

Olympic Federation of Ireland Executive Committee Meeting Standing Orders

This document outlines the Standing Orders which shall be in effect for meetings of the Executive Committee of Olympic Federation of Ireland.

1. EXECUTIVE COMMITTEE MEETINGS

- 1.1. The Executive Committee shall hold not less than six meetings in each year. The Executive Committee shall conduct its business in accordance with the Constitution and these Standing Orders. The President in conjunction with the Honorary General Secretary and the Chief Executive Officer (CEO) 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.
- 1.2. The President shall act as a Chairperson at the Meetings, and in his/her absence the 1st or 2nd Vice President will depending on availability shall chair the meeting. In the absence of both Vice Presidents an officer shall be appointed from among those present to Chair.
- 1.3. The quorum for Executive Committee meetings shall be 50% plus one in accordance with Olympic Federation of Ireland's Articles of Association.
- 1.4. It is the intention to have Executive Committee papers circulated 5 days in advance to Members, or at least three days before a meeting, Executive Committee 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.
- 1.5. Unless 75% of the Members agree, documents and reports to be considered on the agenda shall not be considered at a Executive Committee meeting unless they have been made available to all members in advance in accordance with the above arrangements.
- 1.6. All documents, including minutes, relating to Executive Committee business shall be confidential to the members of the Executive Committee and its staff (as appropriate).
- 1.7. Notice of a member's request to have any item included in the agenda for a meeting shall reach the Secretary not less than seven days prior to the date of the meeting. Requests to include any item for inclusion on the agenda shall be considered at the discretion of the President and the Honorary General Secretary.
- 1.8. An item on the agenda as sent to the members may not be removed without the consent of the President.
- 1.9. Conference Call Executive Committee meetings may be held.

2. DECISIONS OF THE EXECUTIVE COMMITTEE

- 2.1. The normal practice shall be to record only decisions in the minutes.
- 2.2. Executive Committee 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 President having a second or casting vote in the event of a tie.
- 2.4. A Director should absent himself/herself when the Executive Committee is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Executive Committee) or a person or body connected with the member has an interest or conflict of loyalties.
- 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 President of the Executive Committee should determine the question.
- 2.6. Should a matter relating to the interests of the President arise, he/she should depute the 1st or 2nd Vice President to chair the Executive Committee meeting and should absent himself/herself when the Executive Committee is deliberating or deciding on a matter which the President, or a person or body connected with the President, 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 Executive Committee 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 15 days before the meeting takes place; or
 - (c) Material information is made available that was not known to Executive Committee members originally. The President, 1st Vice President and Honorary General Secretary will make the decision as to whether the information is material or not. Where the President, 1st Vice President and Honorary General Secretary determine the information as 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 signed as such by the President.
- 2.9. The Secretary shall maintain a register of the approved Executive Committee minutes in the office at the Company's registered office, which shall be available for inspection by Executive Committee members.

- 2.10. Except as agreed otherwise by the Executive Committee and the President, operational decisions of the Executive Committee shall normally be communicated to interested parties by the Chief Executive Officer (CEO).
- 2.11. The Executive Committee shall normally make all decisions in session at its meetings. The President, 1st Vice President, 2nd Vice President and Honorary General Secretary are authorised to make any decisions that must be taken outside of Executive Committee meetings. Where exceptional decisions are required between Executive Committee meetings and full Executive Committee 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 Executive Committee 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. Executive Committee 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 President in ensuring that a prompt decision is made in line with the remaining provisions of this document.

3. ATTENDANCE AT EXECUTIVE COMMITTEE MEETINGS

- 3.1. The Chief Executive shall be entitled to attend all Executive Committee meetings unless excused from or requested not to attend all or part of a meeting by the President, but shall not be entitled to vote and will not form part of the quorum for meetings.
- 3.2. The President may require other persons to attend meetings to give specialist information or advice, or to participate in discussion.
- 3.3. Directors shall ensure they attend all Executive Committee Meetings. In the event any Director fails to attend 3 consecutive meetings or less than 75% of meetings in one year the President shall raise the matter with the Director and if necessary discuss the absence with the Executive Committee for further decision.

4. RECURRING ITEMS FOR REVIEW

- 4.1 Standing Calendar Items for consideration at Executive Committee meetings

Q1

Business Plan to be presented in Q1 of each financial year
Review of Risk register (quarterly)
Review of Board evaluation action items
Monthly management accounts

Ensure that meetings are underway with Auditor for previous year's accounts and that A&R committee are aware of their responsibilities once audit is complete to approve the terms of engagement and the recommend the pay and conditions for AGM.

Q2

AGM Agenda

Strategic Plan review in terms of progress and/or any changes that may be required (annually)

Sign-off on Annual Financial Statements from previous year / Presentation by Auditors

Review of Risk register (quarterly)

Review of Board evaluation action items and request for current year Board evaluation

Monthly management accounts

Q3

Review of Risk register (quarterly)

Review and discuss Board Evaluation for current year (annually)

Review Board Skills matrix (annually)

Conduct review of membership of Board and sub-committees (annually)

Monthly management accounts

Q4

Setting of Board meetings and AGM for following year (annually)

Following year budget submission (annually)

Review of Risk register (quarterly)

Monthly management accounts

MULTI-ANNUAL ITEMS

Review all Governance policies at least every three years to ensure they remain fit for purpose – Next review due: 2020

Include Board induction for any new Board member to include, at minimum, the items covered under the Irish Governance Code check-list

Approved by Olympic Federation of Ireland Executive Committee: April 2, 2019