



Weightlifting Ireland
Board Handbook
2020 – 2024

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Introduction to Weightlifting Ireland

Our Mission

Weightlifting Ireland has a mission to support and develop athletes of all ages and abilities and to contribute positively to increasing physical activity levels across the entire population in the island of Ireland.

Our Vision

Weightlifting Ireland is an athlete-centred organisation, committed to the promotion of all forms of Olympic Weightlifting in Ireland. Our brief spans participation events, at all levels and ages, including under-age, senior and master, with athlete welfare as a primary concern. We have a commitment to enhancing our coaching structure to support athletes of all abilities, with a particular emphasis on the Development and progressing to Performance level and to ensuring that our administrative structures are efficient, responsive to our members and managed in line with the best principles of good governance.

Our Values

- Being Athlete centred from our youngest to our oldest, from those who show development promise to those already competing internationally and those who join recreationally.
- Being Transparent and Responsible in our governance, our coaching, our competitions and in our promotion of athlete Safety and Welfare.
- Being Visionary in the development of partnerships, in educational and physical activity programmes, showing leadership in our sport and in society.
- Being Systems-Focused in incorporating excellence, integrity, and collaboration across the organisation.

Organisational Values

As a Board member of Weightlifting Ireland (W.I.), I promise to abide by the fundamental values that underpin all the activities of our organisation.

Accountability

Everything W.I. does will be able to stand the test of scrutiny by members of the public, the media, members, beneficiaries, stakeholders and the regulatory authorities.

Integrity and Honesty

These will be the hallmarks of all conduct within W.I., particularly when dealing with colleagues (Board and staff) and external individuals and agencies.

Transparency

W.I. will strive to promote an atmosphere of openness throughout the organisation in order to promote confidence to members of the public, staff, beneficiaries and regulators and to promote strategic and operational effectiveness.

Governance Code

I will support W.I.'s adoption of, and compliance with, the Governance Code for Sport and the Governance Code for Community, Voluntary and Charitable organisations and its associated implementation actions.

Law, Mission, Policies

In my role as Board member, I will not break the law or act against any regulation in force.

I will support the organisation's mission and actively promote it.

I will abide by organisational policy and procedure.

I will seek to maintain and promote integrity, good governance, effectiveness and efficiency for the delivery of the organisation's mission.

Conflicts of Interest

I will always act in the best interests of the organisation.

I will inform the Board of any actual or potential conflicts of interest and act in accordance with the Board's judgment on such situations.

Guardian of the Organisation's Reputation

A Board member may not speak as a Board member to the media or any public forum without the prior knowledge and approval of the President /Chairperson or Secretary.

When speaking as a private citizen a Board member must uphold the reputation of the organisation and those who work and volunteer for it. A Board member must respect organisational, Board and individual confidentiality.

What are the Commitments to be a W.I. Board Member?

- A commitment to work for W.I. on behalf of its members and stakeholders.
- Attendance at the Annual General Meeting.
- Attendance at meetings of the Board.
- A willingness to actively participate in events and serve on a subcommittee of the Board when required;
- To prepare for and participate in the deliberations and discussions of the Board (including reading minutes and other reports);
- To be aware of, and abstain from, any conflict of interest;
- A time commitment of approximately eight (8) hours per month (including Board preparation, meeting and committee meeting time).

Key Responsibilities

- Govern the organisation by predefined policies and objectives and in a transparent manner;
- Ensure that the company is legally compliant and is run in accordance with its own rules and objectives;
- Determine the organisation's mission and purpose;
- Provide strategic leadership;
- Provide continuity for the organisation;
- Acquire sufficient resources for the organisation;
- Monitor and review the performance of the company against its strategic plan and financial objectives;
- Account to ensure the organisation remains accountable to its members and other stakeholders;
- Support the President / Chairman and review their performance;
- Ensure effective organisational planning and management of resources;
- Enhance the organisation's public image;
- Assess the Board's own performance;
- Ensure the Board's continuity, succession and training needs are met.

Compliance

W.I. is compliant with *The Governance Code for Sport*. Details available from www.sportireland.ie/governance

W.I. adheres to the guidance of *Children First: National Guidelines for the Protection and Welfare of Children* available from www.tusla.ie and the Code of Ethics and Good Practice for Children's Sport for Sport Ireland. W.I. has implemented policies to ensure compliance with other legal requirements in relation to company law, data protection etc.

