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## **Introduction**

### **i. Overview**

This handbook provides directors of the Board of Galway City Partnership with the necessary information to understand their role and responsibilities in regards to the overall governance and management of the organisation.

### **ii. Introduction to Galway City Partnership**

Established in 1996 with a mission to:

*'tackle disadvantage and social exclusion, with a particular emphasis on those currently or in danger of becoming long-term unemployed'.*

And to

*'enhance our target groups capacity to contribute fully to their own and their communities sustainable development.'*

GCP has developed a depth of experience working with the most marginalised communities and excluded individuals in the city.

In responding to needs identified through consultation, active listening and feedback GCP has developed a range of services to communities and individuals throughout the city using a variety of funding sources.

Currently these services include our Local Employment Service; Youth Advocacy Programme; TUS; Enterprise support and training; the Galway Migrant Service; Community Development supports; Education and training courses and the Incredible Years Programme in schools.

As a result of the wide range of services provided by GCP, we have established a network of relationships across related services through which we concretely expresses a commitment to inter-agency working.

### **iii. Aims and objectives**

The Articles and Memoranda of GCP state that the main object of the Company is to: *promote, support, assist and engage in (a) social development, (b) enterprise development to facilitate rural and urban regeneration or(c) community development, designed to benefit and promote the welfare of local communities or to deal with the causes and consequences of social and economic disadvantage or poverty.*

The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated there from is to be applied for the main object only:

*To promote social inclusion through community initiatives and through inputting as required into policy formulation at the local and national levels;*

*To promote economic development and to increase employment and enterprise, including and in particular through the provision of education and training and to input as required into policy formulation at the local and national levels;*

*To promote wider participation in voluntary activity and to promote the networking of community and voluntary organisations;*

*To provide local community rural development and or local community urban development through community initiatives for social, economic and cultural renewal;*

*To promote social inclusion, to promote economic development, to increase employment and enterprise, including and in particular through the provision of education and training and promote wider participation in voluntary activity;*

*To provide support through initiatives involving the allocation of grant monies;*

*To have regard to the strategic objectives as set out in the National Rural Development Programme and or the Local Development Social Inclusion Programme and such other extending or replacing Programmes as may from time to time be adopted by the Government of Ireland;*

*To work as a non-exclusive development agency in conjunction and liaison with State agencies, structures and local authorities in seeking to achieve its objectives;*

*To adopt a cohesive approach with other national and local agencies, including County Enterprise Boards and in particular County and City Development Boards, to ensure an integrated approach to service delivery at local level;*

*To support the development of resource based activities including business, tourism and forestry;*

*To promote equality of opportunity in the assessment of applications for aid;*

*To promote, support, assist and engage in activities in support of the development of infrastructure.*

#### **iv. Key Principles to Guide GCP Practice**

While there is no one agreed or all embracing definition of community development there are a number of key principles which inform and guide the practice of effective community development and GCP is committed to these. They are:

##### **a. Individual and Collective Action**

Community development is concerned with the development of both individuals and the community as a whole. Encouraging individuals and groups to participate fully and effectively in community activities may be a slow labour-intensive process. But it is the process itself which promotes self-confidence and a self-help orientation through the acquisition of knowledge and skills at individual and community level. The importance of training and support for both the individual and community group is vital to the practice of community development

##### **b. Participation**

The principle of participation is central to community development. In practice community development seeks to identify and address the barriers which prevent people, particularly those experiencing disadvantage, from getting involved within community. All community development

activity should promote genuine participation throughout the process of development. For us the communities we talk about when we look at the process of development are those geographical communities or communities of interest that endure disadvantage.

**c. Consultation**

As outlined in the participation stage, consultation is one of the most crucial elements of the community development process.

One of the most important things to remember about consultation is that it is the element of the community development process which is most often manipulated and hijacked by those in power to claim they have facilitated participation.

**d. Empowerment**

Essentially the community development process must result in some level of empowerment for both the individual involved and the community as a whole. Empowerment is fundamentally about choices. Enabling and supporting individuals and communities to determine their choices and to take responsibility for them.

