

## **TUG OF WAR IRELAND HANDBOOK**

**For Board Members (Directors)**

**Tug of War Ireland (Company)**

**Approved by the Board on Feb 27<sup>th</sup> 2024**

### **A. BACKGROUND**

This handbook provides background and information about our organisation and clarifies the roles and responsibilities of Board Directors. It should be read in conjunction with the Constitution and any other relevant policies, codes, and terms of reference. All Directors are required to commit and comply with the provision set out in this handbook by signing Appendix 6. All Directors are also required to sign the Code of Conduct and Conflicts of Interest and Loyalty policy at Appendix 1

Any person seeking to run for election of to the Board at AGM must (i) meet with existing Board members in advance of that AGM to discuss this Board Handbook and the roles and responsibilities required of each Board member; and (ii) give a brief outline of their skills and experience to the members at the A.G.M.

### **1 Purpose**

Tug of War Ireland is the National Governing Body for Tug of War recognised in Ireland. Our Mission, set out in our Strategic Plan, is:

*“To provide the structure and good governance to promote and grow our sport of Tug of War in an inclusive way - welcoming everyone to participate and compete at local level whilst aiming to excel at international level”*

### **2 Strategic Plan**

Our ambition for our sport is set out in our Strategic Plan 2021-2025 approved by the Board.

Our Strategic Plan is delivered through our operational plan approved by the Board.

We receive funding from Sport Ireland and the balance through Membership Fees.

### **B. ROLE AND RESPONSIBILITIES: OVERVIEW**

All members of the Board share in the task of directing the development of the organisation in accordance with the Constitution, the Code of Good Governance and by following policies which are in place. The Board is accountable to the membership at the AGM. The principal

function of the Board is to create and monitor a strategy for the day-to-day running of Tug of War Ireland and to take full responsibility for the implementation of that strategy.

The Board shall ensure the effective running of all Committees. All Committees shall report to the Board. The Board shall consider reports and/or minutes from all active Committees and Provincial Board Committees and make proposals to the AGM to improve the Company's Objectives/Efficiency.

The roles and responsibilities of a Board generally include:

- Providing leadership and direction - Determining the vision, mission, values and agreeing the strategy, plans, policies and the investment required to achieve those aims
- Communication & engagement – Ensuring that the aims are clearly articulated and that everyone understands and supports them
- Creating partnerships – identifying organisations who can collaborate with in adding value or funding
- Oversight and monitoring progress in implementing the strategy, plans and policies
- Managing the finances - ensuring the best use of resources and that financial management is strong, controlled and not trading insolvent
- Serving members interests
- Good Governance – ensuring the organisation is compliant and run with integrity and complies with all legal and regulatory requirements

### **Directors Duties**

As a Board Member you will become a Director of Tug of War Ireland which is a company limited by guarantee (a CLG) and which is registered in the Company Registration Office (CRO) in Dublin. As a director it's important to know your responsibilities. Company directors' responsibilities are wide and diverse. The Corporate Enforcement Authority (CEA) explains Director's duties as follows:

Director's duties fall into two broad categories –

#### **1. Common Law or Fiduciary Duties**

Directors must:

- act in good faith and in the company's interest;
- act honestly and responsibly in relation to the company;
- act within the rules of what is permitted by the company's constitution and the law;
- not use their powers for personal gain or for others to benefit at the company's expense;
- act with due care, skill and diligence (e.g. meet regularly to review the company's finances); and
- avoid conflict between their duties to the company and the director's other interests.

## **2. Statutory duties**

Require each company director to ensure that the company is compliant with the Companies Act and related legislation. These obligations include duties to:

- ensure the company keeps adequate accounting records;
- ensure the company's annual financial statements are prepared;
- arrange to have the financial statements audited;
- disclose personal information and interest in the company;
- convene general meetings including the AGM of the company;
- ensure the company maintain certain registers and other documents; and
- ensure the company file certain documents with the Register of Companies

### **Governance Duties**

Governance is about how we as an organisation manage and control our business and sporting affairs. It is essential to build trust and confidence of members and key stakeholders. Tug of War Ireland is fully compliant with the ***Governance Code for the Community, Voluntary and Charitable Sector*** in Ireland which is mandatory for our funding. Tug of War Ireland has a number of policies in place which support Governance in the organisation as listed in Appendix 5 of this Handbook. Financial and Board controls are also in place. The key pillars within the code are:

- Principle 1     Leading the organisation
- Principle 2     Exercising controls
- Principle 3     Transparency/Accountability
- Principle 4     Working effectively

Principle 5      Integrity

**d)    c      CONSTITUTION AND POLICIES**

As a company Tug of War Ireland has a Constitution (Memorandum and Articles of Association). This document sets out the purpose of the organisation, how the board is constituted and the various powers and responsibilities of the Board and the relationship with the membership as a whole. This is the basis upon which the organisation and the Board manage and control the organisation and must be followed.

