



## Board Code of Governance

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## 2 Preface

It is acknowledged by the current Board of Directors of Cumas, Registered No. 77100. Registered Charity CHY5932/CRA20009786, that the existing Constitution must be aligned with the proposed frameworks described in this document. It is their intent to complete this alignment in 2024/2025.

## 3 Overview

Corporate governance is the system by which organisations direct and control their functions and relate to their stakeholders in order to manage their business, achieve their mission and objectives and meet the necessary standards of accountability, integrity, and propriety. It is a key element in improving efficiency, effectiveness and accountability as well as enhancing openness and transparency. The continuous strengthening of governance and accountability arrangements across Cumas New Ross is of paramount importance to the Board of Directors. The purpose of this document is to provide a framework for corporate and financial governance, setting out minimum and tailored codes that are reviewed and enhanced regularly. Best practice in the area of governance is recognised as being evolutionary in nature and standards are developed and updated to meet the changing environment. The standards set out in this document are the minimum standards of best practice at this time.

## 4 Introduction

Cumas is a company limited by guarantee and is principally regulated by the Charity Regulator Ireland, the Companies Acts and the Data Protection Act and Charities Act 2009. Cumas Board of Directors (“the Board”) is ultimately responsible for Cumas’s compliance with all applicable legal and regulatory requirements. A comprehensive list of these legal & regulatory compliance requirements is provided in Appendix 1.

The conduct of the Board is governed by Cumas Constitution. This Governance Framework document provides further guidance about the conduct of Cumas within the legal and regulatory requirements. This Governance Framework is kept under review and updated annually to reflect changes in law. The Framework will be kept under review and updated annually to reflect changes in law. This Governance Framework documents the legal and obligations of the charity Directors as well as the processes that the charity has to meet good governance standards such as those set out in the Code of Practice for Government for State Bodies, The Charities Governance Code and The Housing Agency Governance Code.

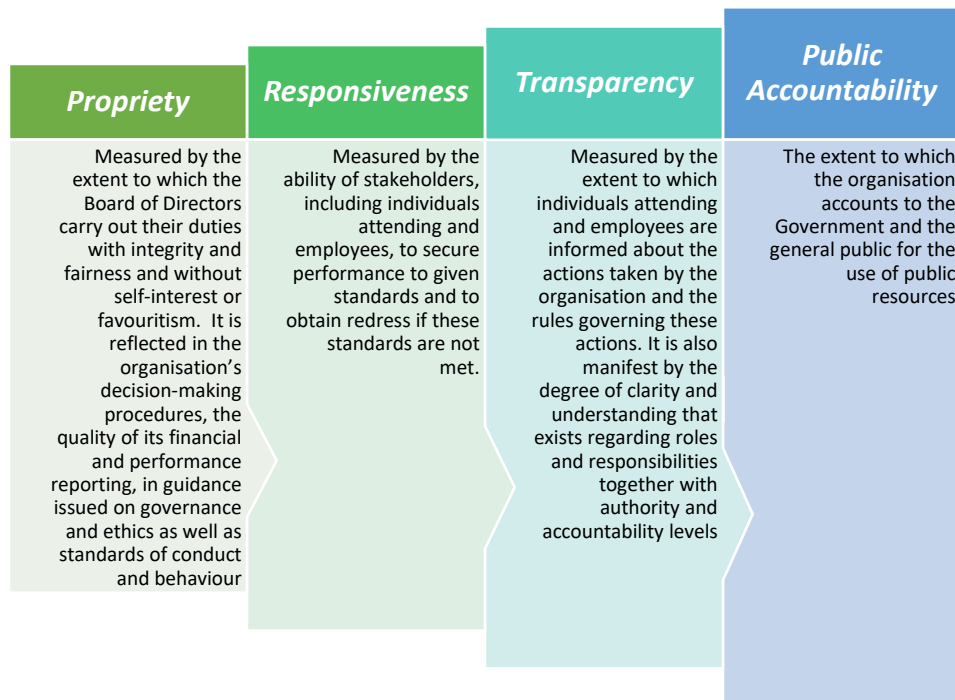
The responsibilities of a Board are founded upon the overarching principles of good governance of which there are six. Specifically, the Board of Directors is expected to: provide leadership to the organisation, exercise control, be transparent in its dealings, be accountable to its members and funders.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

## 5 Guiding Principles

Standards of governance are underpinned by a set of key principles that promote transparency, efficiency, and effectiveness, are consistent with the regulatory environment and clearly articulate the division of roles and responsibilities within the organisation. Specifically, standards should provide that a publicly funded organisation:

- Acts legitimately in compliance with legal requirements, within the authority conferred, observes due process in all its activities and respects the rights and aspirations of other stakeholders and the public.
- Meets publicly declared standards of performance particularly relating to quality, equity, value for money in the use of public resources and delivery of agreed achievements and social gains outcomes.
- Accounts to stakeholders and to the public for its actions relating to the principles of equity, person centredness, quality and accountability.

Good governance will reflect the key characteristics of:



Internal standards, codes and guidelines on governance should be written in clear concise language and be easily accessible to all stakeholders.

## 6 Company Law and Charities Act Obligations

In addition to the duties listed in section three, the Companies Act 2014 and Charities Act 2009 brings additional obligations on Directors of Cumas.

### 6.1.1 Legal Duties of the Cumas Directors

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

- Maintains proper accounts
- Keeps minutes of all meetings
- Maintains both a register of directors and a register of members
- Holds an Annual General Meeting (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)
- 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 possessing a CHY number), the company must have a minimum of three Directors 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.

