



WESTERN CARE ASSOCIATION

Supporting people to live their lives

WESTERN CARE ASSOCIATION

GOVERNANCE FRAMEWORK

Policy owner	Board of Directors
Policy Name	Governance Framework Document
Revision No.	001
Author:	Governance Committee of the Board
Date:	20/9/2021
Approved By:	The Board of Directors
Effective From:	20 th September 2021
Review Date:	20 th March 2022
Pages (excl appendices):	16

Number	Approval/Review Date	Reason for Update
001	20 th September 2021	

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1) INTRODUCTION

This Governance Framework document provides guidance about the conduct of Western Care Association and the operation of the Board of Directors within the legal and regulatory requirements

Western Care Association's (WCA) legal structure is that of a company limited by guarantee without share capital, governed by a Board of Directors. The Board of Directors is elected by the Company Members in accordance with the Constitution.

Western Care Association is a Company Limited by Guarantee No. 28067 with Registered Office at John Moore Road, Castlebar, Co. Mayo, Ireland F23 H726

Charity No. CHY5578 and registered with the Charities Regulatory Authority No. 20008604.

Western Care Association is a registered Housing Agency registered with the Approved Housing Bodies Regulatory Authority.

- Western Care Association is committed to demonstrating compliance with relevant legislation, acts and standards including but not limited to:
 - Charities Act 2009
 - Companies Act 2014
 - Lobbying Act 2015
 - Housing (Regulation of Approved Housing Bodies) Act 2019
 - Health Act 2007
 - HIQA National standards for residential services for children and adults with disabilities
 - HSE Annual Compliance Statement
 - HSE Code of Governance and Core Standards for Governance
 - Charities Governance Code
 - Charities Regulator's Guidelines for Charitable Organisations on Fundraising from the Public
 - Governance Standard and Assessment Framework for the Regulation of Approved Housing Bodies in Ireland
 - Children's First Act /safeguarding legislation

The conduct of the Board of Directors is governed by Western Care Association's Constitution and the organisation's Code of Conduct.

The Board of Directors is responsible for ensuring the Constitution accurately describes Western Care Association's structure and activities.

Where there is a change in mission, objectives or structure, or a significant change in activities or governance procedures, the Constitution will be reviewed and amended if necessary. The Company Secretary will ensure that the Charities Regulatory Authority, Companies Registration Office and Revenue Commissioners are informed of any changes.

The Board of Directors recognises that good governance is essential and is committed to establishing best practice structures, processes, cultures and systems to ensure the organisation operates successfully and achieves its vision and mission in an accountable, transparent and ethical way.

2) PURPOSE , MISSION AND VALUES

a) Purpose

The purpose of Western Care Association is set out in the Organisation's Constitution:

"To promote and provide person and family centred quality and responsive supports, services, training, education and general welfare to people with disabilities and/or autism, and their families, in their communities."

b) Mission

Western Care Association exists to empower people with a wide range of learning and associated disabilities in Mayo to live full and satisfied lives as equal citizens. We achieve this through the provision of a comprehensive range of services and supports.

c) Vision

We are a voluntary organisation, made up of parents/family members, service users, staff, supporters and volunteers and directors in keeping with our pioneering traditions, we believe in:

- i) Supporting service users in making choices
- ii) Community-based services
- iii) Partnership with families and service users
- iv) The essential value of the voluntary organisation
- v) The vital input of volunteers and friends
- vi) The principle of accountability
- vii) The unique contribution of all our staff
- viii) Partnership, unity of purpose and mutual respect in the achievement of our aims
- ix) Service through partnership and coordination with local and national organisations
- x) Continually learning to improve the quality of the way we do things
- xi) The pursuit of equality of access and full service for all

d) Values

- i) Fairness
- ii) Integrity
- iii) Transparency
- iv) Honesty
- v) Inclusiveness
- vi) Respectfulness

