

Board Governance Handbook

For

Charities and Voluntary Committees

4th Edition

A BoardPASS Training Resource from CramdenTECH LTD.



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OVERVIEW

The core functions of the Board of Directors may be summarised as follows:

- To ensure that the company achieves its mission and objectives as agreed by the Board
- To assess and manage the risks faced by the company
- To monitor company performance
- To review internal company controls
- To supervise the financial and budgetary planning processes
- To approve contracts, finance and investment in excess of specified thresholds
- To be accountable to members and external stakeholders
- To ensure the company is managed appropriately
- To meet regularly as a board (as is appropriate) and work effectively in governing the company

Company directors must ensure that they comply with the range of obligations set out in the Companies Act 2014.

Good corporate governance is based upon five overarching principles. The Board of Directors is responsible for:

- Providing leadership to the company
- Exercising control
- Ensuring transparency and accountability
- Working effectively
- Behaving with integrity

Principles of Good Governance

The responsibilities of a Board are founded upon the overarching principles of good governance of which there are five. Specifically, the Board of Directors is expected to: provide leadership to the organisation; exercise control; be transparent in its dealings; and, be accountable to its members and funders. Directors are also expected to work effectively with each other and to behave with integrity.

1. Providing Leadership

The Board is responsible for providing leadership to the company. It does this through planning the work to be carried out and ensuring that the company is guided by a very clear purpose, vision and set of values. In providing leadership, the Board also ensures that it is accountable for its own actions and those of people acting directly on behalf of the company, such as staff members.

2. Exercising Control

The Board is responsible for exercising control of the organisation. Exercising control is critical to an organisations stability. Therefore, the Board must ensure that risks are managed effectively and that sufficient controls are in place, to exercise management and financial control. Additionally, the Board must also ensure that the company complies with any regulatory requirements that it is subject to.

3. Ensuring Transparency and Accountability

The Board should be both transparent and accountable in its dealings. Specifically, the Board should ensure that it engages appropriately with its membership and stakeholders.

Such engagement should facilitate good communication and decision-making. Being accountable also requires that the Board respond appropriately to queries regarding its governance and work activities.

4. Working Effectively

The Board is required to work effectively, both as a collective group and on behalf of the company. To this end, the Board has assigned clear roles to directors, such as the roles of honorary chairperson and treasurer. The Board will conduct its meetings in an effective manner and ensure that it adheres to the company's procedures regarding board membership, development and director rotation.

5. Behaving with Integrity

The Board is required to behave with integrity. Simply put, the members of the Board should be honest and fair in their dealings with each other and with people in general. Directors are also expected to act with independence of mind, meaning that they act in the best interests of the company. Directors are expected to deal openly and effectively with any conflicts of interest that may arise. Ultimately, directors are required to behave in a way that does not damage or negatively impact upon the reputation of the company.



Legal Responsibilities of Company Directors and Company Secretaries

Overview of the Responsibilities of Company Directors

The Companies Act 2014 sets out a number of legally binding obligations. Directors should ensure that the company:

- Maintains proper accounts
- Keep minutes of all meetings
- Maintains both a register of directors and a register of members
- Holds an Annual General Meeting
- Makes an Annual Return to the Companies Registration Office (CRO)
- Submits audited accounts with the Annual Return
- Informs the CRO of any changes in the directors, company secretary, auditors or the registered office
- Notifies the Companies Office of any changes to the Constitution (Memorandum and Articles of Association)
- Notifies the Companies Office of any Special Resolutions
- Has a minimum of two directors at all times to comply with company law.
- As a registered charity (and/or possessing a CHY number), the company must have a minimum of three trustees at all times to comply with the requirements of the Revenue Commissioners and Charities Regulatory Authority. It must ensure that it can achieve a quorum when holding board meetings as per the company constitution.

Charities with a charity registration number must comply with the requirements of the Charities Regulatory Authority and adhere to The Charities Act 2009.

Duties of Directors

Directors are trustees of the company's assets. Their legal duties require that:

- Directors must act honestly, responsibly, in good faith and in the company's interest
- Directors must act in line with the company's constitution and the law
- Directors must not profit from being a director and must account for any profit secretly obtained
- Directors must act with due care, skill and diligence and not use their powers for personal gain.

There are eight legal duties that the company directors must abide by to comply with The Company Act 2014. These duties are listed on the ***Company Director Declaration of Undertaking Form*** on page 22.



The Role of the Company Secretary

A company must appoint a Company Secretary to comply with company law. The secretary must have the skills (or resources) necessary to discharge his/her statutory duties and other assigned administrative duties.

Legal Duties

The Company Secretary along with one or more directors must:

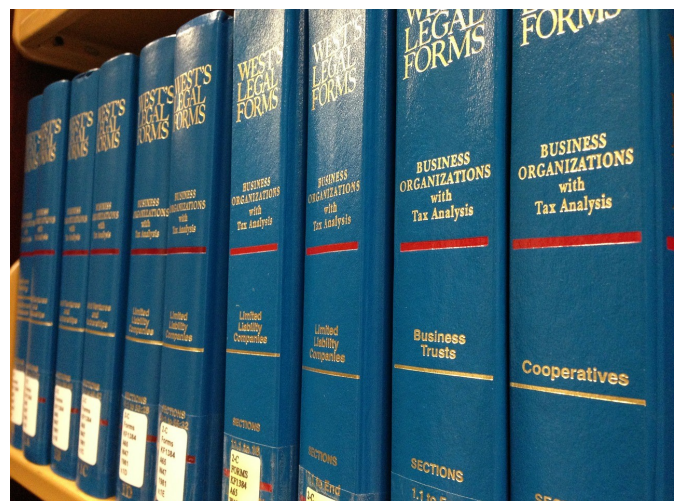
- Complete, sign and send the company's annual return to the CRO
- Certify that the financial statements attached to the annual return are true copies of the originals
- Prepare an accurate statement of the company's assets and liabilities in the event of receivership or liquidation