Furthermore, Charities must comply with the requirements of the Charities Regulatory Authority and adhere to The Charities Act 2009.

#### 6.1.2 Charity Acts obligations lists the 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 (Appendix 1)

#### 6.1.3 Personal Liability of Directors / Board Members

Directors and Officers liability insurance is held by Cumas, and this affords protection so long as good faith and due diligence is shown.

## 7 Company Information

### 7.1 Vision and Mission

### 7.2 Core Values

## 8 Board Structure, Composition and Terms

### 8.1 Structure

The Articles provide for seven members (directors) of the board and can be increased to a maximum of nine members (directors). Three members present in person will be a quorum. Each member carries one vote. The composition of the Board will reflect the duties and responsibilities it has to discharge and perform in the interest of the stakeholders, in setting Cumas strategy and seeing it is implemented.

The Board will appoint a Chair to act as 'first among equals' and whose role is explained in section 5 below. Directors will not be related and be independent of each other. Directors take collective responsibility for the decisions of the Board. The Board recognises, respects, and welcomes diverse,

different and, at times, conflicting Directors' views. The Board is committed not to be unduly influenced by those who may have special interests, so that it collectively is independent in its decision making on behalf of Cumas and its stakeholders.

## 8.2 Board Rotation and Succession Planning

Directors will ensure that the collective skills and experience of Board members is sufficient to enable the directors to consistently discharge their responsibilities under company law.

Cumas HR Committee leads the process for appointments of Directors to its Board; the committee ensures plans are in place for orderly succession to both the board and senior management positions and oversee the development of a diverse pipeline for succession.

The Board undertakes to:

- Rotate board members in compliance with the company's Constitution.
- Use a fair and equitable process for recruiting new directors when board vacancies arise
- Provide each new director with board induction training upon appointment or co-option to the Board
- Rotate the board officer roles to ensure that an officer does not hold any one officer role for a period longer than specified in the company's Constitution
- Appoint a Vice-Chairperson in the year preceding the final term of the current Chairperson
- Conduct an evaluation of board performance on an annual basis
- Generally, the qualifications for Board membership are:
  - A commitment to the mission of Cumas and a willingness to provide leadership to help Cumas deliver its purposes most effectively for the public benefit
  - A commitment to the values of Cumas
  - An understanding of their roles and legal responsibilities as Directors
  - A commitment to good governance and a desire to contribute to Cumas's continued improvement
  - A willingness to challenge, and be challenged, in a constructive way
  - An ability to work cooperatively with others; a willingness to take time to understand each other's motivations and to build trust within the Board
  - The ability, experience, and intelligence to make effective business decisions and recommendations
  - A talent for contributing to creation of added value and an ability to see the wider picture
  - High ethical standards and sound practical sense

## 8.3 Board Member Nomination and Selection

Cumas seeks to appoint Directors who are suitably qualified aligned with the organisations values and able to contribute effectively to governance and strategic oversight. While the Board welcomes and values the unique perspective of family carers, it is committed to maintaining a balanced and diverse composition. To ensure broad representation and avoid conflicts of interest, no more than one-third of the Board shall consist of individuals who are immediate family members of service users. All board members including family carers will be recruited because of their/additional professional, lived, and community expertise to ensure effective and inclusive governance."

### 8.3.1 Eligibility and Criteria for Appointment

All prospective Board members must:

- Demonstrate a commitment to the mission, vision, and values of the organisation.



- Possess skills, experience, relevant to the strategic needs of the Board.
- Meet legal eligibility requirements for directors/trustees.
- Be willing to adhere to the Code of Governance and other board policies.

#### 8.3.2 Nomination and Recruitment Process

- The Governance Quality and Safety Board Subcommittee shall be responsible for identifying, screening, and recommending candidates.
- Where possible, recruitment shall be carried out through an open and transparent process, including a role description and person specification.
- A Board Skills Matrix will be maintained to identify skills gaps and inform recruitment.
- Candidates may be nominated by existing Board members or external sources but must undergo the same vetting process.

#### 8.3.3 Vetting and Approval

- All nominees must complete an application form and be interviewed by the Nominations Subcommittee.
- The Subcommittee shall conduct reference and background checks, where appropriate.
- Final approval of any appointment shall rest with the full Board, by majority vote.

#### 8.3.4 Conflict of Interest

- Nominees must disclose any potential conflicts of interest at the time of application.
- Individuals with significant or unresolvable conflicts may not be eligible for appointment.

#### 8.3.5 Pre- Appointment to Board Membership

In line with Cumas Human Resource Recruitment procedures, a HR Staff member will contact all future Board Members prior to their appointment in order to conduct the following pre appointment task's

- Obtain a copy of his/her updated Curriculum Vitae
- Names, contact numbers and email addresses of 2 referees
- A completed garda vetting form and provide **any 2** of the following forms of ID to process garda vetting:
  - Passport
  - Driver's License
  - Birth Cert
  - Irish Public Service Card
  - National ID Card EU/EA Swiss Citizens
- Complete the following mandatory training on HSE Land, and return the certificates:
  - An Introduction to Children First -
  - Safeguarding Induction Training -
- Sign and return the Legal Duties of Company Directors and Company Secretaries
- Sign and return the Confidentiality Agreement
- Sign and return the Code of Conduct
- Provide a photo and Bio for the Cumas Website

#### 8.3.6 Formal Letter of Appointment

Upon the completion of the pre appointment HR tasks, a formal standard letter of appointment will be issued by post or email to new Board members as authorised by the Chairperson. The letter of appointment should include the following:

- The Term of the Appointment
- The Time Commitment involved for Board Meetings (approx. 3 hours per Board meeting)
- Any potential conflict of Interest.
- Confidentiality
- Reimbursement of Reasonable expenses
- The requirement to join Board subcommittee groups
- The time commitment involved for Board sub- committee groups (approx. 3 hours per meeting)
- The evaluation of Board Effectiveness

The letter is to be provided to the Secretary of the Board of Directors for record.