3) BOARD OF DIRECTORS' STRUCTURE, COMPOSITION AND TERM

- a) The organisation's Constitution determines the composition of the Board of Directors.
- b) The business of the Organisation is managed by a Board of Directors. The Board of Directors shall comprise of not more than twelve persons and the process for their recruitment is outlined in the Constitution.
- c) The composition of the Board of Directors must reflect the duties and responsibilities it has to discharge and perform in the interest of the stakeholders. The Board of Directors must appoint a Chair. Directors will not be related and be independent of each other.
- d) Directors take collective responsibility for the decisions of the Board of Directors.
- e) The Board of Directors should recognise, respect and welcome diverse, different and at times conflicting views.
- f) In undertaking its role, the Board of Directors must have regard for the policy decisions made by the Company Members and must report to Members at annual meetings.

- g) The organisation's Constitution outlines the term of office of each Director as not more than three years and stipulates that no Director shall serve more than three terms as a Director. This in effect means that the maximum term a Director can serve is nine years.

4) THE ROLE OF THE BOARD OF DIRECTORS

- a) The Charities Regulator outlines the legal duties of Directors in the infographic below:

As Western Care Association is legal entity Charity Trustees are also Company Directors.



b) Responsibilities of the Board of Directors

The Board of Directors of Western Care Association is responsible for overseeing the proper management of the Organisation. In particular it has a collective responsibility for:

- i) Acting in the best interests of Western Care Association and for the users of its services, staff and volunteers in ensuring the organisation's charitable purpose is met;
- ii) Providing strategic guidance;
- iii) Ensuring effective management of the organisation;
- iv) Ensuring effective systems are in place for identifying and managing risks;
- v) Ensuring the adequacy of internal financial controls and protection of assets;
- vi) Accountability to stakeholders and acting with reasonable skill and care;
- vii) Accountability and compliance with law;
- viii) Provide leadership and direction within a framework of prudent and effective controls.

The Board of Directors provides oversight and ensures Western Care Association is legally compliant and accountable for what it does. The Board of Directors ensures Western Care Association has clear, shared vision of its purpose, what it seeks to achieve and how, in broad terms, it will go about doing it.

c) Members of the Board of Directors will act:

- i) On an informed basis;
- ii) In good faith;
- iii) With due diligence and care;
- iv) In the best interests of the organisation and to ensure that public monies are applied for the purpose that they have been provided.

d) Charitable purpose and strategic direction

- i) Directors are obliged to act as custodians of the organisation's objects as set out in the Constitution.
- ii) The Board of Directors must ensure that the development, ratification and implementation of policy – both internal and external – are effectively implemented within the organisation.
- iii) The Board of Directors must provide effective strategic leadership and ensure that effective strategic planning processes are in place. The Board of Directors must oversee the development of a long term strategic plan which may provide strategic direction subject to a maximum term of 5 years.
- iv) The Board of Directors must ensure that the Company Members are provided with progress reports and any other supporting information that it considers useful, at the AGM and/or E.G.M if necessary.
- v) As part of the strategic planning process ensure that the necessary resources are in place to carry out planned activities.
- vi) Regularly review its work to ensure it continues to act in line with it's charitable purpose and provide public benefit.
- vii) Regularly review the Constitution.

e) Ensuring effective management of the organisation

- i) The Board of Directors must ensure there are proper arrangements in place for the appointment of the Chief Executive Officer (C.E.O.) and evaluation of the C.E.O's performance.
- ii) Ensure the relationship between the Board of Directors and the C.E.O. balances support, scrutiny and challenge.
- iii) The Board of Directors must ensure that conditions are created in which C.E.O. and staff are confident and enabled to provide information, advice and feedback to the Board of Directors.
- iv) The Board of Directors must regularly review and agree what matters are reserved for the Board of Directors and what is delegated to the C.E.O. and Executive Management Team.
- v) The Board of Directors must ensure that operational plans and budgets are set in line with Western Care's purpose and strategic goals.

f) Risk Management and mitigation

- i) The Board of Directors must ensure they have an understanding of the organisation's significant risks and their cumulative effect.
- ii) The Board of Directors should identify the level of risk the Board of Directors is prepared to tolerate maintaining an appropriate balance between prudence and over caution.
- iii) The Board of Directors must ensure that there are adequate processes in place to identify, prioritise and manage risk.
- iv) The Board of Directors must agree the process for appointing and reviewing external auditors.

g) Protection of assets

- i) The Board of Directors has responsibility for ensuring the Western Care Association's resources are managed responsibly and used to support the objects of the organisation.
- ii) The Board of Directors must ensure that the organisation has adequate resources to undertake its work as well as systems to safeguard all of its assets, including appropriate internal controls.

