



Terms of Reference
People, Culture & Governance Committee

As adopted by the Board on 04.12.2025

Purpose

The People, Culture & Governance Committee ("The Committee") has been delegated specific and limited authority by the IWA Board ("the Board") to:

- Lead of process of appointments and renewals to the Board and Board Committees, in line with Constitution and IWA Governance Manual, and make recommendations for approval by the Board or Members at General Meeting.
- Oversee the appointment of the Chief Executive Officer and members of the Senior Management Team.
- Oversee and monitor succession planning for senior management and business critical roles within IWA.
- Oversee the performance management of the Chief Executive Officer and the Company Secretary, through the IWA Chairperson.
- Support the Board with its remuneration policy and oversight functions.
- Oversee the alignment of IWA culture and values, monitoring implementation of initiatives that promote diversity, inclusion, engagement, and a values-driven culture across employees, volunteers and Board members.
- Keep governance arrangements under review and make appropriate recommendations to the Board to ensure that corporate governance policies and practices are in line with good governance standards and regulatory requirements.

The Board retains overall responsibility for all matters delegated to the Committee.

Duties

People – Board

- Plan for the orderly succession to the Board, taking into account the skills and expertise needed on the Board in the future.

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- Periodically evaluate Board composition and the balance of skills, knowledge, experience and diversity on the Board.
- Periodically review the membership of the committees of the Board and make recommendations for any changes for approval by the Board.
- Lead the process for Board appointments, and make recommendations to the Board for the appointment, election and annual re-election of Board members.
- Lead the process for external committee appointments and make recommendations to the Board for their appointment and re-appointment.

People – Senior Management

- Oversee selection processes for Senior Management appointments.
- Monitor and support the IWA Board Chairperson's oversight of CEO performance and development.
- Monitor and support the IWA Board Chairperson's oversight of Company Secretary performance and development.
- Monitor Senior Management's approach to succession planning across leadership and business-critical roles.
- Monitor the CEO's oversight of Senior Management Team development and succession.

People - Remuneration

- Review and recommend revisions to the remuneration policy for senior management, assessing financial impacts and market competitiveness before presenting recommendations to the Board for approval.
- Review and recommend changes to the remuneration policies of IWA to the IWA Board for approval, ensuring alignment with budgetary considerations and regulatory requirements (HSE/CRA).
- Review and recommend the establishment and changes to pension schemes to the Board.
- Review and assess the financial implications of any substantial organisational restructuring involving compulsory redundancies, and make recommendations to the Board for approval.
- Review and recommend the remuneration (including pension rights) of the Chief Executive Officer (CEO) to the Board, ensuring alignment with IWA remuneration policies, HSE guidelines, and public service pay scales.
- Review and recommend the remuneration (including pension rights) of the Company Secretary.

Culture

- Periodically review Code of Conduct for Board Members, Employees and Volunteers, ensuring alignment with IWA values.
- Review potential breaches of the Code of Conduct by Board or Board Committee Members and make recommendations to the Board or General Meeting as appropriate.
- Periodically review Diversity, Equity & Inclusion policies, ensuring alignment with IWA values.

- Monitor delivery of Culture strategic pillar through project and strategic action completions.

Governance

- Keep the Constitution under periodic review for compliance with legislation, governance codes, and best practices, making recommendations for amendments as necessary.
- Review and recommend the Governance Manual for approval by the Board, ensuring it aligns with the Association's values, reflects good governance practices, and complies with relevant governance codes and regulatory requirements.
- Review and recommend changes to the schedule of reserved and delegated matters, or schemes of delegation for approval by the Board.
- Review and recommend the scale, composition, and terms of reference of board subcommittees for approval by the Board.
- Oversee Board Member training and development through induction programs and ongoing education, monitoring completion and effectiveness.
- Review annually the Director conflicts of interest framework, including policies, procedures, interests register and declarations, recommending required actions to Board.
- Seek assurance that IWA is compliant with the HSE Core Governance Standards, Charities Governance Code, Governance Code for Sport, Approved Housing Bodies Regulator Governance Standard, and ensure that relevant compliance records are maintained.
- Review and recommend the following corporate compliance filings for approval by the Board:
 - HSE Annual Compliance Statement
 - Charities Regulator Annual Return
 - Approved Housing Body Regulator Annual Monitoring Return
 - Sport Ireland Mid-Year Review
 - Public Statement of Compliance with Governance Code for Sport
- Review and recommend amendments to the structure of membership, including membership classes, for approval by the Board.
- Determine, upon the recommendation of the Company Secretary and IWA Board Chairperson, the process through which the annual performance review of the Board and committees takes place, including whether or not this should be externally facilitated, with reference to relevant governance codes.

