

# ST. CATHERINE'S COMMUNITY SERVICES CENTRE



## CORPORATE GOVERNANCE MANUAL

## **Introduction**

This Corporate Governance manual provides directors with the necessary information to understand their role, duties and responsibilities in regards to the overall governance and management of the organisation.

### **1.1 History of the Organisation**

In the autumn of 1972 a series of meetings were held in Carlow of representatives of local voluntary organisations. At these meetings a general desire for more co-operation among voluntary groups was expressed. By February 1974, Carlow Community Services Council was formed, with 25 organisations represented at its first meeting.

Two major developments took place in 1975, which laid the foundations of the present St. Catherine's. A Social Worker was engaged by the Community Services Council, effectively their first member of staff. Also that year, Bishop Lennon donated the old Mercy Convent Boys Primary School building (1878) to the Council, and this subsequently became St. Catherine's Community Services Centre.

Our building was renovated and expanded in 2002 to the building you see today.

### **1.2 Mission Statement**

*'Our mission is to provide quality services responsive to local needs, based on equality, diversity, justice and inclusion with a view to empowering and enriching individuals, families and communities in Carlow and its environs.'*

#### **Our Aims**

- To ensure work is responsive to local need with respect for equality, individuality and diversity
- To empower people to take control over their own lives and to participate fully in society
- To reduce barriers to participation of those most at risk of exclusion, poverty and disadvantage

#### **Our Objectives**

- To involve and consult with participants, target groups and local community in the planning, implementation and evaluation stages of all programmes and activities
- To work in partnership with statutory and voluntary agencies and community groups to ensure an effective, coordinated and strategic response to local needs
- To proactively encourage and facilitate the participation of those at risk of exclusion, poverty and disadvantage
- To do this through the provision of information, support, community and developmental education
- To promote and support voluntary work as a means of providing services and to recognise and value the role and work of volunteers. To evaluate and plan the work of St. Catherine's on a regular basis in order to ensure that it is remaining responsive to identified need

### **1.3 Stakeholders**

Stakeholders include service users and course participants, staff and volunteers, the Diocese, Centre tenants, funders and programme partners.

### **1.4 Partnership and Co-operation**

St. Catherine's does not operate in isolation. We work in partnership with statutory organisations, voluntary and community groups. The full list of organisations and the percentage of our funding received from these organisations is disclosed in our annual report.

## **Board Terms of Reference**

### **2.1 Legal Structure**

St. Catherine's Community Services Centre Limited is a company limited by guarantee without a share capital. The liability of the members is limited to amount stated in the Memorandum of Association being €1.50. The company is governed by the Companies Acts 1963-2013, Charities Act 2009 and the Memorandum & Articles of Association.

### **2.2 Charitable Status**

St. Catherine's Community Services Centre Limited is also a registered charity. The charity number is CHY 12882. Registration as a charity means the company is governed by the charity specific legislation and is liable for beneficial taxation breaks and is able to undertake specific types of fundraising. It is the company's responsibility to ensure that the company's details are correctly entered on the register of charities.

## **Legal Requirements for the Company**

### **3.1 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, powers and objectives of the company.

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.

Directors of the board will be presented with a copy of the Memorandum and Articles of Association as part of the induction process.

### **3.2 Review of the Memorandum & Articles of Association**

The Memorandum & Articles of Association will be reviewed annually. These documents should be amended if there is any change in the objects, powers or governance structure of the company. The amendments must be approved by the members before the changes can be made.

## **Board Roles and Responsibilities**

### **4.1 Directors**

According to the company's memorandum and articles the minimum number of directors is seven and the maximum number is 12. The Bishop may appoint 50% plus 1 as Directors and the remainder shall be elected by the membership. The purpose of this provision is to protect the ethos and direction of the organisation.

The recommended maximum number of directors for St. Catherine's Community Services Centre going forward should be 12.

Where possible the board will be cognizant of gender balance when recruiting for new members.

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

### **4.2 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 the company 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 the usual consensus decision making processes have not been successful.

The board delegates to the DOS responsibility for the day to day management of the business and its operations including all staff matters. The DOS 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:

- understand their role and responsibilities as described in this document,
- know and support the mission of the organisation,
- uphold the values, aims and objectives of the organisation,
- give adequate time and energy to the duties of being a director,
- prepare for meetings in advance,
- achieve attendance at three quarters of meetings
- maintain confidentiality,
- avoid any conflicts of interest
- offer informed and impartial guidance,
- fulfill fiduciary and statutory duties,
- be tax compliant and have no judgments against them,
- participate in committees and special events where possible,
- support the DOS, while monitoring their conduct,
- present their views on all topics and listen to those of other directors,
- act with integrity, and avoid or declare personal conflicts of interest.