- iii) The Board of Directors must ensure that the annual financial statements present a true and fair view and conform with legal requirements.
- iv) The Board of Directors must approve the annual budget.

h) Accountability

- i) The Board of Directors must ensure the effectiveness and efficiency of the Board of Directors by appointing a Chair, managing succession and recruiting Directors with suitable skillsets to ensure a balanced range of the necessary skillsets required by the organisation.
- ii) The Board of Directors must ensure that the needs of each group of stakeholders are held in balance, and that one is not allowed to dominate at the expense of others.

Stakeholders may include the following groups:

- Service Users and their families
 - Funding agencies
 - State Agencies
 - Staff and volunteers
 - Regulatory Authorities
 - Political representatives
- iii) The Board of Directors must ensure that decision making processes are informed, transparent, rigorous and timely.
 - iv) The Board of Directors must ensure that the Association has a complaints policy and that complaints are managed effectively.
 - v) The Board of Directors must ensure that the reporting requirements of the Association's funders are adhered to.

i) Fulfilling legal obligations

- i) There is a requirement on a director to act in good faith, to act honestly and responsibly and to act according to the organisation's constitution. There is a requirement for the directors to have regard to the interests of the organisation's employees as well as to the interest of the members.
- ii) Individual Directors, and the Board of Directors as a whole, must always act within the law and the Board of Directors must seek professional advice where necessary and give due consideration to that advice.
- iii) Directors' common law duties can be summarised into three principles:
 - (1) Directors must exercise their powers in good faith and in the interests of the organisation as a whole.
 - (2) Directors are not allowed to make an undisclosed profit from their position as directors and must account for any profit which they derive from their position as a director.
 - (3) Directors are obliged to carry out their functions with due care, skill and diligence.
- iv) Directors' statutory duties under the Companies Acts are as follows:
 - (1) Duty to keep adequate accounting records
 - (2) Duty to prepare annual financial statements
 - (3) Duty to have annual financial statements audited
 - (4) Duty to maintain certain registers and other documents e.g. register of Directors and register of Members
 - (5) Duty to file certain documents with the registrar of companies e.g. annual return, change in Directors
 - (6) Duty of disclosure of certain personal information e.g. personal information, interests
 - (7) Duty to convene general meetings of the organisation

j) Other legal and regulatory requirements

All charities must adhere to the legal and regulatory requirements that apply to the work they are engaged in.

The list below cites the main areas of other legal and regulatory requirements:

- i) The Board of Directors needs to be satisfied that the organisation complies with Health and Safety legislation.
- ii) The Board of Directors must be satisfied that the organisation complies with children and vulnerable persons legislation e.g. Children's First and Garda Vetting legislation.
- iii) The Board of Directors must ensure that the organisation complies with employment law.
- iv) The Board of Directors needs to ensure that they do not discriminate against people who interact with the organisation.
- v) The Board of Directors must ensure that provisions of the Protected Disclosure Act are applied in the organisation.
- vi) The Board of Directors must ensure compliance with the Central Register of Beneficial Ownership.
- vii) The Board of Directors must ensure that terms of grants and contracts that are legally binding are complied with.
- viii) Data Protection/G.D.P.R./Freedom of Information legislation must be complied with.

