



Terms of Reference

Swim Ireland Governance Committee

This document describes how the Swim Ireland Governance Committee is constituted within Swim Ireland and the roles and responsibilities of the Group. It also details some operational procedures as to how the Group should conduct its business and will be reviewed on an annual basis.

Review Dates:

May 2019

November 2020

January 2022

Next review date: January
2023

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Terms of Reference

Swim Ireland Governance Committee

The following Terms of Reference may be subject to alteration or amendment at any time by resolution of the Swim Ireland Board.

1. Role

The role of the Governance Committee will be to assist and provide advice to the Board in fulfilling its responsibilities to members and other stakeholders in relation to ensuring ongoing compliance with the Voluntary Code of Good Governance and other good practice standards in the areas of corporate governance.

2. Composition/Appointment

The Board appointed Governance Committee shall consist of four (4) persons who shall have the requisite experience in financial and administrative matters. The Board shall appoint such persons from time to time and may remove any such person from this Committee at any time.

There shall be a minimum gender balance of 70/30 on the Committee.

The four (4) persons appointed shall be:

- One member of the Board of Swim Ireland
- One person who shall be a current Swim Ireland member (preferably a former Swim Ireland Chairperson or someone with experience or expertise in this area)
- One independent person from outside the organisation with expertise in governance matters
- The Company Secretary

The Board shall appoint the members of the Committee. The Company Secretary shall be responsible for arranging Committee meetings.

3. Specific Responsibilities

- a) To monitor and review Swim Ireland's compliance with the Voluntary Code of Governance
- b) To set Governance Goals for the organisation each year and to both support and monitor implementation of those Goals;
- c) To review and update the Terms of Reference of all Standing Committees as required; and
- d) To undertake an annual review of organisational policies and update as required
- e) To review and approve new organisational policies and other relevant documents and make recommendations to the Board on their adoption
- f) Matters discussed at meetings will remain confidential unless otherwise agreed

4. Procedures

The Board shall ask appointees to serve a two-year term as a minimum and shall ensure that the Committee is re-established as soon as possible after the Company's AGM. The Committee shall meet at least three times a year. It shall report and make whatever recommendations it deems appropriate to the Board through its Chairperson, appointed by the Committee itself.

5. Reporting

The Board's Annual Report will include a section outlining the role of the Committee and the actions taken to fulfil its function throughout the year.



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6. Resources

The Committee members (including ex officio members) shall be entitled to claim mileage and subsistence expenses during their time in office pursuant to standard Swim Ireland Board Policy on expenses. Accommodation expenses must be approved in advance through the Swim Ireland Office who will handle all bookings.

END.

January 2022