Board Operations

W.I. is governed by a volunteer Board of Directors: the role, responsibilities, expectations and supports for the Board and its members is laid out in this handbook. This is provided as a resource to all Board members and all those thinking of putting themselves forward for Board membership.

Professional Advice

Individual Board members will have reasonable access to independent professional advice (for example: financial or legal) where they think it necessary to fulfil their responsibilities. Note, all expenses for professional services must be approved by the Treasurer.

Board Meetings

The Board of W.I meets at least 5 times during the year. The quorum for Board meetings of three to transact business. Items discussed at Board meetings where a quorum is not present may not be included in the minutes of the following meeting. Questions arising shall be decided by common consent or a majority of votes. The President and Secretary must be in attendance if only a quorum is available.

Board Attendance Policy

W.I. places great emphasis on the strategically important role of Board members in ensuring best practice in governance. It is important for Board members to understand and fulfil all the requirements of a Board position as to do otherwise would mean that others are potentially blocked from having a Board role that they might be very interested in. It is the expectation of W.I. that all Board members will attend all Board meetings. The attendance by Board members at all Board meetings and subcommittee meetings will be published annually in the annual accounts and will be the subject of annual review by the Board at its annual self-assessment meeting. In the event of unavoidable inability to attend a Board meeting, apologies must be sent to the Secretary. In this case, Board members must undertake to read all meeting materials in advance about any item requiring a decision.

Board members should note that if they miss three or more meetings in a 12-month period without due cause, the agreed policy is that they will be asked by the Chairperson to resign. It is the Board's view that all Board places should be filled by people who have the ability to fulfil all the requirements of the role.

Board Expenses

W.I. Board members shall be entitled to mileage for attendance at W.I. Board meetings and execution of other approved duties for W.I., currently at a rate of €0.40c / mile.

Board Induction

All new W.I. Board members shall receive an induction from, at least one Board member and the President / Chairman.

Induction Process

Discussion and questions by the new Board member are allowed at any point. As a minimum requirement, the following topics must be covered:

- W.I.'s Mission and Vision
- A brief history of W.I.
- Activities and resources
- Organisation Structure
- Strategic Plan
- W.I. Code of Ethics and Child Safeguarding Plan

Resources to be Provided

These will be provided as soft or hard copies as desired by individual directors.

- W.I. Board Handbook
- The Governance Code; refer to www.sportireland.ie/governance
- W.I. Strategic Plan and Year Operational Plan
- W.I. Constitution.
- Most Recent Audited Accounts
- Minutes of the last AGM
- Children First 2017: National Guidance for the Protection and Welfare of Children
- W.I. Code of Ethics and Child Safeguarding Plan

Child Protection

All Board members within a three-month timeframe will be vetted by Weightlifting Ireland and provided with Child Safeguarding briefings and training.

The Role of the Board

The Board is responsible for all the activities of the governing body, and it is accountable to the membership at the AGM and Congress. These responsibilities can be divided into seven main areas:

1. To **govern** the organisation through the proper administration of its affairs
2. To provide **leadership** for the organisation
3. To plan the **strategy** for the development of the organisation
4. To establish **partnerships** with other organisations who can help develop the organisation
5. To manage the **people** involved in running the organisation at the national level
6. To **implement** the strategic plans for the organisation and monitor their progress
7. To ensure a realistic programme of **participation and performance in the organisation** as a consequence of the previous six responsibilities.

Governance

The Board is responsible for ensuring that the activities of W.I. conforms to the rules of the company (constitution) and is consistent with national legislation and best practice. An effective Board will regularly review its own performance to ensure that it has the best composition, is fully representative of the membership, works well with the professional staff and volunteers, and reaches decisions in an efficient manner. The Board of W.I. must ensure that the most appropriate legal structure for carrying out its various activities is in place, and it protects the interests of the members.

Planning the strategy

The role of an effective Board is to operate at a strategic level, planning for the future development of the organisation. The Board should monitor current trends within the organisation by engaging with its stakeholders and carrying out research and consultations with all those directly involved. Using these findings as a basis for discussion, the Board should use the development planning process to define the vision for the organisation and draw up 4-year plans to determine the direction of the organisation. This strategic plan will help secure grant aid and other funding and it will guide the work of the Board throughout the period. The plan needs to include specific targets and timescales, broken down into annual stages which can be regularly reviewed by the Board. The Board should communicate regularly with its stakeholders so that they understand the decisions being made and have opportunities to contribute their views.