### 8.3.7 Orientation Meeting

On the appointment of new Board members, the Chairperson General Manager should meet with the new board member prior to the first board meeting. The board induction process will provide the new director with a clear sense of the organisation. The new director should also receive a copy of the organisational chart, which sets out the reporting relationships for members of staff together with an Induction pack.

### 8.3.8 Board Members Induction Pack

Included in the Induction pack are access to of other relevant documents, such as:

- Strategic Plan/ Annual Business Plan
- Company Constitution
- Policy documents finance, Health and Safety, Employee Handbook.
- Contact Details for fellow Board and sub -committee members
- Duties of the General Manager/ Managers and Org chart
- Financial Statements
- Annual Report
- Minutes for the last three board meetings
- Code of Governance

### 8.3.9 Resignation and Re- Election Process for Board Members

The Constitution provides for a maximum term for Director of 9 years. In practice, unless special circumstances exist, the Board considers that it is appropriate for Directors to serve a maximum of six years consisting of two consecutive 3-year terms. After their initial 3-year term, the Director will resign and, if they desire, offer themselves re-election for a further three-year term. Re-election will require the unanimous support of other Directors.

If a Director, wishes to resign from their position within their appointed term, they are required, other than in exceptional circumstances, to give no less than 3 months' notice.

## 9 The Board of Directors

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

## 9.1 Structure and Responsibility

Central to good governance is a clear understanding by all parties of their respective responsibilities and roles. It is particularly crucial that this understanding is clearly articulated in writing and covers the:

- Board of Directors role, including a detailed description of the roles of the chairperson, the members, and any sub-committees.
- Chairperson's and General Manager's roles; there should be a clear written statement describing the division of responsibilities of the Chairperson and General Manager.

## 9.2 The role of the Board includes:

Ensuring the effective management and monitoring the performance of Cúmas

- Ensuring that operational plans and budgets are set General Manager performance and operational performance under that consistent framework.
- Committing to the open communication of Cúmas's performance including the annual publication of an Impact Report

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### Ensuring Governance

- Ensuring that Cumas's charitable purposes are clearly established and regularly reviewed, that strategies are in place for them to be delivered effectively and sustainably, and that the charity's impact is regularly measured and evaluated.
- Providing effective strategic leadership in line with the charity's purposes, mission, and values.
- Ensuring that the voice of Cumas's key stakeholders, including individuals and their families, volunteers and donors, and employees, is heard and their advice listened to and learned from.
- Ensuring there are proper arrangements for the appointment of the General Manager setting the terms of the General Managers employment contract and objectives, evaluating the General Managers performance and where necessary terminating the General Managers employment.
- Ensuring that the relationship between the Board and the General Manager balances support, scrutiny, and challenge and that the conditions are created in which staff and volunteers are confident and enabled to provide the information, advice, and feedback necessary to the Board.
- Ensuring the effectiveness and efficiency of the Board by appointing a Chair, managing succession, and recruiting Directors with the necessary skillsets.
- Ensuring the organisation upholds principles of equality and diversity in every activity and that there are plans in place to achieve the Board's diversity objectives.
- Ensuring that Cumas adheres to the highest standards of ethical and corporate behaviour and that the charity's reputation is safeguarded and promoted, having regard to legal and non-binding rules and best practice
- Ensuring that decision-making processes are informed, rigorous and timely with an appropriate and effective delegation, control, and risk management framework in place

### Achieving Effective Delegation

- Regular review and approval of what matters are reserved for the Board, and which can be delegated to the General Manager
- Ensuring that Board Committees have suitable Terms of Reference and membership.
- Reviewing all key policies regularly, including the policy around any use of third-party suppliers and services

### Actively managing and mitigating the risks of Cumas

- Ensuring an understanding and regular review of Cumas's individual significant risks and their cumulative effect
- Regularly reviewing the level of risk Cumas is prepared to tolerate, maintaining an appropriate balance between prudence and over caution
- Ensuring adequate processes for identifying, prioritising, and managing risks including Cumas's system of internal controls
- Describing Cumas's approach to risk in its Annual Report

### Ensuring the integrity of the organisation's accounting & financial reporting systems

- Ensuring that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- Clear definition of authority, responsibility, and accountability levels for management.
- Agreeing and overseeing the process for appointing and reviewing external auditors and examiners.
- Ensuring that the charity is open in its work (unless there is a good reason not to be transparent and accountable).
- Establishing policies for strengthening the performance of Cumas including ensuring that management is proactively seeking to build the organisation through innovation and technology while maintaining the highest standards of service quality and delivery.
- Ensuring that Cumas's resources (including financial assets) are managed responsibly and used only to support or carry out its purposes; that Cumas is able to meet its debts and other obligations when they fall due; and that Cumas financial statements are true and fair and conform with the law.
- Determining how it will set the culture of the organisation, leading by example, and ensuring that individuals representing the organisation in any capacity do so in a way that positively reflects the values of Cumas