The Board has also approved a number of policy documents which apply to everyone engaged with our sport. Policies may be amended from time to time or new ones added. A list of policies is attached at Appendix 5.

In relation to the operation of the Board itself we have Standing Orders for the Board (Appendix 2 ) and a Schedule of Reserved Matters (Appendix 3) which outlines all matters reserved for Board decision. We also have a Financial Administration and Controls policy which outlines how our finances are managed and controlled. All policies of the organisation are listed at Appendix 5

**D      COMPOSITION OF THE BOARD**

The Board is constituted in accordance with the Constitution. Subject to a maximum number of 7 and a minimum of 3 the Board shall be made up with the following:

- President/Chair
- Treasurer
- Secretary
- 2 Member Representative Officers
- 2 Independent Officers

The Board has the power to co-opt up to 2 additional directors to compliment the skill set and experience of the Board as its sees fit. The maximum number of directors eligible from one Province is 3. The Board shall comply with the 40% minimum gender criteria required by Sport Ireland.

Terms of office are two years up to a maximum consecutive three terms being served (total six years). A two-year break is required after this maximum is reached but no Director can serve for more than 12 years at any time. The Constitution sets out the process of rotation of Board members and the procedure for nominations and elections.

Appendix 4 sets out the role descriptions of members of the Board

## **E COMMITTEES**

Tug of War has the following Committees in place. Each has its own Terms of Reference. Board Directors may be asked to Chair or sit on one of these Committees from time to time. All the duties of Directors also apply to your role on these Committees:

1. Finance Committee
2. Audit and Risk Committee
3. Governance Committee
4. High Performance Committee (HPU)
5. Officials Committee
6. Sports Committee

## **F BOARD SPECIFIC ROLE AND RESPONSIBILITIES**

See Appendix 4 for the following Director Roles:

- President/Chair of the organisation
- Treasurer
- Secretary
- Representative
- Independent
- All Directors

## **G INDEMNITY AND INSURANCE**

Under the Constitution an indemnity is provided to all Directors and Committee members subject to the conditions set out thereunder. Tug of War has taken out Directors and Officers insurance

## **Appendix 1**

### **Code of Conduct, Conflict of Interest, Loyalty, Register for Directors (Board Members)**

#### **Code of Conduct**

This document sets out the Code of Conduct for the Directors on the Board of Tug of War. The objectives of the Code are to:

- Establish a set of ethical principles and appropriate behaviours
- Promote and maintain confidence and trust

- Prevent the development or acceptance of unethical practices

A copy of this Code is given to all current and new Directors. Directors are required to acknowledge receipt and understanding of same by signing the Declaration which is appended to the end of this Code and to complete the Conflict-of-Interest Register. This Code should be reviewed at least every three years but any delay in review or signing the Code shall not exclude Directors from full compliance with the Code which is in place from time to time.

Board Members should observe the highest standards of honesty and integrity. To ensure this, they should adhere to the following principles:

### **1. Tug of War Ireland Values**

As a board member of Tug of War Ireland to abide by the fundamental values that underpin all the activity of this organisation: These values as set out in our strategic plan are:

**Excellence, Respect, Equality, Inspiration, Community, Open, Transparent and Accountable**

Directors shall therefore represent these values at all times by:

- Striving for excellence, integrity and the highest standards for our organisation and our sport at all times
- Presenting a professional image to all Stakeholders, and service users
- Providing an inclusive and equitable environment for everybody in our sport
- Respecting each other, our goals and our organisation while instilling trust
- Creating open, honest, transparent and supportive working relations
- Promoting collective working to support and promote the sport of Tug of War
- Respecting office procedures and policies
- Supporting and promoting principles of equality and diversity
- Respecting confidentiality of information and procedures
- Giving volunteers the same respect and support as staff members
- Inspiring all and future generations to take part in our sport
- Instil a sense of community and fun throughout our sport

### **2 Business Conduct**

Tug of War is committed to act ethically and honestly at all times. To this end, Directors:

- Should use their reasonable endeavours to participate in all Board meetings. In particular, they will:
  - Read and familiarise themselves with all documentation provided before the meeting
  - Punctually attend meetings and normally remain present until their conclusion. Absences should be notified in advance to the Chair and Company Secretary and will be recorded. Please refer to Appendix 2 Standing Orders for further information on Attendance.