**e. Equality**

By maintaining a commitment to the principle of Equality, community development aims to challenge the attitudes and practices of both individuals and institutions in society which marginalise and discriminate against other groups. Equality should be understood not as a process for making everyone “the same as” but instead it is a principle concerned with having access, opportunities and resources equal to everyone else within a society.

**f. Justice**

Development and change with social justice is fundamental to community development. As well as helping people to cope with the effects of change community development seeks to encourage people to look beyond their own situation to the situation of others and to look for similarities and differences in those situations. This is the first step towards questioning the status quo in order to challenge inequality and injustice in society. (Adapted from: “Understanding Communities – NUI Galway 2006)

**In addition to these key principles it is the policy of Galway City Partnership to:**

- Be accountable to the people of Galway and to communicate effectively with them
- Be inclusive of those affected by our decisions
- Be creative, innovative and pro-active in responding to local needs
- Listen, consult and respond in a flexible manner
- Work with people and not for people
- Be committed to an equal opportunities approach

## **Board: Terms of Reference**

### **1. Legal Structure**

#### **1.1. Legal Structure and Liability**

GCP is a company limited by guarantee not having share capital.

As a guarantee company does not have a share capital, the directors are not required to buy any shares in the company. There must be a minimum of eight directors and a maximum of 23.

An advantage of the company structure is that:

It has limited liability

It has a separate legal identity, meaning that it can;

- exist forever.
- sue and be sued, as all assets of the company are registered in the name of the company and not individuals.
- employ people and issue contracts.

The incorporated status of the company means that directors liability for the company debts is limited to one cent. The only situation in which this does not apply is in the situation of fraud or gross negligence by directors, in which case individual directors may be held responsible for debts. Good reporting structures and record keeping are in place to protect all directors and ensure that practices are in keeping with the law. GCP has insurance cover in place for its directors.

#### **1.2. Charitable Status**

GCP is also registered as a charity. The charity number is CHY13937. Registration as a charity means the company is governed by charity specific legislation and is liable for beneficial taxation breaks and is able to undertake specific types of fundraising.

As a registered charity GCP:

- Complies with specific laws, including being registered on the charity register. It is the company's responsibility to ensure that their details are correctly entered on this register.
- All letters and formal documents must state this fact and the charity number.
- In relation to accounting, the company's registration office will automatically forward all financial documents to the charities regulator.
- On the full introduction of the Charities Bill 2007 the regulator will need to be informed of the names of all trustees. Trustees are defined as the individuals responsible for decision making

within the organisation and will generally be the full board regardless of directorship of the Board.

The proposed trustees for GCP are the full board of directors.

### **1.3. Legal Requirements for a Company**

#### ***1.3.1. Accounting procedures***

GCP is required to file an annual return with the Registrar of Companies. Each Annual Return must have annexed to it relevant accounts. These relevant accounts are:

- Balance sheet,
- Income and expenditure accounts,
- Directors' report,
- Auditor's report.

The GCP annual accounts are prepared in compliance with recommended best practice namely the Charities Statement of Recommended Practice (the SORP).

These documents must be certified as true copies of those laid before the annual general meeting of the directors of the company.

The role of ensuring this is done is that of the company secretary, and the responsibility for ensuring this is done is that all of directors of the board.

Annual returns received more than 28 days after the company's annual return date will be liable to a late filing penalty and an additional day penalty amount accruing thereafter. The annual return date of GCP is September 25<sup>th</sup> each year.

This penalty is in addition to the standard filing fee. Failure to file an annual return and accounts could result in the prosecution of the company and its directors and/or the striking off of the company from the Register of Companies.

The Companies Acts contains a number of legally binding obligations which directors must ensure both they and the company comply with. These include:

- i. Maintaining proper accounts and submitting audited accounts with the annual return,
- ii. Maintaining a register of directors and directors,
- iii. Holding an annual general meeting,
- iv. Making annual returns to the Companies Registration Office,
- v. Notifying the Companies Office of any special resolutions and of any changes to the memorandum and articles of association,

- vi. Notifying the Companies Office of any changes in the directors, secretary, auditors or the registered office,
- vii. Keeping minutes of all meetings.

#### ***1.4. Memorandum and Articles of Association***

These are rules by which a company is governed and managed. Companies are required by law to have a Memorandum of Association and Articles of Association. These documents form the legal basis for the company. Essentially, the main purpose of the memorandum of association is to set out the name and objectives of the company (i.e. the reason for which the company has been established).

