the Board should agree on the intervals within which these terms of reference should be reviewed by the Board and updated as appropriate.
- The Terms of Reference for the Committees should provide that it is a function of the Board to appoint chairpersons and members of Committees.
- The Board Committees shall provide regular reports to the Board.
- All protocols concerning the operation of the Board shall be applied to the Committees.

### **Induction**

The Board shall ensure that on appointment, Board members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

## **8. Reporting Responsibilities**

### **Reporting to the Board**

- The Board shall receive regular reports from the co-ordinator and Board sub-committees. To support this, the Board shall ensure effective accountability and holding to account arrangements are in place and operate as necessary.

### **Reporting from the Board**



- The Board must comply with all reporting and oversight obligations as required including the provision of an Annual Report and Financial Statements, a Governance Statement, and the Chairperson’s Statement.
- The Board should ensure that timely and accurate disclosure is made to key funders/stakeholders on all material matters regarding WSP, including the business context, financial performance and position, and governance of WSP.
- The Board must report to (and comply with all reporting and oversight obligations to) any bodies they receive funding or assistance from as so required. This may include Sport Ireland and the Local Authority or other public or statutory bodies.

## **9. Attendance**

The intention is that Board members attend all Board meetings. If a member is unable to attend, they must let the Chairperson and Co-ordinator know as soon as possible. If a member has not attended three consecutive meetings or three during the previous twelve months the chairperson will meet discuss with the member their availability to remain on the board.

## **10. Authority**

- The Board should, in a Board resolution, lay down formal procedures whereby Board members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of WSP where they judge it necessary to discharge their responsibilities as Board members.
- The Board is authorised to seek the information it requires from the co-ordinator and staff in order to perform its duties.

## **Review**

This policy is required to be approved by the Board and reviewed by the Board (at least annually).

*This policy should be read alongside the WSP Governance Framework, policies and protocols.*