Administrative Duties

The Board of Directors assigns the full range of duties to be carried out by the Company Secretary, which typically includes the responsibility to:

- Keep the company's registers (that is, lists of all members and directors) up to date
- Make sure that the annual general meeting is held within the appropriate time frame
- Make sure that the proper notice for general meetings is given and that they are run in accordance with the company's articles of association
- Keep the minutes' books (AGM minutes and the minutes of the meetings of the board)
- Make sure the accounts are prepared and audited in conjunction with the treasurer

- File the annual return in the Companies Registration Office by the annual return date
- Keep copies of all annual returns and accounts
- Notify the CRO of any change of company directors or change of their home addresses
- Safeguard and ensure the proper use of the company seal
- Ensure that the certificate of company incorporation is displayed and make sure that the name of the company is displayed outside the premises
- Make sure that the company name, registered number and directors' details appear on the letterhead (unless an exemption is obtained from the CRO)
- Notify the CRO of any amendment to the memorandum and articles of association
- Make sure that all legal agreements or contracts are properly discussed and agreed by the members of the board and are kept in a safe place
- Comply with any other duties as imposed by the Companies Act 2014





Legal Requirements

Company directors are required to ensure that:

- On their appointment, directors must give the company their name, address, date of birth, nationality and occupation. They must also give details of any other companies of which they are a director. They should keep the company up to date on any changes to this information.
- They should inform the company if they have any interest in a company contract or proposed contract.
- The company keeps proper books of account, be able to accurately identify its assets and liabilities and that each year, financial statements be prepared that give 'a true and fair view' of the company's affairs.
- They write a report for the members of the company to include details such as: how the company is doing; important events during the year; developments during the year and any likely developments in the future.

- They must arrange to call the company's annual general meeting (AGM) and circulate a draft agenda to the members in good time along with other relevant documents, including the financial statements, the directors' report and any auditor's report.
- They must arrange to keep minutes of what is said and decided at general meetings and at meetings of the board and its sub-committees and keep company registers up-to-date.
- They must ensure that the company promptly sends the required documents and information to the Companies Registration Office.

Powers of Directors

The powers of directors are determined by what is in the company's constitution (Memorandum and Articles of Association); and by what is legal.

If directors help to create a company debt, knowing that the company will not be able to pay the creditor, they may have to pay some or all of the company's debts themselves, if this is ordered by a court, as this may be deemed to be reckless trading.

A director who has an interest in a contract (or proposed contract) with the company, will declare this interest to company directors.



Filing of Documents

Companies are required to comply with the following filing requirements:

- Every company must file an annual return each year at the Companies Registration Office (CRO) not later than 28 days from its statutory annual return date (ARD). A company director must ensure that an annual return (Form B1) on behalf of the company is returned to the CRO at least once in every calendar year.
- In almost every case, accounts must be attached to the return. Generally, documents attached include:
 - a copy of the balance sheet;
 - a copy of the profit and loss account;
 - a copy of the certified directors' report;
 - a copy of the certified auditor's report; and
 - Notes to the financial statements.

(Please note: these documents must be certified as true copies of those laid before the Annual General Meeting (AGM) of the members of the

company. Every company is required to hold an AGM once every year.)

- Where accounts are required to be attached to the annual return, the return filing deadline is either:
 - the company's ARD plus 28 days or
 - the company's financial year-end plus nine months and 28 days, whichever is the earlier

Where returns are not filed on time, a late filing penalty must be paid and further enforcement actions may be pursued by the CRO.

It is the responsibility of each director to ensure that the company is not in breach of the Companies Act 2014.

Notification of Resignation

The company must file form B10 in order to notify the cessation of an officer's appointment, resignation, or removal. This form must be sent to the CRO within 14 days of the change occurring.

Board Meeting Quorum

The maximum number of directors that shall sit on the Board at any given time is []. A board meeting must have a minimum of [] directors present during a board meeting for a quorum to be achieved.

The Role of Members

Members control the company. The company reports to the members once a year at the Annual General Meeting. Directors are accountable to the company members.

A company can have just one member and no upper limit. A member can resign from membership of the company, otherwise membership ceases on death or bankruptcy.

Company law allows for a company to have just one member and no upper limit. However, where the company constitution specifies that the minimum number of members should be greater than one e.g. seven members, the company must ensure that the minimum number of members stated in the company constitution is adhered to.

Members have the responsibility to make some company decisions at a general meeting. These include the decision to appoint or reappoint the company's auditor.

The Role of the Auditor

Once appointed, the auditor will act as an officer of the company. The main duty of the auditor is to examine the company books and determine the true financial position of the company.

The auditor will report to the members concerning the accounts examined.

The auditor will state whether or not the directors' annual report is consistent.

Regulatory Requirements

The directors will monitor the company to ensure compliance with regulatory requirements:

- Company Law and The Charities Act 2009
- Employment Law
- Health and Safety Legislation
- Equality Legislation
- Data Protection Legislation
- National Vetting Bureau (Children and Vulnerable Persons) Acts 2012-2016
- Public Health (Tobacco) Act 2002 and Smoking (Prohibition) Regulations 2003
- Regulation of Lobbying Act 2015
- Children First Act 2015
- Criminal Justice (Withholding of Information on Offences Against Children and Vulnerable Persons) Act 2012
- Protected Disclosure Act 2014

Roles of Honorary Board Members

The Role of the Chairperson

There are several duties specifically associated with the role of chairperson of a committee or board.

