



**Tailte
Éireann**

Clárúchán, Luacháil,
Suirbhéireacht
Registration, Valuation,
Surveying

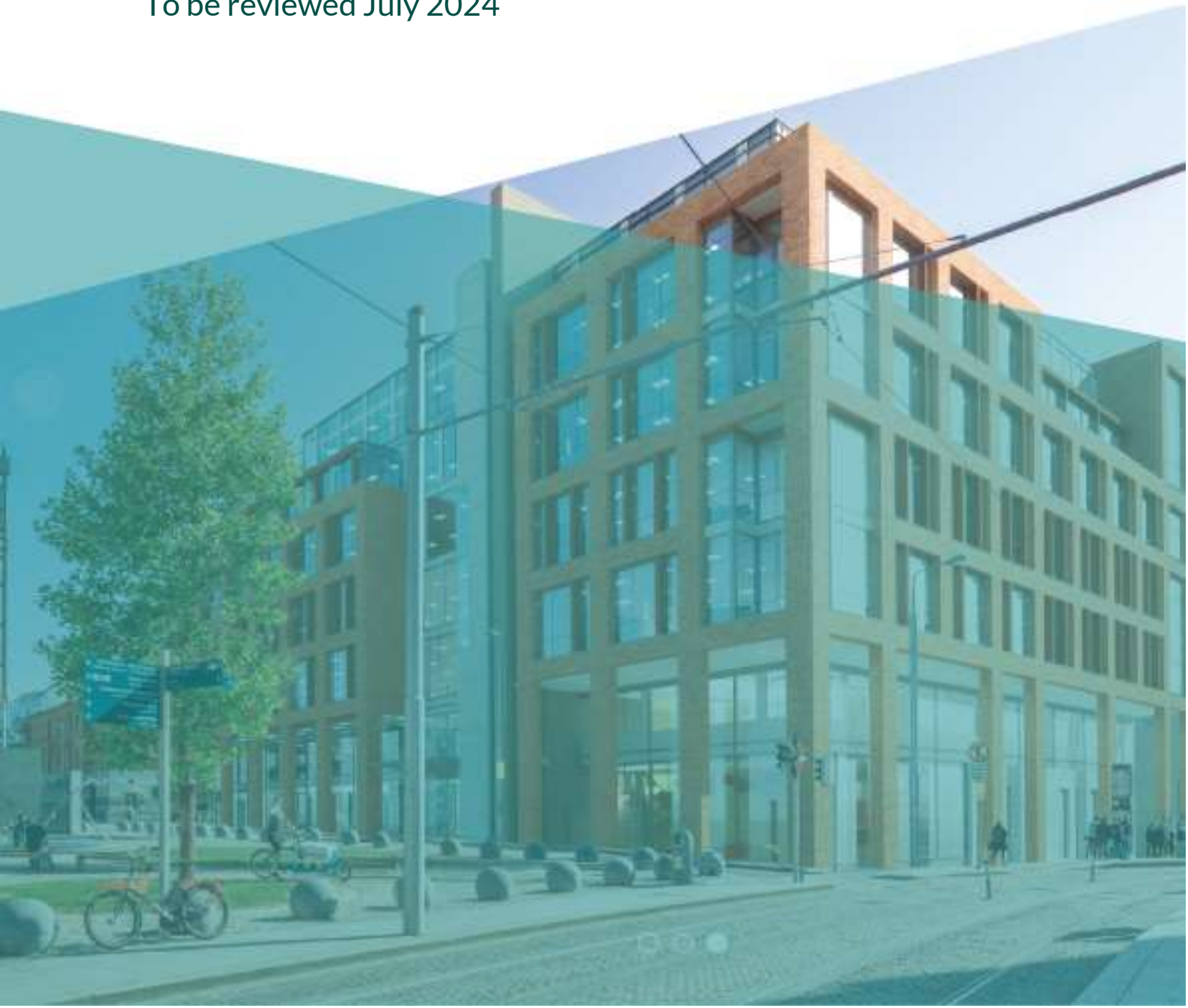
Tailte Éireann Management Board

Terms of Reference

Adopted by the Management Board 19th July 2023

Amended 23rd August 2023

To be reviewed July 2024



1. Purpose

As set out in the Civil Service Corporate Governance Standard 2016, each Department and Office should establish clear terms of reference for its Management Board including, but not limited to its purpose, role, composition and procedures. The aim of the Management Board (MB) is to operate based on the principles of shared participation and responsibility for the operational success of the entire organisation in meeting its strategic goals and in supporting the Chief Executive officer (CEO) and the Tailte Éireann non-executive Board (TE Board) in fulfilment of their statutory roles.

