



**Tailte
Éireann**

Clárúchán, Luacháil,
Suirbhéireacht
Registration, Valuation,
Surveying

Terms of Reference for the Board of Tailte Éireann

October, 2023

Introduction

Tailte Éireann was established under the Tailte Éireann Act 2022 (the Act) and came into operation on 1st March 2023. As a Civil Service Body with its own Vote and Accounting Officer, TE is obliged to adopt a corporate governance regime in accordance with the *Corporate Governance Standard for the Civil Service*.

The purpose of this document is to set out the terms of reference of the Board of Tailte Éireann (the Board) as provided for in Sections 9 and 10 of the Act and as authorised under Section 4(7) of Schedule 1 thereto, and also more generally in alignment, as appropriate to a non-commercial State Body, with the *Code of Practice for the Governance of State Bodies*.

The role of the Chief Executive Officer (Accounting Officer) of Tailte Éireann is differentiated from that of the Board's primary statutory function to guide the strategic direction of Tailte Éireann. The following replicates Section 10 of the Tailte Éireann Act 2022, which states that:

- (1) The Board shall have the following functions:
 - (a) to guide generally the strategic direction of Tailte Éireann;
 - (b) to guide and advise the chief executive in relation to the performance by Tailte Éireann of its functions where the Board is consulted by, or such advice and guidance is requested by, the chief executive in accordance with section 15;
 - (c) to oversee the implementation by the chief executive of the strategy statement;
 - (d) to advise or make recommendations to the Minister in relation to policies of the Government or a Minister of the Government affecting the functions of Tailte Éireann.
- (2) The Board may do anything which it considers necessary or expedient to enable it to perform its functions.
- (3) The Board, in the performance of its functions under this Act, shall have regard to any policy or objective of the Government or a Minister of the Government in so far as it may affect or relate to the functions of Tailte Éireann.
- (4) The Minister may inform the Board of any policy or objective of the Government or of a Minister of the Government referred to in subsection (3).
- (5) Nothing in this section shall be construed as enabling the Board to exercise any power or control in relation to the performance, in a particular case or in particular circumstances, of functions conferred on Tailte Éireann by or under this Act.

These terms of reference, approved by the Board of Tailte Éireann 21st September 2023, are effective from 27th October 2023.

Terms of Reference

1. Membership

- 1.1 The Chairperson and Members of the Board are appointed by the Minister for Housing, Local Government and Heritage in accordance with Section 1 (3) and (4) of Schedule 1 of the Act.
- 1.2 The Board consists of a Chairperson and six (6) ordinary members, all of whom shall be independent non-executive Board members.
- 1.3 The Minister may, by order, increase the number of Board members to not more than twelve (12) for a period of up to two (2) years from the date on which the order comes into operation.

2. Board Appointments

- 2.1 Under the provisions of the Act, a member of the Board shall hold office for the period of five (5) years from the date of his or her appointment.
- 2.2 A member of the Board whose term of office expires by the efflux of time shall be eligible for reappointment to the Board but shall not hold office for periods the aggregate of which exceeds ten (10) years.
- 2.3 Where the Chairperson is of the view that specific skills are required on the Board, or where such gaps have been identified through the evaluation process, these gaps shall be brought to the attention of the Minister sufficiently in advance of when Board vacancies are due to arise.
- 2.4 When writing to the Minister in connection with Board appointments and re-appointments, the Chairperson shall draw attention to the current gender balance on the Board.

3. Secretary of the Board

- 3.1 The Secretary shall ensure that on appointment to the Board, Board members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- 3.2 The Secretary is responsible for the formal induction of new members of the Board and organising mentoring for Board members where required.
- 3.3 The Secretary shall inform the Board members of the option to waive their fees as members of the Board, on a discretionary basis.
- 3.4 The Secretary shall ensure that Board members will, on appointment be provided with, and sign, the Code of Conduct for the Board.
- 3.5 The Secretary shall ensure that each Board member shall provide a written statement of interests, as detailed in the Code of Conduct, on appointment to the Board and annually (January) thereafter.
- 3.6 The Secretary shall ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues. Where possible, outside of exceptional circumstances, this shall be a minimum of five (5) working days before a meeting, as outlined at 5.3 below.
- 3.7 The Secretary shall monitor the compliance of the Board with its terms of reference and good governance and advise the Chairperson of any issues arising.
- 3.8 The Secretary shall inform members of the procedures to be followed when, exceptionally, incorporeal decisions are required between Board Meetings (see Section 7.5).

4. Frequency of Meetings

- 4.1 The Board shall hold such and so many meetings as may be necessary for the due fulfilment of its functions but not less than four (4) meetings per annum.
- 4.2 Members shall endeavour to attend all Board meetings
- 4.3 The frequency of meetings of the Board and its committees and the attendance of each Board Member at Board meetings shall be reported in the annual report.

5 Notice of Meetings

- 5.1 Meetings of the Board shall be convened by the Secretary of the Board at the request of the Chairperson of the Board.
- 5.2 An outline schedule of meetings shall be agreed by the Board members before the start of each year, and the date and time of the next meeting shall be confirmed at the previous meeting.
- 5.3 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 Board and any other person required to attend, no later than five (5) working days before the date of the meeting. Supporting papers shall be sent to Board members and to other attendees as appropriate, at the same time.

