



Governance Manual

February 2018



Key elements of good governance include honesty, trust and integrity, performance orientation, responsibility and accountability, mutual respect, and commitment to the Irish Wheelchair Association.

Introduction/Vision/Mission 3

Core Values 4

Section 1 - Standing Orders..... 5

1. Citation and Interpretation 5

2. The Board 6

3. Role of the Company Secretary 8

4. Role of Chairperson..... 9

5. Role of Honorary Secretary 9

6. Role of Honorary Treasurer..... 10

7. Role of Vice-Chairperson..... 10

8. Role of the Chief Executive Officer 10

Section 2 - Committees 12

9. Audit Finance and Risk Committee - Terms of Reference 12

10. Irish Wheelchair Association - Sport - Terms of Reference 13

11. Property Committee - Terms of Reference 13

12. Remuneration Committee - Terms of Reference..... 15

13. Nomination Committee - Terms of Reference 16

14. Governance Committee - Terms of Reference 17

Section 3 - Meetings and Procedures of the Board 18

15. Meetings of the Board 18

16. Special Meetings of the Board..... 18

17. Power to Call Meetings..... 18

18. Notice of Meetings..... 18

19. Chairing of Meetings..... 18

20. Resolutions 19

21. Quorum of the Board..... 19

22. Minutes of the Board..... 19

23. Appointment of Committees..... 20

24. Variation or Suspension of Standing Orders..... 20

Section 4 - Meetings and Proceedings of a Committee.....21

25. Meetings of a Committee.....21

26. Special Meetings of a Committee21

27. Notice of Meetings.....21

28. Chairing of Meetings.....21

29. Decision of Committees.....22

Section 5 - Matters Reserved for the Consideration by the Board.....23

30. List of Items to be Reserved for the Board23

31. Procedures for the Election of Officers to the Board23

32. Procedures for the Election of 'Staff Directors' to the Board.....24

33. Procedures for Co-Opting Directors to the Board26

34. Briefing for New Directors.....26

Section 6 - Protected Disclosures27

35. Protected Disclosures Policy27

INTRODUCTION

This is the Governance Manual of I.W.A. Company Limited by Guarantee, operating as Irish Wheelchair Association (referred to hereinafter as IWA) Company Registration Number 352483, Charity Regulatory Authority Number CRA20007997 and Charity Registration Number CHY5393. This governance manual sets out the key roles, responsibilities and procedures in governing IWA. This manual is reviewed on a regular basis and updated as required. This latest version was approved by the Board of IWA on Friday, 9th February 2018.

IWA, as part of its commitment to corporate governance, has six Committees: Audit, Finance and Risk Committee, IWA Sport, Remuneration Committee, Property Committee, Nomination Committee and Governance Committee. It is a policy of the Board to have these committees in place.

Vision

IWA has a vision of an Ireland where people with disabilities enjoy equal rights, choices and opportunities in how they live their lives, and where our country is a model worldwide for a truly inclusive society.

Mission

IWA works with, and on behalf of, people with physical disabilities to drive positive change in Ireland through the influencing of public policy, the provision of quality services and enabling accessibility to all aspects of society.

Constitution of I.W.A. Company Limited by Guarantee as amended by special resolution dated 18th May 2018, is referenced throughout this Governance Manual. (Referred to hereinafter as 'articles').

CORE VALUES

People are at the heart of everything that we do and this is enshrined in all of our values:

Integrity: IWA is proud of what we do and how we do it. We behave responsibly with the highest standards of integrity. Our work is informed by need and we operate to the highest standards of governance being accountable to our members, funders and the wider public.

Excellence: IWA's commitment to excellence in the provision of services and corporate governance drives our development and growth as we strive to attain the highest standards in everything we do. We are results focused and operate with independence in all areas of our work.

Leadership: IWA is the leading influencer in shaping public policy and societal attitudes to advance social inclusion for people with physical disabilities. We see beyond boundaries and identify new approaches for an improved world for people with physical disabilities.

Respect: IWA is committed to a culture of mutual respect between members, staff and volunteers. We listen with an open mind to what people have to say and value their diversity and contributions.

Equality: IWA believes in a fair and inclusive society. We work actively to ensure that every person with a physical disability in Ireland can achieve their right to an independent life, with equal access to opportunities, services and supports within their communities.

Positivity: IWA is immensely proud of our heritage, achievements and people. We believe in the determination of our members, staff and volunteers to be instrumental in the achievement of a new, inclusive Ireland.

SECTION 1 - STANDING ORDERS

1. Citation and Interpretation

These rules may be cited as the *IWA Board Rules of Conduct*. In these rules;

- ▶ 'Chairperson' is the person appointed by the Board.
- ▶ 'Chief Executive' (CEO) means the person appointed by IWA.
- ▶ 'Committee' means a Committee appointed by the Board.
- ▶ 'Committee Chairperson' means the person appointed as Chairperson of the Committee.
- ▶ 'Committee Member' means a member of the Committee.
- ▶ 'Vice-Chairperson' means a Director designated as immediately subordinate to the Chairperson and serving as such in the latter's absence.
- ▶ 'Honorary Treasurer' means Director appointed to manage the finances of IWA.
- ▶ 'Directors' means non-executive Directors appointed by IWA.
- ▶ 'Honorary Secretary' means a Director who keeps the minutes of the Board meetings.