Authority

The Committee has the authority, as delegated by the Board, to:

- obtain, at the company's expense, external legal or other professional advice on any matters within its terms of reference
- Appointment of external search consultants
- request any employee to attend meetings of the Committee as and when required
- investigate any matter falling within the Committee's terms of reference

- The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee operates within the scope of its delegated authority and reports directly to the Board on all matters requiring escalation or formal Board approval.

Work Programme & Meeting Agenda

The Committee establishes an annual work programme that reflects its duties outlined in these Terms of Reference, supporting a structured approach to fulfilling its purpose.

This programme is submitted to the Board for approval and is reviewed periodically to ensure alignment with strategic priorities and emerging matters.

Each meeting agenda is structured around standing items, recurring reports, and a series of scheduled annual items, which may include internal reports, external reports and deep-dive sessions on specific areas of interest.

The Committee Chairperson, in collaboration with the designated Senior Management Team (SMT) lead, sets the agenda for each meeting, ensuring alignment with the work programme while allowing flexibility to address urgent or unplanned issues as they arise.

Accountability & Reporting

The Committee's reporting structure ensures transparency and effective communication with the Board.

Key reporting and accountability practices include:

Committee Minutes and Recommendations to Board: The Committee shares minutes (draft and approved) along with any formal recommendations from each meeting with the Board at the next appropriate Board meeting as decided by the IWA Board Chairperson.

Committee Chairperson's Report: The Committee Chairperson presents a verbal report to each quarterly Board meeting, highlighting matters requiring the Board's attention, presenting recommendations, significant developments, and any escalations.

Annual Committee Report: At least once annually, the Committee submits a comprehensive report to the Board, summarising its activities, key achievements, and progress in fulfilling its responsibilities over the preceding period.

Committee Membership

The committee shall consist of the following:

- At least three Board members
- External non-executive members as appointed by the Board.

Each member of the committee, whether Board members or external members, service a maximum of two terms of four years.

In addition, the following members of the senior management team will attend the meeting on a regular basis with no voting rights:

- Company Secretary
- Chief Executive Officer

Other attendees, as required, may be invited from time to time, at the discretion of the Committee Chairperson.

Committee Chairperson

The Committee Chairperson is the IWA Board Chairperson. In the absence of the committee chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

The Committee Chairperson may serve for a maximum of two terms of three years per term (six years in total).

Designated SMT Lead

The Designated SMT Lead is the Company Secretary.

They are responsible for collaborating closely with the Committee Chairperson in shaping the agenda and work programme for the Committee. This role involves providing insight, expertise, and operational perspective to ensure that agenda items align with the IWA's strategic priorities and address current quality, safety, and service delivery needs.

The Company Secretary facilitates efficient planning, ensure timely provision of information, and promoting co-ordination with other Board committees.

Notice of meetings

Meetings of the committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than [five] working days before the date of the meeting.

Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

Quorum

The quorum necessary for the transaction of business shall be [two] committee members, both of whom are IWA Board members.

Frequency of meetings

The committee shall meet at least [four] times a year at appropriate intervals in advance of scheduled Board meetings.

The Chairperson of the committee may call additional meetings as required.

Secretary

The company secretary, or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to all matters.

Minutes of meetings

The company secretary, or their nominee, shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance, and the time the meeting opened and closed.

Draft minutes of committee meetings shall be circulated to all members of the committee once reviewed by the Committee Chairperson and will be circulated in draft to the IWA Board, as appropriate.

Once approved, minutes should be circulated to all other members of the Board in accordance with any policy set out in the IWA Governance Manual.

Location of meetings

To be agreed by the committee members.

Meetings may take place in person or via remote meeting technology.

Scope

List other policies that are connected to and or impact on these terms of reference.	IWA Governance Manual
List who was consulted with.	Chief Executive Officer

Frequency of Review

These terms of reference will be reviewed annually.

References

Guidance Notes Terms of Reference for Committees, Chartered Governance Institute of UK & Ireland.

END

History of Changes

Version	Date	Author	Changes Made/Rational
1.	13/01/2025	Sam Toland	Core language from Governance & Nominations Committee transposed into new terms of reference. Terms related to management and selection from Remuneration Committee transposed into terms of reference. Terms related to strategic pillar of culture included. Custom and practice in relation to Senior Management appointments transposed. Inclusion of remuneration matters from remuneration committee
2	04/12/2025	Sam Toland	Language in relation to the committee's role in monitoring senior appointments updated to reflect that Board has not reserved authority to approve appointments to senior management team.