### **4.3 Companies Act 2014 Fiduciary Duties**

The Companies Act 2014 set out the fiduciary duties of directors in Part 5 of the Act.

A director of a company shall—

- (a) act in good faith in what the director considers to be the interests of the company;
- (b) act honestly and responsibly in relation to the conduct of the affairs of the company;
- (c) act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law;
- (d) not use the company's property, information or opportunities for his or her own or anyone else's benefit unless—
  - (i) this is expressly permitted by the company's constitution; or
  - (ii) the use has been approved by a resolution of the company in general meeting;
- (e) not agree to restrict the director's power to exercise an independent judgment unless—
  - (i) this is expressly permitted by the company's constitution;
  - (ii) the case concerned falls within subsection (2); or
  - (iii) the director's agreeing to such has been approved by a resolution of the company in general meeting;
- (f) avoid any conflict between the director's duties to the company and the director's other (including personal) interests unless the director is released from his or her duty to the company in relation to the matter concerned, whether in accordance with provisions of the company's constitution in that behalf or by a resolution of it in general meeting;
- (g) exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both—
  - (i) the knowledge and experience that may reasonably be expected of a person in the same position as the director; and
  - (ii) the knowledge and experience which the director has; and
- (h) in addition to the duty under section 224 (duty to have regard to the interests of its employees in general), have regard to the interests of its members.

#### **4.4 Managing Conflicts of Interest**

This Conflict of Interest Policy has been developed to provide a framework for board members to disclose actual and perceived conflicts of interest. The policy provides guidance on what constitutes a conflict of interest and how it will be managed and monitored by the board. Board Members should avoid a conflict of interest but otherwise ensure that where conflicts arise they are managed appropriately by adhering to this policy.

##### **Definition**

A "conflict of interest" is any situation where (a) your personal or work interests, or (b) those of a close friend, family member, business associate, company or partnership in which you hold a significant interest, or a person to whom you owe an obligation could influence your decisions and impair your ability to act in the company's best interests or represent the company fairly, impartially and without bias.

It is important to note that a "conflict of interest" exists if the decision could be, or could appear to be influenced - it is not necessary that influence takes place.

##### **Avoiding a Conflict of Interest**

Unless authorised to do so by the board, you may not:

- act on behalf of the company, or deal with the company, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor use your position, office or affiliation with the company to pursue or advance your personal interests or those of a person described in paragraph 2;

- use your relationship with the company to confer a benefit on a person described above or
- personally benefit or indirectly benefit from any business activity involving the company except in unique situations, authorised by the board.

An "indirect benefit" is a benefit derived by a close friend, family member, business associate, or a company or partnership in which you hold a significant interest, or a benefit which advances or protects your interests although it may not be measurable in monetary terms;

### **Declaration of Conflict**

Where a conflict of interest exists, or where a conflict of interest could be reasonably perceived to exist, you must immediately disclose the details of the conflict to the board (via the Chairperson) either in writing or as minuted at a board meeting. It is important to make the disclosure when the conflict first becomes known even if you only become aware of the conflict after a matter has concluded.

Where there is any doubt as to whether you have a conflict of interest or where your objectivity or ability to perform your duties is in question, you should consult with the Chairperson (or he may consult with you) to ascertain whether or not a conflict of interest exists. Should this issue not be resolved through discussion, final resolution rests with the board.

### **Participation**

You shall not vote at a board meeting on any resolution/decision concerning a matter in which you have, directly or indirectly or together with any person or persons connected with you, an interest which is (to your knowledge) an interest or a duty which conflicts or may conflict with the interests of the company.

You shall not vote at a meeting of the board on any resolution/decision concerning a matter where your objectivity or ability to properly fulfil your duties to the Institute may be otherwise compromised;

In both instances outlined above, you shall not be counted in the quorum present at a meeting in relation to any such resolution/decision on which you are not entitled to vote and shall (unless otherwise agreed by a majority of the remaining board members) vacate the meeting room.

### **Information**

Board information is information that is acquired solely by reason of your position on the board.

You may use board information only for company purposes. You must not use board information for your personal benefit. You must protect board information from improper disclosure. You must report to the board, or to a person the board designates, any incident of abuse of board information. You may divulge board information if you are authorised by the board or by a person designated by the board to release it, and it is to a person who has a lawful right to the information.