The Articles of Association are essentially the rules setting out how the company will be governed. These documents are very important as they set out the company's rules and procedures and outline what rights directors will have in terms of having a say in how the company is run. In the event of a dispute involving the company, the courts will look to the Memorandum and Articles of Association as being the internal legal documents which govern the company's activities.

All companies must lodge their Memorandum and Articles of Association with the Companies Registration Office, where they are publicly available. The memorandum and articles are held in 29 Mountjoy Square, Dublin 1. Directors of the board can have access to these at any time. All directors should have a chance to review these as part of the induction process. (see **Aims and Objectives** above for details)

##### ***1.4.1. Review of the Memorandum and Articles of Association***

These will be reviewed and amended to reflect the agreements and procedures of GCP in the following circumstances:

- There is a new policy or procedure in relation to any aspect of governance,
- There is a change in the mission or objectives of the organisation,
- There is a change to any significant aspect of the organisation activities or structure. If the review results in a recommendation that the constitution should be amended, this will occur as described in section 1.4.2.

##### ***1.4.2. Amendments to the Memorandum and Articles of Association***

It is the responsibility of the Board to ensure the Memorandum and Articles of Association accurately reflect the governance structure and decision making processes. These will be formally reviewed by the board of GCP every five years. Any changes to these should be completed on a GI form and sent to the Companies Registration Office (forms are downloadable from [www.cro.ie](http://www.cro.ie)). GCP solicitor will be consulted to oversee any changes to the Memorandum and Articles.

## **2. Board Roles and Responsibilities**

### **2.1. Relationship Between Board of Directors and Board**

All directors of the board must also be directors of GCP. According to the GCP memorandum and articles the minimum number of directors is eight.

The recommended maximum number of directors for GCP is twenty.

The board will be cogniscent of sex and gender equality when recruiting for new members.

The board of directors will meet a minimum of five times per calendar year.

### **2.2. Directors Code of Conduct**

Directors are bound by an overriding duty, individually and as a board, to act reasonably at all times in the interests of GCP and of its present and future beneficiaries.

All directors are equally responsible in law for the board's actions and decisions, and have equal status as directors of the board. At all times the board acts collectively, even if when an individual does not agree with the majority decision. The chairperson has the right to call a vote, although this would be only be exercised when usual consensus decision making processes have not been successful.

The board delegates to the CEO responsibility for the day to day management of the business and its operations including all staff matters. The CEO is accountable for and reports to the board on the implementation of policies agreed by the Board.

By reading this document and agreeing to participate at board level, all directors agree to:

- 2.2.1. understand their role and responsibilities as described in this document,**
- 2.2.2. know and support the mission of the organisation,**
- 2.2.3. uphold the guiding principles, aims and objectives of the organisation,**
- 2.2.4. give adequate time and energy to the duties of being a director,**
- 2.2.5. prepare for meetings in advance,**
- 2.2.6. achieve attendance at three quarters of meetings**
- 2.2.7. maintain confidentiality,**
- 2.2.8. avoid any conflicts of interest**
- 2.2.9. offer informed and impartial guidance,**
- 2.2.10. fulfil fiduciary and statutory duties,**
- 2.2.11. be tax compliant and have no judgements against them.**
- 2.2.12. participate in committees and special events where possible,**
- 2.2.13. support the CEO, while monitoring their conduct,**
- 2.2.14. present their views on all topics and listen to those of other directors,**
- 2.2.15. act with integrity, and avoid or declare personal conflicts of interest.**

### **2.3. Board responsibilities**

#### **2.3.1. Vision and leadership**

The Board will review and ensure the relevance of the mission, values, ethical principles and strategic direction of the organisation. The Board will ensure that organisational activity supports its ethos, mission and aims.

#### **2.3.2. Accountability**

The Board has overall responsibility for everything the organisation does, including its spending and activities. The board gives the CEO authority to operate all the business of GCP and the CEO is accountable for and reports to the board. The board monitors and evaluates all areas of the organisation's performance.

