****

**Chairperson Role and Responsibilities**

Final Draft 29th March 2021

**Governance Code for Sport**

Disclaimer

Sport Ireland is making available a range of resources including guidance notes, policy documents and templates for selected areas aligned to the Governance Code for Sport which will support sport organisations, boards, management and staff in the development of relevant governance processes and procedures particular to their own organisation.

For the avoidance of doubt, the final decision on the nature, type, extent and format of approved governance policies, procedures and processes for each organisation is a matter for the board / highest governing structure of the organisation and the resources and material provided may assist the approval process.

This document is not, nor is it intended to be, a definitive statement of the law and it does not constitute legal advice. This document is not a substitute for professional advice from an appropriately qualified source and it is recommended that sport organisations consult their governing document or obtain their own independent legal advice where necessary.

Sport Ireland does not accept any responsibility or liability for any errors, inaccuracies or omissions in this document.

How to Use this Document

Proportionality is a key aspect of the Governance Code for Sport and this is recognised in the roles and responsibilities below which provides two options:

Option 1 will provide a strong basis for a Type A and Type B organisation in this area. It is recognised that the size and scale of the organisations will be reflected in the specific roles and responsibilities of the Chair.

Option 2 is more detailed and comprehensive. This option is likely of most relevance to Type C organisations. However, some or all of those items could be used by other organisations seeking to embed a more detailed and comprehensive Board structure within their organisations

In all cases the final requirements will require some adjusting to reflect the staffing arrangements, organisational structure or Board structure and option 1 and option 2 provide a menu of points to assist in that adjustment.

Terms of Reference – Version Control

Version: V1.0

Date: DD/MM/YYYY

Version Control History:

|  |  |  |
| --- | --- | --- |
| TOR XXX | Name of Sport Organisation – Name of specific policy | |
| Version No. | Date | Status |
|  |  |  |
|  |  |  |

Introduction

The Chairperson is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role, including in the scrutiny and oversight of the executive, in contributing to the development of strategic goals and priorities, in the assessment of the organisation’s performance and the adoption and implementation of good governance practices and arrangements.

It is expected that the Chairperson will display high standards of integrity and probity and set expectations regarding culture, values, and behaviours for the organisation and the tone of discussions at the Board level. The Chairperson will also maintain and grow productive and constructive relationships with stakeholders in the pursuit of the aims of the organisation.

The Chair(person) of a Board[[1]](#footnote-1) and of any Committee has specific responsibilities in leading the work of the Board/Committee and in choosing the person to fill this role, it is essential that they have the skills, experience and time to fully carry out the important work on behalf of the organisation that comes with the position.

Main Duties of the Chair

He or she will:

* provide leadership and ensure the Board/Committee functions properly, in accordance with standing orders and keep an appropriate balance between strategic and operational focus in its work,
* ensure the organisation is managed effectively,
* provide support and supervision to the chief executive officer whilst ensuring an appropriate degree of constructive challenge,
* represent the organisation in accordance with the media policy.

Key Skills

1 Be a Good Communicator

One of the exceptional Chairperson’s secrets of success is effective communication with all stakeholders. Through effective communication, the Chairperson gains the confidence of their Board and provides clarity in the boardroom. The Chairperson’s ability to communicate the organisation strategy to internal and external stakeholders and give stakeholders confidence in the organisation’s future direction will build confidence in the leadership. An effective Chairperson does not lose sight of his/her main priority of building short and long term sustainability for the organisation.

2 Understand the Organisations Purpose

A Chairperson needs to fully understand the organisation’s ‘business, its culture, people and processes. They also need to understand the wider context in which it operates and prepare the organisation for all eventualities. Experienced Chairs can quickly identify opportunities and potential risks facing their organisation. They can engage with their Board and individual members at an early stage to discuss possible courses of action.

3 Preparation and Chairing of meetings

Ensure meeting processes, papers, agendas and other preparatory activity are of the necessary standard in addition to having the capacity and capability to Chair Meetings and ensure an open culture of dialogue and effective decision-making consistent with the schedule of reserved matters. The ability to manage meetings effectively is key attribute of the Chairperson.