### Strategy and Financial Planning

- The Board has responsibility for the overall strategic direction of Cumas, in line with its mission and objectives, and in accordance with its legal and regulatory constraints, and for setting of the key objectives for achieving those aims. This overall policy framework and set of objectives is primarily contained within:
- A rolling 3-year Strategic, Operational and Financial business plan ("Strategic Plan") for Cumas derived annually from the Board's current Strategic Plan by the General Manager for adoption by the Board.
- An annual budget plan ("Budget"), drafted from the current Strategic Plan by the General Manager for adoption by the Board at a suitable interval before the start of each financial year in order to ensure
- that the charity's aims, strategies, objectives (targets) and longer-term projections remain relevant to the contemporary operating conditions and
- to act as the primary benchmark against which Cumas's performance can be effectively monitored.
- A half yearly forecast drafted by the Cumas for adoption by the Board in light of developments during the year.
- In addition to Board and other meetings, the principal means for which the Board monitors performance against the above framework is by a Management Report circulated to the Board prior to each board meeting

Amongst other things, the General Manager reports on monthly progress against the year's Budget and comments on any major variances in outturn figures and their implications for future performance - mainly by reference to agreed Key Performance Indicators ("KPIs") relating to fundraising and financial performance. Within the above overall strategic and financial framework, it

sets out, the Board has delegated responsibility for day-to-day operation and administration of Cumas to the General Manager. The Board is responsible for periodically reviewing this overall policy framework and the appropriateness of the MMR and KPI's. The General Manager is responsible for drawing to the attention of the Board any perceived need to update the framework from time to time.

The Board is committed to regular evaluation of the effectiveness and efficiency of its work and carries out an annual review thereof, including, every three years, assessing the requirement to engage an independent outside agency to undertake the evaluation

### 9.3 Role of Chair of the Board

The Chair, working with the Board, accepts responsibility for leading the governance of the organisation and ensuring its effectiveness. The Chair is a Director elected by the Board who shares its collective responsibility and authority and in normal circumstances has no additional authority. In exceptional circumstances, e.g., in relation to unforeseen urgent situations and emergencies, the Chair has delegated authority from the Board to take decisions on behalf of the Board between Board meetings. In these circumstances, the Chair will always consult with as many of the Directors as practicable, and if impractical, ensure that they are fully informed about the action and the reasons for it immediately thereafter. Any decisions made in this manner will be formally discussed and, as appropriate, ratified at the next Board Meeting.

In addition to their normal responsibilities as a Director, the Chair is responsible for:

- Helping plan and run Board meetings
- Taking the lead in ensuring that meetings are properly run and recorded
- Taking the lead in ensuring that Directors comply with their duties and Cumas is well governed
- Acting, alongside the General Manager, as the primary spokesperson for Cumas
- The management & development of the General Manager

The Chairperson will ensure that all members are properly briefed on issues arising at Board meetings. The Board should ensure that a formal schedule of matters specifically reserved for decision is drawn up and made available.

On behalf of the Board, the Chair acts as the reporting line manager for the General Manager and is expected to meet with the General Manager for briefing at suitable intervals between Board meetings. The Chair is expected to develop additional familiarity with the affairs of Cumas to build a positive and constructive relationship with the General Manager and other Cumas lead staff.

The Chair has the right to serve on all formal Board committees but will not act as chair on any. The term of the Chair will be the same as their Director term. The Chair is responsible for monitoring their continued ability to carry out their responsibilities diligently and effectively. Chair performance will also be monitored by the Directors and by the HR Committee (for which purposes the Chair will excuse themselves from any relevant discussion).

### 9.4 Role of the General Manager

The General Manager is the senior executive of Cumas, appointed by the Board, and is accountable to the Board through the Chair. The General Manager is accountable for the performance of Cumas's

paid staff and volunteer workforce and is ultimately responsible to the board for the day-to-day leadership and administration of all aspects of Cumas's organisation.

Within the overall strategic and financial framework, it sets (as set out in section "Role of the Board" above), the Board has delegated day-to-day responsibility for operation and administration of Cumas to the General Manager to manage the organisation's activities for optimal performance, including the proper day-to-day use of the operational, budgetary, property, staffing and other resources of Cumas.

The General Manager's role is to manage the day-to-day operational issues on behalf of the Board of Directors, she/he is accountable to the Board and expected to:

- Carry out and manage and control generally the administration and business of the organisation.
- Put in place procedures to allow the Board to meet its accountability to the Department of Health and Government.
- Presentation of the Strategic Plan for the approval of the Board
- Presentation of the annual budget for approval of the Board
- Presentation of the risks of the organisation and management plan to the Board for approval.
- Presentation of the risks of the organisation and management plan to the Board for approval.
- Presentation of all new policies and amendment to policies to the Board for ratification
- Implement its annual operational plan.
- Put in place an effective structure to manage the work of organisation.
- Agree individual plans including performance targets with the service managers.
- Delegate authority and accountability to the service managers for operational matters.
- Recruitment, performance management and other matters of staff management.
- Ensure that the Board has timely and accurate information on the performance of management and to fulfil the functions of the organisation.
- Ensure that the Board has sufficient information on risk identification, measurement, and mitigation strategies.
- Ensure the economic and efficient and effective use of resources.
- The procurement, maintenance, and management of the disposal of fixed and moveable assets within the framework of the operational plan
- Signing the Service Arrangements with the HSE on the board's behalf
- Report on the day-to-day management of the company at each meeting.
- Ensure systems, procedures and practices of the organisation are in place for evaluating the effectiveness of its operations.
- Appear before the Oireachtas Committees when duly requested.

