

**APPENDIX 8
CENTRAL BANK OF IRELAND COMMISSION**

TERMS OF REFERENCE

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| ESTABLISHMENT AND APPROVAL | The Central Bank Commission (the Commission) was established by the Central Bank Reform Act 2010 (the Act). The Terms of Reference (the TOR) of the Commission are approved by the Commission. |
| FUNCTIONS AND POWERS | <p>Under the Central Bank Acts, the Commission is responsible for:</p> <ul style="list-style-type: none"> • Managing and controlling the affairs and activities of the Central Bank (the Bank) (other than ESCB functions); • Ensuring that the central banking functions and financial regulation functions of the Bank are coordinated and integrated; • Ensuring that the statutory powers and functions conferred on the Bank are properly exercised and discharged. |
| ROLE & RESPONSIBILITIES | <ul style="list-style-type: none"> • The Commission is the key decision making structure within the Bank. • It has delegated the exercise of the majority of day to day functions and powers of the Bank. • Where functions are delegated, the Commission continues to be responsible for overseeing the exercise of the delegated functions. • The Commission's focus is concentrated on formalising strategy as regards how best to achieve the Bank's statutory objectives and monitoring the implementation of this strategy, including risk. • The Commission receives assurance through regular executive reporting at the Commission |

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| | <p>meetings, including, but not limited to, reporting on the delivery of the Strategy, the internal control framework of the Bank, and other relevant reports.</p> <p>The Commission will typically meet to discharge its responsibilities in person or via video or telephone conference or via a hybrid meeting, where some persons attend in person and others virtually. It can also do so through written procedures where deemed necessary or appropriate.</p> <p>In addition to the provision of papers and other material prepared for meetings, Members also have the option to further inform themselves through attendance at seminars and briefings arranged by the Bank.</p> <p>Bank management provides the Commission with all information required to enable them perform their duties to a high standard.</p> |
| <p>SUB COMMITTEES</p> | <p>The Commission may establish sub committees of the Commission consisting of one or more Members, either solely or together with one or more officers or employees of the Bank, and may determine the procedure and define the functions and powers of such sub committees. Membership of these sub-committees may include non-Members should it be determined that specialist skills are required.</p> <p>The Commission may delegate to a sub-committee any one or more function or power of the Commission, if the Commission considers it appropriate to do so in the interests of the efficient and effective management of the Bank and the exercise of its powers and functions. Sub committees will report on their meetings and deliberations to the Commission via updates from the</p> |

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| | Committee Chairs at the next scheduled Commission meeting. |
| CHAIR | <p>The Governor is Chair of the Commission.</p> <p>Meetings of the Commission will be presided over by the Governor or in the absence of the Governor, or if there is no Governor - (i) the Member that is appointed under section 22 of the Central Bank Act 1942 to act as Governor or (ii) if no Member has been appointed under that section, a Member elected by the Members present at the meeting.</p> |
| MEMBERSHIP | <p>The Commission comprises of the following persons:</p> <ul style="list-style-type: none"> • the Governor (Chair); • the Deputy Governor (Monetary and Financial Stability); • the Deputy Governor (Financial Regulation); • the Secretary General of the Department of Finance; and • at least six, but no more than eight other members appointed by the Minister for Finance. |
| MEETINGS | <p>The proceedings of the Commission are confidential.</p> <p>The Commission meets at least 8 times per year and as otherwise required.</p> <p>An annual schedule of meetings is prepared by the Secretary, agreed by the Commission, and provided to Members in advance of the annual cycle commencing.</p> <p>Members of the Commission are expected to attend all meetings.</p> <p>The frequency in which meetings of the Commission and its sub committees are held, and the attendance record of</p> |

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| | <p>each Member, will be reported in the Bank’s annual report.</p> <p>The Commission, in non-executive composition, meets at least four times per year to discuss matters of relevance. The Governor may be invited to attend such meetings.</p> <p>The Chief Operations Officer and Deputy Governor (Consumer and Investor Protection) shall attend meetings of the Commission to provide updates on their respective areas of responsibility and for other relevant items.</p> <p>The General Counsel is invited to attend meetings of the Commission as legal advisor of the Bank.</p> <p>The Head of Communications, or their nominee, is invited to attend meetings where deemed necessary for particular items.</p> <p>The Commission may invite other attendees to meetings where deemed necessary.</p> |
| <p>DECISIONS</p> | <p>A decision supported by a majority of the votes cast at a meeting of the Commission at which a quorum is present is the decision of the Commission.</p> <p>The quorum for the Commission is determined by the Central Bank Act 1942. As such, should there be ten or 11 members, six constitute a quorum; where there are 12 members, seven constitute a quorum.</p> <p>If votes are equal on a motion put at a meeting of the Commission, the Chair of the Commission, or in the absence of the Chair, the person appointed to act as Chair, has a casting vote as well as a deliberative vote.</p> <p>Decisions of the Commission are communicated to relevant executives for execution. The Secretary is responsible for communicating all decisions taken by the Commission and for follow up and reporting on actions arising.</p> |

