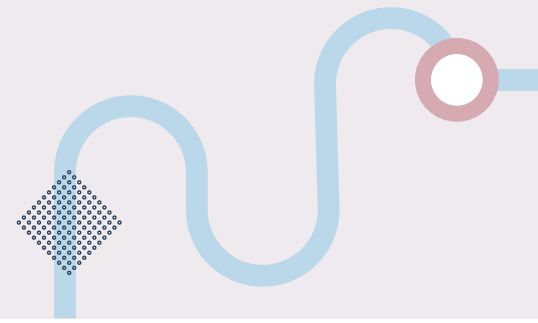


Board Terms of Reference



Centre Name	
Centre Address	

Policy Name	Board Terms of Reference
Policy Number	
Date Created	
Effective Date Adopted by the Board	
Version Number	
Date of Last Version	
Administrator Responsible	
Administrator Contact Information	

POLICY HISTORY

Version Number	Approved by	Revision Date	Author

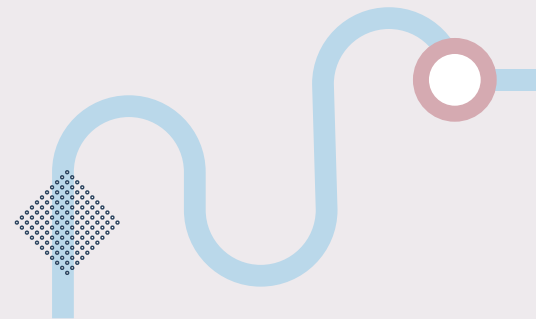
DOCUMENT CONTROL

Document Ref		Title	Board Terms of Reference
Version & Date		Author	
Directorate:		Approved by Management	
Reviewed		Change History	

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Board Terms of Reference



Enter Centre Name Here

OVERVIEW

The _____ building is owned by Fingal County Council and is managed by a local board of management of _____ CLG. The company oversees the operation of the facility on behalf of its owners. The centre provides recreational facilities to the local community.

COMPOSITION AND BOARD ORGANISATION

The directors are appointed by the members at the Annual General Meeting (AGM).

The board is responsible for overseeing the management and operation of the facility. The board operates the community centre by delegating to staff certain duties to ensure the smooth and efficient day-to-day operation of the facility, including spending authorisations, and by reserving certain powers to itself. Certain responsibilities of the Board may be delegated to subcommittees. The responsibilities of these individual sub committees will be clearly set out in their terms of reference, as amended from time to time. The directors are required to put the interests of _____ first in all decisions that are made and must keep all board matters confidential. All directors must declare any conflicts of interest in advance of any discussions that take place.

The board is made up of the following directors

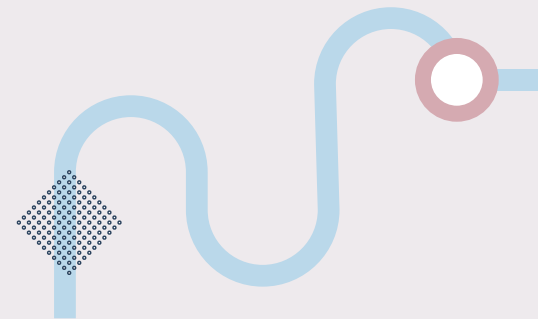
_____ is governed by the various acts of Irish company Law, in particular The Company's Acts 2014 and regulations set out by the Companies Registration Office (CRO). It is very important to remember that before terms of reference are developed for a board of directors the governing documents of the company ("Memorandum and Articles of Association" are carefully considered. These terms of reference have been developed in accordance with the company constitution of _____. Please see attached.

PURPOSE

The board of directors has overall responsibility for the short and long term direction and success of the company. They hold a responsibility to the companys members, the local community and relevant stakeholders.



Board Terms of Reference



The directors manage the affairs of the company. The board has the responsibility to oversee the conduct of the company's business and to supervise staff who are appointed on their behalf to oversee the day to day operation of the facility. In supervising the conduct of the business, the board, through the chairperson, will set the standards of conduct for the company.

These Terms of Reference are prepared to assist the board and staff in clarifying responsibilities and in ensuring effective communication between the board and staff.

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

The board retains the responsibility for managing its own affairs including that of:

- Annually reviewing the skills and experience represented on the board, considering the company's strategic direction, for the purpose of recommending the criteria (and potential candidates who meet the criteria) to the members when appointing directors.
- Making recommendations to the members regarding the criteria it should consider in making appointments to the board.
- Implementing an appropriate process for assessing the effectiveness of the board, the board chair, committees and directors in fulfilling their responsibilities.
- Assuming responsibility for the company's governance practices and ensuring that they meet the needs of the members, the company, and the public.
- Approving the Terms of Reference for the board, the chairperson and the directors.
- Appointing the company secretary to the board.