2. The Board

Directors Responsibilities

The Board share responsibility for the strategy and future direction of IWA and the effective and efficient delivery of its plans and functions. They are responsible for:

- ▶ Ensuring that high standards of corporate governance are observed.
- ▶ Establishing the strategic direction and priorities of IWA within the statutory framework of the Companies Act.
- ▶ Encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources.
- ▶ Promoting quality in IWA activities and services.
- ▶ Monitoring performance against agreed objectives and targets.
- ▶ Ensuring that they personally, and IWA corporately, observe principles of public life as set out by the Committee on Standards in Public Life.

SECTION 1 - STANDING ORDERS

Article 39: The Board shall consist of a maximum of 16 Directors and minimum of 13; the President, two Directors elected from IWA's employees by employee ballot; one member of the National Sports Executive Committee (as nominated by the National Sports Executive Committee); and a maximum of nine Directors elected at the Annual General Meeting (AGM). A maximum of three further Directors may be co-opted by the Board for their particular expertise. At least a third of Directors must be persons with reduced mobility.

Role of the Board

- ▶ Directors are elected and co-opted by IWA.
- ▶ Directors will always take a 'Corporate' view as they represent IWA at a national level. They will not represent any local group or entity.
- ▶ Directors will be entitled to have reports and Board papers delivered to their homes seven days prior to the meeting.
- ▶ If Board papers are late, there is a requirement for an explanation in writing from relevant manager.
- ▶ Meetings will be scheduled for each year one year in advance.
- ▶ Agenda items will be divided into items for discussion, decision and information. Any other business will be discouraged and under no circumstances will 'extra items' be parachuted into the meeting through the Any Other Business (AOB) item.
- ▶ Directors will not waste meeting time with petty details or minutiae. The Chairperson must run the meeting in an orderly fashion and ensure that Directors do not go off on tangents.
- ▶ Decisions should be made based on solid information and not retracted. Under no circumstances should discussions be re-visited for the sake of nonattending Directors when minutes come up for review.
- ▶ Directors should not take unacceptable risks without relevant information.
- ▶ Where urgent policy decisions are required between Board meetings, the CEO will make these decisions in consultation with the Chairperson and a minimum of three Directors.
- ▶ Directors are encouraged to ask questions. These questions should, if complicated, be forwarded to the Chairperson prior to the meeting.
- ▶ Directors should not have fears. There is no serious exposure provided business is carried out properly.
- ▶ The agenda should always be generous with time for important decisions and short with time on small or unimportant decisions.

SECTION 1 - STANDING ORDERS

- ▶ CEO develops the agenda based on information given. The Chairperson and any Directors can request for an item to be put on the agenda, provided it is done 14 days before the meeting. Supporting documentation must also be forwarded with agenda items requested.
- ▶ Directors should be recognised locally for protocol in public IWA functions.
- ▶ All Directors must give collegial loyalty and must maintain confidentiality.
- ▶ This code of conduct for Directors will be displayed on IWA's website.
- ▶ All Directors must sign a declaration to adhere to the Governance Manual and Constitution.
- ▶ Directors must attend meetings in person. Teleconferences will only take place in situations which require an urgent decision.
- ▶ If any Director fails to turn up to three consecutive meetings, he/she automatically forfeits his/her seat and a co-optee may fill the vacancy.
- ▶ Attendance at Board meetings and Committee meetings will be reported in the annual report.
- ▶ Directors will get written reports from the CEO in advance of meetings.
- ▶ Financial reports will be sent at least quarterly.
- ▶ No meeting should last for more than two and a half hours. A maximum of 15 minutes grace is allowed at the start of the meeting.
- ▶ No Director can speak publicly on an issue on behalf of the Board, unless authorised to do so by the Chief Executive Officer and the Chairperson i.e. a public statement implicating the Board.
- ▶ IWA will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations, which arise routinely. All gifts to Directors will be in line with acceptable charity standards.
- ▶ Directors must attend an annual training session on their duties and responsibilities.
- ▶ Director must always abide by standing orders.
- ▶ If extremely important items need to be discussed, standing orders may be suspended on a 75% + one vote of those attending.

Independent Professional Advice

- ▶ IWA will facilitate Directors who wish to take independent professional advice, in the furtherance of their duties as Directors, at the reasonable expense of IWA. Directors seeking such independent advice should seek the sanction of the Chairperson of the Board.
- ▶ In the case of Directors, breaches of the *IWA's Code of Conduct* will be notified to the Audit, Finance and Risk Committee.

SECTION 1 - STANDING ORDERS

- ▶ In the case of staff, breaches of the *IWA's Code of Conduct* will be regarded as a breach of discipline and will be dealt with, in accordance with the disciplinary procedure by the Chief Executive Officer or by the delegated office as appropriate.
- ▶ In the case of breaches by a member refer to Articles 10, 11 and 12 of the Constitution.

Risk Register

A Risk Register is a risk management tool commonly used in project management, organisational risk assessments and in companies. It acts as a repository for all risks identified by the project or organisation, and each risk includes information such as risk probability, impact countermeasures and so on. It is important that the Board ensures that the appropriate risk register for IWA is in place at all times.

3. Role of the Company Secretary

Article 72: The Secretary shall be appointed by the Board for such term and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

The responsibilities of the Company Secretary are to ensure that relevant rules and regulations of the Companies Act and other relevant legislation are complied with. The Company Secretary's tasks include:

- ▶ Maintaining the statutory registers including the register of members.
- ▶ Ensuring that statutory forms are filed promptly.
- ▶ Providing members and auditors with notices of meetings.
- ▶ Sending the Companies Registration Office (CRO) information about appointment or registration of Directors.
- ▶ Sending a copy of the accounts to members for General Meetings.
- ▶ Ensuring people that are entitled to do so can inspect IWA records.
- ▶ Custody and use of the IWA seal.
- ▶ Ensure that meetings such as the AGM comply with the IWA's governing document and its procedures e.g. voting.
- ▶ Maintain records including past and present office bearers.
- ▶ Ensure that publications such as annual reports and accounts, and their dissemination, comply with IWA's governing document and statutory requirements.
- ▶ Keep under review all legislative, regulatory and governance developments that might affect decision making or IWA's operations.

SECTION 1 - STANDING ORDERS

4. Role of the Chairperson

The Chairperson of the Board shall preside as Chairperson at every general meeting of IWA. The Chairperson shall abide by the Constitution of IWA.

The Chairperson has the following additional responsibilities:

- ▶ Ensure all Directors understand their roles and responsibilities.
- ▶ Ensure the Board carries out its functions effectively and efficiently.
- ▶ Develop an effective working relationship with the Chief Executive Officer and other senior staff.
- ▶ Prepare a Chairperson's report for inclusion in the annual report.
- ▶ Provide leadership, vision and direction for IWA.
- ▶ Ensure good management, monitor the achievements of management and ensure that a proper balance is achieved between the respective roles of Board and management.
- ▶ Set performance targets, including key financial targets and, in particular, to agree and closely monitor the budget.
- ▶ Ensure that IWA behaves ethically and in a manner that accords with the core values of IWA.
- ▶ Define and promote IWA's role in the community by developing mechanisms for gathering the views of service users and stakeholders and by keeping people informed in an open, accountable and responsible way.
- ▶ Define the mission of IWA in accordance with public policy, deciding its strategic goals and developing the policies to achieve those goals.
- ▶ Appoint a Chief Executive Officer and agree with him/her the short and long-term performance objectives.

5. Role of the Honorary Secretary

The role of the Honorary Secretary is to support the Chairperson in ensuring the smooth functioning of the Board. The Honorary Secretary is responsible for ensuring the following tasks are carried out in conjunction with the Chairperson, CEO and Company Secretary:

- ▶ Prepare agendas in consultation with the Chairperson and CEO.
- ▶ Circulate agendas and any supporting papers in good time.
- ▶ Receive agenda items from other Directors.
- ▶ Check that quorum is present.
- ▶ Minute meetings and circulate the draft minutes to all Directors.
- ▶ Ensure the Chairperson has signed the minutes once they have been approved.
- ▶ Check that Directors and staff have carried out actions agreed.
- ▶ Circulate agendas and minutes of the AGM and any extraordinary general meetings.
- ▶ Ensure up to date records are kept of Board and Committee membership.

SECTION 1 - STANDING ORDERS

6. Role of the Honorary Treasurer

The role of the Honorary Treasurer is to maintain an overview of IWA's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained. The Honorary Treasurer's tasks include:

- ▶ Oversee and present budgets, accounts and financial statements.
- ▶ Liaise with designated staff about financial matters.
- ▶ Ensure that appropriate accounting procedures and controls are in place.
- ▶ Ensure compliance with relevant legislation e.g. Companies and Charities legislation.
- ▶ Ensure any recommendations of the auditors are implemented.
- ▶ Ensure accounts meet the contractual agreements with external agencies such as funders and statutory bodies.
- ▶ Ensure there is no conflict between any investment held and the aims and objects of IWA.
- ▶ Sit on the Audit, Finance and Risk Committee and chair meetings of same.

7. Role of the Vice-Chairperson

The main role of the Vice-Chairperson is to preside over meetings when the Chairperson is absent. The responsibilities of the Vice-Chairperson are to:

- ▶ Stand in for the Chairperson if he/she is away.
- ▶ Assist the Chairperson with matters between meetings.
- ▶ Deal with specific tasks or issues as defined by the Board e.g. chairing meetings.

8. Role of the Chief Executive Officer

- ▶ The governance of IWA is delegated by the Board to the Chairperson and by the Chairperson to the Chief Executive Officer (CEO).
- ▶ The role of the CEO is to promptly and effectively execute all resolutions, policies, rules and regulations adopted by the Board, and to perform all duties prescribed by the Board.
- ▶ In addition, the CEO formulates and recommends to the Board, policies, programmes and an overall strategic plan for the organisational, financial and physical development of IWA.
- ▶ The CEO shall abide by the Constitution of IWA.
- ▶ With the approval of the Chairperson and/or the Board, make appointments of senior managers and any other key personnel to IWA and approve recommendations for their salaries, promotions or dismissal.
- ▶ Establish a management team to effectively carry out the policies of IWA.
- ▶ Ensure that IWA is properly staffed with personnel competent to discharge their responsibilities and to carry out policies effectively and provide adequate opportunities for the development and advancement of personnel.

SECTION 1 - STANDING ORDERS

- ▶ Under the direction of the Board prescribe the specific duties and assignments of the senior managers reporting to the CEO and establish and define the duties of Committees/work groups to advise and assist the CEO in the execution of his/her duties.
- ▶ In collaboration with the Finance Director, prepare and present to the Board, through the Chairperson, a proposed organisational plan (including a financial budget) for the following year and ensure that the plan, when adopted, is enforced.
- ▶ In collaboration with the Finance Director, prepare and present to the Board, through the Chairperson, a three year organisational plan. Once approved, ensure this plan is implemented and progress reported regularly to the Board and make suggested amendments to this plan as and when is necessary.
- ▶ Serve as the chief voice and interpreter of IWA to all external contacts and take leadership in obtaining support for IWA from all possible sources.
- ▶ Proactively promote and advance the vision of IWA by actively participating in appropriate local, regional and national organisations and proactively promote and advance IWA by active participation in charitable and civic organisations.
- ▶ Approve and be responsible for all internal handbooks and manuals of policies and procedures.
- ▶ Recommend to the Board, through the Chairperson, revisions to the statements of Purpose, Goals, Mission and Vision of IWA.

SECTION 2 - COMMITTEES

According to the Articles of IWA *'The Board may delegate any of their powers to committees consisting of such persons (whether directors or not) as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.'*

9. Audit, Finance and Risk Committee - Terms of Reference

The Audit, Finance and Risk Committee is established to review the financial performance of IWA and liaise with external and internal auditors.

The Committee's Terms of Reference are to:

- ▶ Review Annual Financial Statements and make recommendations to the Board re same.
- ▶ Review Management Accounts and financial performance.
- ▶ Review Risk Register.
- ▶ Review and advise re financial planning and budgets.
- ▶ Instruct the external auditors, insofar as is appropriate, with regard to issues deemed by the Audit, Finance and Risk Committee/Board to require particular attention.
- ▶ Receive, discuss and accept the detailed reports of the external auditors in relation to the Annual Audit and their management letter if any.
- ▶ Appoint internal auditors, subject to Board approval, including agreement of fees, for so long as internal audit remains a contracted service.
- ▶ Instruct the internal auditors in relation to specific areas requiring audit attention.
- ▶ Receive, discuss and accept or otherwise, the reports of the internal auditors.
- ▶ Make specific recommendations to the Board for consideration, arising from periodic summary presentations of audit findings from both internal and external auditors to the Board.
- ▶ Liaise with the CEO, Director of Finance and other officers as it sees fit in relation to audit related issues and aspects.
- ▶ Deal with breaches of the *IWA's Code of Conduct* by Directors.
- ▶ Report to the Board on matters otherwise arising from its meetings.
- ▶ The Committee shall consist of no less than two members of the Board and may include external members who are not members of the Board for their expertise. In addition the CEO, Director of Finance and Company Secretary would attend meetings of the Committee.
- ▶ The Treasurer of the Board shall be Chairperson.
- ▶ The Committee should meet at least four times a year with additional meetings as required.

SECTION 2 - COMMITTEES

10. Irish Wheelchair Association - Sport - Terms of Reference

IWA-Sport is dedicated to developing and promoting sport and recreational opportunities for people with a physical disability to participate in sport at a level of their choice.

(Article 70): The Board has delegated its power to manage the affairs of the Sports Section to the National Sports Executive Committee. The Board may, in exceptional circumstances following consultation with the Sports Section, by notice in writing to the National Sport Executive Committee, cancel its appointment to manage the affairs of the Sports Section in which case the power to manage the affairs of the Sports Section will immediately revert to the Board.

11. Property Committee - Terms of Reference

Overall Purpose: To carefully consider property related proposals and recommendations from the IWA Senior Management Team and advise the Board regarding these proposals and recommendations.

To ensure that all proposals and recommendations brought to the Board by the Property Committee are in line with IWA's Strategic Plan and in adherence with IWA's annual budgeting mechanisms.

Scope

- 1) Make recommendations to the Board for proposed capital projects with expenditure in excess of €50,000 including acquisitions, modifications, alterations and renovations. Professional fees are capitalised in the expenditure cost.
- 2) Make recommendations to the Board for all new lease agreements in excess of €50,000 per annum, including lease renewals and leases that have a lease term or break clause exceeding 5 years or more.
- 3) Make recommendations to the Board regarding proposals for the disposal of IWA property.
- 4) Make recommendations to the Board regarding proposals for the letting of IWA properties in their entirety (this does not include letting of housing accommodation or one office space in Lucan, for example).

Agenda Items

The IWA National Director of Services with responsibility for property will draft an agenda in consultation with Property Committee members for agreement with the Chairperson of the Property Committee. The agenda may consist of information, proposals and recommendations to be sent to the Property Committee members

SECTION 2 - COMMITTEES

at least 5 working days in advance of the Property Committee meeting. All items on the agenda will be carefully considered and discussed at the Property Committee resulting in decisions including:

- 1) Proposal/recommendation agreed for recommendation to the Board.
- 2) Further information required.
- 3) Other actions as agreed.

Communication with the Board

- ▶ Following the Property Committee meeting, the IWA Property Committee will provide a paper to the Board at least 5 working days in advance of the IWA Board meeting. The Property Committee will provide this paper to the CEO's office at least 10 working days before the Board meeting to facilitate timely circulation to the Board. The Board paper will update the Board on relevant property related matters and clearly identify areas for decision by the Board. Any items requiring Board decision will be clearly set out in the report and supporting documentation provided where necessary.
- ▶ Directors on the Property Committee will make a recommendation to the Board at their meeting, providing the necessary supporting information.
- ▶ IWA property team members will be invited to the Board meeting as appropriate to provide additional information or for discussion.

Property Committee Membership

The Property Committee shall consist of the following:

- ▶ 3 Directors.
- ▶ External experts as approved by the Board.
- ▶ IWA Company Secretary (ex officio).
- ▶ IWA Chief Executive Officer (ex officio).
- ▶ IWA National Director of Services with responsibility for Property (ex officio).
- ▶ IWA National Director of Finance (ex officio).
- ▶ IWA Property Projects Manager (attendee).
- ▶ IWA Service Support Officer – Property (attendee).

Other attendees, as required, may include:

- ▶ External independent expert.
- ▶ IWA National Director of Services – ALS, CSD etc (SMT).
- ▶ IWA architect.
- ▶ IWA Health and Safety Manager.
- ▶ A.N. Other.

SECTION 2 - COMMITTEES

Property Committee - Competencies and Behaviours

IWA Property Committee members should ideally have relevant competencies and/or experience in property management, construction or project management.

Property Committee Chairperson

The Chairperson of the Committee should be a member of the Board and should have the required competency as Chairperson. The Chairperson is to be nominated by the Committee and their appointment ratified by the Board. The Chairperson may serve for a maximum of 2 terms of 3 years per term.

Duration of membership of the Property Committee for IWA Board of Directors

A Director may serve on the Property Committee for a maximum of 2 terms of 4 years per term.

Records

An accurate record should be maintained in relation to the outcomes of the Property Committee meeting and minutes should be circulated to the members of the Committee within one week. The record is taken by the IWA property team.

Frequency of meetings

The Property Committee will meet not less than 2 weeks in advance of each Board meeting.

Location of meetings

To be agreed by the committee members.

12. Remuneration Committee - Terms of Reference

The Remuneration Committee is established to ensure that remuneration arrangements support the strategic aims of IWA and enable recruitment, motivation and retention of senior executives while also complying with legislative and regulatory requirements.

The purpose of the Committee is to:

- ▶ Have delegated responsibility for setting remuneration for the CEO and all executive Directors including pension rights and any compensation payments. We pay due regard to public service pay policy.
- ▶ Recommend and monitor the level and structure of remuneration for senior management.

SECTION 2 - COMMITTEES

- ▶ The definition of senior management for this purpose is members of the Senior Management Team.
- ▶ The Committee shall consist of no less than three members of the Board (excluding staff representatives), with no conflicts of interest.
- ▶ The Company Secretary will attend meetings of the Committee.
- ▶ The Chairperson of the Board shall be Chairperson of the Committee.
- ▶ The Committee should meet at least once a year with additional meetings as required.

13. Nomination Committee - Terms of Reference

The Nomination Committee is established to formulate policy for Board composition and renewal.

The purpose of the committee is to:

- ▶ Develop the criteria for assessing the skills and experience required by the Board.
- ▶ Identify potential candidates for the Board or appoint external consultants for identifying potential candidates.
- ▶ Recommend the appointment of non-executive Directors to the Board.
- ▶ Periodically review Board and Committee composition for recommendation to the Board.
- ▶ Review the ongoing independence of non-executive Directors.
- ▶ The Committee shall consist of no less than two members of the Board. In addition the CEO and Company Secretary will attend meetings of the Committee.
- ▶ The Board shall select the Chairperson.
- ▶ The Committee should meet at least once a year with additional meetings as required.

SECTION 2 - COMMITTEES

14. Governance Committee - Terms of Reference

The Governance Committee is established to oversee Governance compliance with both regulatory and voluntary codes and best practice.

The purpose of the committee is to:

- ▶ Periodically review the Constitution and Governance Manual of IWA including its Mission and Vision Statement.
- ▶ Oversee the process for the induction and education/training of new Directors and the continuing education/training and development of all Directors.
- ▶ Determine the process for the review of performance of the Board and Committees (collectively and individually).
- ▶ The Committee should meet at least once a year with additional meetings as required.
- ▶ The Board shall select the Chairperson.
- ▶ The Committee shall consist of no less than two Directors.
- ▶ The Company Secretary will attend meetings of the committee.

SECTION 3 - MEETINGS AND PROCEDURES OF THE BOARD

15. Meetings of the Board

- ▶ The Board shall hold meetings at such intervals as may be determined by the Directors.
- ▶ The Board shall determine the time and place of the meetings to be held and invite such staff of theirs and such other persons to attend as they consider appropriate.

16. Special Meetings of the Board

- ▶ In the event of urgency, the Chairperson may determine to hold a meeting to be known as a special meeting at such time and place as he or she may determine.

17. Power to Call Meetings

- ▶ Where in the opinion of the Chairperson an urgent matter has arisen, the Chairperson may call a meeting of the Board at any time.
- ▶ Where four or more Directors submit a signed request for a meeting to the Chairperson or where six Directors submit a request through the Honorary Secretary, the Chairperson shall call a meeting.
- ▶ Where applicable, the Chairperson shall, as soon as is practicable but no later than seven days from the date the request was submitted, arrange for the meeting to be held within 28 days from the date the request was submitted.

18. Notice of Meetings

- ▶ Before any meeting, the Honorary Secretary shall send a notice of the meeting to each Director.
- ▶ The notice of the meeting shall be sent by first class post or delivered to:
 - ▶ The usual place of residence of the Director.
 - ▶ To such other addresses as may be specified in writing by the Director at least seven clear days before the meeting.
 - ▶ Electronic mail.
- ▶ The notice of the meeting shall be accompanied by the agenda and the minutes of the previous meeting.

19. Chairing of Meetings

- ▶ The Chairperson shall, if present, preside at all meetings.
- ▶ In the absence of the Chairperson or Vice-Chairperson, the Board will agree a Director to preside.
- ▶ There will be a brief "Private Time" at commencement of Board meetings in which only Directors are in attendance. These deliberations will not be minuted.

SECTION 3 - MEETINGS AND PROCEDURES OF THE BOARD

20. Resolutions

- ▶ Without prejudice to the provisions of this article, unless a ballot is demanded (see Articles), a declaration by the presiding Chairperson at the meeting that a resolution has or has not been carried and entered in the minutes of a meeting shall be conclusive.
- ▶ Every Director shall have one vote.
- ▶ Any Director is entitled to call for a vote.
- ▶ Where a decision of the Board requires to be voted upon, it shall be determined by a majority of the votes of the Directors present and voting on the question.
- ▶ Voting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands, a ballot is duly demanded.
- ▶ Any Director may request his or her vote or abstention to be recorded in the minutes.
- ▶ A single Director may demand a ballot.
- ▶ Where a ballot is held it shall be held in secret.
- ▶ Where the votes are equal on any resolution or question, the Chairperson presiding shall have a second or casting vote.

21. Quorum of the Board

Where a Board meeting:

- ▶ Is not quorate within half an hour from the time appointed for the meeting; or
- ▶ Becomes inquorate during the course of the meeting, the meeting shall be adjourned to such time, place and date as may be determined by the Directors present.

22. Minutes of the Board

- ▶ A Director shall act as Honorary Secretary to the Board.
- ▶ The Honorary Secretary is responsible for ensuring the minutes of every meeting are recorded.
- ▶ The record of the minutes shall be submitted to the Board at its next meeting for the agreement, confirmation or otherwise of the Directors and signed by the Chairperson presiding.
- ▶ The record of the minutes shall include:
 - ▶ The names of every Director present at the meeting of the Board.
 - ▶ Any other person present.
 - ▶ Any apologies tendered by an absent Director.
 - ▶ The withdrawal from a meeting of any Director on account of a conflict of interest and any declaration of interest.

SECTION 3 - MEETINGS AND PROCEDURES OF THE BOARD

23. Appointment of Committees

- ▶ The Board may establish one or more Committees for any purpose within its functions and the Companies Act, and shall determine the powers and functions of any such Committee.
- ▶ The Board shall appoint members of the Committees and the composition of any such Committees may include persons who are not Directors.
- ▶ The Board shall keep under review, the structure and scope of activities of each Committee.
- ▶ The Board shall, with such variation as it considers appropriate, set out the terms of reference of each Committee which will be reviewed annually.

24. Variation or Suspension of Standing Orders

- ▶ These standing orders shall not be amended, revoked or replaced except by a resolution passed at a meeting at which at least two-thirds or rounded down to the nearest whole number, of the total number of Directors are present.
- ▶ Where at least two-thirds, or rounded down to the nearest whole number, of the Directors are present at a meeting, any paragraph of these Standing Orders, except this paragraph, may be varied or suspended for the duration of that meeting, unless that would contravene any rule of law or legislative provision.

SECTION 4 - MEETINGS AND PROCEDURES OF A COMMITTEE

25. Meetings of a Committee

- ▶ Subject to IWA's Constitution and such indicative schedule of meetings as may be specified by the Board, a Committee shall hold meetings at such intervals as may be determined by the members of the Committee.
- ▶ The Committee shall determine the time and place of the meetings to be held.

26. Special Meetings of a Committee

In the event of urgency, the Committee Chairperson may determine to hold a meeting to be known as a special meeting at such time and place as he/she may determine.

27. Notice Of Meetings

- ▶ Before any meeting, the Secretariat shall send a notice of the meeting to each member of the Committee.
- ▶ The notice of the meeting shall be sent by first class post, or delivered to:
 - ▶ The usual place of residence of the Committee member.
 - ▶ To such other address' as may be specified in writing by the Committee member at least seven clear days before the meeting.
 - ▶ Electronic mailing.
- ▶ The notice of the meeting shall:
 - ▶ Be accompanied by the agenda and the minutes of the previous meeting.
 - ▶ Be signed by the Committee Chairperson or such person as may be authorised by the Committee Chairperson.
- ▶ An accidental omission to send or deliver notice of meeting to any member of the Committee shall not invalidate the proceedings of a meeting.
- ▶ A Director may attend and speak, with the person presiding at any meeting of a Committee.

28. Chairing of Meetings

- ▶ Subject to IWA's Constitution the procedure at meetings shall be determined by the person presiding at the meeting.
- ▶ The Committee Chairperson shall if present preside at all meetings.
- ▶ In the absence of the Committee Chairperson, and the Vice-Chairperson the Committee will agree on one of their members who is a Director to preside.

SECTION 4 - MEETINGS AND PROCEDURES OF A COMMITTEE

29. Decision of Committees

- ▶ Decisions of a Committee shall be taken by resolution and recorded in the minutes of the meeting at which such resolution is passed.
- ▶ Without prejudice to the provisions of this Article, unless a ballot is demanded, a declaration by the presiding Committee Chairperson at the meeting that a resolution has or has not been carried and entered in the minutes of the meeting, shall be conclusive.
- ▶ Subject to IWA's Constitution every Committee member should have one vote.
- ▶ Any Committee member is entitled to call for a vote.
- ▶ Where a decision of the Committee requires to be voted upon it shall be determined by a majority of the votes of the Committee members present and voting on the question.
- ▶ Voting shall be decided on a show of hands, unless before or on the declaration of the result of, a show of hands, a ballot is duly demanded.
- ▶ Any Committee member may request his or her vote or abstention to be recorded in the minutes.

SECTION 5 – MATTERS RESERVED FOR CONSIDERATION BY THE BOARD

30. The list of items to be reserved for the Board per the Code of Practice for the Governance of State Bodies includes:

- ▶ Significant acquisitions, disposals and retirements of assets.
- ▶ Major investments and capital projects.
- ▶ Treasury policy and risk management policies.
- ▶ Authorisation of payments procedure.
- ▶ Approval of terms of major contracts.
- ▶ Approval of policies and procedures.
- ▶ Policy of determination of senior management remuneration.
- ▶ Approval of annual budgets and corporate plans.
- ▶ Production and approval of annual reports and accounts.
- ▶ Appointment, remuneration and assessment of performance of the Chief Executive Officer.
- ▶ Pension policies and benefits of the Chief Executive Officer and staff.

31. Procedures for the Election of Officers to the Board

- ▶ Notice that an election of an officer or officers is required, will be given by the Company Secretary, by way of an agenda item at an ordinary Board meeting within three months of any of these posts becoming vacant.
- ▶ The Company Secretary will inform Directors of the date of the Board meeting at which it is proposed to ratify the results of the election.
- ▶ Candidates seeking to go forward for any of these posts must be Directors and nominated by one other Director, seconded by another and must have expressed a willingness to act in the capacity.
- ▶ Staff Directors are not eligible to be officers of the Board.
- ▶ Nominations duly completed on the form provided by the Company Secretary, must be forwarded to the Company Secretary not later than two weeks in advance of the Board Meeting, at which it is proposed to ratify the outcome of the election.
- ▶ If there is only one candidate nominated for any post no ballot will be necessary and the Company Secretary will put forward the name for ratification to the Board.
- ▶ Where there are a number of candidates for one position, a secret ballot will be held at which all Directors are entitled to one vote for each post vacant.
- ▶ Should such a ballot be necessary, the Company Secretary will notify Directors of the names of the candidates on a ballot paper and request that they cast their votes for their selected candidate(s).
- ▶ Directors unable to attend at the designated Board meeting will be entitled to a postal vote.

SECTION 5 - MATTERS RESERVED FOR CONSIDERATION BY THE BOARD

- ▶ Postal votes must be received by the Company Secretary at least two days in advance of the Board meeting at which it is proposed to ratify the outcome of the election.
- ▶ The election will be on a first-pass-the-post basis.
- ▶ Should the ballot fail to provide a clear result i.e. equality of votes for any given post, the President for the time being will have a casting vote which will be final.
- ▶ The Company Secretary will act as returning officer and will protect the anonymity of individual Directors by way of coded voting papers.
- ▶ Prior to the result being put to the Board for ratification, any Director who so wishes, may inspect the completed voting papers and verify the accuracy of the count.
- ▶ The Board will then proceed to ratify the outcome of the election on the date specified by the Company Secretary.
- ▶ In compliance with IWA's Constitution, officers can hold office for a term of three years after which they are eligible for reelection for a further three years.

32. Procedures for the Election of 'Staff Directors' to the Board

Nomination Day

The Constitution provides for two Directors to be nominated and elected to the Board by IWA staff. No more than two staff members may be Directors at the same time. Where a vacancy arises for a Staff Director, nominations will be called for from the staff. The time by which nominations may be received will be 5.00pm on Friday, date, month, year. The closing date for nominations must be a minimum of fourteen days before the election.

Returning Office

The auditors to IWA will act as the returning office.

Conduct of Elections

In the event that there are more nominations than vacant Staff Director positions, an election will be conducted by the Director of Human Resources. The election will be conducted by a postal ballot.

SECTION 5 - MATTERS RESERVED FOR CONSIDERATION BY THE BOARD

Right to Vote

Every staff member will have the right to vote who, on date, month, year is an employee of IWA and who on that day is not less than eighteen years of age and has been an employee of IWA for a continuous period of not less than one year on date, month, year.

Nomination and Support of Candidates

At any time before the nomination day any person with the right to vote may propose for nomination at the election, persons each of whom:

- ▶ Is an employee of IWA.
- ▶ Is employed in a role which is less than grade 8.
- ▶ On election day, is not less than eighteen years of age.
- ▶ Has on such day for a continuous period of not less than one year ending immediately before that day been an employee of IWA.
- ▶ Has on such day a continuous period of not less than three years remaining on their contract of employment.

Procedure After Nomination

If immediately after the deadline for receipt of nominations has passed, the number of candidates standing duly nominated does not exceed the number of vacancies, the returning office shall forthwith declare each of such candidates to be elected.

Counting of Votes

The returning office shall control the counting of the votes and the count will be on a first past the post basis.

The returning office shall communicate the results of the count to the Chairperson of the Board no later than 6pm on Friday date, month, year.

If the number of candidates standing exceeds the number of vacancies, the returning office shall adjourn the procedure for taking a poll and give notice:

- ▶ The polling period will be up to and including date, month, year.
- ▶ The format of the election will be a postal ballot.
- ▶ The form of the ballot paper will be only the names of the candidates as entered in their nomination forms.
- ▶ The ballot papers are to be returned to the returning office.

SECTION 5 - MATTERS RESERVED FOR CONSIDERATION BY THE BOARD

Attending Counting of Votes

Candidates will be allowed to attend the counting of votes and to be accompanied by a colleague at the count.

33. Procedures for Co-Opting Directors to the Board

Notice of co-options to the Board will be given by the Company Secretary by way of an agenda item at the first ordinary meeting of the Board after the positions become vacant. The candidates for co-option must be proposed by one Director and seconded by another Director. Their names and details ie. area of expertise etc. should be given to the Company Secretary at least two weeks in advance of the meeting at which the co-options will be made. These details will be given to all Directors. Where there are more candidates than the required number of co-optees, the same election procedure used for the election of Officers to the Board shall be used. For clarity purposes, co-optee Directors can only serve two four year terms.

34. Briefing for New Directors

On appointment of new Directors, the Company Secretary should provide them with the following information:

- ▶ A formal schedule of matters reserved to the Board for decision.
- ▶ Procedures for obtaining information on relevant new laws and regulations.
- ▶ Procedures to be followed when, exceptionally, decisions are required between Board meetings.
- ▶ A schedule detailing the composition of all committees and their terms of reference.
- ▶ A statement explaining the Directors' responsibilities in relation to the preparation of the accounts, IWA's system of internal control and audit and for reporting on the business as a going concern with supporting assumptions or qualifications as necessary.
- ▶ A statement informing the Directors that they have access to the advice and services of the Secretary, who is responsible to the Board for ensuring that Board procedures are followed and comply with the applicable rules and regulations.
- ▶ A copy of *IWA Governance Manual*, including requirements for disclosure of Director's interests and procedures for dealing with conflict of interest situations.
- ▶ Specific company information.
- ▶ A listing of the statutory requirements relating to IWA.

SECTION 6 - PROTECTED DISCLOSURES

35. Protected Disclosures Policy

IWA has a policy in place to encourage IWA employees, volunteers, members and service users, to make a disclosure in respect of significant matters, and to provide protection for a person making a disclosure.

IWA is committed to maintaining the highest possible standard of service for service users and providing employees with a safe system and place of work. IWA promotes a culture of openness and accountability and employees are encouraged to report any concerns they may have in relation to their workplace. In the normal course of events, employees should report concerns to their line manager or, if appropriate, to another manager within the workplace. However, in exceptional circumstances, employees wishing to report concerns may be reluctant to do so for fear of penalisation. Such employees are entitled to legal protection from any form of penalisation provided their disclosures are made in accordance with the procedure set out in the policy. This policy, available on the IWA intranet, outlines what constitutes a protected disclosure and the process for making such a disclosure.

The Protected Disclosures Act 2014 specifically provides for legal protection for employees only, however, the Board of IWA have decided that the principles and protections provided for in this legislation should also apply to volunteers, service users and members. Appendix 1 of the Protected Disclosures Act 2014 sets out the process for volunteers, service users and members to avail of this policy.



REGISTERED OFFICE

Áras Chúchulainn
Blackheath Drive
Clontarf, Dublin 3
D03 AW62

T 01 818 6400

F 01 833 3873

E info@iwa.ie

Company Registration No 352483.
Charity Regulatory Authority CRA 20007997
Registered Charity No CHY 5393



www.iwa.ie