If you are in doubt about whether board information may be released, you must request advice from the board or from a person the board designates.

## **Board Responsibilities**

### **5.1 Vision and leadership**

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

### **5.2 Accountability**

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

### **5.3 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. The board may obtain legal advice where required.

### **5.4 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 will establish an audit committee with clear terms of reference to oversee these responsibilities which will meet a minimum of three times annually and will make a report after each meeting. See appendix II

### **5.5 Managing staff and volunteers**

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

### **5.6 Specific Roles and Responsibilities**

The following roles are officeholders of the organisation:

- Director of Services
- Chairperson
- Company Secretary
- Treasurer
- Auditor

See appendix I for detailed roles and responsibilities

## **Meeting Frequency and Structure**

## **6.1 Meeting Regulations**

The board meets a minimum of five times per annum.

## **6.2 Notification of Meetings**

A schedule of meetings will be agreed at the start of each calendar year. It is the responsibility of the DOS to send out meeting notification by email. A copy of the agenda and minutes of the last meeting and supporting documentation will be sent out 24 hours before the scheduled meeting date, this will be the responsibility of the DOS & Chairperson.

## **6.3 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 DOS. Directors can request to have issues included on the agenda by contacting the chairperson one day prior to the meeting. The chairperson reserves the right to postpone any issues as seen fit. The agenda will be circulated a minimum of one day in advance of the meeting by the DOS.

At the beginning of the meeting the chairperson 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.

## **6.4 Minute Taking**

It is a legal requirement that minutes of meetings be retained in a minute book 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 and on hard copy in the organisation's head office. Minutes of the previous meeting will be sent out one day before the next board meeting.

The DOS is responsible for secretarial support for minute taking for all board and committee meetings. Where there is dissent the minutes shall record the number of votes for and against a motion and a list of dissenting members.

## **6.5 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 one third of the number of Directors for the time being and the quorum for committees of the board is three members. The DOS is an automatic member of all committees of the board but although he/she attends all board meetings he/she is not a director of the company and shall not be entitled to vote.

## **6.6 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 director cannot attend they should contact the DOS 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 chairperson will contact the member to explore whether directorship will be continued, unless this has already been made clear.

### **Decision Making Process**

#### **7.1 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 cannot be reached after adequate discussion. It is considered that this would be a rarity.

#### **7.2 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. If the voting results in a tie the Chairperson will have the casting/deciding vote.

#### **7.3 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 who will be responsible for approving any recommended actions. Committees will be made up of directors of the board plus the DOS. The board may appoint non directors to the committees. Committee membership will be reviewed every year.

The Board has created the following Committees:-

- Audit Committee

The terms of reference for the committees are detailed in Appendix II

### **Strategic and Annual Planning**

#### **8.1 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, visions and areas of action for a period of five years.

Strategic planning will have the following characteristics:

- A clear and transparent process will be adopted that ensures clear pathways of communication with any group invited to participate in the formulation of the strategic plan,
- Project review and/or evaluation will inform the strategic plan,
- The process will include a draft phase whereby selected groups can input into content prior to final sign off,
- The plan will be clearly written,
- 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.
- The plan will outline the resources that are required for it be carried out.
- Consultation with service users

The inclusion of the target group is an important aspect of quality standards in service provision. The company meets this standard through employing the following:

- Service user consultation
- Regular service reviews / satisfaction surveys

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

## **Membership of the Company**

### **9.1 Members**

The company is required to have 7 members at all times.

All the directors shall be the members of the Company and any other persons as the directors shall admit to membership shall be members of the Company

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

### **10.1 Purpose of the AGM**

Every year the company holds an annual general meeting within 9 months of its financial year-end. The purpose of the meeting is to:

- To receive and consider the audited financial statements
- To elect the directors
- To re-appoint the auditors
- To fix the auditors remuneration
- To make any changes to the articles and memorandum of association
- To appoint or remove members of the committees

### **10.2 Organising and Running the AGM**

There is a statutory obligation on the company to hold an AGM in each calendar year. The AGM is held once a year within 9 months of the financial year end and no later than 15 months from the last AGM. All members should be given 21 days' notice of the meeting. The quorum for AGMs is one third of the members present in person.

If any members 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. Members 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 directors will be presented with the annual accounts one month before the AGM each year and these accounts will be adopted and ratified at the AGM.

### **10.3 EGMs**

EGM's are formal meetings of the members that are called outside of AGMs. The purpose of these meeting is to agree a change in the organisations articles and memorandum of association or to consider any other changes recommended to the members.

