

Version Control	
<b>Title</b>	KRSP Board Terms of Reference
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<b>Purpose of Document</b>	The purpose of this document is to set out the terms of reference of the Board of Kilkenny Recreation & Sports Partnership.
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<b>Reviewed By</b>	Nicola Keeshan
<b>Authorised By</b>	KRSP Board
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## 1. LSP Board Terms of Reference

Kilkenny Recreation & Sports Partnership was established on 07/01/2005 and is a company limited by guarantee and incorporated in Ireland under the Companies Act 2014. The LSP registered office is 5, Dean Street, Kilkenny R95 HD79, and the company registration number is 396048. The main object of the LSP is to enable the ongoing development of quality sporting and active recreational opportunities throughout its area in an environment that promotes healthy lifestyles, maximum participation, and achievement.

The Company has adopted a corporate governance regime in accordance with good practice and in compliance with the Sport Ireland, Sports Governance Code/ CVC Code.

The purpose of this document is to set out the terms of reference of the Board of the LSP. These terms of reference were approved by the Board on 03 March 2025 and are effective from 03 March 2025.

### 1. Membership

The Board shall be comprised of between 10 and 20 members who are appointed in line with the process for appointment set out in its constitution. The composition of the Board includes;

- i. One nominee of Kilkenny County Council who shall be an elected member of the Council
- ii. The Chief Executive of Kilkenny County Council or his nominee who shall be a staff member of the Council
- iii. One nominee of the HSE for Kilkenny County
- iv. The Chief Executive of the Kilkenny and Carlow Education and Training Board or his nominee
- v. The Manager of the County Kilkenny Leader Partnership or their nominee
- vi. The Manager of the Kilkenny County Childcare Committee or their nominee
- vii. One nominee of the Board of the County Kilkenny Leader Partnership
- viii. One nominee between them of the Presidents of Waterford Institute of Technology and Carlow Institute of Technology which nomination shall be made in accordance with procedures drawn up by the Company from time to time
- ix. One nominee of the IPPN who shall be from a school in Kilkenny City or County
- x. One nominee of the NAPD who shall be from a school in Kilkenny City or County
- xi. One nominee of youth organisations in Kilkenny City and County who shall be nominated in accordance with procedures which shall be agreed by the Board from time to time
- xii. Two members of community and voluntary organisations involved in sport and active recreation and nominated through the processes of the Kilkenny Public Participation Network

- xiii. Co-opted Directors as set out at Article 13
- xiv. Any person co-opted as Chairperson under Article 17(b)

to ensure an appropriate diversity and skill mix in Board members. Provided there is a quorum of 50% plus 1; the Board may act notwithstanding one or more vacancies amongst its members.

- ✿ The term for Board members is three years 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, or a maximum of 8/10 years, of appointment on a Board.
- ✿ It is the policy of the company that no Director serve more than three consecutive terms in office. Such policy shall be communicated to nominating persons and bodies by the Secretary when their nominations are being requested and they shall be requested to comply with such policy. In the event that a nominating body or person fails to comply with such policy by nominating a person who has just completed three consecutive terms, they shall be requested in writing to make an alternative nomination. In the event of a nominating body or person failing to make such an alternative nomination, the person nominated by them shall be a Director of the Company notwithstanding the policy set out in this paragraph.
- ✿ 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.
- ✿ In the absence of the chairperson, if there is a deputy 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 CEO (although they 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 CEO 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 CEO 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 CEO (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 half plus one is required for a meeting of the LSP 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 four 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.

-  The Board meetings are held in private, and there would be an expectation that the Board would meet in private sessions occasionally, without the CEO 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 the LSP.
-  The Board must perform and not delegate matters as outlined in the “Schedule of Matters” as approved by the Board on 03 March 2025.
-  The CEO 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 CEO to account for the effective performance of his/her functions in the management of the LSP, 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 the LSP 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 the LSP

The Board shall keep itself up to date and fully informed about strategic issues and changes affecting the LSP 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 the LSP

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 the LSP, 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 the LSP with the aim of ensuring that the LSP'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 as other obligations as set out in the board member code of conduct.

## Fiduciary Duty





All Board members have a fiduciary duty to the LSP 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 CEO 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 the LSP, including the business context, financial performance and position, and governance of the LSP.
-  The Board must report to (and comply with all reporting & oversight obligations to) any bodies they receive funding or assistance from as so required. This may include Sport Ireland and the Local Authorities or other public or statutory bodies.

## 9. 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 the LSP where they judge it necessary to discharge their responsibilities as Board members.
-  The Board is authorised to seek the information it requires from the CEO 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 every 3 years).

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