

# **IRISH FOOTBALL ASSOCIATION LIMITED**



## **STANDING ORDERS**

## **DEFINITIONS**

1. In these standing orders, except where the context otherwise requires, the definitions and explanations contained in Articles 1 and 2.1 of the Articles of Association shall apply mutatis mutandis. For the purpose of the Standing Orders the term 'committee' shall include Council, save as Council otherwise determines.

## **PROCEDURE AT MEETINGS**

2. Meetings of the Board for transaction of ordinary business shall be held on such dates and times and at such places as it shall decide.
3. Any committee meetings shall be held at such dates and times and at such places as the committee decides or as the Board directs. The quorum for meetings shall be half of current members (unless otherwise stated in the Articles, these Standing Orders or the Football Regulations).
4. An agenda setting out Board or committee business shall be prepared and circulated to members not less than three working days before the day of meeting. A meeting may be held at shorter notice if all members entitled to be present so agree.
5. All other requirements with regard to notice of meetings shall be as set out in Article 19.
6. Decisions shall be taken on a show of hands at all meetings unless a director calls for a recorded vote.
7. A vote by way of proxy may be used by a Board member on behalf of another Board member. Any question as to the validity of a proxy at a meeting shall be determined by that meeting, whose decision shall be final. No proxy vote shall be allowed at committee meetings.
8. The chairman of any meeting shall have a casting vote save in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles or these Standing Orders, the chairman is not eligible to vote for the purposes of that meeting (or part of a meeting).
9. The members of the Board in each year shall elect one of their independent members to be the chairman and one of their members to be vice chairman. Each chairman and vice chairman shall hold office for one year but shall be available for re-election for a maximum period of five years.
10. The members of any of the Association committees, (unless otherwise stated in the Articles, these Standing Orders or the Football Regulations) in each year shall elect from amongst its members a chairman and a vice chairman. Each chairman and vice chairman shall hold office for one year but shall be available for re-election for a maximum period of five years. The Board shall compile a register of the chairmen of all Committees and all newly appointed chairmen shall attend an induction session to prepare them for their duties. The chairman of the Football Committee shall be the President from time to time.
11. If the chairman and vice chairman are not present within ten minutes of the time appointed for holding a meeting, the members present shall choose one of their number to be chairman of that meeting.

## **ORDER OF BUSINESS AT MEETINGS**

12. The order of business at meetings shall be:

1. Declarations of interest
2. Apologies for non-attendance
3. Approval of the minutes of the preceding meeting (including electronic meetings in the case of the Board), and signature by the chairman
4. Matters arising
5. Chairman's remarks
6. Report from the Chief Executive (in the case of the Board)
7. Reports from committees
8. Such other business as may be determined in advance by the chairman
9. Any other business
10. Date and time of next meeting.

## **RULES OF DEBATE**

13. A member when speaking shall address the chairman. Where two or more members attempt to speak, the chairman will decide the order of their addressing the meeting. No speech shall exceed three minutes except by consent of the chairman.
14. A member shall direct his speech to the question under discussion or to a point of order. A point of order shall relate only to an alleged breach of an identified standing order. The ruling of the chairman on a point of order shall be final.
15. When a motion is under debate, no other motion shall be moved except the following:
  1. To amend or adjourn the motion
  2. That the question be now put
  3. That a member be no longer heard
  4. That a member leave the meeting.
16. If unfinished business remains after a period of 2 1/2 hours, the meeting shall stand adjourned unless either a majority present agrees that this standing order be suspended or any failure to comply with this standing order is accidental.

## **RECORD OF MEETINGS**

17. The Board and each committee shall keep minutes in some permanent, retrievable and verifiable format of their proceedings at their meetings. Without prejudice to the generality thereof, such minutes shall include but shall not be limited to the date and venue of the meeting, the names of those attending, the result of any election held, the text of and result of all resolutions proposed and other relevant deliberations.
18. Except with the prior approval of the Board or the relevant committee, no audio or video recorder or other instrument shall be used to record discussion at a meeting.
19. To enable Council to hold the Board accountable it shall receive reports of Board meetings and the Chairman of the Board shall present such reports at Council meetings. Abridged versions of these reports shall be issued to the Divisional Associations and published on the Association's website.

