



## SCHEDULE OF BOARD MATTERS

VI BM 001

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## Schedule of Board Matters

### 1.0 Strategy and Management

- 1.1 Responsibility for the overall leadership of the Company and setting the company's values and standards.
- 1.2 Approval of the group's strategic aims and objectives
- 1.3 Approvals of the annual operating and capital expenditure budgets and any material changes to them.
- 1.4 Oversight of the company's operations ensuring
  - Competent and prudent management
  - Sound planning
  - Maintenance of sound management and internal control systems;
  - Adequate accounting and other records; and
  - Compliance with statutory and regulatory obligations
- 1.5 Review of performance in the light of the group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- 1.6 Extension of the companies' activities into new business areas
- 1.7 Any decision to cease to operate all or any material part of the organisation's business.

### 2.0 Structure

- 2.1 Changes relating to the organisation's structure
- 2.2 Changes to the group's management and control structure

### 3.0 Financial reporting and controls

- 3.1 Approval of the half-yearly report, interim management statements and end of year financial report.
- 3.2 Approval of the annual report and accounts
- 3.3 Approval of any significant changes in accounting policies or practices
- 3.4 Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances)
- 3.5 Approval of any relevant spending values, in line with the company's financial policy

### 4.0 Internal Controls

- 4.1 Ensuring maintenance of sound system of internal control and risk management including:
  - Approving the company/group's risk appetite statements;
  - Receiving reports on, and reviewing the effectiveness of the group's risk and control processes to support its strategy and objectives;
  - Approving procedures for the detection of fraud and the prevention of bribery;
  - Undertaking an annual assessment of these processes; and
  - Approving an appropriate statement for inclusion in the annual report

### 5.0 Contracts

- 5.1 Approval of major capital projects [and oversight over execution and delivery]
- 5.2 Approval of any contracts between Volleyball Ireland and third parties
- 5.3 Approval of any International Event hosting application
- 5.4 Approval of any grant application worth more than €1,000 in value
- 5.5 Approval of any contract of any value between Volleyball Ireland and the CEV and/or FIVB.

## 6.0 Communication

- 6.1 Ensuring a satisfactory dialogue with stakeholders based on the mutual understanding of objectives
- 6.2 Approval or resolutions and corresponding documentation to be put forward to members at the Annual General Meeting
- 6.3 Approval of press releases concerning matters decided by the board

## 7.0 Board membership and other appointments

- 7.1 Changes to the structure, size and composition of the board, following recommendations from the nomination committee and in-line with the constitution and articles of association.
- 7.2 Ensuring adequate succession planning for the board and senior management so as to maintain as appropriate balance of skills and experience within the company and on the board.
- 7.3 Appointments to the board, following recommendations by the nomination committee.
- 7.4 Selection of the General Manager.
- 7.5 Selection of Commission and Committee Presidents, subject to AGM ratification
- 7.6 Selection of co-opted board members
- 7.7 Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the company, subject to the law and their service contract.
- 7.8 Appointment or removal of the Company Secretary.
- 7.9 Appointment or removal of the General Manager.
- 7.10 Appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the Finance and audit committee.

## 8.0 Remuneration

- 8.1 Determining the remuneration policy for the employees of Volleyball Ireland
- 8.2 Determining the expenses of volunteers, subject to the articles of association.

## 9.0 Delegation of authority

- 9.1 The division of responsibilities between the President, the General Manager, which should be clearly established, set out in writing and agreed by the board.
- 9.2 Approval of the delegated levels of authority, including the General Manager's authority limits (which must be in writing).
- 9.3 Establishing board committees and approving their terms of reference and approving material changes thereto.
- 9.4 Receiving reports from board committees on their activities.

## 10.0 Corporate governance matters

- 10.1 Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
- 10.2 Determining the independence of non-executive directors in light of their character, judgment and relationships.
- 10.3 Considering the balance of interests between board members, employees, customers and the community.
- 10.4 Review of the group's overall corporate governance arrangements.
- 10.5 Receiving reports on the views of the company's stakeholders to ensure that they are communicated to the board as a whole.

- 10.6** Authorising conflicts of interest where permitted by the Company's articles of association.
- 11.0** Policies
- 11.1** Approval of policies, including:
- Code of Conduct
  - Anti-Bribery policy
  - Whistleblowing policy
  - Safeguarding and Protecting Children policy
  - Performance Management policy
  - Anti-Doping policy
  - Anti-Corruption policy
  - Ethics policy
  - Social Media policy
  - Membership policy
- 12.0** Other
- 12.1** The making of political donations.
- 12.2** Approval of the appointment of the group's principal professional advisers.
- 12.3** Approval of the overall levels of insurance for the group including director's & officers' liability insurance [and indemnification of directors].
- 12.4** Major changes to the rules of the organisation's pension scheme, or changes of trustees or changes in the fund management arrangements.
- 12.5** Any decision likely to have a material impact on the company or group from any perspective, including but not limited to, financial, operational, strategic or reputational.
- 12.6** This schedule of matters reserved for board decisions.

Matters which the board considers suitable for delegation are contained in the terms of reference of its committees.

In addition, the board will receive reports and recommendations from time to time on any matter which it considers significant to the group.