For the efficient and effective management and proper operation of the organisation, the General Manager delegates at their discretion a number of their responsibilities to lead employees. This further delegation of responsibilities does not release the General Manager from overall responsibility to the Board.

The appointment, dismissal, and remuneration of the General Manager are matters requiring Board approval. The Board has delegated to the Chair, acting as the General Manager's direct line manager, and the HR Committee, the functional responsibility for the General Manager's recruitment process, supervision, and appraisal.

The General Manager is responsible for drawing to the attention of the Board any perceived need to update the framework from time-to-time.

## 9.5 Role of the Company Secretary

The Company Secretary is appointed by the Board and is responsible for:

- Maintaining the statutory books and making returns to the Companies Registration Office.
- It is the duty of each Board Member and the Company Secretary to ensure that the Company complies with the requirements of the Companies and Charities Acts.
- The role also includes issuing notices of meetings of the Board and members meetings, the keeping of minutes, the maintenance of statutory books, and filing returns with the Companies Registration Office and Charities Regulatory Authority.

## 9.6 Delegation of Authority and Relationships with Board and Management

The Board of Directors bears ultimate responsibility for the governance of Cumas and for the actions of those managing the charity. In addition to relevant legislation and regulation, the Board will also be guided by the specific requirements and powers of its Articles. Whilst the Board is ultimately responsible for the affairs of Cumas, the Board has delegated day-to-day responsibility for operation and administration of Cumas to the General Manager to manage the charity's activities; except for the matters that are the sole preserve of the Board. In turn, the General Manager may delegate any of their powers to suitably qualified members of staff to perform specific duties. This further delegation of responsibilities does not release the General Manager from overall responsibility to the Board.

The conduit for relationships between the Board members and the organisation and staff of the company is via the General Manager. Board members can expect free and reasonable access to the General Manager and are free to raise any matters of concern or information with him/her. Any direct enquiries to the board should be dealt with sensitively and referred immediately to the General Manager for an adequate reply to be given on behalf of the organisation. It is good practice for members to consult with the General Manager before seeking special advice or information from the Company's advisors or elsewhere.

A number of matters, principally major decisions relating to the variation of key objectives, strategy, and leadership of Cumas, or decisions on matters which lie outside the agreed Strategic Plan or Budget are reserved for the approval of the Board. These matters are set out in full in Appendix 3. The Board is responsible for periodically reviewing the appropriateness of the matters reserved for the Board.

The schedule of the matters reserved for decision by the Board of Directors of Cumas is contained in Appendix 1.

## 10 Duties and Expectations of Directors

Directors must be independent, maintain their independence and tell the Board if they feel beholden to any interest. Directors are expected always to demonstrate high standards of probity and to ensure that Cumas operates responsibly and ethically, in line with its own values and those of the wider voluntary sector and public perception. The Board is aware of the importance of the public's confidence and trust in charities, and Directors undertake their duties accordingly.



To meet their fiduciary duty to Cumas, individual Directors are responsible for understanding their financial, legal, ethical, and constitutional obligations and should take appropriate steps to receive adequate induction and training to ensure they have such an understanding.

In general,

Directors' Individual responsibilities include:

- Due Diligence and support the organisation
- Ensure Cumas is carrying out its purposes for the benefit of the residents and day service users
- Comply with the Cumas Articles, this Governance Handbook, and the law
- Act in the best interests of Cumas
- Manage the resources of Cumas responsibly
- Act with reasonable care and skill
- Ensure the charity is accountable

As a member of the Board, each Director will be expected to:

- Understand, embrace, and support the mission, and purpose of Cumas
- Embrace the values and behaviours of Cumas and set aside their own personal values
- Complete the training and orientation required of Board members
- Devote sufficient time to Cumas so that they carry out their responsibilities effectively. This includes:
  - using reasonable efforts to attend all Cumas Board meetings and other relevant meetings and, in any event, attend at least 75% of Board Meetings unless special circumstances apply
  - serve on a minimum of one Board committee.
  - coming to Board and other meetings well prepared about the issues on the agenda and having read relevant papers
  - Participating in discussions using their experience and influence constructively and collaboratively, giving due consideration and respect to others' viewpoints, whilst maintaining independence
- Making constructive suggestions, be prepared to challenge assumptions, ask probing questions, and seek relevant answers
- Accepting shared accountability for Board commitments and decisions
- Lend talents or expertise to Cumas as otherwise reasonably needed. Seek to exercise good judgment, act with integrity, and respect confidentiality at all times
- Act as ambassadors for the organisation, representing Cumas to individuals, the public and other organisations
- Look for opportunities to bring their relevant network to the organisation, in furtherance of Cumas's objectives
- Contribute to the organisation through participating in fundraising, supporting events, and/or volunteering

Exercise any other specific responsibilities delegated by the Board in good faith and to the best of their abilities. Unless special circumstances apply, Directors (other than the Chair) will normally be expected to serve on a maximum of one Board committee and one advisory group.

Directors are primarily responsible for monitoring their own continued eligibility to act as a director and their ability to carry out their responsibilities diligently and effectively. Director's performance will also be monitored by the Chair and by the HR Committee.

## 11 Codes of Conduct, Ethics and Conflicts of Interest of Board Members

The Board of Cumas places the utmost importance on its reputation for behaving ethically, fairly ensuring continued integrity and transparency, and to avoid reputational damage, the Board should ensure that appropriate policies are in place so that Board members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived.

