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**Strategy Committee**

**Terms of Reference (TOR)**

Sample Draft

**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, like all others, should be edited to the needs of the particular organisation i.e. NGB / LSP / Local Authority LSPs.

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

The document is developed to assist organisations with adopting the Governance Code for Sport by 2021. It can be adapted and adjusted to meet the specific organisational requirements.

In all cases the document will need critical reflection and consideration to ensure it is aligned with the operating practices of the organisation.

Terms of Reference – Version Control

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Purpose

The preparation and adoption of a strategic plan with strategic priorities for the organisation is a primary responsibility of the Board/Committee.

The Board has established a Strategy Sub-Committee (SC) as a Sub-Committee of the Board to support it in fulfilling its responsibilities in relation to the development, implementation and monitoring of the organisation’s strategic plan and annual business plans, the monitoring and oversight of key performance indicators and measures as well as the development and review of initiatives and work programmes.

 However, the ultimate responsibility for this area rests with the Board, who must fully consider the advice and, approve or amend the recommendations from the Committee.

Membership

* The Committee will consist of x members drawn from the Board Members, and the Board may appoint external individuals onto the Committee to provide specialist skills, knowledge and experience. All appointments to the Committee are ratified by the Board.
* The Chairperson of the Committee shall be nominated / selected, and this appointment will be formally ratified by the Board.
* Some members of the Strategy Committee (SC) should have relevant experience in strategy development, and implementation, and other members should have relevant experience in the core areas of the organisations business and activities.
* The Board may co-opt further external members to the Committee to fill skills and expertise gaps.
* Each Committee member will be appointed for a term of x years.
* Final determination on the number of members on the Committee is a decision for the Board.

Rights

* In discharging its responsibilities, the Strategy Committee (SC) will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The Committee has rights to access to members of the Board and other Committees to seek information relevant to its functions as per this Terms of Reference.
* The SC will also have unrestricted access to records, data, and reports. The Committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities.
* The Committee shall have access to sufficient resources in order to carry out its duties, and will be facilitated in this by the Committee Secretary and by the executive lead designated to support the committee.
* The Committee may procure and/or avail of specialist ad-hoc advice at the reasonable expense, subject to budgets agreed by the Board, on any matter within its terms of reference.

Secretary to the Committee

* The Committee will be provided with a secretariat function by management. [[1]](#footnote-1)
* The Secretary will ensure that the Committee members receive information and papers in a timely manner to enable full and proper consideration to be given to issues.
* With the support of the Chairperson, the Secretary is also responsible for the formal induction of new members of the Committee and organising mentoring for Committee members where required.
* The Committee Secretary, in conjunction with the executive leads, will also have a role in facilitating overall co-ordination of the work of the Committees and their reporting to the Board.

Meetings

* The Committee will meet at least x times a year. The Chairperson of the Committee may convene additional meetings, as deemed necessary.
* The Chairperson of the Committee together with the executive lead and Secretary will consider the agenda for the meeting. Members may also propose items for the agenda to the Chairperson.
* Notice of each meeting confirming the venue, time and date together with the Agenda, minutes of the previous meeting, actions log and relevant papers should be circulated to Committee members and to the extent relevant and necessary to any other person required to attend, five working days in advance of the meeting.
* A minimum of x members of the Committee will be present for the meeting to be deemed quorate.
* The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
* As the business of the Committee requires, Head of Finance and managers and staff may be invited to attend specific meetings or agenda items at the Committee’s request. The Chief Executive / Manager / Executive Lead is likely to be part of the Strategy Committee.
* The Committee may ask any other managers and staff to attend to assist it with its discussions on any particular matter;
* The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open discussion of particular matters; and
* The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee’s advice.

Information Requirements

For each meeting, the SC will be provided with:

* A progress report on the implementation of key strategic priorities summarising:
	+ key performance indicators, targets, milestones and trend data;
	+ evolving threats and opportunities related to the key priorities;
	+ action plan and significant work planned over next three/ six months

As and when appropriate the Committee will also be provided with:

* Evaluation of feedback on services provided, programmes and initiatives;
* Progress reports on executive priorities and work programmes;
* Detailed reports on new and evolving business, commercial, services and other opportunities;
* The corporate risk register incorporating details on principal threats and opportunities in the context of the strategic priorities

The Committee will also be provided with information on the organisation’s performance management system and its alignment with the strategic and other business plans.