- Contribute actively to the business of the meeting and any discussions taking place
- Create an environment at meetings where all members can express their views freely and openly without fear of reprisal
- Share responsibility for decisions and avoid distancing themselves from decisions
- Not engage in separate communications outside board meetings about board business or members of the board which could undermined the decisions and discussions held at the board meeting proper. Board communications should be directed by the Chair and form part of formal board business
- Comply with Board standing orders
- Accept the authority of the Chair and respect his or her role as meeting leader
- Accept the majority vote on an issue as decisive and final decision of the Board as a collective
- Be objective, honest and open in all their dealings
- Exercise leadership, enterprise and judgement in directing the company so as to achieve its continuing prosperity and act in the best interests of the company as a whole
- Must not be guided by any outside influences of whatever kind, including political, commercial or stakeholder influences, or by personal interests.
- Should not use the company's resources or time for personal gain or for the benefit of persons or organisations unconnected with the company or its activities or for purposes other than for which it was established
- Must not give or receive corporate gifts, hospitality, preferential treatment or other benefits that might affect, or could reasonably appear to affect, the ability of the Director to make independent judgements on transactions involving the company. Where a benefit has been received in the course of the Director's own business that could reasonably appear to affect the Director's judgement in relation to company matters, the details should be declared to the Chair or Company Secretary. Tug of War operate a gift policy
- Will at all times reject any business practice that might be deemed or has the possibility of being deemed improper or inappropriate
- Will behave with courtesy and respect towards the Chair and fellow Board members, Company Secretary, Volunteers and any contractors, service providers or Staff the organisation may engage with from time to time
- Not engage in conduct which in the reasonable opinion of the Board would bring the company or the sport into disrepute

### **3 Conflicts of Interest**

Directors will take all necessary steps to avoid conflicts of interest, professional or personal, real or perceived and will not be involved in taking a decision on a matter where a conflict of interest could arise. In particular, Directors:

- Must disclose to the Company Secretary any outside sport/employment/business interests in conflict or in potential conflict with the business of the Company. Such conflicts may be real or may be ones which could reasonably be perceived by others. Where a question arises as to whether or not a matter relates to the interests of a

Director or a person or body connected with that Director, the Chair should determine the question

- Should absent themselves when the Board is deliberating or deciding on matters in which they or a person or body connected with them has an interest
- Should, in cases where they receive documents relating to their interests or of those connected with them, return the documents to the Company Secretary
- Should a matter relating to the interests of the Chair arise, he/she should depute another Board member to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which he/she (the Chair), or a person or body connected with him/her, has an interest
- Should complete the conflicts of interest register and advise the Company Secretary of any changes which arise during that members term of office.

#### **4 Confidentiality**

Directors will respect the fact that they may have access to and have a right to access to certain information, including confidential information, only by virtue of their being members of the Board. Where Directors become aware of such information, they will maintain confidentiality in relation to all such information or business transactions except when otherwise authorised by the parties involved, or if required by law. To ensure a continued adherence to a confidential ethos, Directors will:

- Not disclose confidential information or details of confidential company matters to third parties outside the Board. This includes commercially sensitive information, personal information, information received in confidence by the company and details of discussions at Board meetings
- Ensure that no improper use is made of confidential information.

#### **5 Loyalty**

Directors will acknowledge the responsibility to be loyal to the company and fully committed to all its activities. Directors will demonstrate this by:

- Not engaging in or supporting any outside activity or any organisation whose activities or objectives conflict with those of the company. This will continue to apply for a period of one year following resignation from the Board
- Operating the principle of “collective responsibility”. In the interests of organisational integrity, clarity and accountability, it is important that decisions of the Board as a body are properly represented outside of the Board by individual Directors. Directors will abide by decisions of the Board and not publicly (in relation to the affairs of the company) adopt, promote or engage in a position, a view or a course of conduct which in the reasonable opinion of the Board does not reflect the position, view or approach of the Board. Notwithstanding, it is accepted that individual Directors may have opinions on particular matters that differ from the collective opinion of the Board and they are entitled to have their contrary opinions recorded at Board meetings
- Not undermining through action or omission the goals and objectives of the company
- Uphold the reputation of Tug of War Ireland and Membership