These policies should ensure that any potential or actual conflicts of interest arising in the case of decision making are avoided.

### 11.1.1 Code of Conduct

The Board of Cumas have Codes of Conduct for both their Directors and employees. A copy of which should be made available to all Directors and Employees for their retention. Employees and directors should embrace such matters as a duty to Cumas and its principles for addressing conflict of interest, acceptance of gifts and honesty in dealings.

### 11.1.2 Disclosure of Interests:

On appointment and annually thereafter, each member of the Board should declare to the Secretary any conflict of Interest or loyalties they might have in line with the code of conduct and conflict of interests Policy. In addition of this, Board members are required when dealing with official Cumas business falls to be to declare any interest or loyalty in a matter to which the business relates.

If a Board member has a doubt as to whether an interest should be disclosed, he/she should consult with the Chairperson of the Board and/or the Company Secretary. A Confidential Register of interests disclosed under this Conflict-of-Interest Policy will be maintained by the Secretary of the Board in a special confidential register. Access to the register is restricted to the Chairperson, the Secretary of the Board, and the General Manager.

## 12 Board Processes

### 12.1.1 Board Meetings

Meetings of the Cumas Board, including the Annual General Meeting, are convened, and conducted in accordance with the Articles of Association (\* see Preface). The Board meets at a minimum eight times each year as well as holding at least one Strategy 'away day'. Further meetings may be required to be scheduled to accommodate areas that require urgent consideration or further deliberation. The time commitment involved for attendance at Board Meetings should be approximately 3 hours or less in duration.

### 12.1.2 Board Minutes

Minutes of the Board will record all formal resolutions and matters required by law. Minutes will record accurately and concisely decisions and matters resolved by the Board. Minutes will be prepared promptly after each meeting by the Committee Secretary (or the Secretary's assistant) and circulated to each Board member after initial review by the Chair and General Manager.

### 12.1.3 Board Cycle & Calendar

The General Manager, in conjunction with the Chair, will submit to the Board for approval and adoption a annual forward calendar showing:

- Dates of Board meetings
- Dates of Board meetings at which additional time on other matters will be discussed including:
- Annual accounts and audit
  - Risk management
  - Strategic Plan
  - Budget and forecasts
  - Items required for consideration from all sub-committees and advisory groups
  - Standing items required to adhere to Governance
  - Other matters that impact on the strategic direction of Cumas

#### 12.1.4 Board Papers

The General Manager in conjunction with the Board will agree on a standard format of presentation of Board papers. Board papers will be distributed to Directors no later than three working days prior to the meeting (other than where an extraordinary meeting of the Board has been called to address a matter of urgency).

Board Papers typically include

- The meeting agenda
- Draft minutes from previous meeting
- Written reports from the General Manager and board subcommittees
- Financial Reports
- Papers providing information about significant proposals to be discussed at the meeting

#### 12.1.5 Board Effectiveness

The Board of Directors should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties as Directors need to be able to allocate sufficient time to discharge their responsibilities effectively. The Board of Directors should undertake an annual self-assessment evaluation of its own performance and that of its committees. The evaluation process should consider the balance of skills, experience, independence and knowledge of the Institute on the Governing Body, its diversity, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness. The Chairperson should act on the results of the performance evaluation by addressing any weaknesses identified through the Governing Body self-assessment evaluation.

## 13 Board Committees

Effective control of public funding is achieved through a robust system of internal controls, both financial and otherwise, established by the Board and management in order to carry on the business of the organisation and safeguard the assets from inappropriate use and loss from fraud or error.

The Board establishes such Board Committees as it considers necessary from time to time, to provide advice, manage process, and deliver more detailed scrutiny of certain areas than is feasible in the Board's programme. Board Committees are non-executive except where defined tasks or authority are assigned. Meetings are scheduled so they can report to the Board in good time for its Board meetings; if no meetings have taken place this is also reported. Deliberations are recorded in the same concise format as the Board's minutes. The remit, responsibilities and operation of Board Committees are governed by their respective terms of reference which are set out in (Appendix 2) of this document and are also published on Cumas's website. The Board periodically reviews these terms of reference to ensure their continued relevance.

## 13.1 Operating Principles of all Board Sub Committees

### 13.1.1 Membership of Board Committees:

- All Board Committees shall be appointed by the Board
- All Board Committees will include a minimum of 2 Board Directors and other individuals with relevant expertise from internal and external resources.
- There will be a maximum number of 4 people on any Board committee and not less than 3
- Any member so appointed shall hold office until the next Annual General Meeting of the Company. Unless otherwise agreed, a director's appointment to a Board Committee will run concurrently with his or her term of office as a director of Cumas. A director's appointment to a Board Committee shall automatically terminate when he or she ceases to be a director of Cumas
- All Board Committees will be reviewed, and membership agreed at the AGM
- A quorum shall be any two members of which one must be a Board Director.

When the Board establishes sub-committees to assist in the discharge of its responsibilities, it must ensure that authority and accountability are clearly defined in a written brief available to each committee, which encompasses the committee's mandate, terms of reference, composition, term of office, working procedures, relationship with management and reporting responsibilities to the Board on a regular basis. Committee members who are not Board members will be provided with a written code of conduct that includes standards of integrity and conduct to be maintained by them in performing their functions.