Establishing partnerships

An important part of the Board's responsibilities is to work in partnership with your members, clubs, funders, sponsors, and other organisations sharing similar aims. Before opening discussions with other groups, the Board should develop its own partnership principles clarifying the purpose of partnership, what is open for negotiation, and the respective power of the various parties involved. As part of this process, the Board should identify its own core strengths which it is contributing to any partnership and which are likely to make it an attractive partner to others.

Managing people

People are your most valuable asset in the organisation and the Board plays a key role in ensuring that everyone makes the most effective contribution to the overall success of the organisation. The Chairman, appointed by the Board, will manage the professional and volunteer staff to carry out the day-to-day activities and implement the policies and guidelines of Weightlifting Ireland and work with the volunteers to run competitions and events, coach, and train athletes, and run the programmes for the association. Both professional staff and volunteers will work better if the Board ensures that it recruits, retains, and rewards the right people. A key factor is the Board's ability to "get the best" from its professional staff, volunteers, and members through the recognition of individual contributions. This can be achieved through the development of consistent and fair policies and procedures that apply equally to both staff and volunteers.

Providing leadership

The Board is in a unique position to demonstrate leadership within the association through all its functions. By its style and through its activities, the Board sets the tone and direction for the future development of the association. Whilst these outcomes are often incidental consequences of the way in which the Board operates, there are several aspects over which the Board can take direct control. In line with its responsibilities for planning strategy, the Board should be engaged in 'big picture' thinking, rather than immersing itself in operational detail and minutiae.

Implementing the plans

Strategies, policies, and procedures do not turn themselves into results of their own accord. Some Board members will be directly involved in implementing these plans, but many will be undertaken by the volunteers, clubs, and individual members. The plan itself is only a paper document; the real proof comes from the targets and milestones reached in implementing the plans, and translating them into tangible outcomes in clubs, schools, competitions, and the national teams. The Board's task is to break down the plans into practical steps, monitor their implementation, and provide additional support when necessary. Ensuring proper systems are in place is critical to achieving success in this area.

Ensuring participation and performance

If the Board is effective in fulfilling the previous six responsibilities, there will be a thriving programme of organisations activities at every level from grassroots to elite. The priorities for the Board are determined by the strategic plan, which in turn has helped to secure the necessary funding. The professional staff and volunteers should understand and enjoy their respective roles. A range of partners are working to support the association in achieving its goals. Progress is routinely monitored, and adjustments made where necessary. And operational problems are either forestalled by the widely accepted standards of behaviour or dealt with through the smooth-running complaints and disciplinary mechanisms.

Order of Business

- Business shall follow the order of the agenda unless there is agreement to change the order by a majority of two-thirds of those present.
- A member can include an item for discussion on the agenda under Any Other Business.
- The minutes and reports of sub-committees shall normally be circulated in advance of Monthly Meetings or be presented by the relevant Sub-Committee Chairperson; such minutes and reports shall be in writing.
- Points of information may be raised at any time if the speaker holding the floor accepts them.
- Points of order may only be raised to question the procedure of the meeting. The Chairperson shall deal with them.

Speeches

- Members shall always address themselves to the Chairperson (Board meetings).
- Any member wishing to speak shall raise his/her hand. When two or more members wish to speak the Chairperson shall normally call upon the member whom he/she first observed. (Board meetings).
- No speech shall be permitted that is not relevant to the business of the meeting or to a point of order or information.
- In the event of a dispute as to the relevance of a speech the Chairperson shall decide, and this decision shall be final.

The Board in Operation

The importance of meetings

The Board carries out its duties primarily through meetings, hence it is vitally important that those meetings are as effective as possible. This section provides guidance on running effective meetings in general and looks at matters of Board recruitment and induction.

Planning meetings

Some issues will need to be addressed by the Board at every meeting, while others only occur at intervals. It is worth investing some time in developing a calendar of 'business' that crops up at certain times throughout the year. This could include the following:

- agreeing the annual work plan
- planning the AGM
- receiving the accounts
- agreeing the budget
- making reports to funding agencies
- producing the annual report
- reviewing policies and procedures.