Duties and Responsibilities

In overall terms, the role of the SC is to provide advice to the Board across a range of its key priority areas including strategy development and implementation, organisational performance and delivery, and the quality and extent of services as well as new initiatives as follows;

1. Strategic and business planning
* The Committee shall liaise with the Audit and Risk Committee in relation to the annual financial statements and the accounting policies to support the ARC in the fulfilling of its obligations in relation to financial reporting.
* Where requested by the ARC, the Committee should review the content of the annual report and accounts and advise on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for stakeholders to assess the financial performance and strategy. (*Note that some of these duties and responsibilities may not be applicable to a local authority LSP.)*
1. Services

The Committee will

* Oversee and contribute to the development and enhancement of service initiatives for stakeholders/ members
* Assess the quality and delivery of our services, programmes and initiatives on a regular basis
1. Financial and Business Strategy

The Committee will

* Providing support to the Board in the formulation and management of a business strategy in the area of commercial activity / income generation and to ensure effective and transparent management in line with corporate objectives and principles. The FARC will be consulted and input on any proposals.
* Reporting to the Board, as required, on any new income generating opportunities or proposals and reviewing the merits of any business case or cost / benefit analysis presented in support of such proposals. The Finance Committee (FC) and/or Audit & Risk Committee (ARC) will be consulted and input on such proposals.
* In conjunction with the FC/ARC, review and propose changes to the annual business plan / budget, if necessary

1. Other
* The Committee will work and liaise with all other Committees as necessary.
* The Committee will provide advice to the Board and undertake reviews, research or related work on areas or issues within it remit, if requested by Board
* The Committee will work to an annual work programme approved by the Board.
* The Committee will also periodically review its effectiveness (including reviewing its terms of reference) and report the results of that review to the Board.
* The Committee’s duties and responsibilities can be amended and updated by the Committee as and when required.
* The Committee shall advise the Board on assurances relating to the management of risk and governance requirements and consider the organisation’s overall assurance processes. This work will be undertaken in conjunction with the GEC.

Conflict of Interest

The process for recording declarations of conflicts of interest of the Committee members will be the same used at Board level. Each member of the Committee will take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Committee meetings. The Committee will specify its procedures where a conflict of interest arises in the context of a particular agenda item, including a requirement that the relevant member brings the potential conflict of interest to the attention of the Chairperson and, where necessary, leaves the room for the duration of the discussion of the item and does not take part in any decisions relating to the item. Similar arrangements should apply in relation to meeting documentation, with documentation relating to the item not being made available to the member. This should be noted in the minutes of the meeting.

Confidentiality

The agenda, papers, reports and documentation provided in the context of the work of the Committee are confidential and will contain sensitive material and information necessary to allow members to carry out their duties. Members and those in attendance, shall not, without the approval of the Chair, discuss with or disclose, directly or indirectly, information to third parties.

Reporting Responsibilities

* The Committee will report to, and is ultimately accountable, to the Board.
* At all Board meetings, the Committee will provide an update to the Board (including updating the Board on any previous Committee meeting, Committee business and any recommendations, advice and any relevant matters that should be brought to the Board’s attention). This update is in the form of a formal written report for those Board meetings subsequent to a Committee meeting.
* The Committee must advise the Board between Board meetings if a matter is urgent and/or serious.
* The Board will be provided with all minutes of Committee meetings;
* The Committee shall make a statement and provide an overview of its activities in the Annual Report.
* The committee will report back to Board on areas or issues requested by Board.
* The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year, progress with the work programme and the outcome of its self-effectiveness review. This Report will be timed to support finalisation of the organisation’s annual report and financial statements.

Review

This Terms of Reference is approved by the Board and reviewed by the Board regularly / annually.

1. Committee should be supported by a secretary and this may be a role for staff member, where the organisation employs full or part time staff or for a non-executive/ volunteer board or committee member if that is appropriate given the scale and structure of the organisation. [↑](#footnote-ref-1)