## **INTERESTS OF BOARD AND COMMITTEE MEMBERS**

20. Board and committee members shall have regard to Article 21.1 and disclose interests accordingly.
21. The Association shall keep a register recording declarations of interest by Board and committee members and employees in any entity in which they or a close relative may be concerned and which could give rise to a conflict or duality of interest.
22. Board and committee members and employees are required to inform the Association of any new or changed interest, direct or indirect, pecuniary or otherwise.

## **INSPECTION OF DOCUMENTS**

23. All reports made or minutes kept by any committee, and all documents presented to that committee, shall be open for inspection by any member of that committee.

## **AUTHORITY OF BOARD AND COMMITTEE MEMBERS**

24. No member shall enter either orally or in writing into any contract or admit liability on behalf of the Association without the authority of the Board.

## **CONFIDENTIALITY OF PAPERS**

25. Board and committee members attending any meeting shall respect the confidentiality of all papers presented to that meeting or matters raised and decisions taken at that meeting.
26. The Association is subject to legislation protecting data held relating to individuals. Board and committee members and staff must not disclose such data for any purpose not permitted by the legislation.

## **BOARD DELEGATION**

27. The Board shall establish a Chairman's Committee which shall comprise the Chairman, the President, the Vice Chairman, and the Chief Executive, and provide that three of its four members form a quorum. It shall be authorised to act on behalf of the Board in the intervals between Board meetings, subject to a Scheme of Delegation approved by the Board.
28. The Board shall further prepare and keep under review a written Scheme of Delegation authorising the Chief Executive to take decisions in defined areas, up to approved monetary limits, without recourse to the Board.

## **REPORTING**

29. The Board shall ensure that it has a full understanding of the reporting obligations contained in the Project Documentation and shall ensure compliance, in a timely fashion, with these obligations in accordance with the terms of the Project Documentation. "Project Documentation" has the meaning given to it in the funding agreement entered into by the Association, the IFA Stadium Development Company Limited and the Department of Culture, Arts and Leisure in relation to the redevelopment of Windsor Park Stadium.

## **AUDIT AND RISK COMMITTEE**

30. The Board shall establish an Audit and Risk Committee and provide it with terms of reference deriving from relevant published guidance. The Committee shall comprise not less than three persons. The Chairman and Vice Chairman of the Committee shall be appointed from members of the Board. The other member or members of the Committee shall be persons who have recent and relevant financial experience and need not be members of the Board, Council or committees of the Association. Such members of the Committee shall be subject to the same appointment process applied to directors appointed in accordance with Article 10.9(b) and shall remain on the Committee for a maximum period of three years. The Chairman and Vice-chairman of the Board shall not be a member of the Committee.
31. Included in the Committee's responsibilities shall be detailed consideration of the annual accounts for recommendation to the Board and compliance with the reporting obligations set out in the Project Documentation and considered in Standing Order 31 above.

## **COMMITTEES**

32. Each committee will act for one year from the annual general meeting of the Association to its next annual general meeting.
33. No person shall be elected, appointed, nominated or remain as a member of a committee if, at the time of the election, appointment or nomination, that person has served on that committee for a total of 15 years, whether or not consecutive. This limitation shall be modified in the case of any member of a committee on the date of passing of these Articles who shall instead cease to be eligible for election, appointment or nomination to that committee on the completion of 15 years' service following the date of the passing of these Articles or, if earlier, the Annual General Meeting following their 75<sup>th</sup> birthday. The foregoing limitations shall not apply to members of the Board.

## **CONDUCT AND CORPORATE GOVERNANCE**

34. Board and committee members shall observe the Association's Code of Conduct. Board members should maintain good working knowledge of developing guidance in the field of corporate governance and conduct. Board members shall behave not in a narrow representative capacity but as directors independent of sectional interest and with responsibility for the whole range of the Association's business.
35. The Board shall appoint one of its members to be a senior independent director (as recommended by the UK Corporate Governance Code) to provide a sounding board for the chairman, to serve as an intermediary for the other directors when necessary and to be available to members of the Association who have concerns which contact through the normal channels of Chairman or Chief Executive has failed to resolve or for which such contact is inappropriate.
36. Members shall receive induction on joining the Board and undertake training relevant to their responsibilities, provide detail thereof for training records maintained by the Association and submit themselves for annual appraisal by the Chairman. In the case of the President, Deputy President and the Chairman of the Board, training shall include media presentation and public speaking.