### 13.1.2 Chairperson of Board committees

The Chairperson will be a Board Director who will be appointed by the Chairperson of the Board. The Chairperson of the Board may sit on any Subcommittee but cannot chair Board committees

Role of the Chairperson

### 13.1.3 Attendance at meetings:

- The General Manager.
- Service managers, individuals and external advisers may be invited to attend all or part of meetings
- Other Board members shall also have the right of attendance

### 13.1.4 Conflict of Interest:

The process for recording declarations of conflicts of interest for Committee should be the same used at Board level. Each member of the Committee should take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Audit and Risk Committee meetings

### 13.1.5 Administration duties:

- The administrative duties of all committees is the responsibility of the Company Secretary
- The Company Secretary may delegate the administrative function (minute taking, scheduling) of the Committee to another.
- The Company Secretary retains oversight of all Board committees.

### 13.1.6 Frequency of meetings

- The Frequency of meetings shall be determined by the Chairperson of the relevant committee however no committee shall hold less than two meetings annually.

#### 13.1.7 Notice of meetings

- Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairperson.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and matters for decision, shall be forwarded to each committee member and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee and to other attendees as appropriate, at the same time.
- These meetings can be held via video conferencing.

#### 13.1.8 Minutes of meetings

- The secretary/designate shall minute the proceedings and resolutions of all committee meetings, including the names of those present and those who sent apologies for non-attendance.
- Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes will be circulated for the next Board meeting with the Board pack.
- In exceptional circumstances, the Chairperson of the Committee may form an opinion that it is inappropriate to circulate the minutes of the meeting to the Board. With the agreement of the Chairperson of the Board, the minutes may be withheld.
- The chairperson of the Committee has the option to circulate redacted minutes to other members of the board

#### 13.1.9 Voting

Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality in votes the Chairperson of the meeting shall have a second or casting vote.

#### 13.1.10 Resolutions in writing

A resolution in writing signed by all the members shall be deemed as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be self-contained or may consist of several documents all in like form

#### 13.1.11 Reporting Responsibilities

- The committee chairperson shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities
- The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

#### 13.1.12 Other matters

- The committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required
- The committee will be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members
- The committee may arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval

### 13.1.13 Authority

The committee is authorised by the board to obtain, subject to budget submission and written approval by the Board, external legal or other professional advice on any matters within its terms of reference

## 13.2 Overview of functions of Board Sub Committees

The current (proposed) Board Committees are as follows:

- Audit, Finance & Asset Management Committee
- HR, Remuneration
- Governance Quality and Safety
- Visiting Committee.

### 13.2.1 The Audit, Finance & Asset Management Sub Committee

The Finance and Audit Committee shall undertake and be responsible for monitoring the performance of the Cumas across a range of financial and non- financial KPIs in line with agreed strategy in order to provide assurance and oversight to the board:

This will include:

- Monitoring financial performance against Budget
- Reviewing unbudgeted proposed expenditure
- Reviewing balance sheet items, liquidity, and financial investments
- Reviewing internal controls and financial risk management systems
- Monitoring whistleblowing procedures
- Managing the external audit process
- Monitoring formal financial reporting procedures
- the process for review of the audited financial statements prior to submission to the Board for approval
- the planned activity and results of both internal and external audit
- adequacy of management response to issues identified by audit activity, including external audits
- management letter of representation
- where appropriate) proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services
- anti-fraud policies, protected disclosure processes, and arrangements for special investigations.
- define and oversee the efficient implementation of a Strategic Asset Management Plan that includes not only physical assets e.g., property but also intellectual property.

Where the audit committee's monitoring and review activities reveal cause for concern or scope for improvement, it will make recommendations to the Board on action needed to address the issue or to make improvements. The Board will review the audit committee's terms of reference and effectiveness as and when the committee is established

### 13.2.2 HR, Remuneration & Governance Committee

The HR, Remuneration and Governance Sub Committee shall support the development of the Board, and General Manager as an effective team, equipped with the appropriate balance of skills, experience, characteristics and knowledge to provide effective leadership. This committee will

provide assurance and oversight to the board on the matters contained in the scope of work. This will be achieved through recommendations and support on:

- Assessment of needs for Board, Directors, General Manager, and other Lead staff
- Recruitment management for Directors, and General Manager roles
- Ongoing evaluation and governance
- Training & Development for Directors, including orientation
- Succession Planning for Board and key staff

Where the HR, Remuneration & Governance committee's monitoring and review activities reveal cause for concern or scope for improvement, it will make recommendations to the Board on action needed to address the issue or to make improvements. The Board will review the audit committee's terms of reference and effectiveness as and when the committee is established

### 13.2.3 Governance Quality & Safety Committee

The purpose of the Governance Quality & Safety Sub-Committee is to assure the Board that there are appropriate and effective systems in place which ensure the quality of all Cumas services and the safety of each person using those services in order to provide assurance and oversight to the board:

Systematic risk identification, measurement and mitigation strategies are important part of internal control. These risks are wide-ranging and include strategic, operational, financial, and reputational risk. The scope of internal audit activity covers the whole network of the organisation's systems and gives an independent opinion on systems, procedures, and controls to be reviewed and appraised by this committee and the wider board:

The Board recognises that quality and safety within Cumas services is the responsibility of everyone involved in providing those services – Board, management, staff, and volunteers of all types. Fundamentally, what keeps people safe are the ongoing and responsible actions of committed and concerned people with support roles.

The Quality, Risk & Compliance Sub-Committee will promote this principle by encouraging a positive, collaborative, and proactive approach to quality and safety throughout the organisation and all levels. Central to this is ensuring that the roles and responsibilities of all involved are clear, particularly those of people participating in the management of services.

