



## Role of the Board

VI RoB 001

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## Role of the Board

### 1.0 Introduction

As part of the Governance Review undertaken by the Governance Review Group in 2017/18 and approved by the Board at its meeting of March 2018, the Volleyball Association of Ireland Limited t/a Volleyball Ireland (hereinafter “Volleyball Ireland”) undertook the following:

- Specified the roles and responsibilities of the Board and Officers of Volleyball Ireland – for incorporation into the Regulations of the sport as approved by the Board;

### 2.0 Role of the Board

The Board of the Volleyball Association of Ireland Limited t/a Volleyball Ireland (the “Company”) meets regularly so as to provide strategic leadership to the Company, exercise effective control over the organisation, and monitor executive management and performance.

The Board is wholly non-executive and comprises nominees of the Membership, through election, co-option by the Board and independent Directors. The primary responsibility of all Directors is to act in the best overall interest of Volleyball Ireland at all times – it is appropriate to recognise, however, the particular importance of the contribution of the independent Directors in this area.

Specific responsibilities of the Board are:

- To provide vision, leadership and direction for the Company, normally through the consideration and approval of Strategic Plans
- In this context, to define the Company’s mission, decide its strategic goals and approve policies to achieve those goals
- To ensure that the Company is well managed and that a proper balance is maintained between the respective roles of the Board and the General Manager and staff
- To set performance targets and, in particular, to approve and monitor the Annual Operating Plan and Budget
- To ensure that the Company behaves ethically and in a manner that accords with its core values as determined in the Strategic Plan
- To ensure that the company is compliant with relevant legislation and regulations
- To define and promote the Company’s role in the community by consulting its stakeholders and informing the public in an open accountable manner
- To agree the General Manager’s performance objectives in consultation with him/her
- The hiring of, and setting the compensation of the General Manager

### 2.1 Role of the Chairperson (President)

The Chairperson of the Company shall be the President. The Chairperson has responsibilities additional to those of other Board members, particularly in relation to leadership and the conduct of meetings. These include:

- Providing leadership and strategic direction to the Board
- Ensuring that Directors understand their corporate roles and responsibilities, in particular in relation to the declaration of potential conflicts of interest
- Planning the work of the Board with the General Manager/Company Secretary
- Ensuring that the Board carries out its functions efficiently and effectively, in particular that all planned business is dealt with, that appropriate authority is delegated to Board Commissions and Management, that all Directors are given the opportunity to express their views, and that the Board receives external professional advice when needed
- Developing an effective working relationship with the General Manager
- Reporting on important aspects of Company operations in the Annual Report, and
- Chairing the AGM, monthly board meetings and any Special EGM of the Company.

## **2.2 Role of the General Manager**

The General Manager is responsible for managing the day-to-day operations of the Company on behalf of the Board. As head of the executive, he is accountable to the Board and is expected to:

- Carry on, manage and control generally the administration and business of the Company
- Present a strategic plan (for periods approved by the Board) to the Board for consideration
- Present an annual business plan to the Board for consideration and implement the approved plan
- Monitor performance and hold the staff accountable
- Ensure that the Board has timely and accurate information to enable it to fulfil its functions
- In relation to matters reserved to the Board, bring forward comprehensive proposals for consideration by the Board
- Advise the Board on risk identification, measurement and mitigation strategies
- Provide effective leadership for the Company's staff and efficient deployment of its resources, including human resources
- Ensure that the systems, procedures and practices of the Company are fit for purpose, and
- Report to the Board regularly on the Company's operations and performance

## **2.3 Role of the Company Secretary**

The role of the Company Secretary comprises:

- Ensuring that the provisions of the Companies Acts, as they apply to the Company, are complied with

- Contributing to the smooth running of the Board's activities by assisting in the setting of agendas for Board meetings, ensuring appropriate arrangements for the circulation of papers to the Board in a timely manner and for the preparation of minutes of meetings for consideration by the Board, and advising on Board procedures
- Acting as a point of contact and source of advice and guidance for Directors as regards the Board and its activities
- Ensuring that relevant corporate governance standards, where applicable, are observed
- Dealing, in concert with the General Manager, with governance issues, and
- Monitoring the implementation of Board decisions.

#### **2.4 Role of the Treasurer**

The role of the Treasurer comprises:

- Overseeing the financial affairs of the Company generally
- Presenting Budgets and Management Accounts to the Board on a regular and timely basis
- Ensuring that financial processes and procedures are fit for purpose and properly implemented
- Participating in ongoing Management review of financial matters
- Chairing the Finance & Audit Committee
- Liaising as necessary with the independent auditors, and
- Acting as advisor to the Board on financial matters generally

#### **2.5 Board/Management Relationships**

The Board is non-executive, and it is clearly essential that effective governance and reporting links are maintained between executive management and the Board. These are achieved in the following manner:

- The General Manager attends all Board meetings (save where his/her performance is under discussion)
- A rolling 3-4-year Strategic Plan is considered and approved by the Board
- An Annual Operating Plan and Budget is considered and approved by the Board
- A comprehensive Management Report is issued to Directors and considered at each Board meeting
- All projects involving material capital investment, significant service proposals, and positions on material compliance issues must be pre-approved by the Board
- A Board Finance & Audit Committee keeps all financial matters under review

Furthermore, in order to ensure a continuing strong link between the executive function and the Board, the President takes an active role in the affairs of the Company by liaising with the General Manager on a regular basis, for example, in the development of policies and procedures and in compliance related issues.