Agenda preparation

A well-prepared agenda goes a long way towards ensuring a successful meeting. Each item should clearly relate to the governance responsibilities of the Board. It is also very helpful if the agenda indicates the purpose of each item. In other words, is this item for information, for discussion, for decision, for approval/ratification or for the record? This level of clarity in the agenda can save a lot of time spent in fruitless discussion. It also helps the Chairperson to time each item and reduces the likelihood of the meeting running over its allotted time. It is important to be realistic in allocating time for agenda items. Substantial issues, such as the consideration of the strategic plan, could be dealt with over a number of meetings. In addition, each member needs to know how to get items on to the agenda. This may involve sending a written paper to the Chairperson and Secretary before the meeting, or merely informing them verbally. Alternatively, new items may be introduced as 'any other business' at the meeting itself, although it is preferable to reserve this option for urgent matters.

The agenda should be sent out to members of the Board with any accompanying papers, at a reasonable interval before the meeting.

What should minutes contain?

The Office of the Director of Corporate Enforcement states that for all official meetings of incorporated associations, at a minimum, the following information should be recorded:

- Date (including year), time and location of meeting.
- Names of directors and company secretary present at the meeting (are you quorate for the whole of the meeting; that is, do you have sufficient people in order to make decisions legally? – see your constitution/memorandum and articles of association).
- Names of persons who have given their apologies for non-attendance.
- Name of person chairing meeting (usually the Chairperson).
- Names of other persons in attendance and in what capacity they are attending (for example, a visitor or staff member presenting on their work).
- Approval of minutes from the previous meeting, including any corrections requested.
- Signing of these minutes by the Chairperson, certifying that the minutes are an accurate reflection of the proceedings at that meeting.
- Title and author of any papers tabled.
- Details of any conflicts of interest declared and what action was taken as a result (not taking part in discussions; abstaining from voting; or absenting themselves from part of the meeting).
- Although it is acceptable to summarise discussions, the overall contributions to discussions made by individuals should be noted, especially if there is disagreement about certain matters.
- Proposals put to the vote and the names of persons proposing and seconding them (Some community and voluntary groups prefer to operate by consensus and if agreement is reached by consensus that should be minuted. For incorporated associations, it is wise to retain the right to decide by vote if other avenues are exhausted.)
- Results of any votes taken (make sure you know who is entitled to vote and what majority, if any, is needed to carry decisions – see your constitution/memorandum and articles of association).
- Details of any delegations of authority should be noted
- The agenda (each item numbered for easy reference) for the meeting should be attached to the minutes.

Decision-making

Not all items at a Board meeting require a decision to be made. Some items will be for information only while others require input into a discussion without necessarily making a decision. Decision-making in any type of meeting is notoriously difficult. It is one of the most important responsibilities of the Chairperson to help the meeting come to a decision if that is necessary. If so, it will speed the process up if it is possible to identify options and pros and cons before the meeting and include this material in the papers for the meeting. There is a balance to be struck in terms of the amount of reading material given to Board members before the meeting. Too little information may fail to clarify the issues, whilst too much information is impossible to digest. Getting the balance wrong increases the risk that the meeting will merely rubber-stamp the decisions that have in effect been taken in advance of the meeting. It is essential that the Chairperson works together with the Secretary to plan meetings so that the opportunity for informed decision-making is maximised, as it is the Board as a whole that carries the ultimate responsibility for decisions taken.

It is important that enough time is scheduled at the meetings for the necessary discussion to take place. Depending on the complexity and/or importance of the issue, it might be necessary to give the item a slot at two consecutive meetings, allowing for an exploration of the issue at the first meeting and an examination of the options and a decision to be taken at the second. The role of the Chairperson is crucial here in keeping track of the process so that people do not make decisions too quickly if more analysis is needed, or conversely, restate their opinions repeatedly when a decision should be taken. At some point the Chairperson will need to summarise the discussion and 'test out' the option that they think the meeting favours. If the meeting has reached a deadlock, the Chairperson may need to put the decision to the vote, with the Chairperson usually having a second and casting vote.

Roles of the Officers

Role of the Chairperson

The Chairperson chairs Board meetings and is responsible for the management of the meetings. Exercises control over proceedings, making judgements where issues of division arise regarding proceedings and keeping the meetings relaxed and constructive. This would involve giving all sides a reasonable opportunity to express their views, making sure that only one person speaks at a time and avoiding repetition of facts and arguments.