Planning meetings with the committee or board secretary or designated senior staff member is a key function of the role.

In planning a meeting, the Chairperson will help develop a timed agenda to structure discussions at the meeting.

The Chairperson will use a meeting agenda, to help keep meetings in order and to keep the discussions on track. Ensuring that meetings progress effectively is a key function of the chairperson.

In managing a meeting, the chairperson should encourage each person attending to contribute to the discussions. Asking people questions can be a helpful way to encourage quieter meeting participants to contribute directly. Asking questions is also a helpful way to clarify discussion points at meetings.

The Chairperson should help guide meeting discussions to a point where committee or board

members can reach decisions. In some instances, it may be appropriate to defer decisions to a future meeting.

The Chairperson should check and ensure that decisions are implemented, by the people whose task it is to carry out actions, arising from decisions taken by the committee or board.

Another key function of the Chairperson is to represent the organisation externally. For example, a chairperson might introduce the organisation at a public event or act as a spokesperson in the media, if this particular role is not allocated to a member of staff or designated committee public relations officer.

Where an organisation employs paid staff, the Chairperson helps to ensure that a clear management reporting structure is in place between the senior manager and committee or board. In effect, the Chairperson is often tasked with acting as a line manager to the most senior staff member. The Chairperson represents the Board to the staff.



The Role of Honorary Secretary

There are several duties specifically associated with the role of honorary secretary of a committee or board. Planning meetings with the committee or board chairperson or designated staff member is a key function of the role.

The honorary secretary typically receives and responds to correspondence addressed to the committee or board.

The secretary is typically responsible for making arrangements concerning board or committee meetings, including booking and confirming meeting rooms, arranging refreshments, and informing meeting attendees of the times, places and dates of committee or board meetings.

The honorary secretary will prepare the agenda for circulation to board or committee members, and will circulate any additional reading materials or documents required by attendees in advance of meetings.

The honorary secretary typically takes the minutes at meetings, though this function can be delegated to another person or note taker, should the committee or board feel it appropriate to so.

An important duty of an honorary secretary is to keep track of committee or board member contact details, such as addresses, telephone numbers and email addresses. Up to date details are essential for good communication within a committee or board and are essential for the circulation of agendas, minutes and other relevant documentation.

The Role of Honorary Secretary may be combined with that of **Company Secretary** in some organisations.

The Role of the Treasurer

There are several duties specifically associated with the role of treasurer of a committee or board. As the name suggests, a treasurer monitors the financial position of an organisation and advises the board or committee.

The treasurer presents fellow committee or board members with the budgets and accounts of the organisation.

When required, the treasurer will also present financial reports to the board or committee, including year-end financials such as Income and Expenditure Statements and balance sheets.

It is critical for any committee or board to monitor its organisation's cash flow position on an ongoing basis. The treasurer plays a central role in this monitoring process, to ensure the board and committee are fully aware of the financial position of the organisation.

The treasurer helps to ensure that adequate controls and procedures are in place to monitor and manage the financial obligations and requirements of the organisation.

Typically, the treasurer will also check to ensure that an organisation has adequate insurance cover in place. Insurance cover should reflect the nature of activities that an organisation engages in and the type of risks it must manage.

A treasurer plays a central role in advising a committee or board of the financial implications of its activities, new initiatives or projects.

Where staff are employed by an organisation, the treasurer will typically liaise with management and accounts or finance personnel, to prepare financial reports for the board or committee, to ensure that adequate internal controls and procedures are in place and that financial regulatory compliance is being adhered to by the organisation.

Audit and Finance Sub-Committee Terms of Reference

The Committee will be chaired by the Treasurer and will comprise of at least three directors. At its discretion, the Committee may co-opt up to three additional independent members whose requisite skills and experience are required. The Committee will advise and make recommendations to the Board, but is subordinate to the Board.

The Committee may require the external auditor and members of the senior management team to attend its meetings. Other parties, may be required to attend meetings, in respect to issues appropriate to the Committee.



Meetings of the Audit and Finance Sub-Committee

The Committee will hold as many meetings in the year as determined by its Chairperson, based on the Chairperson's view of the role and responsibilities of the Committee. No meeting of the Committee will be valid unless there is in attendance a quorum of two directors.

Only the Committee Chairperson and its members are entitled to attend Committee meetings. The Committee will decide if non-members should attend in relation to a specific meeting or agenda item. The Committee will invite the internal and external auditors, managers or staff, or other parties to attend its meeting in respect of its consideration of matters requiring such attendance.

The Chief Executive Officer of the organisation will be responsible for providing the Committee with its information requirements.

Reporting Relationships

The Committee will regularly report to the Board on the outcome of its work. The responsibility for such reporting will fall on the Chairperson of the Committee, who may delegate this responsibility to another Committee member as appropriate or necessary.

The Board will review the work of the Committee on an annual basis

The Board of the organisation will provide sufficient resources to permit the Committee to satisfactorily perform its functions.

Key Responsibilities of the Audit and Finance Sub-Committee

The Audit and Finance Sub-Committee will ensure that:

- A formal risk assessment process is in place in the company, and that risk management and risk avoidance arrangements are established and reviewed on a regular basis
- Internal control systems are reviewed across the company
- Financial statements and related reports of the company are reviewed. Emphasis should be placed on the judgments made in compiling the financial statements, and the level of clarity and completeness of the financial statements.