#### **2.3.3. Legal matters**

The board will ensure compliance with all relevant legal and regulatory requirements and will seek guidance around any uncertainties. All activities and processes of the board and the organisation will be in line with its memorandum and articles of association.

#### **2.3.4. Financial responsibilities**

The board will ensure that all money, property and resources are properly used, managed and accounted for. In order to be accountable, suitable systems must be in place and kept up to date. The board established an Operational and Finance committee with clear terms of reference to oversee these responsibilities. This group will meet a minimum of 10 times annually and will make a report at each board meeting.

#### **2.3.5. Managing staff and volunteers**

The Board has full responsibility as employer. The board delegates to the CEO responsibility for the day to day management of the business and its operations including all staff matters. The CEO must ensure that appropriate policies and procedures are in place for staff (including volunteers, students and interns) and that staff are properly managed and supported. The board, represented by the chairperson, will support the CEO in delivering on all aspects of these duties.

### **2.4. Specific Roles and Responsibilities**

#### **2.4.1. Chairperson**

The chairperson must be one of the directors of GCP. An overview of the role is outlined below:

##### **2.4.1.1. To ensure the board functions properly,**

the chairperson is responsible for making sure that each meeting is planned effectively, conducted according to the memorandum and articles of association, and that matters are dealt with in an orderly, efficient manner. The chairperson should run the board and set its agenda in consultation with the CEO. The agenda should take full account of the issues and the concerns of all board directors and the CEO. The chairperson should utilise the diverse skills and expertise of all board members and 'lead the team', promoting effective relationships and open communication, both inside and outside the boardroom. This also involves regularly reviewing the board's performance

and identifying and managing the process for renewal of the board through recruitment of new directors.

**2.4.1.2. To ensure the organisation is managed effectively**

The chairperson must co-ordinate the committee to ensure that appropriate policies and procedures are in place for the effective management of the organisation. The chair has the role of ensuring effective implementation of board decisions.

**2.4.1.3. To provide support to the CEO**

The chairperson is responsible for ensuring the CEO has access to external supervision when required.

**2.4.1.4. To represent the organisation as its figurehead as required in co-operation with the founder and the CEO,** the chairperson may from time to time be called upon to represent the organisation and sometimes be its spokesperson at, for example, functions or meetings.

A full job description is in *Appendix ii*.

**2.4.2. Secretary**

The responsibilities of the company secretary are to ensure that relevant rules and regulations of the Companies Act are complied with. The company secretary is assisted in this role by the CEO who undertakes and accounts for the following

**2.4.2.1.** To ensure there is a record of all minutes.

**2.4.2.2.** To ensure that the company complies with its memorandum and articles of association.

**2.4.2.3.** To ensure that any amendments are incorporated in accordance with the correct Procedures.

**2.4.2.4.** To maintain Statutory Registers, including: Register of Directors, Register of Directors and Secretaries.

**2.4.2.5.** To ensure the safe custody of and proper use of the company seal.

**2.4.2.6.** To complete Statutory Returns.

**2.4.2.7.** To file information with the Companies Registration Office, including:

- annual returns;
- notices of appointment;
- removal and resignation of officers
- and changes to their particulars,
- change of registered office.

A full job description is in *Appendix iii*.

#### **2.4.3. Treasurer**

The treasurer's role is to chair operational and finance committee and they shall report to the full board on the financial budgeting and management systems. The final responsibility for financial management lies with the board as a whole.

Duties are as follows:

- 2.4.3.1. To chair the operational and finance committee.
- 2.4.3.2. To present the recommendations of the aforementioned committees to the board.
- 2.4.3.3. To review financial procedures.
- 2.4.3.4. To liaise with the CEO regarding all financial matters.
- 2.4.3.5. To ensure that appropriate accounting procedures and controls are in place.
- 2.4.3.6. To ensure compliance with relevant legislation.
- 2.4.3.7. To ensure any recommendations of the auditors are implemented.

A full job description is in **Appendix iv**.