- Not to publicly criticising fellow Directors, Members, Volunteers or Staff
- Not engaging in communications outside board meetings which could undermine board business
- Defending and protecting the good name and reputation of the organisation
- Not speaking or issuing any communications to the media or in a public forum without the prior knowledge and approval of the Chair of the Board.
- Always reflect current organisational policy even when these do not agree with my personal views.
- Take an active interest in the Company's public image, noting news articles, books, television programmes and the like about the Sport of Tug of War, organisations or about important issues for the organisation
- Ensuring that personal loyalties and friendship are advised and ensuring independent judgment is not impacted or impeded by such loyalties. When in doubt agree to abstain or remove oneself from the discussion. In particular conducting oneself as a Director with a duty of care to the company as a whole and not to specific individuals.

## **6 Fairness**

Directors will ensure that all of their dealings are underpinned by a conscious commitment to fairness in all dealings with members, volunteers, contractors, or any staff. Directors will ensure that all those who engage with Tug of War Ireland are valued and treated equally irrespective of marital status, sex, race, colour, creed, sexual orientation, political preferences, age or disablement.

## **7 Legal & Regulatory Compliance**

Directors will ensure that their work for the company is compliant with all laws and regulations relevant to the work of the company. In particular, Directors will:

- Comply with and uphold the Constitution and all company policies and codes
- Fulfil or ensure all regulatory and statutory obligations imposed on Tug of War are fulfilled
- Ensure all actions comply with any/all contractual obligations previously entered into and at all times operate in a totally professional and transparent and accountable manner.
- Where individual Directors become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of the Chair and/or the Board if appropriate with a view to having the matter rectified.
- Provide all information required by the Company Secretary, Companies Registration Office, Auditors and Beneficial Owners Register when requested
- Ensure the organisation retains a Register of Members as required by law
- Comply with my fiduciary and statutory duties as a Director
- Comply with the Code of Good Governance for sporting bodies and all other criteria for Sport Ireland funding

## **8 Training**

Directors shall participate in induction, training and development activities for Board

**9 Succession Planning**

Directors will strive to identify good candidates for membership of the board and to appoint new board members on the basis of skill set. Directors shall encourage those within our sport with the requisite skill set to put themselves forward for consideration for the Board and Committees.

**10 Effectiveness review**

The Board undertakes a review on an annual basis and if necessary, with the input of an external consultant.

**11 Legal Advice**

Directors may avail of legal and/or professional advice if required to undertake and continue their role as Directors. The decision to grant access to legal advice rests with the Board and will be subject to Board approval and fee cap approval. The Board may seek legal advice in relation to this decision. The Director seeking advice must state in writing the purpose and reason for the advice sought in order to conduct their role as a Director and shall not take part in board discussions pertaining to the decision.

**12 Resignation**

Directors wishing to resign prior to the end of their term of office shall inform the Chair in advance in writing, stating my reasons for resigning.

**13 Breaches**

Breach of any part of the Constitution, Policies or Codes may result in disciplinary action and/or removal from the board of the Tug of War Ireland. A disciplinary policy applies to the organisation which shall be followed in such circumstances. Sanctions shall be determined by the panel hearing the case in line with the Disciplinary policy

**Conflicts of Interest/ Pecuniary Register**

The following form should be completed and returned to the Tug of War offices at the annual review of appointment **or as changes occur**:

I declare that I have significant connections or interests in or company's with the following such that it may be deemed that the interest involved might influence the responsibilities and duties that I hold with regard to the Company.

<b>Organisation</b>	<b>Nature of Interest</b>

I declare that my spouse, close family member, person living at same residence has significant connections with the following organizations such that it may be deemed that the interest involved might influence the responsibilities and duties that I hold with regard to the company.

<b>Organisation</b>	<b>Nature of Interest</b>

I declare that I have no significant interests, which may influence the responsibilities and duties that I hold with regard to the Company:

Please tick

Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## **Appendix 2**

### **Standing Orders for the Board**

#### **Standing Orders for the Board**

#### **Number of Meetings**

- 1.1 The Board shall conduct its business in accordance with the Constitution and these Standing Orders. A minimum of four meetings shall take place but usually there are circa six meetings a year.

