



Terms of Reference of the Board of TG4

(reviewed by the Board on 05 October 2026)

These Terms of Reference were approved by the Board on the date specified above and will be reviewed annually.

TG4 has adopted a corporate governance regime in accordance with the **Code of Practice for the Governance of State Bodies**. The purpose of this document is to set out the terms of reference of the Board of TG4.

Status of the TG4 Board

TG4 is established under the Broadcasting Act 2009 as amended (the “Act”). The Act details the requirements which apply to the Board. In the event of any conflict or inconsistency between these Terms of Reference and the Act, the Act will prevail.

Appointment of Board (s81 of the Act)

The Board comprises 12 members, 6 are appointed by the Government on the nomination of the Minister, 4 are proposed by the Joint Oireachtas Committee, one Board member is a member of staff, and the Ard Stiúrthóir is also a Board member. There must be at least 5 female members on the Board and at least 5 male members. The Government selects a member of the Board to be chairperson of the Board.

Term of Board members (s82)

The Act provides that Board members are appointed for a term not exceeding 5 years and that a Board member may not serve more than two consecutive terms.

In practice the maximum term for membership of the TG4 Board is 8 years.

Duties of Board members (s87 of the Act)

The duties of the Board are detailed in the Act as follows:

... every member of the Board of a corporation shall perform his or her functions in such a manner as to—

(a) represent the interests of viewers and listeners,

(b) ensure that the activities of the corporation in pursuance of its objectives as set out in [section 114](#)(1) or [118](#)(1) are performed efficiently and effectively,

(c) ensure that the gathering and presentation by the corporation of news and current affairs is accurate and impartial, and

(d) safeguard the independence of the corporation, as regards, the conception, content and production of programmes, the editing and presentation of news and current affairs programmes and the definition of programme schedules from State, political and commercial influences.

As detailed above the Board must ensure that TG4 performs the statutory objects of TG4 which are detailed in s118(1) of the Act.

The Board must ensure the following objects set out in s118(1) of the Act are performed efficiently and effectively:

118.— (1) The objects of TG4 are—

(a) to establish, maintain and operate a national television broadcasting service, which shall have the character of a public service, be a free-to-air service and be made available, in so far as it is reasonably practicable, to the whole community on the island of Ireland,

(b) to establish and maintain a website in connection with the services of TG4 under paragraphs (a), (c), (d), (e), (f), (g) and (h),

(c) to establish and maintain choirs and other cultural performing groups in connection with the services of TG4 under paragraphs (a), (f), (g) and (h),

(d) to assist and co-operate with the relevant public bodies in preparation for, and execution of, the dissemination of relevant information to the public in the event of a major emergency,

(e) to establish and maintain archives and libraries containing materials relevant to the objects of TG4 under this subsection,

(f) to establish, maintain and operate, in so far as it is reasonably practicable, a television broadcasting service, which shall have the character of a public service, to be made available to Irish communities outside of the island of Ireland,

(g) subject to the consent of the Minister, the Minister having consulted with the Authority, to establish, maintain and operate in so far as it is reasonably practicable, community, local, or regional broadcasting services, which shall have the character of a public service, and be available free-to-air,

(h) subject to the consent of the Minister, the Minister having consulted with the Authority, to establish and maintain audiovisual on-demand media services, in so far as it is reasonably practicable, which shall have the character of a public broadcasting service (such consent not being required in respect of such services which are ancillary to a broadcasting service provided under paragraphs (a), (d), (f) and (g)),

(i) so far as it is reasonably practicable, to exploit such commercial opportunities as may arise in pursuit of the objects outlined in paragraphs (a) to (h).

Additional duties of Board Members under the Code of Practice for the Governance of State Bodies

- The Code refers to delegation by the Board of operational responsibility for the day to day running of a State body to the CEO and management team. However, the Act specifically provides that the Ard Stiúrthóir is required to:

(a) carry on and manage, and control generally, the administration of the corporation,

(b) act as editor-in-chief in respect of content published by the corporation in pursuance of its objects under this Act, and

(c) perform such other functions (if any) as may be determined by the Board of the corporation.

- Monitoring of performance – the Board shall receive regular reports from TG4's management team and Board sub-committees.
- The Board shall advise and support the Ard Stiúrthóir, Stiúrthóir Airgeadais and management.
- The Board shall satisfy themselves that financial controls and systems of risk management are robust and defensible.
- The Board shall keep itself up to date and fully informed about strategic issues and changes affecting TG4 and the environment in which it operates.
- The Board shall ensure that on appointment to the Board, non-executive 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 Board may, from time to time, establish such committees of the Board as are necessary to assist it in the performance of its duties. The committee may receive assistance from adviser(s) who are not members of the Board if specialist skills are required. Where a committee is put in place: the terms of reference shall be specified in writing and approved

by the Board and reviewed annually; the Board, on the nomination of the Chairperson, shall appoint its members; the Board shall receive regular reports from the committee; all protocols concerning the operation of the Board shall be applied to a committee; reports of committee meetings shall be circulated to all Board members.