- Make recommendations to the Board on the appointment of external auditors and monitor the external auditor's independence and effectiveness.
- Review and monitor all management letter points arising out of the annual audit
- Review on behalf of the Board any issues regarded by the Committee or the Board as critical to the well-being of the organisation
- Seek any external professional advice, with prior notification to the Chairperson, that the Committee deems necessary to carry out its functions
- Prepare the annual internal audit plan on the basis of the Committee's ongoing assessment of the principal risks facing the organisation
- Review the effectiveness of the systems of internal audit in the organisation, report regularly to the Board on the principal outcomes of the internal audits, and advise the Board on the adequacy of internal audit resources and internal audit coverage
- Review the draft annual statutory financial statements and recommend their approval to the Board
- Report regularly to the Board on all other matters arising from its deliberations

Governance Sub-Committee Terms of Reference

The Committee will be chaired by a company director appointed by the Board and will comprise of at least three directors. At its discretion, the Committee may co-opt up to two additional independent members whose requisite skills and experience are required. The Committee will advise and make recommendations to the Board, but is subordinate to the Board.

Meetings of the Governance Sub-Committee

The Committee will hold as many meetings in the year as determined by its Chairperson, based on the Chairperson's view of the role and responsibilities of the Committee. No meeting of the Committee will be valid unless there is in attendance a quorum of two board directors.

The Committee will invite other parties to attend its meetings as and when necessary.

The Chief Executive Officer of the organisation will be responsible for providing the Committee with its information requirements.

Reporting Relationships

The Committee will report to the Board on the outcome of its work. The responsibility for such reporting will fall on the Chairperson of the Committee, who may delegate this responsibility to another Committee member as appropriate or necessary.

The Board will review the work of the Committee on an annual basis .

The Board of the organisation will provide sufficient resources to permit the Committee to satisfactorily perform its functions.

Key Responsibilities of the Governance Sub-Committee:

- To ensure that the Governance Sub-Committee and the Board understand and are compliant with their corporate governance role
- To ensure that Board Members and the Chief Executive Officer fulfil their roles in a manner

that conforms with their responsibility to behave ethically

- To accept on behalf of the Board any conflict of interest issues from the Chief Executive Officer or senior staff in relation to an employee, where an actual or perceived conflict could negatively impact upon the reputation of the company
- To work to ensure that the company's corporate governance arrangements are effective and robust
- To receive information and reports from the Chief Executive Officer in relation to compliance with corporate governance procedures and requirements
- To ensure that the system for managing gifts and hospitality offered and received by Board Members is effective
- To liaise with professional advisors (if necessary) when undertaking periodic reviews of corporate governance procedures, protocols,
- Board structure, delegated powers and authority
- On an annual basis, to evaluate and assess Governance Sub-Committee performance , including procedures, Terms of Reference, effectiveness and membership
- To report regularly to the Board on all matters arising from its deliberations.

Schedule of Matters Reserved for the Board

The schedule of matters reserved for the board for decision includes:

- Approval of the organisation's mission, vision, values, aims, objectives, strategy and structure
- Changes to the company's Memorandum and Articles of Association
- Approval of major corporate actions
- Approving the delivery of new services or programmes
- Approving the cessation of delivery of existing services or programmes
- Definition of authorities delegated to management
- Supervision of company progress
- Setting board policy
- Approval of the annual Income and Expenditure budget
- Approval of expenditure of budgeted and non-budgeted items in excess of €[]
- Approval of the delivery of service contracts and programmes in excess of €[] in value
- Setting of the organisation's reserves policy
- Approval of the organisation's Audited Annual Accounts
- Approval of the organisation's investment policy and investment decisions where the amount of money involved is in excess of €[] in value
- Approval of increases in the number of staff employed and the awarding of contracts of indefinite duration

Continuation of the schedule of matters reserved to the board for decision. Further matters include:

- Approval of employment contracts for middle and senior management grade employees
- Appointing, evaluating and remunerating the position of Chief Executive Officer
- Establishing and setting Terms of Reference for sub-committees and task forces of the Board
- Evaluating the performance of sub-committees of the Board
- Approval and review of the Board Members Business Code of Conduct
- Appointing honorary board roles of Chairperson, Secretary and Treasurer
- Appointing the Company Secretary
- Co-option of new Board Members subject to ratification at the next Annual General Meeting

Business Code of Conduct

The company places utmost importance on its reputation for behaving ethically and fairly. The Business Code of Conduct provides a practical guide to Board Members to assist them in their activities and decision-making duties on behalf of the organisation. The Business Code of Conduct applies to all Board Members.

Board Members are required to comply with the Companies Act, The Charities Act 2009 and other relevant legislative requirements with which the company must comply.

Behaving with Integrity

All members of the Board are expected to exercise the highest standards of honesty in their business dealings. Board Members must adhere to and respect company procurement policy and claim expenses only as appropriate to board business needs. Board Members may not use company property or assets for personal gain or engage in business practices that may be generally considered improper in nature.

Board Members may not accept gifts, hospitality, benefits or offers of preferential treatment that may affect (or be perceived to affect) the ability of Board Members to make objective decisions with respect to the company.

Board Members must undertake not to behave in a manner that could damage the reputation of the company.

Respecting Confidentiality

Each Board Member owes a duty of confidentiality to the company and is expected to safeguard, and not disclose, sensitive information such as:

- Information that is not in the public domain
- Sensitive business information with respect to beneficiaries, funders or company finances
- Any information which the Board of Directors has deemed to be confidential

Board Members are expected to safeguard board documents, information and reports and ensure that they are not accessed or mis-used by third parties.

The duty of confidentiality does not end upon cessation of board membership.

Board Members should be aware of the company's obligations under the Data Protection Acts 1988 and 2003 and the Freedom of Information Act 1997.

Complying with Legislation

Board Members are required to fulfill all regulatory, reporting and oversight obligations, imposed on the company; in as far as it is within their power to do so. Directors are also required to adhere to the company's procedures for handling conflicts of interest and to ensure that the company's Annual Returns and Financial Statements are not misleading or inaccurate.