### **Agenda**

- 1.2 The Chair in conjunction with the Company Secretary will determine the time, venue and agenda for such meetings and the order in which each item of business on the agenda is dealt with at any particular meeting. In developing the Agenda, care is taken to ensure that there is sufficient time and opportunity to discuss the agenda issues. If a director wishes to have an item added to the Agenda, he/she must request this at least 10 days in advance to the Chair giving sufficient notice to allow any supporting material to be prepared and circulated in advance.

### **Meetings**

- 1.3. In the absence of the Chair the Secretary, or in his/her absence a member of the Board, chosen by the Board, shall preside at all meetings of the Board shall chair the meeting in accordance with the Constitution.
- 1.4. The quorum for Board meetings shall be 50% of the Board Members plus one additional Board Member, provided always that this number is no less than four Board Members at any given time in accordance with the Constitution.

### **Papers**

- 1.5. It is the intention to have Board papers circulated 5 days in advance. Sometimes exceptions arise when papers cannot issue with sufficient notice. The Board may agree to proceed with those agenda items or adjourn for another meeting if appropriate.
- 1.6. Board members will be sent notice of the details of the time and venue of the meeting, the minutes of the preceding meeting, an agenda stating the business to be transacted at the meeting and briefing documents and reports for the agenda items to be transacted at the meeting.
- 1.7. Unless 75% of the Members agree, documents and reports to be considered on the agenda shall not be considered at a Board meeting unless they have been made available to all members in advance in accordance with the above arrangements.
- 1.8. All documents, including minutes, relating to Board business shall be confidential to the members of the Board.
- 1.9. Meetings may be held by conference call as set out in the Constitution

## **2. Minutes and Decisions**

- 2.1. The normal practice shall be to record only decisions in the minutes. The Company Secretary attends Board meetings to record the Minutes and prepare Draft Minutes which are approved by the Board at the subsequent Board meeting. All Minutes contain Action Points which are reviewed by the Board.
- 2.2. Board members' names shall not be recorded in the minutes unless necessary for specific reasons or by special request.
- 2.3. All decisions shall be determined by majority voting of the Members present at a meeting with the Chair having a second or casting vote in the event of a tie.

#### **Conflicts of interest declaration at meeting**

- 2.4. A Director should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has a conflict of interest or conflict of loyalty.
- 2.5. Where a question arises as to whether or not a case relates to the interests of a Director or a person or body connected with that Director the Chair of the Board should determine the question.
- 2.6. Should a matter relating to the interests of the Chair arise, he/she should depute to the Secretary to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter which the Chair, or a person or body connected with the Chair has an interest.
- 2.7. Where a decision has been taken, and a member or members wish to have the matter reconsidered at a subsequent Board meeting then, either:
  - (a) There shall be present to discuss the matter at least 75% of those in favour of the original decision; or
  - (b) a motion proposed by the member or members requesting reconsideration shall have been circulated at least 7 days before the meeting takes place; or
  - (c) Material information is made available that was not known to Board members originally and the Chair and Secretary will make the decision as to whether the information is material or not. Where it is determined the information is material, the information can only be considered if the procedures under either of (a) or (b) have been satisfied.
- 2.8. At the beginning of each meeting, the minutes will be considered and approved by that meeting, with or without amendment. Until approved, no discussion shall be

allowed on the minutes except as to their accuracy. The minutes so approved shall then be deemed to be a true record of the proceedings to which they relate, and will be approved as such.

- 2.9. The Secretary shall maintain a register of the approved Board minutes in the office at the Company's registered office, which shall be available for inspection by Board members.
- 2.10. The Board shall normally make all decisions in session at its meetings. Where exceptional decisions are required between Board meetings and full Board participation is required, the procedures will be as follows:
  - 2.11.1. The Secretary or relevant designated person shall send (by email or hard copy) a briefing paper to all Board members on the matter to be decided. The briefing paper will include a clear statement of the decision being sought and the Executive's recommendation on the matter.
  - 2.11.2. Board members will respond in writing with their views within 48 hours of receiving the paper or within the requested timeframe.
  - 2.11.3. The Secretary will consult with the Chair in ensuring that a prompt decision is made in line with the remaining provisions of this document.