#### **2.4.4. Auditor**

GCP has an appointed auditor who, once appointed at the AGM, is an officer of the company. The auditor needs to be re-appointed at each subsequent AGM. The auditor's main duty is to ascertain and state the true financial position of the company by an examination of the books, specifically:

- 2.4.4.1. To report to the board at the AGM and as requested.
- 2.4.4.2. To serve notice on the company should s/he form the opinion that proper books of accounts are not being kept.
- 2.4.4.3. The auditor must also state whether the directors' annual report is consistent with the contents of the audited accounts and, if s/he considers them inconsistent, must give particulars of inconsistency.
- 2.4.4.4. Auditors must notify the Director of Corporate Enforcement as well as the Register of Companies should they form the opinion that a company is not keeping proper books of account or, if in the course of the auditor's audit, they come into possession of information which may point to an indictable offence under the Companies Acts.

The ODCE has published guidance notes on the duties of auditors, as well as their reporting duties to the Director of Corporate Enforcement. These are available on [www.odce.ie](http://www.odce.ie)

### **3. Meeting Frequency and Structure**

#### **3.1. Frequency**

**3.1.1.** The board meets a minimum of five times per annum,

#### **3.2. Notification of Meetings**

It is the responsibility of the CEO to send out meeting notification by email. A copy of the agenda and minutes of the last meeting will be sent out one week before scheduled meeting date, this will be the responsibility of the CEO.

#### **3.3. Agenda**

The agenda is a list of meeting activities in the order in which they are to be undertaken. The agenda is established and agreed by the chairperson and CEO. Directors can request to have issues included on the agenda by contacting the chairperson two weeks prior the meeting. The chair reserves the right to postpone any issues as seen fit. The agenda will be circulated a minimum of one week in advance of the meeting by the CEO.

At the beginning of the meeting the chair will also provide an opportunity for directors to raise issues under 'any other business' (A.O.B). Issues are included on the agenda at the chairperson's discretion.

#### **3.4. Minute Taking**

It is a legal requirement that minutes of meetings be retained on file and also be accessible to directors. Minutes are taken in a standard format and are approved at subsequent committee meetings as an accurate reflection of proceedings. Minutes are kept on computer file in the organisation's head office and will be sent out one week before the meeting. The CEO is responsible for secretarial support for minute taking for all board and committee meetings.

### **4. Quorum and Meeting Attendance**

#### **4.1. Quorum**

The quorum is the number of directors of the board who must be present for the organisation to conduct its business.

The quorum for the board is eight directors and the quorum for committees of the board is four members. The CEO is an automatic member of all committees of the board but although s/he may attend all board meetings s/he is not a director of the company.

#### **4.2. Expectation of Attendance at Meetings and Confirmation of Attendance**

Directors are expected to make at least three quarters of all meetings in a given year. When a member can not attend they should contact the CEO by phone or email as soon as possible so that a quorum can be assured. An attendance list will be maintained and made available at the AGM.

If two consecutive meetings are missed, the chair will contact the member to explore whether directorship will be continued, unless this has already been made clear. With the exception where a director is ill, if three consecutive meetings are missed, by default the director will have resigned from the board or its committees and will be notified by letter from the chair.

## **5. Decision Making Process**

### **5.1. Approach**

In all cases the board aims to make decisions through consensus. This is based on the board having access to appropriate information and sufficient time for discussion and debate.

The chairperson reserves the right to move to vote where consensus can not be reached after adequate discussion - it is considered that this would be a rarity. This is decided by the meeting itself

**5.1.1. If the voting results in a tie** the Chairman will have the casting/deciding vote

### **5.1.2. Voting and Proxy Votes**

In the instance of a vote there should be equal time allotted for discussions of the various options. All directors have one vote. No proxy votes can be facilitated.

### **5.2. Committees**

Committees may be established to progress specific pieces of work. Where a committee exists they will have terms of reference. Committees will present recommendations to the full board whose members will be responsible for approving any recommended actions. Committees will be made up of directors of the board plus the CEO and whatever staff or volunteers the CEO deems appropriate to assist the committee deliver in its work. The board may appoint non directors to the committees. Committee membership will be reviewed every two years.

## **6. Strategic and Annual Planning**

### **6.1. Strategic Planning**

The strategic plan documents where the organisation is going and how it plans to get there. The strategic plan will describe the organisation's goals and areas of action for a period of up to five years.

Strategic planning will have the following characteristics:

**6.1.1.** A clear and transparent process will be adopted that ensure clear pathways of communication with any group invited to participate in the formulation of the strategic plan.