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

#### **10.4 Register of Members**

The Directors are required to maintain a Register of Members for the company. The Register should be updated to ensure the company maintains at least 7 members.

### **Termination of Directorship**

#### **11.1 Resignation Procedure**

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

- Notification should be made by letter
- All property, keys etc. should be returned to the DOS
- The DOS will ensure that a form B10 is filed with the Companies Registration Office.

#### **11.2 Termination Procedure**

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

A director may be requested to resign from the board:-

- where there is evidence of a conflict of interest that has not been adequately disclosed, where there is ambiguity between the individual's values and the ethos of the organisation
- where their behaviour and attendance at board or committee meetings is disruptive and divisive
- where they continually demonstrate antagonism or hostility towards the other board members
- The offending member will be advised by the Chairman that their continued membership is under consideration if this behaviour continues unaltered.

If one of these issues arises it shall be referred to a committee of the board or to an arbitrator who shall examine the issue and report to the board.

Termination of tenure will be by letter on behalf of the board.

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

#### **12.1 Rotation of Directorship and Roles**

All directors will have a directorship term of three years, after which time they must resign and can seek re-election in accordance with the Articles of Association. All new directors must retire at the first AGM and offer themselves for re-election.

#### **12.2 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:

- The board has at least one member with relevant financial experience,
- The board has an appropriate mix of experience including both sectorial and commercial,
- Gender balance

### **12.3 Recruitment Procedure**

The Board will oversee the processes to recruit new directors. In some instances this will be preceded by a skills audit so that people with the appropriate skills can be targeted. Service on the Board is voluntary and Directors are asked to give their time and expertise for the service of the community gratuitously, in accordance with the vision and ethos of St Catherine's.

Where an individual director feels they have identified someone who would make a positive contribution to the operation as a director, excluding the bishop's nominees, they may propose them as a director. It is up to the Board to decide, taking cognizance of skill needs and gender balance, whether they should be invited to join.

### **12.4 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 chairperson and DOS and will involve:

- A meeting in which the following will be introduced: the role and aims of the St. Catherine's, 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 St. Catherine's Board.

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

- A copy of the corporate governance manual,
- The last St. Catherine's strategic plan,
- Minutes of the previous board meeting,
- The St. Catherine's Financial procedures and policies manual,
- Copy of the Memorandum and Articles of Association,
- Copy of the most recent annual report.

### **12.5 Board Training**

Formal training will be provided to first time directors if required.

The board will receive formal training every three years or when legislation changes

### **12.6 Payments / Wages and Governance**

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

Officers employed by the organisation cannot be directors of the Board except as the Staff /Employee Representative, in which case they will be asked to absent themselves from meetings when staff issues are being discussed

## **12.7 Review and Amendment of the company's governance manual**

The manual should be referred to the audit committee and approved by the board. The manual shall be reviewed by the audit committee annually.

## **Appendix I**

### **Director of Services Job Description**

Principal duties include overall coordination and management and development of St Catherine's Community Services Centre

#### **Employer**

St Catherine's Community Services Centre Ltd  
St Joseph's Road  
Carlow

#### **Agency Information**

St Catherine's provides a range of community and social services to people in Carlow town and surrounding areas.

#### **Reporting Procedure**

The Director of Services reports to the Board of Management on a monthly basis and the Chairperson of the Board of management on an ongoing basis.

#### **Key areas of responsibility:**

##### **1. Overall management for running of the organisation on a day to day basis**

- Overall responsibility for management of the organisation in line with mission statement, aims and objectives and policies and procedures
- Responsibility for ensuring insurance and Health and Safety requirements are in place at all times
- Ensuring building, grounds and equipment are maintained as required

##### **2. Service Management**

- Responsibility for the overall planning, implementation and monitoring of services
- Responsibility for securing resources required for all projects
- Responsibility for review and evaluation of services
- Responsibility for reporting to funding agencies
- Work in partnership with other statutory and voluntary agencies to ensure a consolidated, effective and efficient approach to service planning
- To represent St Catherine's Community Services Centre on relevant networks and committees as approved by the Board of Management
- Provide support to the voluntary organisations based at St Catherine's Community Services Centre

### **3. Human Resource Management**

- Responsibility for recruitment, selection and supervision of all staff
- Responsibility for maintaining all employee contracts and records
- Responsibility for support and supervision of all staff
- Responsibility for overseeing staff terms and conditions of employment as defined in Staff handbook
- Responsibility for coordination of volunteer recruitment, selection and supervision

### **4. Funding**

- Overall responsibility for funding relating to direct services and the day to day running of the organisation
- Responsibility for ensuring Financial Procedures are adhered to at all times
- Responsibility for regular review of all accounts
- Responsibility for presentation of accounts and financial update to the Board of Management
- Responsibility for submission of returns and audited accounts to funding agencies as required
- Any other tasks as deemed appropriate by the Board of Management.