The Chairperson should be:

- Well informed of the activities of W.I. and the current financial position
- Able to represent the W.I. at local, regional, and national level
- Able to chair committee and general meetings
- Well informed about the agenda of the meeting and the items to be covered
- Able to ensure that the agenda is followed, that all business is completed and that all decisions are understood and recorded.
- Able to keep a debate focussed and avoid deviations
- Able to ensure that planning and budgeting are carried out in accordance with the wishes of the members.
- Unbiased and impartial and if personally involved in a matter, then prepared to give up the chair during that particular discussion.
- A good listener who is able to summarise the main points of a discussion
- Diplomatic and helpful and able to get the best out of the other members
- Able to keep the harmony of the group even where there is disagreement

Role of the Secretary

In Weightlifting Ireland, the Secretary also fulfils the role of the Company Secretary with the support of board members. The Secretary is the principal administrative officer and provides the link between the members, the executive committee and outside agencies and stakeholders.

The Role of the Treasurer

The Weightlifting Ireland Treasurer is responsible for the safe keeping of the accounts and also the collection of subscriptions, depositing monies, paying the bills, issuing receipts, preparing year end accounts and keeping up-to-date records of all financial transactions. The treasurer must not commit the Federation to any expenditure for which prior approval has not been given. Statements should be obtained every month to check all transactions. All deposits and payments should be made as soon as possible.

Code of Conduct for Board and Committee Members

Integrity, Equality and Dignity

Weightlifting Ireland values the contribution, commitment, and skills of all its volunteers and officials. It is committed to ensuring a safe and fair environment for all. This is accomplished by adherence to the W.I., IWF and EWF, Sport Ireland Code of Ethics.

A volunteer is defined as a person engaged in voluntary activities on behalf of Weightlifting Ireland, its regions, counties, and clubs. Volunteers participate in coaching and administration at club, county, regional and national level. It is acknowledged that officials give freely of their time and are required to follow the guidelines set out in the Code of Ethics.

Weightlifting Ireland is committed to the principles of the Employment Equality Act, 2004, which prohibits discrimination on the following grounds: Gender, Civil Status, Family Status, Sexual Orientation, Religious Belief, Age, Disability, Race and Membership of the Traveller Community.

Weightlifting Ireland recognises that each volunteer has a unique contribution to make and seeks to develop the full potential of all its volunteers. Weightlifting Ireland is committed to a policy of treating all volunteers with dignity and respect and providing a safe environment which is free from harm including all forms of bullying, harassment.

Bullying and all forms of harassment are unacceptable forms of behaviour which:

- may be illegal
- will be regarded as gross misconduct

All complaints of bullying and harassment will be taken seriously, dealt with promptly, sensitively and in a confidential manner, consistent with ensuring fairness and the principles of natural justice. A complaint of bullying, harassment or sexual harassment may, following investigation, lead to disciplinary action and/or referral to the statutory authorities.

Complaints Procedure

Bullying and harassment are unacceptable forms of behaviour which can seriously affect the wellbeing of volunteers. They will not be tolerated, whether they are aimed at other employee's / clients / customers / associates / volunteers of Weightlifting Ireland or members of the public. Complaints about such behaviour will be dealt with under Weightlifting Ireland's disciplinary committee.

Board Conflict of Interest and Conflict of Loyalty Policy

This policy document addresses how the W.I. Board will deal with conflicts of interest and conflicts of loyalty when they arise. It provides clarity to:

- individual Board members about the behaviour expected from them on such occasions;
- the Board, as to how it should address any declared or perceived conflicts should they arise;
- the Chairperson as to his / her role in the process;
- members and other stakeholders, because it provides information about how the Board addresses these types of conflict.

It is acknowledged that conflicts of interest and conflicts of loyalty will arise from time to time for Board members and that this is normal. This policy has been developed to provide assurance for, and clarity to, all concerned and that there is a clear way of addressing such conflicts when they arise.

This policy also applies to all subcommittees of the Board whose memberships will also include non-Board members.

Definitions

The following definitions for the two terms are provided in the Glossary to the Governance Code for Community, Voluntary and Charitable Organisations and this policy is based on those definitions:

Conflict of interest

A conflict of interest arises when a Board member's private interests compete with their professional duties. A conflict of interest may arise, for example, if a Board member influences the awarding of a contract to a company owned by a family member. It is legal to award a contract to the best qualified company, even if that company is owned by a relative, but that Board member could not be part of the decision-making process. This would be a conflict of interest because their own family would benefit financially from this position. A conflict of interest can also happen in relation to connections the Board member might have that are unrelated to family connections, but to do with others with whom he / she may have a business connection.