**6.1.2.** Project review and/or evaluation will inform the strategic plan.

**6.1.3.** The process will include a draft phase whereby selected groups can input into content prior to final sign off.

**6.1.4.** The plan will be clearly written.

**6.1.5.** The plan will also identify key performance indicators (ways of proving that the project has achieved its objectives), so that it can be determined whether the goals have been met.

**6.1.6.** The plan will outline the resources that are required for it be carried out.

6.1.7 The plan will ensure that it fulfils the terms of any contract signed in the name of GCP.

### **6.2. Consultation the users of our services**

The inclusion of the target groups and individuals is an important aspect of quality standards in service provision.

GCP meets this standard through employing regular service reviews /surveys.

The CEO will ensure that regular feedback and reports on the above are furnished as part of the CEO report.

## **7. Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs)**

### **7.1. Purpose of the AGM**

Every year GCP holds an annual general meeting between May & September. The purpose of the meeting is to:

- To elect the board for the next year,
- To make any changes to the articles and memorandum of association.
- To appoint or remove members of the committees.
- To adopt the audited accounts
- To appoint the auditors for the next accounting year.
- To adopt the health and safety statement
- To agree the Code of Good Governance statement

### **7.2. Organising and Running the AGM**

The AGM is held once a year and all directors are invited by email or in writing. All directors should be given 21 days notice of the meeting. The quorum for AGMs is the standard for board meetings, which is eight.

Nominations for new directors of the board should be raised with the chairperson prior to the board meeting immediately preceding the AGM. All nominations should be proposed and seconded by directors of the board.

If any directors wish to propose changes to the articles and memorandum of association then these should be brought to the attention of the chairperson one month before the meeting. Directors should be given sufficient information and time to discuss proposals prior to a vote on making changes to the articles and memorandum of association.

The board of GCP will approve and ratify the annual accounts by the end of April each year and these accounts will be noted & adopted at the AGM.

### **7.3. EGMs**

**7.3.1.** EGMS are formal meetings of the directorship that are called outside of AGMs.

**7.3.2.** The period of notice, quorum and requirements for taking minutes are the same as that of the AGM.

## **8. Termination of Directorship**

### **8.1. Resignation Procedure**

If a director wishes to resign from the board, the following guidelines apply:

- Notification should be made by letter,
- The CEO will ensure that a form B10 is filed with the Companies Registration Office.

### **8.2. Termination Procedure**

**8.2.1.** Termination of an individual's tenure on the board or formal committees of the board which will occur if they have not attended three consecutive meetings and other arrangements have not been made.

**8.2.2.** Termination of tenure will be by letter from the chairperson.

## **9. Audit of Board, Rotation and Recruitment of Directors**

### **9.1. Rotation of Directorship and Roles**

The following rules govern terms and rotation of directorship:

**9.1.1.** All directors will have a directorship term of three years, after which time they must resign and can seek re-election for one further term. However after a lapse of a further three years such person may be eligible for re-appointment for one further three year term.

**9.1.2.** All offices (chair, treasurer and secretary) have terms of three years, after which time they must resign and can seek re-election for one further term.

### **9.2. Audit Procedure**

Prior to the board advertising for new posts the chairperson will instigate an audit of the board directorship, with a view to ensuring that the board meets the following good practice guidelines:

**9.2.1.** The board has at least one member with relevant financial experience.

**9.2.2.** The board has an appropriate mix of experience.

### **9.2.3. Gender balance**

**9.2.4** All four sectors – Community; Statutory; Social Partners and Public Representatives are adequately represented

### **9.3. Recruitment Procedure**

The chair will instigate processes to recruit new directors. In some instances this will be preceded by a skills audit so that people with the appropriate skill set can be targeted.

Vacancies on the board will be advertised through fora as agreed by the board. The steps that are to be followed include:

1. Role to be advertised within their relevant constituency (e.g Social Partners within ICTU, IBEC, Chambers of Commerce etc.)
2. Selection process (as agreed by the board and recorded in minutes),
3. Selected candidate to receive induction.

