Terms of Reference for the Governing Board of An Coimisiún Pleanála

Introduction and Note

An Coimisiún Pleanála was established under Part 17 of the Planning and Development Act 2024 ('The Planning Act') with effect from 18 June 2025. An Coimisiún Pleanála has adopted a corporate governance regime in accordance with best practice and the Code of Practice for State Bodies including a Governing Board. The Governing Board is responsible primarily for the corporate functions of the Commission, including its strategy, governance, and performance.

It should be noted for clarity that Section 497(5) of the Planning Act provides that the Governing Board **cannot be involved** in considering or determining any planning case which is before the Commission for a decision. The Governing Board will not have any involvement with, or access to, information on any individual planning case or direct applications during their lifecycle with the Commission. These matters are outside the remit of the Governing Board, and the Terms of Reference should be understood in that context.

Terms of Reference

The purpose of this document is to set out the terms of reference of the Governing Board of An Coimisiún Pleanála.

These terms of reference were approved by An Coimisiún Pleanála at the meeting of 30 September 2025 and are effective from that date. The last review was on 29 September 2026.

1. **Membership**
    - Members of the Governing Board shall be appointed by the Minister for Housing, Local Government and Heritage in accordance with section 498 of the Planning Act. The Governing Board shall be made up of a minimum of five members to a maximum of nine members including a Chairperson, of which all are independent, non-executive Board members.
    - Only members of the Governing Board have the right to attend Board meetings. However, other individuals such as the Chief Executive Officer,

Chief Officer, Directors and external advisers may be invited to attend for all or part of any meeting, as and when appropriate, as necessary.

- Appointments to the Governing Board shall be for a period of up to 5 years, and terms shall not exceed an aggregate of 10 years.
- In the absence of the Chairperson the remaining members present shall elect one of their number to chair the meeting.

2. Secretary to the Governing Board

- The Secretary to the Governing Board will ensure that the Governing Board members receive information and papers in a timely fashion to ensure adequate time to give full consideration to matters concerned.
- The Secretary to the Governing Board is also responsible for the formal induction of new members of the Governing Board and organising mentoring for Commission members where required.
- All Governing Board members shall have access to the Secretary who is responsible for ensuring that Board procedures are complied with.
- The appointment and removal of the Secretary are matters for the Governing Board as a whole.

3. Quorum

- The quorum necessary for the transaction of business shall be three members. A duly convened meeting of An Coimisiún Pleanála 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 Governing Board.

4. Frequency of Meetings

- The Governing Board shall hold such and so many meetings as required for the performance of its duties – but in each year shall hold not less than one meeting every three months.
- The Governing Board may decide to hold meetings remotely via MS Teams or in a manner which it deems appropriate.

5. Notice of Meetings

- Meetings of the Governing Board shall be summoned by the Secretary to the Governing Board at the request of the Chairperson of the Governing Board.
- 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 Governing Board and any other person required to attend no later than one week before the date of the meeting. Supporting papers shall be provided to the Governing Board members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- The Secretary of the Board shall minute the proceedings and resolutions of all meetings of An Coimisiún Pleanála, including recording the names of those present and in attendance.
- Minutes of Board meetings shall be circulated to all members of the Governing Board.
- Declarations of interest will be a standing item at the start of each Governing Board meeting. The Chairperson of the Governing Board shall ask at the start of each meeting if any member considers there may be a conflict of interest and/or objective bias arising from any agenda item and if this arises the member should follow the protocols of non-participation or consideration of any such agenda items. Where there is a doubt about whether non-participation is warranted then the Chairperson shall make a ruling on the matter. Details of all instances of non-participation, or consideration of non-participation, including any ruling by the Chairperson, shall be recorded and preserved as appropriate.

7. Duties

- The Governing Board shall delegate operational responsibility for the day-to-day running of An Coimisiún Pleanála to the Chief Executive Officer (CEO).
- The Governing Board may delegate the performance of any of its functions to the CEO and may revoke such delegation as it considers appropriate.
- Monitoring of performance – the Governing Board shall receive regular reports from the CEO and sub committees, and when required, members of the Executive.
- The Governing Board shall advise, support and challenge the Chief Executive Officer (CEO) and the Executive.
- The Governing Board can provide approval for certain urgent matters reserved for their approval by email correspondence in the absence of a timely meeting. Any such matters will be included in the following General Board Meeting for formal noting.

- The Governing Board shall satisfy itself that financial controls and systems of risk management are robust and defensible.
- The Governing Board shall keep itself up to date and fully informed about strategic issues and changes affecting An Coimisiún Pleanála and the environment in which it operates.
- The Governing Board shall ensure that on appointment to the Governing Board, new 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.
- The Governing Board may, from time to time, establish such committees of the Governing Board as are necessary to assist it in the performance of its duties. They may include members who are not members of the Governing Board if specialist skills are required. Where a committee is put in place:
    - the terms of reference shall be specified in writing, approved by the Governing Board, and reviewed annually,
    - the Governing Board, on the nomination of the Chairperson, shall appoint its members,
    - the Governing Board shall receive regular reports from the committee,
    - all protocols concerning the operation of the Governing Board shall be applied to a committee,
    - agreed minutes of committee meetings shall be circulated to all Governing members.
- The Governing Board shall review the results of the Governing Board performance evaluation process that relate to the composition of the Governing Board and corporate governance generally.
- The Governing Board shall keep under review corporate governance developments (including ethics-related matters) that might affect An Coimisiún Pleanála, with the aim of ensuring that An Coimisiún Pleanála's corporate governance policies and practices continue to be in line with best practice.
- An Coimisiún Pleanála shall ensure that the principles and provisions set out in the Planning and Development Act 2024 and the Code of Practice for the Governance of State Bodies are adhered to.

8. Reporting Responsibilities

- The Governing Board shall keep the Minister of the parent Department informed of matters arising within An Coimisiún Pleanála.

9. Self-Evaluation

- The Governing Board shall, at least once a year, review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and implement any changes it considers necessary.
- The Governing Board shall, every three years, conduct an external review.

10. Authority

- The Governing Board is authorised to seek the information it requires from the Executive in order to perform its duties.
- The Governing Board is authorised to obtain, at the body's expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities.
- The Governing Board is collectively responsible for leading and directing An Coimisiún Pleanála's strategic activities. While the Governing Board may delegate particular functions to the CEO, the exercise does not absolve the Board from the duty to supervise the discharge of delegated functions.
- The Executive have a duty to provide the Governing Board with all necessary information to enable the Board to perform their duties to their highest standards.
- While the Governing Board establish an Audit & Risk Committee to consider issues relating to audit, governance and risk management, the Governing Board retains responsibility for, and makes the final decisions on, all these matters.
- The Governing Board may establish other sub-committees under agreed terms of reference to advise/assist on matters pertaining to their functions.
- The Governing Board is responsible for ensuring that effective systems of internal control are instituted and implemented. The Governing Board is required to confirm this annually to the Minister for Housing, Local Government and Heritage.
- The Governing Board shall adopt a statement of strategy for a period of three to five years ahead, or as otherwise required under the relevant Act.

Date Reviewed	Changes Made	Approved By
30 September 2025	Approved	Governing Board
29 September 2026	Reviewed Minor corrections and review date added	Governing Board