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**Reserved Schedule of Matters**

Discussion Paper

**Governance Code for Sport**

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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.

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Purpose

The purpose of this discussion paper is to identify an initial schedule of matters ordinarily reserved for the decision of a board or highest governing structure of the organisation.

A key tenet of good governance is clarity of roles and responsibilities at all levels and especially between the board (non- executives/ nominated members) and the management (chief executive/ managers / staff). Having a schedule of matters or a list of decisions and actions reserved for the board for their approval is a key requirement. The items reserved for the decision of the board provide a necessary and important check and balance on the management and chief executive. As part of a good governance culture, the board and the members are expected to bring independent judgement, experience, objective scrutiny, oversight and challenge to bear with the overall aim of achieving the purpose and objectives of the organisation. The schedule of matters is important to ensure they deliver on this expectation and are properly supported in their work.

The effect of the schedule of reserved matters is that it allows for a delegation of functions, which are not within the schedule, to the chief executive and management, albeit that the board remains ultimately accountable and should have in place an effective holding to account process with the chief executive and management.

Every organisation should have a schedule of matters reserved for board or governing body decision and the list can reflect obligations within legislation, the rules or constitution of the organisation or as part of good governance consistent with the Governance Code for Sport. This paper provides an authoritative list of the normative twenty-nine (29) items within a schedule of matters, and this can be reduced and/or supplemented by the individual circumstances and founding documents within each organisation.

In summary, the Schedule of Matters sets out the functions reserved for and to be exercised by the Board in accordance with legal and regulatory requirements and good governance obligations. These matters typically revolve around matters to be overseen by the Board on an ongoing or periodic basis. Delivering on this schedule can also be supported by and cross-checked to the board work programme, so no important area is overlooked.

The Schedule of Matters Reserved will include:

1. Entering into arrangements with other entities and organisations, including commercial companies, sponsors, not for profit and public benefit entities, state and public sector bodies or similar organisations with the overall aim of furthering the objects of the organisation.
2. In the context of (1) above, reviewing on an annual or other periodic basis or as required, the operation of these arrangements and ensuring the interests of the organisation continue to be protected and safeguarded.
3. Control and oversight of all arrangements for the maintenance, management, administration and investment of all the monies and assets of the organisation
4. Acceptance of donations, gifts of money, land, property, assets or other benefits upon such trusts and conditions specified by the donor provided that nothing in the conditions is contrary to the rules of the organisation and legal, regulatory or governance obligations.
5. Acquisition of land, property and other significant assets in accordance with proper procurement and governance obligations
6. Recruit and select the chief executive (and certain categories of staff in specific circumstances) in accordance with good practice and transparent procedures covering advertising of the position, professional screening and vetting procedures, interviewing arrangements through to selection and ratification by the Board and the offer of the position in accordance with Board agreed contractual terms and conditions.
7. Institute a process for the annual and periodic appraisal and assessment of the performance of the Chief Executive.
8. Ratification of the appointment of staff to the organisation (see point 6 above).
9. Appointing and directing as many committees or working groups as necessary to assist in the performance of its functions and approving / amending the terms of reference of such committees or working groups on at least an annual basis.
10. Institution of a strategic planning process consistent with good governance norms leading to formal approval, by the Board, of the strategic plan following detailed stakeholder engagement within and outside the organisation.
11. Consistent with the strategic planning process, institute a reporting process that allows for the formal examination and approval of annual plans and the regular review of the implementation and delivery of these plans by monitoring relevant indicators of performance and progress metrics
12. As part of good financial governance obligations, the Board will:
    * Approve an annual budget and an overall rolling 2/3/4-year financial strategy for the organisation
    * Discuss and agree the annual income and expenditure budget and annual cash flow forecast
    * Receive reports that allow for the monitoring and oversight of the financial and cash flow position on a monthly/quarterly basis and agree corrective actions as necessary
    * Approve the annual financial statements and the annual report and disclosures consistent with company law, accounting and auditing standards and legal, regulatory and governance obligations
13. Preparation and publication of a strategic performance report which outlines achievement against strategic priorities, objectives and targets within the strategic plan, and a regular review of expected outputs, outcomes and key performance indicators
14. Appointment of an acting Chairperson for meeting in the absence of the Chairperson
15. Convene and hold meetings as necessary for the performance of its duties
16. Agree a process for the engagement of independent professional advice (including legal advice) as is considered necessary for the performance of its duties
17. Agreement to the Chief Executive or other staff members holding offices or positions outside of the Company.
18. Approval of the risk management framework of the organisation and monitoring its overall effectiveness.
19. Approval for the operation of Bank Accounts in accordance with the Board approved banking / Treasury Management policy.
20. Approval of cheque signatories and related bank mandates and authority levels
21. Approval of significant disposals of assets and retirement of assets (including land, building and other assets) of the organisation
22. Approval for granting of access to property or infrastructure for commercial arrangements with third parties.
23. Approval of disposals, where competitive tendering for disposal of assets have taken place and where the highest bid was not accepted.
24. Approval for disposal or sale of assets to staff or connected parties.
25. Approval of the governance policies/ governance manual and ensure that it is updated regularly in response to evolving governance obligations or circumstances.
26. Approval of all financial policies, procedures and protocols, ensuring that they reflect good governance practice and expected norms and instituting a process to keep these regularly updated and formally reviewed
27. Putting in place appropriate arrangements that ensures that the Board and staff are not involved in outside employment/ business interests that conflicts with the interests of the organisation.
28. Review, consideration and approval of an annual governance statement and statement on internal control prior to formal sign off by the Chairperson
29. Performing such other functions as are necessary and consistent with the roles and responsibilities as assigned to the boards or governing body.

Conclusion

It will be up to each organisation to consider how this and other documents can supplement what pre-exists or whether this provides necessary new governance material to be engaged with as part of the embedding of better governance.

Further Reading / Additional Resources

This document should be read in conjunction with the Board Terms of Reference and the Board Annual Work Plan.