The MB supports the **TE Board** in the fulfilment of its statutory function of guiding the strategic direction of TE under Section 10 of the Tailte Éireann Act 2022 (the Act).

The MB supports the **CEO** in their role as Accounting Officer for Vote 16, in the effective implementation of policies and decisions of Government and in the management and control generally of the staff, administration and business under section 13 of the Act.

In accordance with the Act and the annual Oversight and Performance Agreement with our **parent Department**, the MB facilitates provision to the **Minister** of Housing, Local Government and Heritage, as required, of quality, coordinated and timely information on issues related to the statutory functions of TE.

2. Role of Management Board (MB)

The main roles of the MB include the following:

- To ensure accountability for the effective management of the organisation;
- To support good governance by developing TE's capacity, including the capability of the leadership team, management and staff;
- To ensure that appropriate management structures, including corporate governance structures, are in place and working effectively;
- To oversee the efficient and effective operation of the organisation through its operations and projects;
- To set the ethical tone for the organisation;
- To ensure that in their deliberations, actions and behaviours, members are fully compliant with the values articulated in the Statement of Strategy;
- To inculcate within the MB a strong culture of independent and challenging thinking where a diversity of opinion is encouraged to mitigate against the risk of bias and group think;
- To provide considered decision making, good judgement and strong leadership during emergencies and critical events;
- To ensure strategic alignment with Civil Service Renewal and central Civil Service Policy.

3. Composition

The MB is chaired by the CEO. TE strives to have a balance of skills and experience on the MB appropriate to fulfilling its responsibilities. To this end, the membership comprises those officers at Principal Officer and above who hold responsibility for the following or equivalent roles and functions in TE:

1. Registration;
2. Valuation;
3. Surveying ;
4. Corporate Affairs;
5. Chief of Staff;
6. Human Resources;
7. Financial Control and Risk;
8. Chief Information Officer.

Other managers and staff may be required to attend meetings and deliver presentations when updates on matters relevant to their areas of responsibility are required. External experts may also be invited to attend for particular agenda items.

4. Secretarial Support

The Chief of Staff will act as secretary to the Management Board and will arrange for the following:

- Preparation of agendas and issue of meeting notifications;
- Scheduling of meetings and issuing of electronic invitations;
- Booking of rooms for physical meetings in TE offices or off site;
- Monitoring and scheduling of standing items;
- Timely uploading of agendas and relevant documents to MB SharePoint;
- Drafting and circulating of minutes;
- Tracking implementation of MB decisions, updating action items and follow up, where necessary;
- Monitoring compliance of MB with its terms of reference and advising the chair of any issues arising;
- Drafting of MB Annual Assessment of Self Evaluation questionnaire, collation and reporting of results or provision of support in any other form of evaluation agreed by the MB.

5. Conduct of Meetings

Meetings will be convened by the CEO and held weekly in person each Wednesday from 10am to 12.30pm or as the CEO deems necessary. The second meeting in each month will be 5 hours in duration and entail an organisation performance review, as well as standard agenda items. The venue for meetings will be rotated as between TE locations in Chancery Street, Abbey Street and in Phoenix Park.

In the absence of a CEO, the role of convening and/or chairing of meetings will be assumed by the Chief of Staff. All members are expected to attend meetings, except where this is unavoidable. Meetings can be held, as designated by the CEO, in meeting rooms with physical attendance by MB members, or online or a combination of both.

To form a quorum, there must be a minimum of 50% of the members of the Board, which must include the CEO, plus one, in attendance. Where emergencies or unforeseen events occur, preventing the attendance by some members at a meeting, the quorum need not apply and decisions will be made by at least three members attending in person, or online. Where necessary, decisions may also be made using an electronic communications platform or incorporeally by email, text or other messaging system.

Members of the MB may submit items for inclusion on the agenda prior to meetings.

6. Communications

Concise minutes will be taken by the Chief of Staff, or another nominated person acting as secretary to the MB, which will record agenda items, decisions taken and action items agreed. The MB members will take an active role in ensuring that all functional and other relevant managers and staff are briefed, as appropriate, on all actions and decisions taken at MB meetings. The MB is committed to open communication and follow-through on decisions taken to ensure consistent implementation across the organisation.

7. Confidentiality of Proceedings

The deliberations of the MB (i.e. individual views expressed during meeting) will remain confidential at all times. MB decisions are ultimately owned and supported by all Board members, notwithstanding personal perspectives and/or minority views.