#### **Chairperson Job Description**

- Is a member of the Board
- Serves as the Chief Volunteer of the organization.
- Is a partner with the Director of Services in achieving the organization's mission
- Provides leadership to the Board of Directors, who sets policy and to whom the Director of Services is accountable.
- Chairs meetings of the Board after developing the agenda with the Director of Services.
- Encourages Board's role in strategic planning
- Appoints the chairpersons of committees, in consultation with other Board members.
- Serves ex officio as a member of committees and attends their meetings when invited.
- Discusses issues confronting the organization with the Director of Services.
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Reviews with the Director of Services any issues of concern to the Board.
- Monitors financial planning and financial reports.
- Plays a leading role in fundraising activities.
- Formally evaluates the performance of the Director of Services and informally evaluates the effectiveness of the Board members.
- Evaluates annually the performance of the organization in achieving its mission.
- Performs other responsibilities assigned by the Board

#### **Board Member Job Description**

- Regularly attends board meetings and important related meetings
- Makes serious commitment to participate actively in board and committee work
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time

- Stays informed about board and committee matters, prepares well for meetings, and reviews and comments on minutes and reports
- Gets to know other board and committee members and builds a collegial working relationship that contributes to consensus
- Is an active participant in the board's annual evaluation and planning efforts
- Participates in fund raising for the organization
- Protects the ethos of the organisation
- Ensures compliance with all Revenue and Legal requirements and that funds received are used for purpose and that management and work practices reflect best practices
- Is familiar with and adheres to the norms of the Code of Governance

### **Board Secretary Job Description**

- Is a member of the Board
- Maintains records of the board and ensures effective management of organization's records
- Manages minutes of board meetings
- Ensures minutes are distributed to members in advance of the next meeting
- Is sufficiently familiar with legal documents to note applicability during meetings
- Ensure the company is compliant with the demands of Company Law and the Charities Acts

### **Board Treasurer Job Description**

- Is a member of the Board
- Oversees the finances of the organization
- Administrates fiscal matters of the organization and ensures internal financial controls are adequate
- Ensures development and board review of financial policies and procedures
- Confirms that all practices comply with statutory and revenue obligations

## **Appendix II**

### **Audit Committee Terms of Reference**

#### **Membership**

The committee should consist of at least three members, at least one of whom is the Treasurer of the Board. At least one Committee member must have significant, recent and relevant financial experience.

The DOS and the Chairperson are fixed attendees. Other members of Management and staff may attend as deemed appropriate by the Chairperson. External auditors and management responsible for internal audit controls shall attend the meeting as required.

#### **Meetings**

To be held at least three times a year in advance of Board meetings and whatever times the Committee deem appropriate. A quorum is two members of the Committee. The agenda will be approved by the Chairperson of the Committee in advance of the meeting.

#### **Reporting**

The Chairperson of the Committee shall circulate the minutes to the DOS and present finding / recommendations to board.

#### **Duties of the Committee**

- Review internal financial controls and risk management
- Liaise with the Auditors and reports to the Board
- Complete an annual compliance checklist and report to the Board
- Assess financial stability of operations and be satisfied that sufficient resources are available to continual delivery of the programmes
- Advise the board if there is a perceived threat that may jeopardize the stability of the organization.

#### **Conflict of Interest**

Members are expected to declare any potential conflicts of interest and in this context, if appropriate, absent themselves from the decision making.

#### **Confidentiality**

The discussions and deliberations of the Audit Committee are confidential to the committee.



### Appendix III

#### **List of Current Board – October 2022**

<b>Name</b>	<b>Position</b>
Frank Comerford	Director
Monsignor Brendan Byrne	Director
Adrian Dunlevy	Director
Marian Duffy	Chair
Brian Buckley	Treasurer
Maura Dowling	Director
Frank Comerford	Secretary
Sean Scanlan	Director
Eamonn Ellis	Director

#### **List of Current Members – October 2022**

Frank Comerford  
Adrian Dunlevy  
Marian Duffy  
Brian Buckley  
Maura Dowling  
Frank Comerford  
Sean Scanlan  
Eamonn Ellis  
Monsignor Brendan Byrne