6 Quorum

- 6.1 The quorum necessary for the transaction of business shall be five (5) members, which includes the Chairperson. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

7 Conduct of Meetings

- 7.1 Only members of the Board and the Board Secretary have the right to attend Board meetings. However, other individuals such as the Chief Executive Officer, other officers of Tailte Éireann and external attendees may be invited to participate in all or part of any meeting, as appropriate. Such invitations should be issued a minimum of 10 days in advance of the meeting.
- 7.2 In the absence of the Chairperson, the remaining members present shall elect (through the Board Secretary) one of their number to chair the meeting.
- 7.3 The Board shall aim to reach consensus in making decisions. In the absence of consensus, a majority vote shall determine the decision on a particular matter (with the Chairperson holding a casting vote in a tie situation). Where a vote takes place, the minutes shall record the number of dissenting members on a decision, and subsequent to that, the minutes shall record where a consensus is not reached.
- 7.4 Meetings shall be held in person and, where necessary, may be held online, at the discretion of the Chairperson. A blended approach, with members attending a meeting in person or online may also be accommodated at the discretion of the Chairperson.
- 7.5 Where decisions are required between meetings the Secretary shall arrange to contact members individually, on instruction of the Chairperson. Any decisions made between meetings shall be documented, circulated to all members of the Board, and confirmed at the next meeting of the Board. Unanimity on decisions is required for such incorporeal decision-making.

8 Minutes of Meetings

- 8.1 The Secretary of the Board shall minute the proceedings and resolutions of all meetings of the Board, including recording the names of those in attendance.
- 8.2 Draft minutes of Board meetings shall be circulated to all members of the Board not more than five (5) working days after the meeting.

9 Statutory Functions

- 9.1 The Board shall guide generally the strategic direction of Tailte Éireann.
- 9.2 The Board shall oversee the implementation by the Chief Executive of the Strategy Statement.
- 9.3 The Board shall guide and advise the Chief Executive in relation to the performance by Tailte Éireann of its functions where the Board is consulted by, or such advice and guidance is requested by, the Chief Executive, in accordance with Section 15 of the Act.
- 9.4 The Board shall have regard to any policy or objective of the Government or a Minister of the Government in so far as it may affect or relate to the functions of Tailte Éireann.
- 9.5 The Board shall advise and / or make recommendations to the Minister for Housing, Local Government and Heritage in relation to policies of the Government or a Minister of the Government affecting the functions of Tailte Éireann.
- 9.6 As set out in Schedule 1 (Sections 5 and 6) of the Act, the Board may establish such committees as are necessary to assist it in the performance of its statutory functions. The Board, with the consent of the Minister, may delegate one or more of its statutory functions to such committees.
- 9.7 The Board may do anything which it considers necessary or expedient to enable it to perform its functions.

10 Other Functions

- 10.1 The Board shall keep itself up to date and fully informed about strategic issues and changes affecting the State body and the environment in which it operates.
- 10.2 The annual report of Tailte Éireann shall be presented to the Board.
- 10.3 The Board shall receive regular reports from any committee it establishes in respect of its activities for the purposes of the performance of the functions of the Board.
- 10.4 All protocols concerning the operation of the Board shall be applied to a committee.

11 Reporting Responsibilities

- 11.1 As Tailte Éireann is a Civil Service Body with its own Vote and Accounting Officer, other than in relation to matters covered in paragraphs 9 and 10 above, the Board is exempt from the provisions in the *Code of Practice for the Governance of State Bodies* related to business and financial reporting and internal controls.
- 11.2 The Tailte Éireann Annual Report shall be used to report on the Board's compliance with the governance arrangements set out in the Tailte Éireann Act 2022 and the *Code of Practice for the Governance of State Bodies*, as they pertain to the Board itself.

12 Evaluation

- 12.1 The Board shall undertake a self-assessment annual evaluation of its own performance, in accordance with the *Code of Practice for the Governance of State Bodies*. To this extent the evaluation shall consider the balance of skills, experience, independence and knowledge about Tailte Éireann of the members, the diversity of the Board, including gender, how the Board works as a unit, and other factors relevant to its effectiveness.
- 12.2 The Board evaluation process shall also incorporate a detailed analysis of the gender, diversity and skills mix within the Board, including, where relevant, a critical assessment of the reasons why gender balance in board membership has not yet been achieved.
- 12.3 Under the Code, the Chairperson is obliged to act on the results of the performance evaluation by addressing any weaknesses identified, which may also be addressed through future Board appointments.
- 12.4 In addition, an external evaluation of the Board, proportionate to its size and requirements, shall be carried out at least every three (3) years.

13 Statutory Authority

13.1 As set out in Section 13 of the Tailte Éireann Act 2022 (Functions of Chief Executive):

(1) The Chief Executive shall be the accounting officer, for the purposes of the Comptroller and Auditor General Acts 1866 to 1998, in relation to the appropriation accounts of Tailte Éireann.

(2) The Chief Executive shall be the principal officer and the Head of Tailte Éireann for the purposes of the Act of 1997.

(3) Tailte Éireann shall act through, and its functions shall be performed in the name of Tailte Éireann by the Chief Executive or another member of staff of Tailte Éireann duly authorised in that behalf by, the Chief Executive.

(4) The Chief Executive shall:

- (a) carry out and manage and control generally the staff, administration and business of Tailte Éireann;
- (b) at the request of the Board, promptly provide it with such information (including financial information) as the Board may require, in particular in relation to:
 - (i) the functions of the Chief Executive and the implementation by him or her of the policies of the Government or a Minister of the Government affecting the functions of Tailte Éireann,
 - (ii) the strategic direction of Tailte Éireann, and
 - (iii) the implementation by the Chief Executive of the strategy statement; and
- (c) provide the Minister with such information relating to the performance of the functions of the Chief Executive as the Minister may require.

14 Collective Responsibility

14.1 The collective responsibility and authority of the Board shall be safeguarded.

14.2 All Board members shall be afforded the opportunity to fully contribute to Board deliberations, and where necessary to provide constructive challenge, while excessive influence on Board decision-making by one or more individual members shall be guarded against.