5) RESERVED FUNCTIONS OF THE BOARD OF DIRECTORS

The reserved functions of the Board of Directors are as follows:

a) Strategy

- i) Approval of strategic and annual service/operational plans.

b) Financial reporting and controls

- i) Approval of annual budgets.
- ii) Approval audited financial statements.

c) Capital

- i) Approval of contracts, acquisitions, disposals and retirement of assets owned by Western Care Association in accordance with the organisation's relevant financial policies and procedures as approved by the Board of Directors.

d) Communication

- i) Approval of the annual report.
- ii) Approve press releases/communications concerning only matters decided by the Board of Directors.

e) Compliance & Risk

- i) Approval of the annual Compliance Statement prior to signing and submission to the HSE.
- ii) Approval of risk management strategy.
- iii) Approve policies & determine adherence by the organisation to policies.
- iv) Approve the Employee and Volunteer Handbooks.
- v) Declare compliance with the Charities Code of Governance.
- vi) Determine adherence by the organisation to policies through either management report or ongoing review by the relevant board sub-committee

f) Control

- i) Setting the remuneration of the C.E.O.
- ii) Appointment of the CEO, assessment of the performance of and succession planning for the CEO.
- iii) Approve Executive Management contracts.
- iv) Appoint principal professional advisors.
- v) Use the seal of the organisation.

- vi) Review ongoing litigation cases based on regular management reports
- vii) Approve resolutions and documentation to be put forward to members at a general meeting.

The Board of Directors has delegated authority to the C.E.O. to approve all commitments, expenditures and disposals in line with the organisation's financial policies and procedures as approved by the Board of Directors.

6) PERSONAL LIABILITY OF DIRECTORS

Western Care Association is a company limited by Guarantee so the members' liability is limited to the amount they have undertaken to contribute to the assets of the organisation, in the event it is wound up, not exceeding the amount specified in the constitution. The organisation holds Directors and Officers liability insurance.

7) RECRUITMENT, APPOINTMENT AND INDUCTION OF DIRECTORS

a) Pre Recruitment

- i) Review operation of the Board of Directors.

Before recruiting a new Director, the Board of Directors should consider what is working well with the current Board of Directors and what could work better. The membership of the Board of Directors should reflect diversity in terms of gender, skills and areas of competency.

- ii) Employees are not eligible to become members of the Board of Directors.
- iii) Identify skill gaps in the Board of Directors.
- iv) The Board of Directors should also be mindful of what skills, experience and knowledge are available to it already from existing Directors. This process would normally be led by the Chairperson and should help to identify any competency / skills gaps on the Board of Directors.
- v) Review the Constitution.
- vi) Ensure that the appointment of new Director is in accordance with the requirements of the organisation's governing Constitution and charity law.

b) Recruitment

- i) Advertise the vacancy.

To broaden the reach consider advertising a vacancy on the organisation's website, local notice boards or newsletters, colleges and universities, Boardmatch (www.boardmatch.ie), Volunteer Ireland (www.volunteer.ie) or other forums.

- ii) Prepare a job description:

Create an informative role description which includes an indication of the time commitment expected from prospective Directors and any specific skills/expertise required and duties attached to the role e.g. membership of subcommittees and determine what qualities are required e.g. understanding of and commitment to the ethos of the organisation.

- iii) Interview:

Prospective Directors should be interviewed to assess suitability for the role against requirements by the Chairperson and another person (usually the C.E.O., Director of H.R. or member of the HR & Nominations sub-committee).

c) Appointment

The successful candidate should be offered the role in writing outlining the term of appointment and any relevant conditions attaching to the appointment and that they should accept the appointment in writing.

d) Register of Charities/Company Registration Office/HIQA

The details of a newly appointed Director are entered in the Public Register of Charities and the details of the newly appointed Director are provided to the Companies Registration Office, Register of Beneficial Ownership and HIQA.