Disclosure of Interests

Board Members are required to disclose to the Company Secretary and Chairperson details of outside interests which are, or may be, in conflict with company operations. Board Members are required to adhere to board procedures for handling conflicts of interest. Board Members have a responsibility to be loyal to the company and be fully committed to pursuing the best interests of the company members.

Behaving Ethically and Fairly

All Board Members are:

- Expected to conform to the highest standards of business ethics
- Commit to fairness in all business dealings
- Ensure that concerns of the company members and the wider community are fully considered

Gifts and Hospitality Guidelines

It is not appropriate for Board Members to accept gifts from suppliers or contractors who have worked for the company. Such offers of gifts should be declined. Gifts should be returned to the sender, advising that acceptance would contravene company policy. Details of returned gifts should be provided to the Chairperson.

Modest hospitality may be accepted by Board Members subject to:

- Prior approval having been received from the Chairperson
- The frequency and scale of the hospitality is reasonable and not excessive
- No travel or overnight accommodation is provided

Details of hospitality that has been declined should be provided to the Chairperson.

Professional Advice

Board Members may access independent professional advice should they deem it necessary in furtherance of their board duties. Board Members should follow board procedures and consult with the Company Secretary and Chairperson should the need to consult Independent advice arise.

Review

The Business Code of Conduct will be reviewed every two years.

Compliance

Board Members are required to read and acknowledge receipt of the Business Code of Conduct and to confirm in writing an undertaking to comply with the Code.

Appendices

Sample Board Meeting Code of Practice

When preparing for and attending meetings, committee members agree to:

- Read the agenda, minutes and documentation circulated in advance of committee and sub-committee meetings
- The board pack and related documentation should be circulated at least 7 days in advance of board meetings
- Use the agreed procedure for adding discussion items to the agenda
- Respect the confidentiality of discussions held during committee and sub-committee meetings
- Contact the secretary to extend apologies to the committee if unable to attend meetings
- Arrive at meetings on time
- Avoid disrupting meetings if arriving late
- Leave mobile phones on silent during meetings
- Avoid texting , emailing or taking and making phone calls during meetings
- Respect the position of the Chairperson
- Listen attentively to fellow committee members and people in attendance
- Speak one at a time
- Respect the decision-making processes of the committee and sub-committees
- Speak respectfully to fellow meeting participants and observers at all times
- Follow the set procedure for dealing with conflicts of interest or conflicts of loyalty

Board Meeting Pack Contents

Documents circulated in advanced meetings should include the agenda, minutes of previous meetings, managers report, sub committee reports, financial statements, policy documents and any other documents for discussion and review as appropriate.

How to Set a Board Agenda



There are certain elements that all good meeting agendas have in common, with the sequencing of topics and discussion time allocated to each, being two of the most important. By way of example, please view the sample Board Meeting Agenda on page 19.

To begin with, state the company name and type of meeting that the agenda refers to. This will distinguish the agenda from others in use in the company, for different types of meetings. Next, include key logistical information. State the location, date and time of the meeting. If you are inviting people external to the organisation to attend, it is helpful to include the full meeting location address, in addition to the meeting date and start time.

An agenda should be timed. In other words, each agenda item should have a specific amount of discussion time allocated to it. This will help to control the number of topics listed for discussion, to those that can reasonably be covered given the length of the meeting. A judgement call will need to be made, if the number of topics for discussion exceeds the meeting time available. Topics that cannot be accommodated during the meeting should be given priority when planning the agenda

of a subsequent meeting.

Allocate a short amount of time at the start of a meeting to welcome attendees and announce apologies from people who cannot attend. At the opening of the meeting it makes sense to briefly review the agenda items to be discussed.

Allocate time for the review and adoption of the minutes of the previous meeting, before moving on to discuss any matters arising from the previous board meetings and any correspondence received. In our sample Agenda on page 19, we have one matter arising and one piece of correspondence to discuss.

In structuring the remaining items on the agenda, consider placing discussion of the managers' report next, if you have such a reporting requirement. If the manager is not required to attend the remainder of the meeting, he or she can leave the meeting once the managers' report has been discussed. It is also usual for the Treasurer to report back to fellow board directors on the state of the company's finances.

In structuring a board meeting agenda, topics of specific relevance to the directors should be prioritised. This will help ensure that discussions are suitably strategic in nature, as befits the board's governance role. In our example, we have items concerning public relations strategy and a working group report listed for discussion.

The final topics on the agenda include a ten minutes slot to discuss any other business, as well as a time slot to discuss the date of the next meeting.

Including a time that the meeting is expected to end is helpful for attendees. It will also enable the meeting chairperson to use the agenda as a tool to help focus discussions, if the conversation wanders off track during the meeting.

You will notice on the sample agenda that a column titled “Requested by” is also included. It can be helpful to state the name of the person who has requested an agenda topic to be discussed. It encourages that person to adequately prepare for and attend the meeting.

Finally, you will notice that a short sentence is used to describe each discussion item on the agenda.

The sentence gives a clear indication of the nature of the item to be discussed and so helps meeting attendees to consider their viewpoints and questions in advance of the meeting.

To sum up then, a good agenda structure has a manageable number of topics listed for discussion and provides a logical sequence, for when these timed agenda items are discussed.

