

Transition Committee Terms of Reference
Approved at the Board Meeting in November 2019

Board of Directors of the Deaf Village Ireland (DVI) set up the Transition Committee for the purpose of reviewing the potential transfer of the Inspire business to DVI, as the Inspire business is part of NDVSLC this would result in DVI taking control over the running of NDVSLC.

The terms of reference of the DVI Transition Committee are as follows:

1. Rationale and Role of the Transaction Committee

- The role of the Transition Committee is to review the potential transfer of the Inspire business to DVI and to assess the benefits and risks associated with this transfer from the view of DVI and make recommendations to the board thereon.
- Recommendations on revisions to the terms of reference shall be provided to the Board. Such reviews shall be documented and shall take place at least annually.
- The Committee is authorised by the Board to investigate any activity within its terms of reference and may require information and attendance at meetings of any employee.
- The Committee is authorised to obtain outside legal or other independent professional advice at the expense of the DVI. The board has already engaged BakerTilly to perform financial due diligence on Inspire / NDVSLC, this report was completed as of 1 July 2019.

2. Membership, Appointment and Meeting Arrangements

- The committee will be comprised of at least two Directors with discretion to co-opt up to three additional non-director members with relevant skills and experience. Members of the committee shall be appointed by the board.
- One of the Directors will chair the Committee.
- The membership term of the Committee will be three years. Members may be asked to serve a second term, however the practice will be to encourage renewal of its membership.
- The quorum necessary for the transition of business shall be any two members. At least one of whom shall be a member of the DVI board of directors. A duly convened meeting of the Committee 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 Committee
- Committee meetings will be at least four times per year.
- Meetings of the Committee shall be called giving reasonable notice, at the request of any of its members or at the request of the Board if considered necessary.
- The proceedings of all meetings of the Committee, including recording the names of those present and in attendance shall be minuted. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee and approved for signing by the Chairperson after review.

- Reporting to the Board will be in the form of approved minutes of the meetings, unless it would be inappropriate to do so in the opinion of the committee chairperson.

3. Conflicts of Interest

- Members must notify conflicts of interest and ensure they are recorded in the minutes.
- The Committee will decide if conflicted members must leave the meeting for the duration of discussions on such matters or if they may remain as guests.

4. Key Responsibilities

The key responsibilities of the Transition Committee will be to:

- To review the financial and operational information available for the Inspire business (NDVSLC). This will include, but is not limited to, the BakerTilly due diligence report, meeting with Inspire's (NDVSLC) management, Inspire financial and management accounts and other information received from Inspire.
- To consider the potential transfer of the Inspire business to DVI and to assess the benefits and risks associated with this transfer from the view of DVI.
- For the key risks identified consider if there are mitigating actions to address the risks.
- Where the benefits of the business transfer outweighs the additional risks and it is the committee's recommendation to proceed with the transaction, the Committee will consider the transformation programme needed to made the transfer a success.

5. Resources

- The Board of the DVI will provide sufficient resources to enable the Transition Committee to perform its functions satisfactorily.
- The Committee, following notification to the Chairperson of the Board, may seek such external professional advice as it deems necessary to discharge its responsibilities.

6. Reporting Relationships

- The Committee will report to the Board on the outcome of its meetings and following each meeting, forward a copy of the minutes to the Secretary of the Board.