e) Induction

- i) The induction process for new Directors should involve the provision of an induction pack, and meetings with the existing Directors, the Chairperson and other key employee(s) or volunteer(s) within the organisation.
- ii) The induction pack should contain the following items:
 - (1) A letter of welcome (from Chairperson).
 - (2) The Governance Framework.
 - (3) The organisation's Constitution.
 - (4) A brief history of the organisation and an outline of the current work.
 - (5) An Organisation Chart.
 - (6) A list of current Directors and the Chairperson, the organisation secretary .
 - (7) The minutes of recent Board of Directors' meetings.
 - (8) Copy of any relevant strategies or plans.
 - (9) A schedule of forthcoming Board of Directors' meetings.
 - (10) A list of the Board of Directors sub-committees, names of trustees serving on the sub-committees and their meeting schedule.
 - (11) The annual report and accounts for the past two years.
 - (12) The organisation's Code of Conduct for Directors.
 - (13) A Declaration of Interests form.
 - (14) Access to organisation policies.
 - (15) Details of the guidance documents available on the Charities Regulator's website.
 - (16) The Charities Governance Code or access to same.
 - (17) All other applicable Codes
 - (18) Access to Western Care Association's policies

8) ROLE AND EXPECTATIONS OF DIRECTORS

- a) The organisation has a Conflict of Interests Policy which must be signed by all Directors upon appointment to the Board of Directors
- b) All Directors are expected to sign the organisations Code of Conduct. This document outlines the conduct expected of Directors.
- c) All Directors are expected to sign a Confidentiality Agreement.
- d) A cover sheet to be signed to say the document has been read and understood the pack.

In summary the standards of behaviour expected of all Directors are as follows:

- i) Directors are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which Directors do not have relevant expertise.
- ii) Directors are required to act in the best interests of the organisation at all times.
- iii) Directors are required to maintain the highest standards of honesty, fairness and independence.
- iv) Directors are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- v) Directors should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the organisation or its volunteers and employees.
- vi) Directors must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
- vii) Directors must not accept gifts and hospitality that might reasonably be thought to influence them in carrying out their role as Director.
- viii) Understand and perform their roles and responsibilities to the best of their abilities at all times.
- ix) Be prepared to provide adequate time and commitment as required to fulfil the role of Director, adequately preparing for meetings and participating in committees and special events when required.
- x) Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- xi) Always respect the authority of the Chairperson of the Board of Directors, and the Chairperson of any meeting.
- xii) Participate in relevant training and development programmes.
- xiii) Bring a fair and open-minded view to all discussions of the Board of Directors, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the organisation.
- xiv) Bring a genuinely independent perspective to enhance decision-making, given that Directors share responsibility for Board of Directors decisions. An effective board member sees issues in their totality and brings fresh, diverse, independent perspective to ensure the interests of the organisation are protected.
- xv) Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other Directors.
- xvi) Directors are responsible for providing leadership to employees and volunteers they have a duty of care towards employees and volunteers whilst promoting a culture of respect.
- xvii) Act in accordance with the organisation's governing document and ensure that the organisation complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- xviii) Promote and preserve the obligations of confidentiality about board matters.

e) Breach of standards or code of conduct

Where a Director is found to be in breach of the standards outlined by the Board of Directors in its Code of Conduct he or she should be asked to meet with the Chairperson to assess the breach and

suitability for the role. Consistent breach of the Code of Conduct by a Director should result in the trustee's tenure being terminated following due process.

If the Chairperson is found to be in breach of the standards then the Chairperson of the Governance Committee will conduct the assessment.

f) Resignation and Re-Election Process for Directors

- i) The Constitution outlines the term Directors can serve, usually 3 years. At the end of a term the Director may be eligible for re-election unless they have reached the maximum allowable term as defined by the Constitution.
- ii) The re-appointment of Directors must be approved by the Board of Directors.
- iii) If a Director wishes to resign from their position within their appointed term, they are required, other than in exceptional circumstances, to give written notice of their intention to resign to the Chairperson.