Charity 4 Good Ltd. Board Meeting Agenda		
Location: Athlone Community Centre		
Date: 10th July 2014		
Time: 19:30		
Agenda Items		
Time	Discussion Item	Requested by:
19:30	Opening of Meeting, Welcome and Apologies	
19:35	Minutes of Previous Meeting	
19:45	Matters Arising: Outcome of Tender Process for the construction of a new educational facility	
20:00	Correspondence: Response received from HSE to Board letter dated 17th February 2014	
20:10	Managers' Report	
20:30	Quarterly Financial Report 1 April – 30 June 2014	Treasurer
20:45	Public relations strategy and plans for forthcoming visit of Minister for Health on August 20th	Jean Timmons
21:05	Working Group Progress Report: Re-structuring of Client Services Unit	Chairperson
21:15	Any Other Business	
21:25	Date of Next Meeting	
21:30	Close of Meeting	

How to Take Meeting Minutes



Discursive minutes taken at a board meeting should be structured in a way that enables any and all decisions reached to be clearly identified. Minutes are legally significant records of a board's actions and decision-making. The minutes provide an on-going record of the manner in which directors are acting with due care, skill and diligence, as they manage a company on behalf of its members.

When taking a set of discursive minutes, remember to include record details such as:

- The type and name of meeting held. This enables the minutes to be clearly identified at a later date and indicates the level of authority meeting participants have to take decisions on behalf of the company. For example, a sub-committee make engage in substantive discussion around a topic and make recommendations on actions to be taken, but it is the responsibility of the board to decide whether or not the actions should be taken. Hence the need to differentiate between board and sub-committee meetings.
- Meeting location, date and time should be recorded to identify minutes at a later date.

- The people who attended a meeting or who sent apologies.
- A record should be taken of who chaired the meeting, who took minutes and that a quorum of directors was present for the meeting. An official meeting of the board or committee cannot take place if a quorum of directors is not present.
- Many board minutes will also record the names of the directors who proposed and seconded the adoption of the previous board meeting minutes. If any amendments are required to be made to the previous board meeting minutes, they should be written onto the minutes.

For each agenda item or topic discussed during a board or committee meeting, it is important to record:

- The topic discussed
- A brief summary of key points made during the discussion
- A list of any decisions agreed by the Board with respect to the topic
- And any actions required to implement the decisions agreed, who is responsible for carrying out these actions and by what date.

This format for recording board meeting discussions is helpful, as it gives a clear picture of what has been agreed and what needs to be done. It provides a logical, non-emotional account of what has been discussed and actions arising.

Lastly, minutes will record the location, date and time of the next board meeting.

Taking Minutes Template

Minutes Meeting Type:

Name:

Location:

Meeting Date:

Meeting Time:

In Attendance:

Apologies Received:

Absent Without Apology:

Meeting Chaired By:

Minutes Recorded By:

Confirmation Quorum present:

Quorum Comments:

Proposed By:

Seconded By:

Adopted:

Amendment/Comments:

For each topic record the following details:

Topic Name

Discussion Points

Decision(s) Reached/ Motions Proposed

Actions Arising, By Whom and What Date

Actions:

Persons:

Implemented By:

Next Meeting

Location:

Date:

Time:

Legal Duties of Company Directors & Company Secretaries

The Companies Act 2014 imposes specific legal duties on company directors and company secretaries. These duties are listed below:

Duties of Directors under the Companies Act 2014

- Act in good faith in what the director considers to be the interests of the company
- Act honestly and responsibly in relation to the conduct of the affairs of the company
- act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law
- Not use the company's property, information or opportunities for his or her own or anyone else's benefit unless – permitted by constitution or approved by company resolution in general meeting
- Not agree to restrict the director's power to exercise an independent judgment
- Avoid any conflict between the director's duties to the company and the director's other (including personal) interests
- Exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both—
 - i) The knowledge and experience that may reasonably be expected of a person in the same position as the director; and
 - ii) The knowledge and experience which the director has
- Have regard to the interests of its members (and employees in general)

Duties of Company Secretaries under the Companies Act 2014

- Complete, sign and send the company's annual return to the CRO
- Certify that the financial statements attached to the annual return are true copies of the originals
- Prepare an accurate statement of the company's assets and liabilities if the company goes into liquidation or receivership

Declaration of Undertaking

“I have read and understand the legal duties of company directors and company secretaries and confirm that I will undertake to comply with these duties as required by the Companies Act 2014.”

Name (print): _____

Signed: _____

Date: _____

This Declaration of Undertaking to comply with the duties imposed on company directors and company secretaries under the Companies Act 2014, should be signed, dated and returned to the Company Secretary/Chairperson.

Remuneration Sub-Committee Terms of Reference

The Committee will be chaired by a member of the Board and will comprise of at least three directors. The Committee will advise and make recommendations to the Board, but is subordinate to the Board.

The Committee may require from time to time, the Chief Executive Officer to attend its meetings in the CEO's capacity of Company Secretary. Other parties, may be required to attend meetings, to provide advice pertaining to issues appropriate to the Committee.

Meetings of the Remuneration Sub-Committee

The Committee will hold as many meetings in the year as determined by its Chairperson, based on the Chairperson's view of the role and responsibilities of the Committee. No meeting of the Committee will be valid unless there is in attendance a quorum of two directors.

Only the Committee Chairperson and its members are entitled to attend Committee meetings. The Committee will decide if non-members should attend in relation to a specific meeting or agenda item.

The Chief Executive Officer of the organisation will be responsible for providing the Committee with its information requirements.

Reporting Relationships

The Committee will regularly report to the Board on the outcome of its work. The responsibility for such reporting will fall on the Chairperson of the Committee, who may delegate this responsibility to another Committee member as appropriate or necessary.

The Board will review the work of the Committee on an annual basis.

The Board of the organisation will provide sufficient resources to permit the Committee to satisfactorily perform its functions.

