

TUG OF WAR IRELAND HANDBOOK

For Directors & Board Members

Tug of War Ireland (Company)

Approved by the Board on [] 2020¹.

BACKGROUND

This document clarifies the roles and responsibilities of Board and sub-committee members.

It should be read in conjunction with the Constitution and any other relevant rules and terms of reference of any other sub-committee (To be finalised and approved by the Board of Tug of War Ireland)

OVERVIEW

If you are a Director, or if you are about to become a Director, it's important to know your responsibilities. Company directors' responsibilities are wide and diverse. The Office of Director of Corporate Enforcement (ODCE) explains Directors statutory duties as follows:

- Duty to maintain proper books of account
- Duty to prepare annual accounts
- Duty to have an annual audit performed
- Duty to maintain certain registers and other documents
- Duty to file certain documents with the registrar of companies
- Duty of disclosure of certain personal information;
- Duty to convene general meetings of the company
- Duties regarding transactions with the company
- Directors' common law duties can be summarised into three principles:

Directors must exercise their powers in good faith and in the interests of Tug of War Ireland as a whole. Directors are not allowed to make an undisclosed profit from their position and must account for any for all Expenses Incurred. Directors are obliged to carry out their functions with due care, skill and diligence.

The principal function of the Board is to create and monitor a strategy for the day-to-day running of Tug of War Ireland and to take full responsibility for the implementation of that strategy

The Board shall ensure the effective running of all Committees. All Committees shall report to the Board. The Board shall consider reports and/or minutes from all active Committees and Provincial Board Committees and make proposals to the AGM to improve the Company's Objectives/Efficiency. The Board shall discussed any reports under Any Other Business at the end of its meetings.

Composition of the Board (See the Constitution for how the Board is formed)

¹ The Board has the power to amend this by agreement of the Board.

BOARD - ROLE AND RESPONSIBILITIES

1. **Chairperson / President**

- Leadership of the Association
- Guiding/supporting Directors & Board members in implementing Company strategic policies.
- Building consensus
- Strategic planning
- Clear understanding of Tug of War Ireland and future strategy
- Company Compliance of any & all statutory Obligations
- Annual Report to the A.G.M
- International Liaison officer (TWIF Delegate)
- Company Risk Control Management.

2. **Treasurer**

- All Company finances, spending and bank accounts;
- Monitor the financial results and the performance to budget
- Prepare and review budgets prior to submission to the Board & AGM
- Approve financial policy and protocols
- Liaison with Sport Ireland & other Stakeholders
- Make recommendations to the Board on specific financial matters including tax issues and sponsorship funding, Fixtures & Events.
- Make recommendations to the Board about securing loans from the appropriate bodies
- Recommend the Company. auditors to the Board

3. **Secretary**

- Attendance Record & Minute taker at all Board Meetings
- Custodian of All Company records
- Register of Members
- Responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines.
- Act as a sounding board and advisor to the President & Board
- GDPR Compliance (Company Data Protection Liaison)

4. **PR/ Commercial Officer [Member Representative Officer #1]**

- Promote Tug of War Nationally (All Levels)
- Help Company grow revenues
- Sits on Finance and Commercial Committee
- Growth of sport in Ireland
- Build a profile of the Sport through local & Social Media
- Representing grass roots members as a whole (i.e. not one particular section) in the context of implementing the Board's strategy and promoting the sport as a whole
- Development of the sport in Ireland

5. **Development Officer [Member Representative Officer #2]**

- Community & Participation Programs
- Coordinate Provincial Development Officers
- Club Structure Development
- Primary & Secondary schools Program Development
- Representing grass roots members as a whole (i.e. not one particular section) in the context of implementing the Board's strategy and promoting the sport as a whole

6. **Independent Officers x 2**

- May be co-opted to the Board by agreement of the Board
- Will have an expertise in a skill set identified by the board (e.g. Finance, Legal etc.)
- Provide independent insight on strategy
- Oversight on Policy Decision Making
- Enhance Governance

*Note: Any person that decides to go forward for election to the Board at AGM must (i) meet with existing Board members in advance of that AGM to discuss the Board Handbook and the roles and responsibilities required of each Board member; and (ii) give a brief outline of their skills and experience to the members at the A.G.M.

CODE OF CONDUCT FOR DIRECTORS

Tug of War Ireland Values

As a board member of Tug of War Ireland to abide by the fundamental values that underpin all the activity of this organisation by:

- Presenting a professional image to all Stake holders, and service users
- Creating open, honest and supportive working relations
- Promoting collective working to support and promote the Sport of Tug of War
- Respecting office procedures and policies
- Supporting and promoting principles of equality and diversity
- Respecting confidentiality of information and procedures
- Giving volunteers the same respect and support as staff members
- Additionally, I agree to the following points:

Law, Mission, Policies

- I will not break any law or regulations in any aspect of my role as a member of the Board.
- I will support the objects of the Company as listed in its Memorandum and consider myself its guardian.
- I will abide by all Company Policies.

Conflicts of interest

- I will always strive to act in the best interests of the organisation.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I acknowledge and agree to adhere to the provisions of the Constitution regarding potential conflicts of interest.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as a Board Member/Officer.

Protecting the organisation's reputation

- I will not speak as an Director/Committee Member of this Company to the media or in a public forum without the prior knowledge and approval of the Chairperson of the Board.
- When I am speaking as a Director/Committee Member of this Company, my comments will reflect current organisational policy even when these do not agree with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of Tug of War Ireland and Membership.

- I will respect organisational, Board Members and individual's confidentiality.
- I will take an active interest in the Company's public image, noting news articles, books, television programmes and the like about the Sport of Tug of War, organisations or about important issues for the organisation.

Personal gain

- I will not personally gain materially or financially from my role as an Officer/Board Member, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality without prior consent of the Chair or Board.
- I will use Tug of War Ireland Resources responsibly, when authorised, in accordance with procedure.

At Board /Committee Level

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the Membership of Tug of War Ireland
- I will abide by the Company's. governance procedures and practices
- I will strive to attend all board meetings, giving apologies ahead of time to the Chair or Secretary if unable to attend.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or board to speak of it.

Enhancing Governance

- I will participate in induction, training and development activities for Board/Committee Members.
- I will continually seek ways to improve board governance practice.
- I will strive to identify good candidates for membership of the board and appoint new board members on the basis of merit.
- I will support the All Directors in his/her executive role.

Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the board of the Tug of War Ireland.
- Should I resign from the board I will inform the Chair in advance in writing, stating my reasons for resigning.

Board Meetings Attendance Policy

- This policy is intended to support the full contribution of all board members. This policy will not apply to long term sickness or unavoidable absences caused by attendance at other meetings on behalf of Irish Tug of War Ireland
- An attendance problem occurs if any of the following conditions exist in regard to a member's attendance to meetings:
 - (i) The member has 2 un-notified absences in a row ("un-notified" means the member did not call ahead in a reasonable timeframe to contact the Chair or Secretary by email before the upcoming meeting to indicate they would be absent from the upcoming meeting).
 - (ii) The member has three notified absences in a row.
 - (iii) The member misses one third of the total number of board meetings in a twelve-month period.
- If a board-attendance problem exists regarding a member, the Chair of the Board will promptly contact the member to discuss the problem. The member's response will promptly be shared by the chairperson with the entire Board at the next available meeting. In that meeting, the committee will decide what actions to take regarding the member's future membership on the Board, having regard to the provisions of the Constitution and the complaints and disciplinary rules.