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| <p>AGENDA</p> | <p>The Chair of the Commission is responsible for the effective management of the Commission’s agenda and ensuring that adequate time is made available for discussion of all agenda items.</p> <p>Members can suggest items for inclusion on the agenda.</p> <p>The Secretary of the Commission circulates a draft agenda in advance of each meeting and the Chair proposes the draft agenda for adoption at the ensuing meeting.</p> <p>All items presented to the Commission have clear sponsorship and authorship assigned. Each agenda notes whether the agenda item is for decision, consideration or information.</p> <p>Where a Member wishes to include an item on the agenda, the Member shall consult with the Secretary and/or the Chair. This can also be proposed by a member at a meeting of the Commission for inclusion on a subsequent or later agenda. In preparing the draft agenda, the Chair will give due consideration to the inclusion of items proposed by Members.</p> |
| <p>MINUTES</p> | <p>Minutes of meetings are circulated to Members in advance of the next meeting and are agreed at the next meeting of the Commission. Minutes can, if necessary, be agreed by written procedure.</p> <p>Commission minutes are published on the Bank’s website six weeks after each meeting with the omission of information that is legally or commercially confidential, confidential supervisory information, or information it is deemed appropriate to omit.</p> |
| <p>PAPERS</p> | <p>The Secretary ensures that Members receive all information and papers in a timely manner. Papers for meetings are circulated in electronic form no later than</p> |

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| | <p>five working days in advance of each meeting; this is to facilitate full and proper consideration of all material.</p> <p>Papers and presentations are prepared according to guidelines issued by the Secretary on behalf of the Commission. Authors and approvers of papers are responsible for meeting those guidelines.</p> <p>Presentations can be used when seeking the Commission's views on matters or providing explanations/analysis of topics etc. However, in general, papers are used, particularly where decisions are required.</p> <p>Items that are For Information only will typically be circulated separate to documents that are required for the Commission meetings, to allow Members the time to focus on the items at meetings. Information items can be circulated in summary form with the full reports available to Members on request. Where there is a statutory or regulatory requirement to provide Members with certain reports for information, these will be provided in full.</p> |
| PROFESSIONAL ADVICE | <p>The Commission has designed formal procedures whereby Members, in the furtherance of their duties, may take independent professional advice, if necessary, at the expense of the Bank where they deem it necessary to discharge their responsibilities as Members.</p> |
| DELEGATED FUNCTIONS | <p>Where functions of the Commission are delegated to Sub Committees, the Chairs of Sub Committees will report to the Commission on the exercise of those delegations. The Chairs of Sub Committees may decide to escalate to the Commission matters for decision that have been delegated for decision at Commission level.</p> <p>Other than delegation to Sub Committees, delegations are assigned to the Governor and/or where appropriate</p> |

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| | <p>an executive Member or an employee of the Bank. The person to whom the responsibility for the performance of that function has been assigned is accountable for the performance of that function to the Governor and to any other person specified in the Plan of the Assignment of Responsibility. A list of the functions reserved by the Commission is set out in the Plan of the Assignment of Responsibilities.</p> <p>The Commission shall retain the power to exercise any of those functions and powers of the Bank delegated from time to time by the Commission where it considers it appropriate to do so.</p> <p>While the Commission has delegated the exercise of the majority of the functions and powers of the Bank and has approved the Plan of the Assignment of Responsibility for the assignment of such responsibilities, the Commission retains responsibility for the effective oversight of the performance of such functions and for ensuring that the powers and functions conferred on the Bank (other than those in respect of which responsibility is conferred solely on the Governor or other statutory office holders) are being effectively managed and controlled.</p> |
| <p>SECRETARY</p> | <p>The Commission has a duty to ensure that the person appointed as Secretary to the Commission possesses the requisite skills to discharge their statutory and legal duties including those that are delegated or assigned to the office by the Commission.</p> <p>Both the appointment and removal of the Secretary of the Commission is a matter for the Commission.</p> <p>All Members have access to the Secretary to seek advice and services.</p> |

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| | <p>All services to support the functioning of the Commission will be provided by the Internal Governance Division (IGD).</p> <p>IGD will maintain a record of Minutes and of all relevant Commission papers and materials.</p> |
| PROCEDURES | <p>Procedures governing the functioning of the Commission are provided to Members on induction and are articulated in a Commission Handbook.</p> |
| PERFORMANCE AND EFFECTIVENESS | <p>The Commission and its sub committees undertake a review of their performance on an annual basis. The review assesses the extent to which responsibilities are being met and whether the Commission and its sub committees are operating efficiently. A review of their operations, the appropriateness of their membership and their TOR is also conducted.</p> <p>The Commission also undertakes an external review of its effectiveness every three years¹. The outcome of all reviews are considered by the Commission.</p> <p>The Commission can, at any time, propose changes to its Terms of Reference.</p> |

Approved 6 December 2022

¹ In the year that an external review is undertaken, an internal review will not be undertaken.