

Tennis Ireland Strategy Committee - Terms of Reference

Approved by the Tennis Ireland Board

11th February 2021



Terms of Reference
Tennis Ireland Strategy Committee

This document describes how the Tennis Ireland Strategy Committee is constituted within Tennis Ireland and the roles and responsibilities of the Committee.

It also details some operational procedures as to how the Committee should conduct its business.

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Terms of Reference
Tennis Ireland (“TI”) Strategy Committee

1. Purpose of the Committee

The Role and Responsibilities of the Strategy Committee will be:

- (i) To propose to the TI Board, in consultation with partners and stakeholders, the overall strategic plan for Tennis Ireland on an appropriate basis (“**the Plan**”).
- (ii) To lead the ongoing review of the Plan and to provide input to the Tennis Ireland CEO on annual operating plans.

2. Membership of the Committee

2.1 The members, including the chairperson of the Committee, shall be appointed by the Board on the recommendation of the Nominations Committee. Members shall be appointed in consultation with the chairperson of the Strategy Committee. Individuals appointed to the Committee must have experience with long-term and short-term strategic planning initiatives.

2.2 The Committee will consist of not less than 7 members including

- (i) up to three (3) persons appointed by the TI Board, on the recommendation of the TI Nominations Committee, who the TI Board believes have the requisite experience to contribute to the deliberations of the Committee,
- (ii) a non-tennis sport related Representative appointed by the TI Board, on the recommendation of the TI Nominations Committee, who the TI Board believes has the requisite experience to contribute to the deliberations of the Committee,
- (iii) the TI CEO,
- (iv) the Chair of the TI Board (ex-officio) and
- (v) 1 Representative from each TI Branch (as designated by each respective Branch Council)

2.3 Appointments to the Committee shall be for a period of three (3) years, which may be extended by no more than one (1) additional period of up to two (2) further years, provided in the case of any TI Director, he/she still meets the criteria for membership of the Committee and subject to the Company’s Constitution.

2.4 The Board shall, from time to time, appoint each such person to the Committee and may, on the recommendation of the Nominations Committee, remove any such person at any time.

3. Quorum and meeting procedures

- 3.1 The quorum for the transaction of the business of the Committee shall be five (5).
- 3.2 In the absence of the Committee chairperson, the remaining members present shall elect one of themselves to chair the meeting.
- 3.3 The Chairperson shall appoint the secretary of the Committee.
- 3.4 Members may attend a Committee meeting in person or through the use of video or conference telephone or other electronic means whereby all persons participating in the meeting may hear each other speak.
- 3.5 Meetings shall be conducted in accordance with the Company's Constitution.

4. Attendance at meetings

- 4.1 Only Committee members have the right to attend Committee meetings. The Committee may invite other non-voting individuals to participate in Committee meetings, as considered necessary or desirable by the Committee.
- 4.2 Members of the TI Management Team and any advisers appointed by the Committee may attend any meeting of the Committee, by invitation of the Committee.

5. Frequency of Meetings

- 5.1 Meetings shall be held not less than four times each year and at such other times as is required.
- 5.2 The Chairperson of the Board, the TI CEO, the Committee chairperson or two members of the Committee may request a meeting of the Committee, if they consider that one is necessary.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chairperson or in accordance with paragraph 5.2 above.
- 6.2 Unless otherwise agreed, notice of each Committee meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee (and any other person required to attend the meeting) no later than three (3) days before the meeting. Any supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

- 7.1 The Secretary of the Committee shall ensure that a formal record of Committee proceedings and resolutions is maintained.
- 7.2 Following approval of the minutes of each Committee meeting by the Chairperson of the Committee, the minutes shall be circulated to all members of the Committee.

8. Authority of the Committee

The Committee is authorised by the TI Board to:

- 8.1 Investigate, or cause to be investigated, any activity within its terms of reference;
- 8.2 Obtain at the Company's expense external legal or independent professional advice from such advisers as the Committee shall select, who may, at the invitation of the Committee, attend meetings as necessary;
- 8.3 Seek any information that it requires from any employee of the Company in order to perform its duties and require all employees to co-operate with any request made by the Committee; and
- 8.4 Conduct its business, adjourn and otherwise regulate its meetings as it shall see fit.

9. Duties of the Committee

The duties of the Committee are:

- 9.1 Develop a planning, monitoring and evaluation cycle for the Plan
- 9.2 Coordinate the development of the Plan and engage members and other stakeholders as necessary to determine TI's overall strategic direction.
- 9.3 Connect with other TI Committees to discuss any strategic planning implications of those Committees' proposals.
- 9.4 In consultation with the TI CEO, review and make suggestions on TI's annual operating plan
- 9.5 Recommend to the TI Board for approval, the TI Strategy Report Committee to be contained in the Annual Report and Accounts; and
- 9.6 To carry out such other TI Strategy related functions as the TI Board may require from time to time.

10. Reporting Procedures

- 10.1 The chairperson of the Committee shall report to the TI Board at regular intervals on the matters the Committee has reviewed, making recommendations when requested or when the Chairperson of the Committee considers appropriate. The Committee Secretary shall circulate the minutes of the meetings of the Committee to all members of the Board, when approved by the Committee.
- 10.2 The Committee members shall undertake an annual review of the Committee's performance and these Terms of Reference and, if necessary, make recommendations to the TI Board for approval.
- 10.3 The Committee shall produce an annual report of the Committee's activities during the year, which will form part of the Company's Annual Report and Accounts.
- 10.4 The Chairperson of the Committee shall attend the Company's Annual General Meeting and shall answer questions, through the Chairperson of the Board, on the Committee's activities and responsibilities.
- 10.5 The Chairperson of the Committee shall ensure material conduct/risks and events are reported to the TI Board, making recommendations when requested or when the Chairperson of the Committee considers appropriate.

11. Resources

- 11.1 The TI Operations Manager will assist the Committee in its work.
- 11.2 The Committee members will be entitled to claim mileage and subsistence expenses during their time in office pursuant to standard TI Board Policy on expenses.