## **10. Induction of New Directors**

Induction to the board will occur as soon as possible after an individual has been selected to join the board. In all cases this will take place before attendance at the first meeting. Induction is the responsibility of the chair and CEO and will involve:

**10.1.** A meeting in which the following will be introduced: the role and aims of the GCP, its core activities, history and successes. Also covered will be an introduction as to how the board functions, as well as the role and responsibilities of becoming a member of the GCP.

**10.2.** The new director will receive an induction pack which will include at a minimum:

- A copy of the corporate governance handbook,
- GCP strategic plan.
- Minutes of the previous 4 board minutes.
- The GCP financial procedures and policies manual
- Copy of Articles and memorandum of association.

## **11. Payments / Wages and Governance**

**11.1.** No board directors can receive any fees or payments through GCP except for reasonable expenses when applicable and as agreed by the board in advance.

**11.2.** Officers employed by the organisation cannot be directors of the **Board**.

## **12. Review and Amendment of GCP governance handbook**

These should be referred to the Operational and Finance committee and approved by the board at the AGM

## Appendix

### i. Glossary

|  |  |
|--|--|
| Agenda                                 | The agenda is a list of meeting activities in the order in which they are to be undertaken.  |
| AGM                                    | Annual general meeting, this is held once a year. The main functions are the discussion of the annual report and accounts, and the re-election of directors of the committee and board. If there is a need this is where any changes to constitution will take place                 |
| Auditor                                | This is an accountant who is hired by the organisation to review the organizations book-keeping and ensure it is appropriate and legal. Every organisation that is registered as a company must have an auditor  |
| CEO                                    | This is the most senior employee in the organisation. This role is supported by the board and also reports to it.  |
| CRO                                    | Companies Registration Office: the government body responsible for ensuring the organisation is operating according to the law. Every organisation which is registered needs to send in forms and accounts to this office every year.  |
| GCP                                    | Galway City Partnership Ltd  |
| Induction                              | The way that the new member is introduced to the organisation, generally through meeting staff and reading about the organisation and <u>how it works</u> .  |
| Key Performance Indicator (KPIs)       | Financial and non-financial metrics or information used to help an organization define and measure progress toward goals. KPIs are frequently used to 'value' difficult to measure activities such as the benefits of leadership development, engagement, service, and satisfaction. |
| Memorandum and Articles of Association | This is the legal framework of the constitution and is held with the CRO. These documents state how the organisation should run and can only be changed at the AGM and EGM by special resolution.  |
| Mission Statement                      | Defines the fundamental purpose of an organisation. Basically describing why it exists.  |
| Quorum                                 | The quorum is the number of directors of the committee who must be present for the organisation to conduct its business.   |

## ii. Job Description – Chair

### Chairperson: Role Description & Person Specification

The chairperson has a strategic role to play in representing the vision and purpose of the organisation. The chairperson's role involves ensuring that: meetings are effectively run, all directors are able to participate, decision making is clear and transparent, and that the committee and organisation functions to standards of good practice.

#### Ensure the board functions properly:

To plan and run meetings in accordance with the governing document,

To ensure matters are dealt with in an orderly, efficient manner,

- To bring impartiality and objectivity to meetings and decision-making,
- To facilitate change and address conflict within the board,
- To review governance performance and skills,
- To plan for recruitment and renewal of the board

#### Ensure the organisation is managed effectively:

- To liaise with the CEO, as appropriate, to keep an overview of the organisation affairs,
- To co-ordinate the Board to ensure responsibilities for particular aspects of management (for example, personnel matters, financial control etc) are met and specialist expertise employed as required,  
To facilitate change and address conflict within the organisation, liaising with the CEO to achieve this.

#### Represent the organisation:

- To communicate effectively the vision and purpose of the organisation,
- To be aware of current issues that might affect the organisation.

#### Qualities and skills required:

- Sound understanding of roles and responsibilities of board,
- Good leadership skills,
- Good communication and interpersonal skills
- Impartiality, fairness and ability to respect confidences, Ability to ensure decisions are taken and followed up,  
Good time keeping,  
Experience of organisational and people management.

#### Time Commitment Required:

The role of the Chairperson requires an estimated commitment of 6 hours per month.

