



BOARD SUBCOMMITTEE TERMS OF REFERENCE

The Governance Committee

1. Composition

The Committee will be chaired by a company director appointed by the Board and will be comprised of at least two directors. At its discretion, the Committee may co-opt up to two additional independent members whose requisite skills and experience are required. The Committee will advise and make recommendations to the Board, but is subordinate to the Board.

2. Appointment

The Chair is appointed annually by the Board of Rowing Ireland following the AGM. The members of the committee are appointed by the Chair who will ensure that members have a particular interest in governance.

3. Purpose

The purpose of the Committee shall be to evaluate and develop governance functions within Rowing Ireland.

4. Functions

- 4.1 To ensure that the Governance Sub-Committee and the Board of Directors understand and are compliant with their corporate governance duties.
- 4.2 To ensure that Board Members and the CEO fulfil their roles in a manner that conforms to their responsibilities to behave ethically.
- 4.3 To accept on behalf of the Board any conflict of interest issues from the CEO or senior staff in relation to an employee, where an actual or perceived conflict could negatively impact upon the reputation of the company.
- 4.4 To work to ensure that the company's corporate governance arrangements are effective and robust.
- 4.5 To receive information and reports from the CEO indicating the nature and levels of compliance with Governance Code principles and governance requirements.
- 4.6 To ensure that the system for managing gifts and hospitality offered and received by Board Members is effective.
- 4.7 To liaise with professional advisors (if necessary) when undertaking periodic reviews of corporate governance procedures, protocols, board structure, delegated powers and authority.



- 4.8 To identify, recruit and support the induction of new board directors in accordance with the terms set out in the company's constitution.
- 4.9 On an annual basis, to evaluate and assess Governance Sub-Committee performance, including procedures, Terms of Reference, effectiveness and membership.

5. Meeting Frequency

The Committee will hold a minimum of two meetings per annum as determined by its Chairperson, based on the Chairperson's view of the role and responsibilities of the Committee. No meeting of the Committee will be valid unless there is in attendance a quorum of two board directors. The Committee will invite other parties to attend its meetings as and when necessary.

6. Board Reporting Frequency

The Committee will report to the Board of Directors on the outcomes of its work. The responsibility for such reporting will fall on the Chairperson of the Committee, who may delegate this responsibility to another Committee member as appropriate or necessary. The Board will review the work of the Committee on an annual basis. The Board of Directors will provide sufficient resources to permit the Committee to satisfactorily perform its functions.

The Committee will report twice per annum and their report should contain the following:

- Dates of what meetings have been held and attendance
- Plan of activities and objectives for the year
- Summary of activities since the last report
- Any actions requiring Board attention

7. Membership

Chairperson: (to be appointed by the Board at the first meeting after the AGM):

Approved by Board 24.10.2017