The Chairperson must ensure that all the business is discussed in line with the agenda, that everyone’s views are heard and discussed, that clear decisions are reached and accepted and that there is follow up to ensure agreed actions are carried out in line with Board decisions. The Chairperson needs be able to manage the dynamics of the meeting to ensure that all voices are welcomed and the opportunity to contribute is available while safeguarding against possible over dominance by some members.

Good chairpersons do not lead on discussions but leave their input until later in any discussion while they attempt to draw a consensus from all that has been said in order to arrive at a decision. A Chairperson is careful not to allow their personality to dominate. They are willing to be challenged on their views and enjoy open debate and constructive challenge.

Role and Responsibilities

The chair will carry out the above duties by:

|  |  |
| --- | --- |
| *Option 1* | * Providing leadership to the Board and the organisation – setting the tone and direction and ensuring the effective operation of the Board, * Ensuring the Board fulfils its governance responsibilities, legal, ethical and accountability obligations to funding bodies and stakeholders, * Ensuring a balance is struck between the strategic leadership and monitoring/ compliance roles of the Board, * Planning meetings, developing the agenda and chairing the meetings, * Approving draft minutes of Board meetings prior to submission to the Board for approval, * Ensuring that decisions made at meetings are implemented, * Liaising with the chairpersons of the committees and working groups, * Undertaking the supervision and appraisal of the chief executive of the organisation, * Acting as a spokesperson or representative for the organisation and/ or for the Board in accordance with the media policy, * Signing and certification of the annual financial statements and accounts for the organisation. |
|  |  |
| *Option 2* | * Chairing the meetings of the Board and General meetings, * Ensuring that Board or Standing Committees function in accordance with their Terms of Reference. Subject to the rules of the organisation, the Chairperson may be a non-voting and non-quorum member of committees * Working in partnership with the CEO/ Board/Committee Secretary to ensure the effective planning for, participation in and follow up after meetings of the Board/Committee in adherence to the Standing Orders, * Approve draft Minutes of Board meetings prior to submission to the Board for approval, * Being an approachable central point of contact/interface for all members and represent their views or questions at the Board and to the CEO, * Establish and maintain a conducive atmosphere for open dialogue and exchanges of views leading to an informed decision-making process, * Ensure all members are offered an equal opportunity to contribute and constructively challenge, * Being a positive role model for all members of the organisation, * Ensuring that the organisation adheres to all matters in the Constitution, policies, procedures and all legal and regulatory requirements, * Representing the Organisation at internal, and at key external events, * Informally evaluating the participation and effectiveness of Board members and engaging with them to get and give feedback, * Lead on succession planning as part of ensuring the Board composition reflects an appropriate mix of knowledge, skills and expertise necessary for the effective operation of the Board and takes into consideration the benefits of diversity, * Ensure board members have access to relevant self-development and training opportunities they may require, * Evaluating annually the performance of the organisation in achieving its mission, * Sign and certification of the annual accounts for the organisation, * Conducting the performance review of the CEO, in consultation with the Board or alternatively undertake the supervision and appraisal of the CEO in consultation with the Board, * Performing other responsibilities as assigned by the Board, * Acting as a mediator if disagreements arise and having a casting vote in decisions, if necessary, * Undertaking an appropriate role in the case of any protected disclosure by staff, * Ensuring that the risk register is reviewed regularly (ideally through a standing item on the Board meetings agenda). * Putting safeguarding at the centre of the organisations culture * Ensuring that the members of the Board receive appropriate induction as well as accurate, timely and clear information, in particular about the organisation’s performance, to enable the Board to make sound decisions, monitor performance effectively, and provide advice to promote the effective and efficient use of all resources. |

1. References to a Board are irrespective as to the legal status of an organisation. It refers to the highest level group of decision-making people in the organisation [↑](#footnote-ref-1)