### iii. Job Description – Secretary

#### Company Secretary: Role Description & Person Specification

The responsibilities of the company secretary are to ensure that relevant rules and regulations of the Companies Act are complied with. The founder is the named company secretary and is assisted in this role by the CEO who undertakes and accounts for the following

#### The duties include:

- Maintaining the statutory registers including the register of directors,
- Ensuring that statutory forms are filled promptly,
- Providing directors and auditors with notice of meetings,
- Sending the Registrar copies of resolutions and agreements,
- Sending a copy of the accounts to every member of the director's meetings and general meetings,
- Ensuring that people entitled to do so can inspect company records,
- Custody and use of the company seal.

#### Other duties:

- To ensure that meetings such as the annual general meeting comply with the organisation's governing document and its procedures (for example, voting),
- To ensure that publications such as annual reports and accounts, and their dissemination, comply with the organisation's governing document and statutory requirements,
- To keep under review all legislative, regulatory and governance developments that might affect decision making or the organisation's operations. The company secretary has no powers under Company law but the act allows them to sign most of the forms prescribed under the act.

#### Qualities and skills required:

- Knowledge of company and charity law,
- Understanding the role and responsibilities of the board,
- Well organised and an eye for detail.

#### Time Commitment Required:

The role of the company secretary requires an estimated commitment of four hours per month.

#### **iv. Description – Treasurer**

##### **Treasurer: Role Description & Person Specification**

The overall role of a treasurer is to maintain an overview of the organisation's financial affairs, ensuring its viability and that proper financial records and procedures are maintained. The board has established an Operational & Finance Committee which is chaired by the treasurer of GCP Company. Financial procedures and policies manual is in place and is adapted to adhere to funders criteria and best practice. The policies and procedures are reviewed annually.

Role and person specification are summarised below:

##### **General financial oversight:**

- To oversee and present budgets, accounts and financial statements, To liaise with the CEO regarding all financial matters,
- To ensure that appropriate accounting procedures and controls are in place,
- To ensure compliance with relevant legislation,
- To ensure any recommendations of the auditors are implemented,
- To ensure accounts meet the conditions of contractual agreements with external agencies such as funders and statutory bodies.

##### **Financial planning and reporting**

- To present financial reports to the board,
- To make a presentation of the accounts at the annual general meeting (AGM),
- To advise on the organisation's reserves and asset management,
- To advise on the financial implications of the organisation's strategic and operational plans.

##### **Other**

To chair meetings of the Operational & Finance Committee

##### **Qualities and skills required:**

- Experience of financial control and budgeting, Good communication and interpersonal skills,
- A willingness to be contacted on an ad hoc basis,
- Ability to ensure decisions are taken and followed up.
-

**Time Commitment Required:**

The role of the treasurer requires an estimated commitment of four hours per month.

**v. Job Description – Board Directors****Board Member: Role Description & Person Specification**

The board maintains an overview of policy and strategic direction rather than being involved in the day-to-day operations. The role of the each member of the board is summarised below:

**Vision and Leadership:**

- To be committed to the vision, mission and values of the organisation,
- To provide strategic direction, including agreeing and monitoring strategic plans
- To keep informed of the activities of the organisation and the wider issues of its work
- To ensure the work of the organisation is monitored and evaluated

**Accountability and Legal Responsibilities**

- To ensure the organisation complies with its governing document (i.e. constitution or memorandum and articles of association).
- To ensure the organisation keeps to the law, including charity and company law.
- To ensure the organisation makes efficient use of resources.
- To ensure that risks to the organisation are managed.

**Financial and Staff Management**

- To understand the financial position of the organisation.
- To ensure the organisation operates within its agreed accounting policies.
- To ensure adequate financial resources for the organisation.
- To contribute to fundraising strategies.
- To ensure the organisation is properly insured against all reasonable liabilities.
- To ensure the organisation is a responsible employer and adheres to legislation.
- To effectively support the CEO.

**Qualities and Skills of Board Directors**

- Good leadership skills.

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- Understanding of and commitment to the organisation vision, mission and values.
- Clear understanding of boundaries.
- Good communication and interpersonal skills.
- Impartiality and fairness.
- Ability to respect confidences. Good time-keeping

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**Time Commitment Required:**

This role requires an estimated commitment of three hours per month.