### **3. Attendance at board meetings**

- 3.1. The Chair may require other persons to attend meetings to give specialist information or advice, or to participate in discussion.
- 3.3. An attendance problem occurs if any of the following conditions exist in regard to a member's attendance to meetings:
  - (i) The member has 2 un-notified absences in a row ("un-notified" means the member did not call ahead in a reasonable timeframe to contact the Chair or Secretary by email before the upcoming meeting to indicate they would be absent from the upcoming meeting).
  - (ii) The member has three notified absences in a row.
  - (iii) The member misses one third of the total number of board meetings in a twelve-month period.
- 3.4. This policy is intended to support the full contribution of all board members. This policy will not apply to unavoidable absences caused by attendance at other meetings on behalf of Irish Tug of War Ireland. In the event of absence due to long term sickness

the Chair will discuss the matter with the Director concerned and the Board will consider what level of absence is sustainable without impact to the organisation.

3.5 If a board-attendance problem exists regarding a member, the Chair of the Board will promptly contact the member to discuss the problem. The member's response will promptly be shared by the chairperson with the entire Board at the next available meeting. In that meeting, the committee will decide what actions to take regarding the member's future membership on the Board, having regard to the provisions of the Constitution and the complaints and disciplinary rules.

#### **4. Recurring items for review at meetings**

4.1 Standing Items for consideration at Board meetings include but are not limited to:

- All items included in the Board reserved matters policy
- Chair report
- Financial report including management accounts
- Committee reports
- Business/operational plans
- Risk register
- Board evaluation and training plans
- AGM and EGM Agendas
- Strategic Plan and its progress
- Annual Financial Statements
- Auditors – appointment, presentation etc
- Budgets
- Approval of all policies
- Governance approvals

## **Appendix 3**

### **Schedule of Matters Reserved to the Board for Decision or Approval**

#### **Schedule of matters reserved to the Board for decision/approval**

This document sets out the formal schedule of matters which are specifically reserved to the Board for decision or approval in line with best practice corporate governance principles. If a matter requiring Board decision or approval is time critical and it is not practical to wait until the next Board meeting, the Board may give approval by email, subject to prior consultation with the Chairperson and being in accordance with the Constitution

## **1. Governance**

1.1 Overall approval of policies, procedures and action required to achieve the main and subsidiary objects of the Company and good governance within the organisation and the development and promotion of our sport

1.2 Delegation of authority:

- (a) In accordance with the Constitution, the Board may delegate any of the powers conferred on it under the Articles or otherwise to any to such person or any committee constituted or appointed by the Board and may revoke any delegation in whole or in part or alter the terms and conditions on which such powers were delegated.
- (b) In accordance with the Constitution, the Board may by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under the Constitution) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

1.3 Lay down rules governing the scope, selection and membership criteria of committees established by the Board and all other necessary or incidental matters relating to such committees including the appointment of chairperson of each committee as per the Constitution.

1.4 Approval of and monitor internal controls including without limitation:

- (a) Risk Management Policy;
- (b) Financial Controls Policy.

1.5 Approval of Handbook, Code of Conduct, Induction and other codes for directors, committees and members.

1.6 Set terms of procedures at Board meetings as per the Constitution.

1.7 Appoint the company secretary.

1.8 Any decision to affix the company seal to a document.

## **2. Membership**

2.1 Approval of admission of new members

2.2 Approval of existing members where matters arise which may bring into question the continuing approval of a membership

2.3 Suspension, withdrawal or other matters which concern membership in accordance with the Constitution

### **3. Strategy**

3.1 Approval of corporate strategies and policies. The Board will approve strategic priorities and the terms of the strategy, business and implementation plans, including criteria for evaluating performance against plans.

3.2 Approval of significant change(s) in nature, scope or scale of activities.

### **4. Financial Matters & Statutory Accounts**

4.1 Approve all grant applications to Sport Ireland and any capital grant applications to the Department of Sport (or such name as it is known from time to time)

4.2 Adopt an annual budget.

4.3 Approval of expenditure in excess of budget, subject to financial controls policy

4.4 Monitor performance vs budget via review and approval of management accounts.

4.5 Supervise the preparation and submission of annual statutory financial statements and directors' report.

4.6 Approval of depreciation and amortisation policies.

4.7 Approval of disposal or retirement of assets above a threshold set by the Board in the Financial Controls Policy.

4.8 Approval of reserves policy.

4.9 Recommendation of auditors for appointment by the full members at a general meeting.

4.10 Det  
etermine the remuneration of the auditors, if authorised to do so by the full members at a general meeting.

4.11 Ma  
terial change in banking arrangements, including opening or closing of accounts or change of signatories

4.12 Ap  
roval of borrowing (including loans and overdraft facilities).

4.13 Ap  
roval of treasury / investment policy.

4.14 Allo  
cation of limits and extent of company credit cards.

4.15 Set  
ting of annual membership subscription.

### **5. Human Resources if and when required**

**5.1 Approve the appointment and remuneration of any Staff employed in the future**

The Board will be responsible for and will determine the processes whereby it recruits Staff. The Chairperson shall act as line manager of any Chief Executive

The appointment of other staff will be delegated to the Chief Executive where the appointments fit within the annual approved budgets and business plans.