37. Annual appraisal of the Chairman shall be undertaken by the senior independent director.
38. The Board shall agree and adopt a director induction, training and appraisal process for each of the Board members from time to time.
39. The Board and each of its committees shall also evaluate annually their own collective performance.
40. The Association should ensure that terms of appointment for each director are agreed, and that a service agreement is signed with effect from the date of appointment.
41. To support the process of election of Board members, the Chairman of the Board shall be entitled to commend to Council any candidate who the Board believes would have a particular contribution to make to its work (taking account of the composition, skills and experience of the Board) and giving reasons for this endorsement. This is without prejudice to the right of other eligible candidates to present themselves for election.
42. The Chairman shall prepare a statement of compliance with corporate governance standards for inclusion in the Association's annual report.
43. Board members must show commitment to their responsibilities and as evidence their attendances at Board meetings shall be summarised in the annual report.
44. To ensure unambiguous governance arrangements the President and Chairman of the Board (together with the Deputy President and Vice Chairman) shall observe their respective roles as defined in Appendix 1 to these standing orders.

#### **SELECTION OF INDEPENDENT BOARD MEMBERS**

45. The Board should lead the process for board appointments in accordance with the Articles.
46. On seeking to appoint an independent director the board shall produce and agree the selection criteria (following an evaluation of the balance of skills, experience, independence and knowledge on the board) and a public advertisement.
47. Each applicant or nominee shall undergo a comprehensive interview and selection process. The interview panel shall be determined by the Board and shall include an independent panel member sourced from outside the Association. The process shall be validated by an independent person or body.
48. The preferred candidate shall be proposed, and recommended to the Council for endorsement, by the Chairman. The appointment should be endorsed by the Council at a Council meeting in accordance with Article 9.5.

#### **ALTERATIONS OF STANDING ORDERS**

49. Standing orders may be altered by Board resolution, which shall require not less than three days' notice thereof to all Board members.

## **DISTRIBUTION OF STANDING ORDERS**

50. A printed copy of these standing orders, including a copy of the Articles and Code of Conduct, shall be given to each Board and committee member and shall be available for reference during office hours at premises of the Association.

## **APPENDIX 1**

### **ROLE DESCRIPTIONS – PRESIDENT AND CHAIRMAN**

#### **President**

The role of the President is as an ambassador for the sport. His duties are to:

- Act as a senior statesman in leading the IFA, speaking with authority on matters relating to the game, but not part of the politics of the Association
- Make his experience and understanding of the ethos and interests of the game available to the Board
- Support the Board and its Chairman and, without limiting his contribution to debate, endorse any decisions of the Board regardless of his own private views
- Attend major football events and functions as the IFA representative
- Represent the IFA at FIFA, UEFA, and IFAB meetings
- Together with the Chief Executive communicate with the media as the principal spokespersons on football matters.

#### **Chairman**

The role of the Chairman is to lead the Board in setting strategy and in overseeing the management of the IFA as a business. His duties are to:

- Provide leadership, drive and direction to all Board members to include the setting of annual objectives and completion of annual appraisals as set out in these Standing Orders
- Lead the Board in setting strategy and in ensuring that the targets contained in that strategy are achieved
- Together with the President and Chief Executive, represent the IFA externally on all matters of strategy
- Report on behalf of the Board to Council and General Meetings and to DCAL (as agreed with DCAL from time to time)
- Ensure that the work of the Board takes proper account of views expressed by Council
- Support and lead the Chief Executive in ensuring that the Association is managed in accordance with the decisions of the Board
- Ensure that the Association operates within the terms of its Articles of Association and observes high standards of corporate governance.

#### **Deputy President and Vice Chairman**

The roles of the Deputy President and Vice Chairman are to support respectively the President and the Chairman. They are therefore subject to the corresponding duties and requirements set out above.