It will advise the board on the

- The strategic processes for risk, internal control, and compliance
- Assurances relating to the management of risk and corporate governance requirements for Regulators and HSE
- The systems and procedures (financial and managerial) that are intended to control the organisation's operations, including overall risk management.
- The adequacy, reliability and integrity of the information being provided for decision making and accountability.
- The degree of compliance with legislation and management plans, procedures, and policies.
- The procedures for the acquisition and disposal of assets and the safeguarding of assets and interests from losses, including those arising from fraud, malpractice and irregularity.
- Arrangements for efficient and effective use of resources.
- The Quality, Risk and Compliance Committee will also periodically review its own effectiveness and report the result of that review to the Board

[illegible]





## Appendix 1

### Compliance Requirements

Cumas is required to comply with and/or report annually/or audit on the following

- Childrens' First policy -National Guidance for the Protection and Welfare of **Children** (2017)
- The Health Act (2004)
- Health and Social Care Professionals Act (2005)
- Comhairle Act and (Amendment) Act (2004) (Advocacy)
- The Disability Act (2005)
- Companies Registration Authority (Annual Audited Accounts & Governance)
- Children First in Disability Services 2011
- New Directions 2015
- The Assisted Decision-Making (Capacity) Act (2015)
- The Charities Regulatory Commission (Service & Finances)
- Annual Compliance Statement to the HSE (Service Level Arrangement):
- Governance outlining the current Governance arrangements of the Board
  - Internal Codes of Governance
  - Risk Management
  - Remuneration
  - Finance
  - Capital Assets
  - Taxation
  - Procurement
  - Related Companies and any subsidiaries etc.
- Staff Absenteeism report to the HSE
- Whole Time Equivalent report
- Quarterly Accounts returns, and
- People who use our Services number returns
- The Code of Practice for the Governance for State Bodies
- Health Research Board (National Intellectual Disability Database)
- The Health & Safety Authority - Audits
- FOI Statistical Returns and compliance with the Model Publication Scheme
- Data Protection Act 2018 & GDPR
- The Office of the Ombudsman
- The Information Commissioners Office
- The Data Protection Commission
- Sustainable Energy Authority of Ireland (SEAI) Monitoring and Reporting
- Incident and Accidents to the HSE Safeguarding Team
- Ethics in Public Office Act (1995)
- ABHRA, Irish Council for Social Housing & the Department of the Environment
- HSE Governance and Financial Audits.
- Standards in Public Office Act (2001)
- The Governance Code for Voluntary and Community Organisations
- The Comptroller and Auditor General – Financial and Governance Audits, and
- Fundraising Guidelines
- Road Safety Authority

This list is not exhaustive but identifies the most relevant legislative compliance requirements

## Appendix 2

### Legal Duties of Cumas Company Directors and 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—
- The knowledge and experience that may reasonably be expected of a person in the same position as the director; and
- The knowledge and experience which the director has
- Have regard to the interests of its members

#### 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.

## Appendix 3

### Decisions Reserved for the Board

The Board may determine any matter, for which it has authority under its Memorandum of Understanding and Articles of Association, in full session.

#### **Set out below are the normal matters the Board**

- has reserved for its sole decision, and
- those which it routinely refers to committees of the Board for consideration and recommendation or approval, and
- those which it routinely delegates to the General Manager for decision.

### Appointment of the General Manager

The Board approves the appointment of the General Manager

### Overall Corporate Governance

The Board approves Cumas's corporate strategy, risk management strategy, operational plans and annual budget following detailed review and recommendation from the Board's Committees as deemed appropriate by the Board.

### Annual Compliance Statement

The Board approves Cumas's submission of the HSE Annual Compliance Statement.

### Accounts and Reports

Board approval is required for the annual report, and accounts. Board approval is also required for resolutions and corresponding documentation to be put forward to Cumas company members at a general meeting.

### Advisers

Board approval is required for the appointment of Cumas's corporate advisers – legal, financial, HR, PR and others.

### Commitments and Expenditure

The Board has delegated authority to the General Manager to approve all commitments, expenditures, and disposals in line with Cumas financial procedures. However, exceptions are as follows:

#### Commitments

- Activities which are new to Cumas.
- Contracts / commitments that in aggregate exceed €75,000 in any 12-month period and which have not been specifically identified and approved within the annual budget process.

#### Expenditure

- The annual budget
- Anticipated or actual overruns that exceed 33% of any approved budget cost line (excesses above €25,000 only).
- Transfers of budgeted expenditure between headings in excess of €75,000
- Acquisition and disposal of Company Assets

## Appendix 4

### Board of Directors Code of Conduct

The company places utmost importance on its reputation for behaving ethically and fairly. The 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 Code of Conduct applies to all Board Members. Board Members are required to comply with the Companies Act 2014, 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 Act 2018, the General Data Protection Regulation, and the Freedom of Information Act 1997.

#### **Complying with Legislation**

Board Members are required to fulfil 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 them 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 Code of Conduct will be reviewed every three years.

## **Compliance**

Board Members are required to read and acknowledge receipt of the Code of Conduct and to confirm in writing their intention to comply with the Code.

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## **Declaration of Undertaking to Comply with the Code of Conduct**

"I have read and understand the Code of Conduct for Board and Committee Members and confirm that I will undertake to comply with the Code."

Name (print): \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

This Declaration of Undertaking to comply with the Code of Conduct should be signed, dated, and returned to the Company Secretary