Conflict of loyalty

A conflict of loyalty is where a Board member may be involved in Board decisions and may be (or perceived to be) potentially influenced by considerations other than the best interests of the organisation. This might happen when the Board member has come onto the Board as a nominee of a particular group e.g., members in a particular county, a funding body, beneficiaries, or staff. This situation may possibly cause the Board member to think that they should act in the interests of the grouping that nominated them. However, in all cases, regardless of how they got onto the Board of directors, all Board members should act in the interests solely of AAI rather than acting in the interests of the grouping that nominated them. Conflicts of loyalty may be sufficiently serious to amount to conflicts of interest.

Statement of Policy

Conflicts of interest and conflicts of loyalty will arise from time to time, and this is normal. When they arise, they are to be dealt with as outlined in this policy.

- A register of Director's interests shall be kept at the W.I. office outlining other companies / organisations to which Directors are affiliated including organisations that they represent or that have nominated them to the Board of W.I. or subcommittees.
- Each Board member must familiarise themselves at their induction with the definitions of conflicts of interest and loyalty as provided for here and with this policy.
- At a Board meeting, each Board member, and anyone else present, must say if they believe they have a conflict of interest on a matter to be decided at the meeting. Unless the Board decides otherwise, they must leave the room when the Board is discussing or deciding on that matter. The person concerned will subsequently be told what decision was.
- All conflicts of interest and the outcome will be recorded in the minutes for that meeting.
- At a Board meeting, each Board member, and anyone else present, must say if they believe they have a conflict of loyalty on a matter to be decided at that meeting. If the Board decides that this is sufficiently serious so as to be a conflict of interest, then it will be addressed as per the policy for conflict of interest which is outlined in this document. However, in most cases, the Board will decide that the potential conflict of loyalty, as expressed by a Board member, does not warrant the Board member's absence, i.e., it is not serious enough to be a conflict of interest. In this case, the statement of the potential conflict of loyalty and the outcome of the brief discussion on it will be recorded in the 'Register of Directors' Interests'

Governance Stewardship

Purpose / Role of the Governance Steward:

The role of the W.I. Governance Steward (G.S.) is to oversee compliance with the Governance Code ('the Code'), and review and/or draft all associated policies, procedures and guidelines, for approval by the Board of Directors of W.I. ('the Board'). The G.S. will also make recommendations and consult with the Board on implementation of the Code (particularly in relation to resources). The G.S. was agreed in May 2019 by the Board.

The G.S. is also responsible for reviewing the Governance Code requirements on an annual basis, by means of a report for approval the Board and alerting the Board in a timely manner to any relevant issues (e.g., national developments) as they arise and making recommendations as appropriate.

Accountability:

The G.S. will review the Boards self-documented strategic plan report and governance compliance progress at each quarterly Board meeting.

Review:

Once the compliance of the Governance Code is met, the G.S. will review its terms of reference and its work on a biannual basis.

- **2023 Target - Chief Executive Officer's Reports to the Board**

In order that the Board is well informed, and the history of the company's activities is maintained, the Chief Executive Officer prepares a Report for each Board meeting of the year.

- In addition to current activities and progress, this is a report on the progress of the strategic plan.
- Matters for which there is no new information are retained as headings with "nothing to report" or as appropriate.
- Outstanding items can remain in the report until resolved or deliberately removed.

The Report includes:

- A report from the Chairperson on their activities and / or concerns in relation to the organisation's performance;
- Reports on current fundraising activities and recent funding decisions / outcomes;
- Reports on activities completed since the last Board meeting;
- The progress of planned and ongoing activities, including any concerns that have arisen;
- Useful information in relation to other organisations and / or individuals that may affect the work of W.I. (e.g. new programmes by related organisations);
- Progress of compliance with legal and funders' obligations and any matters of legality or compliance that are likely to affect the operations of the company;
- Any significant new risks the company is exposed to and steps taken to ameliorate those risks;
- Annually, a report on the current financial position of the company and outlook once the decision of our primary funder, Sport Ireland, is known.