- The Board shall review the results of the Board performance evaluation process that relate to the composition of the Board and corporate governance generally.
- The Board shall keep under review corporate governance developments (including ethics-related matters) that might affect TG4, with the aim of ensuring that TG4's corporate governance policies and practices continue to be in line with best practice.
- The Board shall ensure that the principles and provisions set out in the Code of Practice for the Governance of State Bodies (and any other corporate governance codes that apply to TG4) are adhered to.
- The Board (through the Chairperson) shall keep the Minister of the parent Department informed of matters arising within TG4.

Board Meetings (s88 of the Act)

The requirements in relation to Board meetings are detailed in the Act:

88. — (1) The Board of a corporation shall hold such and so many meetings as may be necessary for the due performance of its functions.

(2) At a meeting of the Board of a corporation—

(a) the chairperson of the Board of a corporation shall, if present, be chairperson of the meeting, and

(b) if and so long as the chairperson of the Board of a corporation is not present or if the office of chairperson is vacant, the members of the Board of a corporation who are present shall choose one of their number to be chairperson of the meeting.

(3) Every question at a meeting of the Board of a corporation shall be determined by a majority of the votes of the members of the Board present and voting on the question, and in the case of an equal division of votes, the chairperson of the meeting shall have a second or casting vote.

(4) The Board of a corporation may act notwithstanding one or more vacancies among its members.

(5) Subject to this Part, the Board of a corporation shall regulate its procedure and practice by rules made under this section.

(6) The quorum for a meeting of the Board of a corporation shall be 7.

(7) Subject to any rule made under subsection (5) meetings of the Board of a corporation shall be capable of being held by telephone or other suitable electronic means whereby all the members of the Board can hear and be heard.

(8) The Board of a corporation may delegate any of its functions to a subcommittee of the Board of the corporation subject to such conditions as the Board of the corporation considers appropriate.

Frequency of Meetings

Although a minimum number of meetings is not prescribed by the Act, in accordance with good practice Board, TG4 meetings are generally held 7 times a year.

Secretary

The Board shall ensure that the person appointed as secretary of the Board has the skills necessary to discharge their statutory and legal duties and such other duties as may be delegated by the Board. The Board is responsible for the appointment and removal of the secretary.

Meetings of the Board shall be summoned by the secretary of the Board at the request of the Chairperson of the Board.

Meeting agendas shall be prepared by the secretary and provided in advance to members, together with appropriate briefing materials to enable full and proper consideration to be given to agenda items.

The secretary shall keep the minutes of the meeting together with the names of those in attendance and circulate them to the members of the Board with the Board papers for the following meeting which are generally provided 7 days in advance of each meeting.

The secretary to the Board shall arrange a formal induction process for all new members appointed to TG4 Board together with ongoing training as required.

Director General (s89)

The requirements in respect of the Director General are detailed in the Act. The Ard Stiúrthóir is required to:

(a) carry on and manage, and control generally, the administration of the corporation,

(b) act as editor-in-chief in respect of content published by the corporation in pursuance of its objects under this Act, and

(c) perform such other functions (if any) as may be determined by the Board of the corporation.

The Ard Stiúrthóir is required to *“furnish the Board of the corporation with such information (including financial information) in relation to the performance of his or her functions as the Board of the corporation may from time to time require.”*

Accountability of director general and chairperson to Oireachtas Committees (s92)

The Ard Stiúrthóir and Chairperson of TG4 must appear before a committee of the houses of the Oireachtas on request.

On request the Ard Stiúrthóir must attend a committee “to give account for the general administration” of TG4.

On request the chairperson of the Board must attend “to represent the views of the Board” of TG4.

Audience council (s96)

A member of the Board must serve as a member of the TG4 audience council.

Statement of strategy (s99)

Every 5 years TG4 is required to present a 5 year statement of strategy to the Minister.

Authority

The Board is authorised to seek the information it requires from TG4 in order to perform its duties.

The Board is authorised to obtain, at TG4’s expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities as Board members. The Board will record the concerns of Board members which cannot be resolved.

Self-Assessment

The Board shall, at least once a year, review its own performance to ensure it is operating at maximum effectiveness and implement any changes it considers necessary.

A self-evaluation form is included in the Code of Practice for the Governance of State Bodies and this should be used by the Board for this purpose.

In addition, it is good practice to have an external evaluation of the Board performance every 3 years.

Review

The Board shall, at least once a year review these Terms of Reference.