8. Decision making

The MB is a deliberative forum and, by definition, deals with policy proposals/business cases which require careful thought and discussion on evidence presented. Part of the role of each MB member is to strive for consensus on important decisions in the interest of the organisation. As part of due diligence, expression of dissenting opinions should be expected and accepted.

Members who fail to express dissenting opinions or withhold information at meetings on matters which could ultimately discredit the organisation, or impact on its ability to achieve its strategic goals, are not fulfilling their responsibilities. Fear of upsetting the MB's sense of collegiality is not a valid reason for remaining silent on important matters. Robust debate leading to eventual consensus results in more effective decision making.

9. Roles and Responsibilities of the CEO as Chair

The role of the **CEO** as chair of the MB includes, but is not limited to:

- Scheduling, convening and chairing regular meetings;
- Setting and prioritising agenda items for these meetings, with input from MB Members;
- Ensuring that members monitor, and have oversight of all relevant matters that relate to the efficient and effective delivery of TE services;
- Ensuring that the MB considers any matters that threaten the propriety with which TE carries out its business, or the value for money achieved by the organisation;
- Ensuring that the MB considers any significant issues which may impact on TE's medium and longer term capacity, capability or significant risks to delivery on its objectives, together with details of mitigating actions proposed or taken;
- Seeking the views of all members and nominating a devil's advocate, if necessary, to ensure contrary views are also considered;
- Updating the members on matters pertaining to the Tailte Éireann Board meetings;
- Updating members on matters pertaining to the Chair's responsibilities as Accounting Officer for the Tailte Éireann Vote and Appropriation Accounts.

10. Roles and Responsibilities of all Members

The role of **all members** of the MB encompasses both overall corporate and individual/functional responsibilities and includes, but is not limited to the following:

- Regular attendance and active participation at meetings;
- Specific responsibilities arising from their individual roles as MB members, including implementation of actions as agreed at previous meetings;
- Setting the ethical tone for the TE by promoting Civil Service values and demonstrating the specific values of TE in their approach to work and interpersonal relationships and modelling desired behaviours in line with TE's Behaviours Framework;
- Participating proactively, and not focusing solely on their own functions, by providing leadership and strategic direction, and driving and overseeing the implementation of strategies;

- Committing to the submission of proposals in writing, supported by robust data where appropriate;
- Reading all documentation submitted in advance of meetings to ensure they are adequately prepared to contribute effectively;
- Showing leadership, contributing to the management of TE, as a whole, and actively supporting colleagues in meeting organisational objectives;
- Using their experience to challenge and critically examine items under discussion;
- Respecting the views of others and their responsibility to express them;
- Notifying the MB of any matters that threaten the propriety or value for money with which TE carries out its business;
- Notifying the MB of any significant issues which may impact on TE's medium and longer term capacity and capability or significant risks to delivery of its goals, together with details of mitigating actions proposed or taken;
- Acting with probity and maintaining appropriate confidentiality as to matters discussed;
- Active participation in building consensus;
- Chairing of ad hoc working groups and management committees established by the management Board.

These roles are complementary to, and do not conflict with, the existing statutory roles of the CEO/Accounting Officer.

11. Matters for Consideration

Matters for consideration by the MB include, but are not limited to:

- Implementation of Government Policy;
- Achievement of the strategic goals as set out in TE's Statement of Strategy;
- Operational strategies, as appropriate, to best implement the strategic goals;
- Monitoring performance against targets;
- Business Plans as agreed with all functional Managers;
- Risk management, including with regard to counter fraud, anti-money laundering and cyber security issues;
- Progress and status of major legislative proposals and policy initiatives impacting on the work of TE;
- Setting overall Quality Objectives for the organisation and overseeing implementation;
- Where the MB is the designated Project Board, progress and status of relevant projects against expected milestones, timeframes, budgets and objectives;
- Review and approval of certain documents prior to external publication e.g. Annual Report, Corporate Governance Framework, Statement of Strategy etc.;
- Review and approval of other significant internal organisational documents including the Performance and oversight Agreement, Annual Business Plan, Disaster Recovery Plan, Annual Compliance Report etc.;
- Discussion of major strategic challenges confronting TE and strategies affecting the long term interests of TE (including technological developments, financial and Human Resource allocation, Human Resources strategies);
- Strategic Workforce Planning;
- Ensuring the integrity of the National Land Register and the safeguarding of property rights and transactions is forefront;
- Creation and maintenance by TE of the definitive mapping and related geographic databases of the State;
- Ensuring that TE delivers to Government an impartial and trusted valuation service of industrial and commercial properties that is accurate and up-to-date;

