

**Tennis Ireland Governance Committee - Draft Terms of Reference**

**Approved by the Tennis Ireland Board**

**11<sup>th</sup> February 2021**



## **Terms of Reference**

### **Tennis Ireland Governance Committee**

This document describes how the Tennis Ireland Governance 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”) Governance Committee**

**1. Purpose of the Committee**

The Role and Responsibilities of the Governance Committee will be:

- (i) To ensure that there is a robust and effective process for evaluating the performance of the TI Board, TI Committees and individual TI Directors and to ensure that the Board/TI fulfills its legal, ethical, and functional responsibilities.
- (ii) Assisting and providing advice to the Board in ensuring compliance by Tennis Ireland with the *Sport Ireland Voluntary Code of Good Governance* (“**the SI Code**”) and any amendments to same;
- (iii) Ensuring ongoing compliance by TI with its Constitution and the SI Code;
- (iv) Providing advice to the TI Board concerning good practice standards in compliance with good corporate governance principles, the cultural and ethical values of the TI in line with the TI’s strategic priorities, including the provision of approvals where required; and
- (vi) Ensure that there are effective induction and mentoring processes for TI Board members and that TI Board members have the necessary knowledge to be able to fulfill their duties and discuss, debate and help implement the TI Strategic plan.

**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 Governance Committee.
- 2.2 The Committee will consist of not less than 5 members including up to four (4) members of the TI Board plus such other independent persons (not exceeding three (3) in number with at least one such person from outside TI) who the TI Board, on the recommendation of the TI Nominations Committee, believes have the requisite experience to contribute to the deliberations of the Committee.
- 2.3 Appointments to the Committee shall be for a period of two (2) 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 three (3).
- 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 Company Secretary, or his/her nominee, shall be 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 Chairperson of the Board, the TI Chief Executive Officer and the TI Company Secretary may be invited to attend 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 Chief Executive Officer, the TI Auditor, 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.
- 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 Consider and recommend to the TI Board on a set of best practice corporate governance principles to ensure compliance including providing insights on culture and values which support the Company's strategic plan.
- 9.2 Consider and recommend to the TI Board a set of best practice corporate governance principles for the conduct of all TI Committees;
- 9.3 Review the Company's corporate governance practices and monitor compliance therewith by the Company insofar as they relate to the Company's Constitution, the SI Code and/or culture, conduct and values;
- 9.4 Recommend to the TI Board for approval, the Corporate Governance Report to be contained in the Annual Report and Accounts; and
- 9.5 To carry out such other TI Governance 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 Company 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.