In addition to the CEO report, the following financial information shall be supplied by the Chief Executive Officer to the Board for each Board meeting:

- Income and expenditure for the period since the last Board meeting broken down by categories;
- A projection of the cash position of W.I. at the end of the current and following funding periods;
- Notes on any items of income and expenditure that are outside the norm or of particular interest;
- Final / interim outcomes of any activities that have been completed in the period since the last meeting or for which the outcome has been finalised in that time;
- Annually, following the end of the calendar year, a report on income and expenditure for the previous five (or more) years broken down by category including specific figures related to organisations for whom W.I manages money, percentages of earned income and Sport Ireland grants in relation to total income and estimates of benefit-in-kind received by the company.
- Annually, following the completion of the audit (in January on a December 31st financial year end), a report on income and expenditure for the previous five (or more) years including percentages of earned income and Sport Ireland grants in relation to total income and audited figures of benefit-in-kind.

Target 2023. Division of Responsibilities between the Chairperson and the Chief Executive Officer

Chairperson's Responsibilities

- To chair meetings of the Board;
- To finalise the agenda for Board meetings and when necessary liaise with the Chief Executive Officer regarding any follow-up work;
- To act as a link person between the Board and Chief Executive Officer;
- To be responsible for annual appraisal of Chief Executive Officer;
- When necessary, to speak on behalf of the Board. (W.I. official spokesperson is designated to be the Chief Executive Officer but, on occasion and with agreement the Chairperson may need to be the spokesperson. All public statements to be made within agreed policies and parameters as set down by the Board.)
- To be responsible for formation of subcommittees of the Board and is an ex-officio member of any such sub-groups;
- Oversight of succession planning for Board members;
- To ensure adequate operational support for Chief Executive Officer and other personnel

Chief Executive Officer's responsibilities (with respect to Board Matters)

- The Chief Executive is responsible for the management of the professional staff employed by Weightlifting Ireland.
- To develop draft agendas for Board meetings (for approval by the Chairperson);
- To ensure relevant and appropriate materials for all Board meetings and subgroup meetings are prepared and circulated in a timely manner in advance;
- To ensure that any follow-up actions from Board meetings are implemented and to report as necessary;
- To act as a link person between the Board and the Staff;
- To attend subcommittee and Board meetings (unless specifically requested not to do so from time to time);
- To implement the operational aspect of Board succession planning as delegated by the Chairperson;

Legal Duties of the Board

Under common law directors occupy a fiduciary role in relation to companies. Directors are required to act in good faith in the interests of the company and this duty is owed to the company as a whole rather than to the individual members of the company. The equitable and common law principles relating to directors' duties are specified and codified in Part 5 of the Companies Act 2014 (hereafter the "Act") and became effective as of the commencement of the Act on 1 June 2015.

Directors' duties

Before the Act, the fiduciary responsibilities of directors, including the duty of skill, care and diligence, were derived from common law, various statutory instruments and legislation. The definition of director under the Act has been extended to include de facto and shadow directors i.e. those not officially appointed but nonetheless acting as directors or those influencing the decision making of the Board of directors. The result of this expanded definition means that all forms of director are now bound by the duties of directors enshrined in Part 5 of the Act.

Fiduciary duties

Fiduciary duties are set out in Section 228 of the Act and provide that a director must:

- act in good faith in what the director considers to be the interests of the company;
- act honestly and responsibly in relation to the conduct of the affairs of the company;
- act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law;
- not act unless permitted by the constitution or approved by resolution;
- not use the company's property, information or opportunities for his or her own or anyone else's benefit;
- not agree to restrict his/her power to exercise an independent judgment;
- avoid any conflict between his/her personal interests and company duties;
- exercise the care, skill and diligence of a reasonable person with the knowledge and experience which he/she has and which may reasonably be expected of a person in his/her position;
- in addition to the general duty, to have regard to the interests of company employees in general, have regard to the interests of its members of the company; and
- familiarise themselves with their new and varied obligations to ensure both they and their companies are in compliance with the Act.