Key Responsibilities of the Remuneration Sub-Committee:

- To recommend appointments to the Board for the position of Chief Executive Officer
- To approve the remuneration of the Chief Executive Officer
- To approve changes to the remuneration of employees on the senior executive team
- To oversee compliance with the organisation's compensation policies and procedures and contracts of employment
- To review and authorise (subject to Board approval) the remuneration and severance agreements of the Chief Executive Officer and other employees in the senior executive team
- To liaise with professional advisors (if necessary) when undertaking periodic reviews of executive team remuneration
- On an annual basis, to evaluate and assess Remuneration Sub-Committee performance, including procedures, Terms of Reference, effectiveness and membership
- To report regularly to the Board on all matters arising from its deliberations

Conflict of Interest and Conflict of Loyalty Procedure

Conflicts of Interest or Conflicts of Loyalty may arise in situations where a board member's professional or personal interests and relationships, conflict with those of the organisation. To avoid any misunderstandings or appearance of wrong doing on the part of the Board and volunteers, the procedures specified in this document should be followed if conflicts arise.

Conflicts of Interest Procedure

- Board members must declare all conflicts of interest at a Board meeting and at the earliest available opportunity to do so. It is not sufficient to declare a conflict of interest at a sub-committee meeting or working group meeting.
- A Board member should declare the exact nature of his/her interest or conflict to fellow Board members.
- The Board member should not participate in any discussion of the issue in which he/she has an interest during the Board meeting unless invited to do so by the Chairperson.
- The Board member should leave the meeting room while fellow Board members discuss and/or reach a decision with respect to the issue in which the person has an interest.
- If a Board member does not declare an interest that is known to the Chairperson or Secretary, the Chairperson will declare the interest and the actions specified in points 3 and 4 above will be followed.
- All declarations of conflicts of interest must be recorded in the minutes of the meeting where they are declared.
- The Chairperson must record conflicts of interest in a register maintained for this purpose.

Conflicts of Loyalty Procedure

Board members should declare any conflicts of loyalty that may arise in a Board meeting at the earliest available opportunity. If the nature of the conflict of loyalty may not be resolved, the Board member may have to avoid taking part in the decisions of the Board or may have to resign his/her membership of the Board.

Induction Process for New Board Directors

The board induction process should focus on three key elements. The first element introduces the new director to the company. The second element looks at ways to comfortably introduce the new director to his or her fellow board directors. The final element focuses on introducing the new person to the role and responsibilities of board membership.

In its simplest form, the introduction should provide the new director with a clear sense of the organisations purpose, the issues it faces, the annual schedule of board meetings and a health and safety briefing. In addition, it is also worth providing the new board member with a fuller picture of how the company works and its history. Information should be provided regarding sub-committees or working groups of the Board, their terms of reference and group members. The new director should also receive a copy of the organisational chart, which sets out the reporting relationships for members of staff.

Finally, the new board member should also receive copies of other relevant documents, such as:

- Strategic Plan/ Annual Business Plan
- Company Constitution
- Policy documents. Certain policy documents may need to be signed by the new committee member, such as a conflict of interest's policy or confidentiality policy.
- Business Code of Conduct
- Financial Statements
- Minutes for the last three board meetings (so that the person may better understand the context of for discussions being held at their first board meeting.)
- The Corporate Governance Handbook

In advance of the first meeting, the Chairperson or other designated person, such as the CEO or Company Secretary, should arrange an orientation meeting with the new board member. This meeting will help to clarify how board meetings are run, who will attend the board meetings, the pertinent issues to be discussed and any other information that will help the new director to comfortably contribute to discussions at his or her first meeting.

The Chairperson should allocate time at the start of the first board meeting that the new board member attends, to introduce him or her to fellow directors and vice versa. The new recruit to the board should be provided with the names and contact details of fellow board members. It is important to record in the minutes of the meeting, that a new director has joined the board.

The new director should be introduced to the role and responsibilities of board membership. In addition, he or she should be briefed on the roles of the Chairperson, Company Secretary, Treasurer and any other roles allocated to board members. Procedures for raising agenda items should be discussed, as should the procedure for informing the board of meeting absences.

Sample Annual General Meeting Notice & Agenda Template

SAMPLE STRUCTURE

Meeting Name:

Type of Meeting: Annual General Meeting/Extraordinary General Meeting

Meeting Location:

Meeting Date:

Meeting Time:

TIME	AGENDA ITEMS
00:00	Opening of Meeting and Welcome
00:00	Minutes of Previous Annual General Meeting or Extraordinary General Meeting
00:00	Directors Report
00:00	Audited Annual Accounts and Auditors Report
00:00	Appointment of Auditors or Re-appointment of Retiring Auditors
00:00	Consideration of Resolutions (for which notice is given)
00:00	Election of Directors
00:00	Any Other Business

SIGNED BY : _____

Company Secretary by Order of the Board

Registered Office:

Date:

Sample Use of Proxy

Every member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf.

To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed must be deposited at the registered office of the company not less than 24 hours before the time of commencement of the meeting.

Depositing of the proxy at the registered office of the company does not preclude a member from subsequently attending and voting at the meeting in person.

Sample Proxy Form Structure

Company Name:

Registered Address:

I _____ of _____ in the County of _____ being a member of the above named company, hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me on my behalf at the Annual/Extraordinary General Meeting of the company to be held on _____ and at any adjournment thereof.

This form is to be used as follows:

(Place an "X" in the appropriate space)

	FOR	AGAINST
Resolution 1		
Resolution 2		
Resolution 3		

Signed: _____

Date: _____

Sample Form for Resignation of Company Membership

Every member who wishes to resign his/her membership of the company may do using the procedure described below.

To be valid, resignation from membership of the company must be in writing, using the form provided, and be deposited at the registered office of the company.