**5.2 Remuneration and HR policies for any staff, including approval of annual increases in the annual budget.**

**5.3 Establishment of any pension scheme(s), appointment of pension administrators, advisors and trustees, and changes to pension scheme(s) or pension benefits.**

**5.4 Establishment of any risk scheme(s) for employees re death-in-service and income continuance cover, appointment of administrators and advisors and changes to risk scheme(s) or to benefits provided.**

**6. Contracts**

6.1 Approval of contracts that required the affixing of the company seal.

6.2 Approval of terms and conditions of contracts unless otherwise agreed by the Board

6.3 In the case of any single expenditure on office supplies and equipment, travel, accommodation, meeting room hire, meals or catering services incurred in the course of business may delegate signing authority to the Treasurer so long as these items are within budget

**7. Other Matters**

7.1 Policy concerning communications policy and practice, including spokespersons.

7.2 Appointment of main firm of solicitors

7.3 Appointment of insurance brokers and categories and level of insurance cover to have in place and any significant variations to this cover.

7.4 All other matters as reserved to the Board in the Constitution.

**Appendix 4**  
**Role Descriptions**

**Role Descriptions**

**a) President/Chair**

**In the role as President:**

1. The President should represent Tug of War Ireland as the figurehead and ambassador of the organisation.
2. They shall possess the necessary leadership and communication qualities necessary to support the overall objectives and strategy of Tug of War Ireland
3. They shall carry out their role in the best interests of Tug of War Ireland and the company as a whole.
4. The President shall ensure they dedicate sufficient time to working in the role which may include attendance at functions and events around the country, in the evenings and at weekends
5. They will work closely with the Board and will ensure they update and brief the board and on matters which may arise when carry out their duties.
6. The President shall be a Director of the Board and as such shall become subject to company law requirements. As such the President should ensure they are familiar with the role of Directors on the Board and the important position they have to uphold good corporate and financial governance.
7. Their role in particular will involve;
  - Liaising with members, listening and briefing the Board on any membership matters which may arise from time to time
  - Raising the profile of Tug of War Ireland to generate strategic added value.
  - To represent the organisation.
  - To encourage positive relationships within the organisation and be a positive role model
  - To ensure key messages are communicated and promoted to members
  - To represent Tug of War Ireland at strategic events and meetings with stakeholders when requested.
  - To make presentations at events.
8. To carry out such other responsibilities as may be required from time to time, under the direction of the Board of Directors including but not limited to acting as International Liaison Officer (TWIF Delegate)

**The President in their role as Chair shall:**

1. The Chairperson shall chair all meetings of the Board and the Company in accordance with the Constitution and shall carry out all duties in the best interests of Tug of War Ireland and the company as a whole

2. The Chairperson shall possess the necessary professional leadership, communication and corporate governance knowledge necessary to manage and chair the Board of Tug of War Ireland
3. The Chairperson shall dedicate sufficient time to working with the Board
4. The Chairperson shall lead the Board, instilling the values of Tug of War Ireland and ensuring constructive relations between all bodies of the Tug of War Ireland and stakeholders
5. The Chairperson shall oversee the induction and development of all Directors on the Board.
6. In planning a meeting, the Chairperson will help (in co-operation with the Secretary) develop a timed agenda to structure discussions at the board meeting.
7. The Chairperson will use a meeting agenda, to help keep meetings in order and to keep the discussions on track. Ensuring that meetings progress effectively is a key function of the Chairperson.
8. In managing a meeting, the Chairperson should encourage each board member attending to contribute to the discussions. Asking people questions can be a helpful way to encourage quieter meeting participants to contribute directly. Asking questions is also a helpful way to clarify discussion points at meetings.
9. The Chairperson should help guide meeting discussions to a point where board members can reach decisions. In some instances, it may be appropriate to defer decisions to a future meeting.
10. The Chairperson should check and ensure that proper and accurate information is provided to the board and decisions are implemented, by the people whose task it is to carry out actions, arising from decisions taken by the board.
11. The Chairperson shall be a Director of the Board and as such shall become subject to company law requirements. The Chairperson shall complete all necessary paperwork and attend meetings of the Board as they arise.
12. The Chairperson should ensure that Tug of War Ireland operates within the regulations in force, including company law, employment law, equal opportunities and promotes good practice in all activities.
13. The Chairperson should ensure the Board works closely with the sub-committees of the Board, ensuring clear lines of communication and reporting back to the Board.
14. The Chairperson should ensure key matters such as the organisations strategy, governance, financial management and risk assessment are regularly reviewed by the Board.
15. The Chairperson shall ensure an effectiveness review is undertaken by the Board on an annual basis
16. To carry out such other responsibilities as may be required from time to time, under the direction of the Board of Directors.