General duties

The Act also contains a number of general duties that directors must adhere to. As with fiduciary duties, many of these are just codified versions of existing common law duties while others simply expand on prior statutory duties:

- underscoring all duties is the general requirement to be in compliance with the Act (this was historically a duty of the company secretary and understandably the Act has moved this responsibility to that of the directors).
- directors are required to satisfy themselves that the company secretary has the necessary skills or resources to perform the duties of the role. As there is no criteria set out in the legislation as to how a director may so satisfy themselves or what constitutes the requisite skills, it is thought that there will be an increase in the engagement of professional company secretarial firms to ensure the directors may satisfy themselves of this requirement.
- directors must be aware of their duties in order to uphold them and their appointments.
- directors are required to sign a declaration acknowledging their responsibilities to the company.
- directors must disclose any interest they have in relation to company transactions and contracts. They must notify the company where they hold a shareholding of greater than 1% in the company or its associated companies; and
- the Act also upholds the existing restrictions on transactions between the company and its directors, including loans, quasi-loans, guarantees and substantial property transactions

Breach of duties

Breach of the duties outlined above may result in the director being:

- disqualified from acting as a director; and/or
- made personally liable for the debts of the company; and/or
- liable to account to the company for any gain made by him/her.

However, the courts may exercise discretion in apportioning liability where there is breach of duty if the director has acted honestly and reasonably, and under the circumstances, it would be equitable to excuse him/her in whole or in part.

Confirmation to statutory auditors

The Act introduces a new disclosure in the directors' report about the information that has been provided to the statutory auditors. The statement must confirm that, in so far as the director is aware, there is no relevant audit information of which the company's statutory auditors are unaware and that the director has taken all necessary steps to make themselves aware of any relevant audit information and to establish that the company's statutory auditors are aware of that information.

Regulation of Lobbying Act 2015

The Regulation of Lobbying Act 2015 is designed to provide information to the public about who is lobbying whom about what. The Standards in Public Office Commission have established an online register of lobbying at www.lobbying.ie

Section 6(4) of the Act requires each public body to publish a list of designated public officials of the body. The purpose of the list is twofold:

1. To allow members of the public identify those persons who are designated public officials; and
2. As a resource for lobbyists filing a return to the Register who may need to source a designated public official's details.

Guidance on Lobbying

The Standards in Public Office Commission has a role under the legislation to issue guidance and information and to promote an understanding of the legislation. The Standards in Public Office Commission, in co-operation with the Department of Public Expenditure & Reform, has published guidance on the Regulation of Lobbying Act for Designated Public Officials.

Further information regarding the legislation and further guidance on the Act is available on the Regulation of Lobbying website at www.lobbying.ie. Information may also be obtained by contacting the Standards Commission at info@lobbying.ie or at 01-6395722.

The CEO of the W.I. will complete all lobbying returns as required on behalf of the organisation.

Board Members Declaration and Sign Off on all terms set out in this Board Handbook

I, _____

serving in my personal capacity on the Board of the Weightlifting Ireland declare and confirm that I have read and understand this W.I. Board Handbook and Code of Conduct, and that I agree to abide at all times by its terms.

Signature

Position

Date

Appendix 1. Declaration of Interests

I hereby declare that :

I have no pecuniary or other personal interest, direct or indirect, in any matter that raises or may raise a conflict with my duties as a Board member of Weightlifting Ireland.

I have pecuniary or other personal interest, direct or indirect, in certain matter that raises or may raise a conflict with my duties as a Board member of Weightlifting Ireland. The particulars of such matter are stated below

I also acknowledge that I shall make another declaration to state any change in any matter contained in this declaration within one month after the change occurs and shall provide further information on the particulars contained in this declaration if so, required by the Board of Ireland.

Signature : _____

Name : _____

Date : _____

Note :

- (a) Please put a "✓" in the appropriate box
- (b) Please continue on supplementary sheet if necessary

Appendix 2: Sample Board meeting Agenda

Weightlifting Ireland - Board Meeting

Date:	17 th December 2019
Time:	8.30am
Place:	Maldron Hotel, Newlands Cross, Dublin

Item	Description	Responsible	Time
1	Present and apologies	Secretary	8.30
2	Correspondences	Secretary	8.33
3	Declaration of interests Disclose any conflicts of interest relevant to the agenda	President	8.43
4	Review of actions from previous meetings Report on progress on resolutions and actions	President/ Secretary	8.45
5	2019 Working Document and Operational Plan report. 2019 Governance Code Update 2019 Financial Update	President/ Sector Managers	8.50
6	2020 Operational Plan - Roles and Responsibilities Competition Structure. National and International	President	9.20
8	General business Discuss any items that are not on the agenda	President	10.00
9	Next meeting Time, date, and place for next meeting	Secretary	10.30
10	Meeting close	President	10.35

We confirm that the Weightlifting Ireland board is committed to the standards outlined in this document.

Chairperson of Board

Date:

Secretary of the Board

Date: