Irish Wheelchair Association™

Governance Manual

January 2025

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INTRODUCTION

Vision

Irish Wheelchair Association 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

Irish Wheelchair Association 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.

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

Charity Registration Number: CHY5393.

This governance manual sets out the key roles, responsibilities and procedures that govern IWA.

This manual is reviewed on a regular basis and updated as required. This latest version was approved by the Board of IWA on 13th January 2025.

Values

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

Courage:

IWA fearlessly says what needs to be said and does what needs to be done. We are not afraid to fail and try again. We are resolute in championing the rights of people with disabilities.

Excellence:

IWA's commitment to excellence underpins our quality services, adherence to best practice governance, partnerships and relationships in all areas of our work.

Equality:

Aligned with the UN Convention on the Rights of Persons with Disabilities (UNCRPD), IWA believes in a fair and inclusive society. We work actively to ensure that every person with a disability in Ireland can achieve their right to an independent life, with equal access to opportunities, services and supports within their communities.

Fun:

IWA believes in creating a culture and environment of fun and enjoyment in all that we do. IWA is a community to which people want to belong.

Integrity:

IWA is proud of what we do and how we do it. We always behave ethically in ways that are authentic and trustworthy.

Openness:

IWA is open to new ideas, new ways of working and to building new and existing partnerships to achieve our vision. We are committed to working in a truly transparent way.

Visionary:

Building on our legacy, IWA strives towards new ways of doing things to meet the current and future needs of people with disabilities. We are deliberately ambitious as a leader in our sector, driving positive change by listening and being creative in supporting and empowering disabled people to live the life they choose.

Corporate Governance Codes

IWA has committed to abide by the principles set out in a number of sectoral codes that apply to the activities of the Association. This Governance Manual is informed by and gives expression to these principles and standards.

Charities Governance Code

Core Standards for Governance for Section 39 Organisations

Governance Code for Sport

Standards for AHBs

Code of Practice for the Governance of State Bodies

The above codes are appended to this manual, and the compliance records for each code are reviewed annually by the Board and are available in the Board document library.

Roles and Responsibilities

Board & Committees

The Board as the governing body of the Association is responsible for the strategic and future direction of IWA and holding management accountable for the effective and efficient delivery of its plans and functions.

In particular, they are collectively responsible for:

- Acting in the best interests of the Association for the benefit of our members and users of our services, and with appropriate regard for our employees and wider community
- Setting the strategic direction and priorities of the Association in collaboration with CEO and Senior Management Team
- Ensuring that high standards of corporate governance are developed, upheld and continuously improved
- Encouraging high standards of propriety and promoting the efficient and effective use of the Associations resources
- Monitoring the activities and effectiveness of the CEO and Senior Management Team
- Ensuring effective systems are in place for identifying and managing risk
- Ensuring the adequacy of internal financial controls
- Ensure appropriate systems are in place to ensure conformance with statutory and regulatory obligations
- Ensuring that appropriate clinical and professional governance arrangements are in place
- Accounting accurately to the primary funders of its activities

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.

IWA has a high functioning Board committee system to which the Board have delegated significant power to exercise certain functions on its behalf, with the Board remaining ultimately responsible and accountable in all instances.

Board Officers

IWA has a number of officers appointed by the Board, or by the members as provided for in our Constitution.

The roles and responsibilities of these officers are set out below.

President

The President serves as an honorary ambassador of the Association, embodying IWA's member centred ethos.

The President represents the Association at member gatherings, official functions, and significant events.

The President participates in General Meetings alongside other Board Officers and supports key initiatives as determined by the Board.

Chairperson

The Chairperson is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role.

The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values, and behaviours of the Association and for the tone of discussions at Board level.

The Chairperson of the Board shall preside over each Board meeting, and shall preside as Chairperson at every general meeting of IWA.

The Chairperson of the Board shall countersign documents on behalf of the Board, as required.

Ethics and Values:

The Chairperson should ensure that the Board behaves ethically and in a manner that accords with the core values of IWA.

Board's Agenda:

The Chairperson and the CEO, with the support of the Company Secretary, are responsible for the effective management of the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues. The Chairperson and the CEO should meet in advance of the Board meeting to agree the agenda.

Openness and Debate:

Essential to the effective functioning of the Board is dialogue which is both constructive and challenging. The Chairperson should promote a culture of openness and debate by facilitating the effective contribution of key management and all Board members.

Timely Information:

Under the direction of the Chairperson, the responsibilities of the Company Secretary include ensuring that the Board receives accurate, timely and clear information. The Chairperson should ensure effective communication with all relevant stakeholders.

Information Flows:

Under the direction of the Chairperson, the responsibilities of the Company Secretary include ensuring good information flows within the Board and its committees and between senior management and non-executive Board members, as well as facilitating induction, mentoring and assisting with ongoing professional development as required.

Annual Report to Members:

The Chairperson should furnish to each Annual General Meeting in conjunction with the annual report and financial statements, a report to members.

Line Management of Chief Executive:

The Chairperson should serve as the line manager for the Chief Executive Officer, agreeing his/her short and long term performance objectives and reporting on his/her performance to the Board through the People, Culture & Governance Committee.

Vice-Chairperson:

The Vice-Chairperson is responsible for presiding over Board meetings in the absence of the Chairperson, and serves as a support for the Chairperson as required.

Honorary Treasurer:

The Honorary Treasurer is responsible for assisting the wider Board with monitoring the financial affairs of the Association and acting as a leading interface between the Board and Senior Management Team in relation to financial matters.

The Honorary Treasurer will lead in the Board's collective duty to ensure that proper accounting records are kept, financial resources are properly controlled, invested and economically spent, in line with good governance, legal and regulatory requirements.

The Honorary Treasurer shall serve as the Chairperson of the Audit, Finance & Risk Committee.

The Honorary Treasurer shall countersign documents on behalf of the Board, as required.

Honorary Secretary:

The Honorary Secretary shall support the Chairperson and Company Secretary in ensuring the smooth functioning of the Board, and shall countersign the minutes of Board meetings alongside the Chairperson and Company Secretary.

The Honorary Secretary shall countersign other documents on behalf of the Board, as required.

Chief Executive Officer:

Last updated March 2024, full role description in appendix.

The Chief Executive Officer (CEO) reports to the IWA Board, through the Chair. He/she is instrumental in directing and managing IWA and is accountable for its performance.

The CEO supports the Board, through the Chair, in enforcing governance while promptly implementing Board resolutions.

The CEO will work collaboratively with the Board, through the Chair, and the Senior Management Team (SMT) to lead the organisation's strategy.

The key responsibilities of the CEO include:

Strategy Implementation: Lead the execution of the IWA Strategy using comprehensive KPIs and reporting processes and develop future strategic plans.

Board Relations: Implement Board resolutions, policies, rules, and regulations efficiently and timely, while taking on any additional tasks required by the Board, through the Chair, for delivering strategic objectives.

Organisational Culture: Cultivate a collaborative culture, ensuring all teams embody IWA's values, and foster an inclusive work environment reflecting IWA's commitment to diversity.

Service Quality & Safeguarding: Ensure IWA's services meet the highest standards, adhere to the best practices, regulations, and implement stringent safeguarding policies for the protection of vulnerable individuals.

Leadership & Team Development: Nurture a high-performing, multi-disciplinary senior team in alignment with IWA's values. Mentor internal leaders to expand IWA's impact.

Change & Innovation Management: Spearhead critical organisational changes, including the integration of innovative digital solutions, to drive efficiency and service improvements.

Operational Planning: Establish goals, objectives, and operational plans in cooperation with the SMT and SLT. Manage and approve internal handbooks and policy documents.

Policy & Regulation Awareness: Keep the Board, through the Chair, informed about changes in government policy and regulatory environments impacting IWA.

Financial Planning: In partnership with the CFO, develop yearly financial plans for Board approval.

Financial Management: Ensure IWA's financial sustainability, focusing on cost management, income generation, and fostering robust relationships with funders.

Advocacy & Representation: Drive IWA's advocacy efforts and represent IWA with key stakeholders, including HSE, Government Departments, Ministers, Sector, and Corporate partners.

Public & Media Relations: Act as the face of IWA in the public domain, including media interactions, to enhance IWA's visibility and clarify its mission to a wider audience.

Personnel Management: Appoint, manage, and develop key personnel within IWA, ensuring competency and effective policy implementation.

Compliance: Ensure adherence to relevant regulations, and IWA's purpose, goals, vision, mission, and values.

These responsibilities are intended as a guide and are subject to periodic review. They will adapt as needed to best serve IWA's mission and vision. They are neither definitive nor restrictive. The post-holder may be required from time to time to perform other duties as deemed reasonable and necessary by IWA.

Company Secretary

Article 79: 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.

Last updated 1st December 2023, full role description in appendix.

The Company Secretary is an officer of the company with statutory duties, appointed by the IWA Board of Directors and reporting to them through the Chairperson.

The Company Secretary is a member of the senior management team with delegated governance, compliance and administrative duties and reporting to the CEO on the achievement of same.

The Company Secretary's duties include:

- Provide comprehensive corporate governance and administrative support and guidance to the Board of directors.
- Provide advice and support on other regulatory and corporate governance / compliance matters which may arise for the senior management team and lead where appropriate on the delivery of any requirements.
- Ensure, in collaboration with the CEO, that the Board's decisions and instructions are properly carried out and communicated.
- Ensure, in collaboration with the senior management team, that the company complies with all relevant statutory and regulatory requirements.
- Proactively champion the highest standards of corporate governance and compliance within the Association.
- Communicate with members, employees and other stakeholders on behalf of the Association and Board as required e.g. notification of AGM's etc.
- Maintain the statutory registers and minute books
- Convene and co-ordinate meetings of members (Annual General Meetings and Extraordinary General Meetings) including correct issuing of statutory notices
- Ensure that statutory forms are completed and filed on time in the Companies Registration Office
- Keep or arrange for the keeping of minutes of Directors' meeting and General Meetings · Ensure that those entitled to do so may inspect company records
- Maintain custody of the company seal

- Coordinate, schedule, attend and minute Board & Committee meetings.
- Ensure the efficient collation, preparation and distribution of Board & Committee papers, draft minutes, matters arising, Board resolutions and finalising same.
- Advise Board, committee and senior management team members on governance related matters before, during and after meetings.

The post-holder may be required from time to time to perform other duties as deemed reasonable and necessary by IWA.

Reserved & Delegated Matters

Matters Reserved to the Board

The following matters have been reserved for the Board and require Board consideration and approval.

- Significant acquisitions, disposals and retirements of assets.
- Major investments, capital projects and borrowings.
- Delegated authority levels, 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.
- Appointment, remuneration and assessment of performance of the Company Secretary
- Ongoing review of operational, financial and non-financial performance
- Significant regulatory, legal, accounting and policy matters
- Pension policies and benefits of the Chief Executive Officer and employees.

Financial Delegations

The delegated financial authority is set out in Purchases, Payables, Procurement Card and Petty Cash Policy.

Purchase Orders and Invoices above €61,500 require Board approval.

Board Committees

The Board delegates specific and limited authority to committees to support its work and provide assurance in specific areas. The Board retains overall responsibility for all matters delegated to committees.

The purpose and scope of duties for each committee is set out in terms of reference approved by the Board and reviewed periodically to ensure continued relevance and effectiveness.

The Board appoints the membership and chairperson of each committee. All committee members, whether Board members or external members, serve a maximum of two four-year terms.

Committee Chairpersons report at least annually to the Board on their committee's work and periodically highlight specific areas requiring the full Board's attention.

Each Committee establishes an annual work programme reflecting its duties as outlined in its Terms of Reference, ensuring a structured approach to fulfilling its purpose. This programme is submitted to the Board for approval and reviewed periodically to ensure alignment with strategic priorities and emerging matters.

The current committees of the Board and their stated purposes are set out below. Their full duties, chairpersonship and membership details are contained in their terms of reference, included as appendices to this Governance Manual.

Audit, Finance & Risk Committee

- Support the Board with the general oversight of the finances of the Association;
- Support the Board with its financial planning and budgeting functions;
- Support the Board with its financial reporting obligations;
- Support the Board with its risk management functions;
- Make recommendations to the Board in relation to relevant property related proposals including acquisitions, leases and disposals;
- Support the Board with its engagement with the external statutory audit;
- Support the Board with its internal audit functions.

People, Culture & Governance

- Lead of process of appointments and renewals to the Board and Board Committees, in line with Constitution and IWA Governance Manual, and make recommendations for approval by the Board or Members at General Meeting.
- Oversee the appointment of the Chief Executive Officer and Senior Managers
- Oversee and monitor succession planning for senior management and business critical roles within IWA.
- Oversee the performance management of the Chief Executive Officer and the Company Secretary, through the IWA Chairperson.
- Support the Board with its remuneration policy and oversight functions.
- Oversee the alignment of IWA culture and values, monitoring implementation of initiatives that promote diversity, inclusion, engagement, and a values-driven culture across employees, volunteers and Board members.
- Keep governance arrangements under review and make appropriate recommendations to the Board to ensure that corporate governance policies and practices are in line with good governance standards and regulatory requirements.

Quality, Safety & Assurance Committee

- Drive quality improvement initiatives across all service areas, providing assurance that effective structures, systems, policies and processes are in place to deliver safe, effective, and high-quality services.
- Promote equitable, person-centred services and ensure alignment with IWA ethos and values, including our commitment to high quality services based on a social model of disability.
- Ensure that the experiences of service users and employees inform improvements to our structures, systems and processes.
- Oversee and guide continuous quality improvement efforts, while fostering a culture of safety, accountability, and shared learning.
- Ensure the Board is informed of key service-related risks and quality performance issues, alongside relevant legislative and regulatory compliance.

National Sports Executive Committee

- To set out and oversee the strategic plan for IWA-Sport
- To oversee the keeping of accurate financial records.
- To ensure the implementation of the Code of Conduct for all Members of Irish Wheelchair Association–Sport incorporating Safeguarding Guidance for Children and Young People in Sport.
- To ensure the implementation of the IWA-Sport Disciplinary Regulations Code.
- To ensure the implementation of WADA (World Anti-Doping Agency) regulations on banned substances.
- The ratification of all team selections and the appointment of all team staff and coaches.
- The appointment of National Coaches.

Senior Management Team

The Senior Management Team (SMT) leads the day-to-day management of the organisation, ensuring alignment with its mission, vision, and values, while fostering a culture of collaboration, operational excellence, and strategic delivery. It focuses on:

- Collaborating with the CEO and Board to develop and refine the Association's strategy through an interactive process, ensuring it remains responsive to policy, legislative, and economic changes.
- Ensuring governance, strategic, executive, and operational management functions are structured to enable the efficient and effective management of the Association and the delivery of high-quality services.
- Providing strategic leadership and direction to achieve the Association's goals, fostering a culture of fairness, innovation, and continuous improvement throughout the organisation.
- Leading the implementation of the strategic direction and policies across services, ensuring alignment with the Association's core values and operational needs.
- Serving as a forum for cross-organisational collaboration, supporting informed decision-making, and promoting alignment and information sharing across directorates to achieve common objectives.

The full terms of reference of the Senior Management Team are set out in the appendices to this Governance Manual.

Meeting Standing Orders

Board Standing Orders

Ordinary Meetings of the Board

- The Board shall hold meetings at such intervals as may be determined by the Directors.
- The Board shall schedule its meeting for each year one year in advance.
- 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.

Power to Call Meetings

- Where in the opinion of the Chairperson an urgent matter has arisen, the Chairperson may call a special 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.

Notice of Meetings

- Before any meeting, the Company Secretary, or their delegate, shall send a notice of the meeting to each Director at least 7 days prior to the meeting.
- The notice of the meeting shall be sent by email to their registered IWA email address.
- The notice of the meeting shall be accompanied by the agenda, board papers and the minutes of the previous meeting, via the meeting portal.
- An accidental omission to send or deliver notice of meeting to any member of the Committee shall not invalidate the proceedings of a meeting.
- If Board papers are late, there is a requirement for an explanation in writing from the relevant member of the Senior Management Team.

Board Papers

- The CEO will provide a report in advance of each Board meeting
- The COO will provide a report in advance of each Board meeting
- The CFO will provide a report, including up to date management accounts in advance of each Board meeting.

Agenda of Meetings

- 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.
- The agenda should always be generous with time for important decisions and short with time on small or unimportant decisions.
- The Chairperson and CEO develop the agenda, with the support of the Company Secretary based on any agreed work programme, strategic priorities and operational imperatives

arising, with the Chairperson setting the final agenda.
- Any Directors can request for an item to be put on the agenda, provided it is done 14 days before the meeting.
- The agenda will provide for periodic opportunities for the Directors to receive Member Case Studies and Operational Deep Dives.

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 each Board meetings in which only Directors are in attendance. These deliberations may or may not be minuted, at the direction of the Chairperson.
- 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.

Attendance at Meetings

- The quorum necessary for the transaction of the business of the Board shall be fixed by the Board, and unless so fixed shall be eight [8].
- If a meeting has been scheduled as in person, all Directors must attend meetings in person. Directors will only be able to attend via online means, with the consent and at the discretion of the Chairperson.
- If a meeting has been scheduled as online, all Directors will attend via online videoconferencing, or teleconferencing.
- The Chairperson must run the meeting in an orderly fashion and ensure that the Board deliberations remain focused on the agenda.
- 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 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.

Resolutions

- Without prejudice to the provisions of the Constitution, unless a ballot is demanded (see Constitution), 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.
- 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.

Quorum of the Board

- The quorum necessary for the transaction of the business of the Board shall be fixed by the Board, and unless so fixed shall be eight [8].
- 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.

Minutes of the Board

- The Company 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.
- When Board Private Time is held during a Board meeting, the minutes will record that it took place and note any formal decisions or resolutions made. General discussion during Board Private Time will not be minuted.

Appointment of Committees

- The Board may establish one or more Committees for any purpose within its functions and the 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.

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.
- If extremely important items need to be discussed, standing orders may be suspended on a 75% + one vote of those attending.

Committee Standing Orders

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.

Power to Call Meetings

- Where in the opinion of the Committee Chairperson an urgent matter has arisen, the Chairperson may call a special meeting of the Board at any time.

Notice Of Meetings

- Before any meeting, the Company Secretary, or their delegate, shall send a notice of the meeting to each member of the Committee.
- The notice of the meeting shall be sent by email to their registered IWA email address.
- The notice of the meeting shall be accompanied by the agenda, committee papers and the minutes of the previous meeting, via the meeting portal.
- An accidental omission to send or deliver notice of meeting to any member of the Committee shall not invalidate the proceedings of a meeting.
- If Committee papers are late, there is a requirement for an explanation in writing from the relevant member of the Senior Management Team.

Quorum of the Committee

- The quorum necessary for the transaction of business shall be [two] committee members, both of whom are IWA Board members, unless otherwise provided for in approved terms of reference.
- Where a Committee 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 Committee Chairperson.

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.

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 the Constitution, 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.

Election & Co-option Procedures

Board Composition & Renewal

Article 44: 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 disabilities.

The procedures for the election, appointment and co-option of Board members are set out below.

The People, Culture & Culture Committee monitors board succession and maintains a board skills matrix which supports board recruitment to fill identified skills needs.

The Board supports developments in the Code of Practice for the Governance of State Bodies and the Governance Code for Sport in which mandate a gender balance (40% male, 40% female). Gender Balance is mandatory on the National Sports Executive Committee, and the Board are committed to introducing this to the Board and remaining committees on a voluntary basis.

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, or in the event of a casual vacancy by way of email at the earliest available opportunity.
- 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.
- The President is not eligible to seek appointment to another office.
- 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.

- 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.

Procedures for the election of 'Employee Directors' to the Board

Nomination Day

The Constitution provides for two Directors to be nominated and elected to the Board by IWA employees. No more than two employee members may be Directors at the same time. Where a vacancy arises for a Employee Director, nominations will be called for from employees. 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 Employee Director positions, an election will be conducted by the Director of People & Development. The election will be conducted by a postal ballot.

Right to Vote

Every employee will have the right to vote who, on the date of the election, 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.

In the event that an employee director who is validly elected to the Board subsequently gains promotion to Grade 8 or above, they may complete the remainder of their term but may not stand for re-election.

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.

Attending Counting of Votes

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

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.

Training, Development & Induction

Briefings 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 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 Company 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.

The Company Secretary will facilitate induction meeting between the new director and other members of the Board, and the Senior Management Team, as appropriate.