- Ensuring that cross-cutting and longer term issues are fully accounted for in resource planning, policy formulation and advice;
- Developing services to meet customer demand;
- Developing future strategies in consultation with the non-executive TE Board;
- Overview of Budget allocation and review of spending against Budget profile;
- Discussion of proposals for change and innovation in TE, supported by business cases;
- Ensuring effective communication throughout the organisation including dissemination of information on the role and decisions of the MB, where appropriate, driving engagement with staff and communication with external stakeholders;
- Considering and debating major policy issues and wider external issues of significance;
- High-level consideration of significant management and investment decisions made;
- Ensuring Strategic Human Resources and Organisational Capacity and Capability Reviews are conducted periodically;
- Supporting adherence to the TE Project Management Policy;
- Contributing to and driving all aspects of the TE Compliance Framework;
- Ensuring that across each corporate function all opportunities for *Digital First* are examined that will exploit and embrace technology and innovation to transform how services are delivered;
- Reporting on work of functions;
- Appropriate Governance arrangements and clarity on roles and responsibilities;
- Participation at national and international fora;
- Management of critical events and emergencies;
- Relevant media reports.

12. Reports and Updates to the Board

The decision making role of the MB, to the maximum extent possible, will be strongly informed by data and other evidence in writing. The Management Board will be supported in its decision making role by other personnel and groups in the organisation, as appropriate to different subjects.

All reports, updates and proposals must be in writing and circulated and/or uploaded to the MB SharePoint 3 working days prior to the meeting. In exceptional circumstances the chair may waive, or adjust as appropriate, the requirement for written submission 3 days in advance.

Papers for **discussion and noting** should include a concise and clear summary of the issue to be addressed and its potential implications or consequences, as well as clear timelines for action.

New items **for decision** must be accompanied by a decision sheet, which sets out the issue for decision, the context/background, resource implications and any subsequent actions required. A template is included in Appendix 1. Members should adhere to the TE Project Management Policy and, where appropriate, the required DPER templates should be used.

13. Reporting to the TE Board

As provided under section 13 (4) (b) of the TE Act 2022, at the request of the non-executive TE Board, the CEO will promptly provide it with such information (including financial information), as the Board may require in particular in relation to

- the functions of the CEO;
- the implementation by them of the policies of the government affecting the functions of TE;
- Strategic direction of TE;
- Implementation by them of the strategy statement.

14. MB Relationship with Parent Department

Under the provisions of the Code of Practice for the Governance of State Bodies a formal service level agreement, known as the Oversight and Performance Delivery Agreement, is in place between TE and its parent Department. The MB undertakes to return timely, relevant and appropriately detailed performance information to allow for monitoring of this agreement. This may include performance information for inclusion in the Revised Estimates for Public Services volume, in line with the indicators and timeframe agreed with the Department.

In addition to the provision of agreed performance information, the MB will also arrange to provide briefing material and views on relevant strategic issues and initiatives identified by the Department. Similarly, the views and input of the Department will be sought by the MB, where appropriate.

The MB is also committed to the provision of timely and quality responses to the range of structured information requests that are submitted through the Department. This includes Parliamentary Questions (PQs) and Representations (Reps) from members of the Oireachtas.

15. Ad hoc Working Groups and Management Committees

Committees and/or working groups may be established periodically in an oversight capacity or to examine key strategic issues facing TE and make their findings known to the MB. Such Committees shall consist of selected member(s) of the MB, together with other officers of TE as considered appropriate. Each such committee must have clear terms of reference, including the scope of any decision making and reporting requirements to the MB. Project management discipline and appropriate documentation including Project Initiation Document should be submitted for approval in advance to the MB.

16. Performance Evaluation

Members are expected to be open to self-reflection and constructive feedback on their own individual performance and that of the MB team collectively. As outlined in the Corporate Governance Standard for the Civil Service, the MB should arrange a periodic review to measure delivery, performance and effectiveness against its terms of reference. A mechanism for performance evaluation should therefore be in place for an annual review to include also the MB's compliance with governance requirements.

17. Review of Terms of Reference

These Terms of Reference will be reviewed on an annual basis as part of the MB's performance evaluation

Appendix 1

Agenda Item Requiring Formal Decision by TE Management Board	
Proposer	
MB Sponsor	
Date of MB Meeting	
Decision Sought	
Alignment with Strategic Goals	
Context/Background	
Resource implications	
Subsequent actions required	
Proposal adopted ?	Yes/No