

Cabinteely Football Club Ltd.

Board Corporate Governance Charter

September 2017



Board Charter

1. Introduction and Purpose

1.1 The primary objective of Cabinteely Football Club Limited (CFCL) is to promote the amateur game of association football

1.2 The Board of CFCL is responsible for overseeing CFCL's corporate governance framework.

1.3 The purpose of this Board Charter and Manual is to promote the highest standards of corporate governance and to clarify the role and responsibilities of the Board.

1.4 The Board is answerable to its members.

2. Board Size and Composition

2.1 In accordance with Memorandum & Article

2.2 The Board shall comprise Directors appointed in accordance with section 2.1 above;

2.3 It is to be expected that the Board will encompass:

- a. Directors with an appropriate range of skills, experience, and expertise;
- b. Directors who have a good understanding of, and competence to deal with, current and emerging issues of the club; and
- c. Directors who can effectively review and challenge the current and future operation of the club and exercise independent judgement.

2.4 A Director should be free of any significant business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

3. Board Accountabilities and Responsibilities

In setting out the following accountabilities and responsibilities of the Board, it should be noted that the Board, in exercising the accountabilities and responsibilities, may delegate certain functions to Committees of the Board, each with a defined terms of reference. It will define each terms of reference properly articulated within the framework of the Memorandum & Articles of Association of the Authority and of company law:

3.1 Strategy and Planning

- a. Review strategic position, current strategies and alternative strategies.
- b. Define what constitutes a strategic and/or major project and capital expenditure.
- c. Approve strategic and/or major projects and capital & current expenditure over €5k.
- d. Approve contracts exceeding one year in duration.
- e. Review post-implementation assessments of those projects and capital expenditure audits.
- f. Approve 1-2 year operational plans and budgets.
- g. Review strategic planning processes and consider and approve changes.

3.2 Staffing

- a. Appoint the Company Secretary.
- b. Approve induction programs for new board members and ongoing education programs.
- c. Ensure easy access to internal and external sources of information and advice.
- d. Approve appointment and dismissal of staff

3.3 Remuneration

- a. Approve remuneration and contracts of any staff and material 3rd party providers in accordance with 3.1.

3.4 Capital Management and Financial Reporting

- a. Approve capital requirements and strategic allocation of CFCL.
- b. Monitor and review the capital and liquidity positions of CFCL.
- c. Approve full year accounts

3.5 Performance Monitoring

- a. Approve any action/remediation plans to be implemented arising from the recommendation of the Executive Committee.

3.6 Risk Management

- a. Identify and review major risks to which CFCL is likely to be exposed as decided by the Board.
- b. Review risk management resources, structures and processes at least yearly as decided by the Board.

3.7 Audit and Compliance

- a. Initially appoint and recommend for approval by members in General Meeting the appointment of external auditors and agree their remuneration.
- b. Approve the definition of significant audit and compliance issues.

- c. Review significant audit and compliance issues and consider and approve action and remediation plans.

3.8 Board Processes and Policies

- a. Approve the annual "board program" comprising such matters as board meetings, agendas, venues, and meetings with the executive committee, staff, suppliers and other key stakeholders.
- b. Decide the role and composition of Board Committees.
- c. Approve delegated authorities.
- d. Define and execute a policy dealing with conflicts of interest.
- e. Define codes of business conduct including related-party transactions.
- f. Approve policies dealing with Director's liabilities, indemnities and insurance.

4. Board Committees

4.1 The Board may discharge any of its responsibilities through committees of the Board in accordance with CFCL's Memorandum and Articles of Association and company law generally.

The Board has established with defined terms of references:

- a. Executive Committee ;
- b. Executive Committee nominations must be approved by the Board.

Each Committee shall adopt its own terms of reference to be approved by the Board, setting out matters relevant to its composition and responsibilities. The terms of reference of each Committee of the Board will be reviewed periodically by the Board and at least once in every two years.

5. The Board and Management

5.1 Responsibility for the day to day management and administration of CFCL is delegated by the Board to the executive committee.

5.2 The executive committee manages CFCL in accordance with the strategy, plans and delegations approved by the Board.

5.3 The Board will implement appropriate procedures to assess the executive committee's status and performance.

6. Responsibility of Individual Directors

6.1 Directors are expected to comply with their legal, statutory and common law duties and obligations when discharging their responsibilities as Directors. Broadly these include:

- a. Acting in good faith and in the best interests of CFCL as a whole;
- b. Acting with care and diligence and for proper purpose in dealing with the business of the club;

- c. Informing the Board where a Director has a conflict of interest with any issue under consideration by the Board and absenting from the decision-making and discussion process of the Board where any such conflict arises.
- d. Refraining from making improper use of information gained through the position of Director and from taking improper advantage of the position of Director.
- e. Ensure that all registers are maintained
- f. Convene General Meetings i.e. AGM's and EGM's

6.2 Pursuant to the Articles of Association of CFCL, the Board through its Directors is obliged to ensure that in performing its duties and responsibilities, the Board must have regard to best practice and good corporate governance, particularly in relation to financial management and control.

6.3 Directors are expected to support the letter and spirit of Board decisions.

6.4 Directors will keep Board information, discussions, deliberations and decisions that are not publicly known confidential and not use information gained through the Board for their, or their employers', interest or improper advantage.

7. Conflicts of Interest

7.1 Directors must declare and disclose to the Board the nature of his/her interest in any contract or proposed contract with CFCL or on any other matter involving CFCL in which he/she is directly or indirectly involved or in any matter from which he/she might stand to benefit directly or indirectly from his position as a Director or from the operation of CFCL.

A Director is entitled to make a statement to the Board on the issue and is obliged to answer any questions put to him/her on the issue by another Board Member.

7.2 If a situation identified in paragraph 7.1 exists, it is a requirement that the conflicted Director be absent from the meeting whilst the Board discusses the matter and that the conflicted Director should not vote on the matter.

7.3 The remaining Board Members shall decide the issue and on the return of the Director who has left the meeting, that Director shall be informed of the decision made and no further discussion on the issue shall take place.

8. Access to Information and Independent Advice

8.1 Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfill their responsibilities and permit independent judgement in decision making.

8.2 Directors will be entitled to:

- a. Access members of the executive committee via the executive chairman at any time to request relevant and additional information or seek explanations;
- b. Have access to internal and external auditors to seek explanations or additional information;
- c. Seek independent professional advice with the Chairman of the Board's prior consent, which will not be unreasonably withheld or delayed, and which will be at CFCL's expense.

9. Term of Appointment of Directors

9.1 Rotation of Directors shall be in accordance with the Memorandum & Articles

9.2 The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

9.3. A retiring Director shall be eligible for re-election

9.4 A Director may appoint any other person including a Director to be his/her alternate provided that no such appointment of a person other than an existing Director shall be operative until such appointment has been approved by a resolution of the Directors.

11. Procedures

11.1 As provided by CFCL's Memorandum and Articles of Association, the Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.

11.2 The Board shall determine the number and frequency of its meetings.

11.3 A quorum for Board Meetings is two directors, unless so fixed otherwise

11.4 Directors' Meetings may be held by Directors communicating with each other through any technological means by which they can participate in discussion even though they may not be physically present in the same place.

11.5 Provided the copies of all relevant documents have first been sent to all Directors, the Directors can affect the passing of a resolution in writing provided it is signed by all of the Directors.