**b) Treasurer**

1. The Treasurer shall be responsible for:
  - overseeing all Company finances, spending and bank accounts
  - monitoring the financial results and performance to budget

- preparing and reviewing budgets prior to submission to the Board & AGM
- approving financial policy and protocols
- ensuring financial controls are in place and a financial administration and controls policy sets out such controls and is reviewed regularly

2. Liaison with Sport Ireland & other Stakeholders
3. Make recommendations to the Board on specific financial matters including tax issues and sponsorship funding, Fixtures & Events.
4. Make recommendations to the Board about securing loans from the appropriate bodies
5. Ensuring Auditors are engaged and liaise as appropriate
6. Be aware of and fulfil all financial and legal statutory and company law obligations
7. To carry out such other responsibilities as may be required from time to time, under the direction of the Board of Directors.

**e) c) Company Secretary**

1. The Company Secretary shall be appointed by the Board and shall report directly to the Board on all company secretarial matters as required by the companies' acts and in accordance with the Constitution.
2. The Company Secretary shall ensure compliance with all company law and regulatory affairs including but not limited to recording and keeping safe, minutes of all Board, Committee and Company meetings.
3. The Company Secretary shall be responsible for preparing all papers, notices and agenda items for all meetings and ensuring requisite quorums are in place.
4. The Company Secretary shall be responsible for ensuring all constitutional changes or changes to policies or other matters are incorporated and made available to Members.
5. The Company Secretary shall keep a Register of Members.
6. The Company Secretary shall attend all Board meetings and is a member of the Board
7. The Company Secretary shall liaise with the President/Chair and provide guidance and advise and support
8. The Company Secretary shall also be responsible for;
  - a) signing the company's annual returns and certifying the financial statements;

- b) keeping the company's minutes of meetings;
- c) keeping, and making available for inspection the company's registers, such as register of members;
- d) communicating with the company's members, for example - notifying the members of company meetings.
- e) The Company Secretary shall liaise with the Auditors
- f) GDPR Compliance ( Company Data Protection Liaison)

9. To carry out such other responsibilities as may be required from time to time, under the direction of the Board of Directors.

**f) 2 Member Representative Officers**

- The board shall determine the relevant skill sets required to fulfill these roles as required from time to time and advise the membership prior to elections what particular skills the board are seeking

**g) Independent Officers x 2**

- The board shall determine the relevant skill sets required to fulfill these roles as required from time to time (e.g. Finance, Legal, Welfare, Governance etc.)
- May be co-opted in accordance with the Constitution

**h) Role of all Directors**

The role of individual members of the Board Directors is:

- Providing individual skills in key areas
- Offering strategic not operational/executive direction
- Monitoring strategy of the organisation v progress
- Ensuring the Board implements the objectives as set out in the Articles of Association
- Championing the organisation
- Providing creative contributions
- Lending constructive criticism and challenge
- Monitoring and oversight
- Providing insight into key areas of focus
- Comply with their fiduciary and statutory duties required by law and set out in the Board handbook
- Ensure good governance oversight

## Appendix 5

Status List of all TOW Policies and Dates of Approval and Renewal attached

## Appendix 6

Each Board Member should sign the following:

**"I have read, understood, and noted the Tug of War Ireland Handbook which applies to Directors (Board Members) of Tug of War Ireland. I understand and agree to be bound by the principles set out therein which include but is not limited to the Code of Conduct, Conflict of Interest, Loyalty, Register for Directors, Standing Orders and commitment to abide by the Tug of War Ireland Constitution and Policies and all the duties required by Directors of our company. I have also declared and signed the Conflict of Interests Register."**

**Signed:** \_\_\_\_\_

**Date:** \_\_\_\_\_

*Please insert your name in block capitals below*

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**Name**

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**Position**