Resignation Notification Form Structure

Company Name:

Registered Address:

I _____ being a member of the above named company, wish to give notice to the Board of Directors that I am resigning as a member of the above named company. This resignation will come into effect on (date: _____).,

SIGNED: _____

(Print Name) _____

DATE: _____

Acknowledgements

The Corporate Governance Handbook was compiled using references and excerpts from a range of source material including:

The “Roles and Responsibilities of the Board” information leaflet produced by Carmichael Centre, and other relevant materials available in the Online Library located at <http://www.carmichaelcentre.ie>.

Information Leaflet No. 18 “Notification by Director/Secretary of Resignation” which is available at <http://www.cro.ie>.

Information Leaflet No. 2 “Six Things that every Company Director should know about Company Registration” and Information Leaflet No. 22 “Filing an Annual Return to The CRO” both of which are available at <http://www.cro.ie>.

The guide “Directors *Their duties and powers*” published by the Office of the Director of Corporate Enforcement and available online at <http://www.odce.ie>.

The principles of good governance detailed in The Governance Code documents located at <http://www.governancecode.ie>.

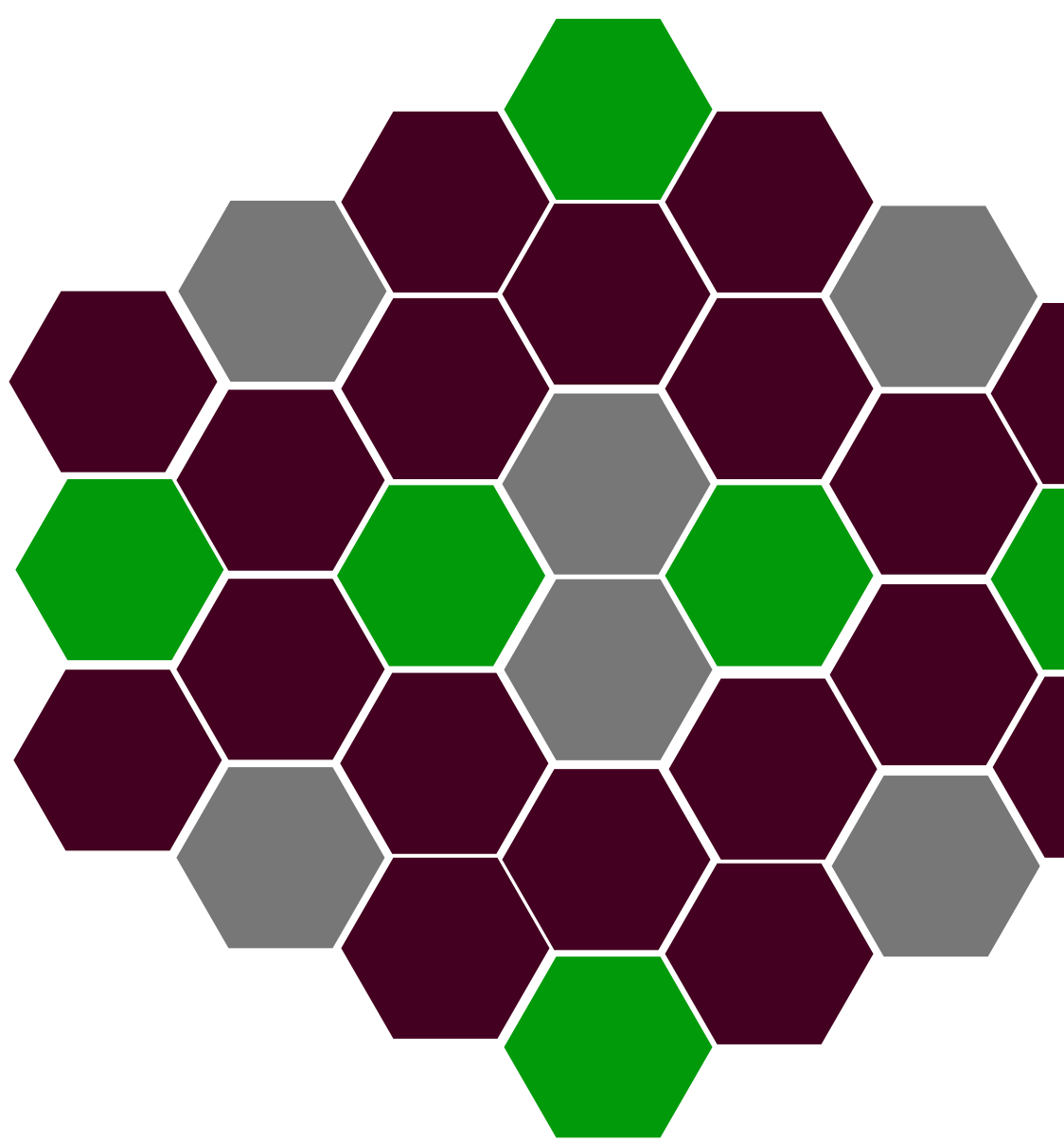
Relevant materials located in the online resource ‘Managing Better’ located at <http://www.pobal.ie>.

Relevant online material from Arthur Cox Solicitors and Boardmatch Ireland.

Relevant online material from Citizens Information Board located at <http://www.citizensinformation.ie>

The Skills Development section of the Governance and Compliance Tracking Solution (BoardPASS 365) developed by CramdenTECH Ltd.

Charities Regulatory Authority at <https://www.charitiesregulatoryauthority.ie/>



BoardPASS Corporate Governance Handbook

Developed by CramdenTECH Ltd. 2017

<http://www.cramdentechsolutions.com>

<http://www.boardpass.ie>