The Company Secretary organises a series of annual board visits which provide directors with an opportunity to learn about the services we provide and to engage with employees and members onsite.

Director Training & Development

The People, Culture & Governance Committee, with the support of the Company Secretary and Head of Learning and Development, will provide a suite of training and development opportunities for directors to avail themselves of.

This will be informed by the skills matrix, and the specific and collective needs identified therein.

All board members must complete the following training and repeat the training at intervals set by organisatonal policies including, but not limited to:

- Safeguarding;
- Child Protection.

Code of Conduct

The Association has adopted a Code of Conduct that applies to all employees and volunteers of IWA, including board and committee members which has been appended to this manual.

The following matters relevant to Board and committees in relation to conduct are appended here.

- Directors will always take a 'Corporate' view as they represent IWA at a national level. They will not represent any local group or entity.
- All Directors must give collegial loyalty and must maintain confidentiality.
- All Directors must sign a declaration to adhere to the Governance Manual and Constitution.
- If a Director is absent from three consecutive meetings without due cause, the People, Culture and Governance Committee shall review the circumstances and make a recommendation to the Board. Upon resolution of the Board, such Director's seat may be declared vacant and filled by a co-optee.
- Attendance at Board meetings and Committee meetings will be reported in the annual report.
- 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 ariseroutinely. All gifts to Directors will be in line with acceptable charity standards.
- Always abide by standing orders.
- Directors must attend an scheduled training sessions on their duties and responsibilities.

Scope

List other policies that are connected and or impact on this Governance Manual.	• IWA Constitution • HSE Core Governance Standards • Charities Governance Code • AHB Standards • Governance Code for Sport • Code of Practice for Governance of State Bodies
List which policies or procedures are impacted by these terms of reference.	• Terms of Reference Audit, Finance & Risk Committee • Terms of Reference People, Culture & Governance Committee • Terms of Reference Quality, Safety & Assurance Committee • Terms of Reference National Sports Executive Committee • Terms of Reference Senior Management Team • IWA Code of Conduct • IWA Board Bring your Own Device Policy • Role Description – CEO • Role Description – Company Secretary • IWA Sport Standing Orders • Bye-Laws governing the operation of IWA Volunteer Branches
List who was consulted with.	• IWA Board • IWA Senior Management Team

Appendices

Corporate Governing Documents

IWA Constitution
Bye-Laws governing the operation of IWA Volunteer Branches
Standing Order of Sport Section

Terms of Reference - Committees

Audit, Finance & Risk
People, Culture & Governance
Quality, Safety & Assurance
National Sports Executive

Policies Appendix

IWA Code of Conduct
Protected Disclosures Policy
Travel Expenses Policy
Risk Management Policy

Governance Codes

HSE Core Governance Standards
Charities Governance Code
AHB Standards
Governance Code for Sport
Code of Practice for Governance of State Bodies

History of Changes

Version	Date	Author	Comments
1	February 2018	Stephen O'Beirne	Consolidated and updated document.
2	January 2025	Sam Toland	Values section updated to reflect revised values in 2022-25 IWA Strategy. A schedule of applicable governance codes added to the introduction. The role of the Board was updated to reflect the language provided in the HSE Core Governance Standards, suitably amended to reflect our unique ethos and values. The role description of President was added to the document. The role description for the Chairperson was updated to reflect model language in the Code of Practice for the Governance of State Bodies. The role description for the Honorary Treasurer was revised to remove individual responsibility for financial oversight and reframed as a lead role on the board's collective responsibility. The role description for the Honorary Secretary was revised to reflect the current duties given the professionalisation of the role of Company Secretary in previous years, and the transfer of duties. The role description for the CEO was updated to reflect the current role description with DPD as January 2024. The role description for the Company Secretary was updated to reflect the current role description with DPD. The text within the standing orders section and meeting procedures section was consolidated. Clarification for employee director(s) in the event they are promoted to Grade 8 during tenure, they can complete their term but cannot stand for re-election. The term 'staff' has been amended to 'employee' were appropriate, to reflect new language policy. Removed definitions section and incorporated within the rest of the document. Removed references to 3-year financial plans, removed reference to board private time being at the end of each meeting and amended standing orders to clarify that Chairperson is responsible for maintaining order and keeping the Board to the agenda.