DUTIES AND RESPONSIBILITIES

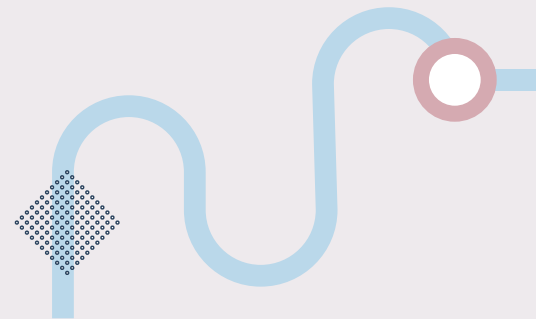
Human Resources

The board has the responsibility to:

- Appoint a suitable staffing structure to oversee the day to day operation of the facility.
- Approve the Terms of Reference for the manager / facility operator.
- Monitor and, at least annually, review the managers / facility operators performance against agreed annual objectives.
- Set the remuneration for the auditor.
- Review the senior staff structure including such duties and responsibilities to be assigned to officers of the company.
- On the recommendation of the manager, appoint the staff of the company who report to the manager; in the case of _____, this includes staff employed in the TUS projects or other approved schemes.
- Review material changes to direct employee contracts while taking advice from a professional human resources advisor.
- Ensure that succession planning programmes are in place including:
 - Programmes to train and develop staff and members of the board.
 - Providing advice and support to the manager in the execution of their duties.



Board Terms of Reference



MISSION AND PLANS

The board has the responsibility to participate with the manager in:

- Developing and ultimately approving the company's mission and values.
- Developing and ultimately approving the company's operational plan, taking into consideration regulatory and legislative responsibilities of the company.
- Developing the business plan, setting operating and capital budgets that support the company's ability to meet its service delivery plan.
- Directing staff development,
- Implementing and maintaining a reporting system that accurately measures the company's performance against its business and service plans.

FINANCIAL, RISK ISSUES AND INFORMATION SYSTEMS

The board has the responsibility to:

- Take reasonable steps to ensure the implementation and integrity of the company's internal control and management.

INFORMATION SYSTEMS

The board has the responsibility to:

- Identify the principal financial and non-financial risks of the company and implement appropriate systems and programmes to manage these risks.
- Monitor operational and financial results.
- Approve annual and quarterly Financial Statements and approve release thereof by management; and appoint external auditors.

POLICIES AND PROCEDURES

The board has the responsibility to approve and monitor, through management, compliance with all major corporate policies and procedures that govern _____'s operations.

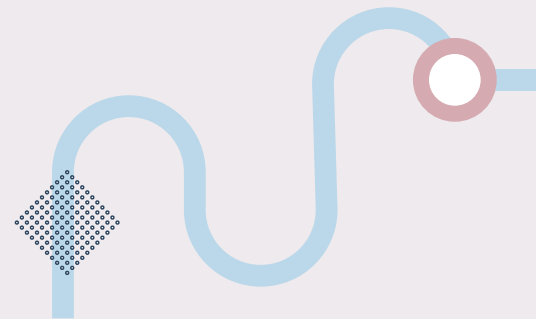
CORPORATE RESPONSIBILITY

The board has the responsibility to:

- Approve and act as the trustees of _____'s corporate values, including approving a Code of Conduct and Conflict of Interest guidelines for the company.
- Direct staff to ensure that the company always operates within applicable laws and regulations and to the highest ethical and moral standards.
- Review significant new policies or material amendments to existing policies.



Board Terms of Reference



STAKEHOLDER COMMUNICATIONS

The board must pay particular attention to the fact that it operates within a highly public environment. The actions of the company have a significant public impact and there is a need to ensure that communications with the members and the community are effective and appropriate. The board has the responsibility to ensure that:

- The company has in place a plan / policy to enable staff and the board to communicate effectively with the members, stakeholders and the wider community generally.
- The financial performance of the company is adequately and promptly reported to the members.
- Financial results are reported fairly and in accordance with governing laws and generally accepted accounting principles.

GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS

The board is responsible for directing staff to ensure that legal requirements have been met and that documents and records have been properly prepared, approved and maintained.

Directors are obliged to carry out their fiduciary duties while in office

- Honestly and in good faith.
- With a view to the best interests of the company.
- With the care, due diligence and skill of a reasonably prudent person.

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

The following are the major corporate policies and procedures that govern _____s operations:

- Financial Policy Manual approved by board

Insert Date	
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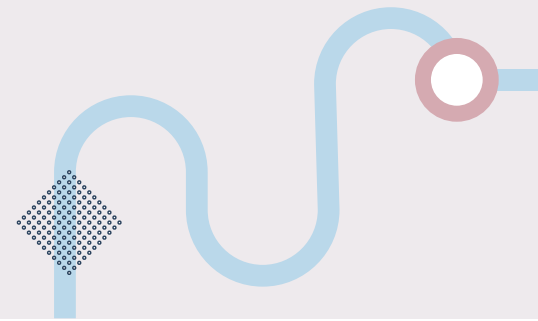
- Terms and Conditions of Employment.
- Human Resources and Operational Policies.

BOARD MEETINGS

Meetings take place on a monthly / bi-monthly basis. The _____ manager provides the board of directors with a monthly operational report and finance report in advance of each meeting. The treasurer provides a Finance Report for the company. Board members who do not have access to online services will receive all information to keep them informed of updates taking place in the centre.



Board Terms of Reference



1 | Key Terms

AGM: Annual General Meeting.

Board: for the purposes of this document the “board” refers to any governing body: the appointed representatives responsible for making sure that the organisation is run in line with the governing document.

Governing Document: the founding document of an organisation that sets out its basic rules.

- In the case of a company, the Memorandum and Articles of Association now known as the constitution.
- In the case of a club, the Constitution, the Charter, the Regulations, the Rules or the Statutes.

Quorum: the minimum number of people who must be in attendance for the meeting to be open. The quorum is outlined in the company's constitution

Subcommittee: usually set up on a long-term basis to take on a specific responsibility, such as employment or finance.