9) SPECIFIC DUTIES OF OFFICERS OF THE BOARD OF DIRECTORS

a) OFFICERS OF THE BOARD OF DIRECTORS

- i) There are provisions for the appointment by the Board of Directors of the following office holders:
 - (1) Chairperson
 - (2) Vice-Chairperson
 - (3) Company Secretary.
- ii) Officers of the Board of Directors are entitled to delegate some of their responsibilities to staff members, but they themselves remain responsible for ensuring that the duties are carried out.

b) CHAIR OF THE BOARD OF DIRECTORS

Board Directors are the people who ultimately exercise control over, and are legally responsible for, the organisation. Each Board of Directors should have a chairperson whose duties include:

- (1) Leading the Board of Directors and ensuring smooth running of Board of Directors meetings e.g. agree agenda, identify decisions required, approve and sign Board of Directors minutes
- (2) Provide clarity and direction to Directors in relation to the prioritisation of the Governance role and to ensure the Board of Directors and Executive Management Team have an effective working relationship.
- (3) Ensuring Directors adhere to the Code of Conduct, encourage discussion and promote participation and ensure all viewpoints are heard
- (4) Leading Board of Directors development
- (5) Promoting good governance among fellow Directors
- (6) Providing supervision and support to the CEO e.g. guide work priorities, providing support, development and a sounding board for the C.E.O.
- (7) Acting as a figurehead or spokesperson where required
- (8) Lead on recruitment of new Directors and support the induction process.

c) VICE CHAIR OF THE BOARD OF DIRECTORS

The vice-chair stands in for the chair and helps the chair with difficult decisions between meetings. The chair should liaise regularly with the vice-chair and ensure he or she knows enough about the current issues within the organisation to be able to stand in at short notice.

d) COMPANY SECRETARY

The company secretary's duties and responsibilities include maintaining the following registers:

- i) register of Members
- ii) register of Directors.
- iii) register of Directors interests
- iv) Ensuring that all relevant statutory returns are filed in a timely manner e.g. returns to the Companies Registration Office and annual returns to the Charities Regulator.
- v) Ensuring that decisions and actions of the Board of Directors are accurately recorded
- vi) The secretary should support the Chair in their preparation for Board of Directors meetings.
- vii) The secretary must ensure Board of Directors minutes are taken and that a record of exists of all meetings.
- viii) The secretary plays a support role in setting up and running the Annual General Meeting (A.G.M.).
- ix) The secretary may delegate some or all of these duties but responsibility for the performance of these duties rests with the secretary.

e) CHIEF EXECUTIVE OFFICER.

The Chief Executive Officer (C.E.O.) is the most senior executive in Western Care Association and is accountable to the Board of Directors through the Chairperson.

The Board of Directors delegates responsibility for day to day operations to the C.E.O..

The C.E.O. is accountable for the performance of the Organisation's paid staff and volunteer workforce and is ultimately responsible for operational matters and for the provision of day to day leadership to the organisation through the Executive Management Team.

The C.E.O. represents Western Care Association at a variety of advisory, consultative and representative fora and government committees, and media platforms and ensures that the organisation's interests are adequately communicated and promoted.

In particular the C.E.O. is responsible for:

- i) The recruitment, dismissal and matters of staff management
- ii) Presentation of the Strategic Plan for approval by the Board of Directors
- iii) Implementing the strategic plan and aligning strategic planning and development of the Association's role and activities.
- iv) Presentation of the annual budget for approval by the Board of Directors.
- v) Once approved by the Board of Directors, authority to manage the budget.
- vi) Presentation of the risks of the organisation and management plan to the Board for approval
- vii) Corporate Governance oversight and reputation and risk management.
- viii) Report on the day to day management of the organisation at each meeting.

- ix) Approve fundraising in the name of the organisation
- x) Authorised Signatory (HIQA)
- xi) Signing the Service Agreement with the HSE on behalf of the Board of Directors
- xii) Oversight accountability for effectiveness, quality and efficiency of service delivery.
- xiii) Strategic relationship management and influencing within the Sector and external environment.
- xiv) Representational role with the broader community and all external stakeholders.
- xv) Ensuring an open representational system within the Association that gives a positive access and voice to service users and families while also encompassing the views of other stakeholders.
- xvi) Performance management of Management Team members and other reports.
- xvii) Ensuring an Association-wide succession and talent development process
- xviii) The CEO provides an annual full compliance report to the Board of Directors
- xix) The CEO will inform the Board of Directors of any significant issues in a timely manner, determined by the nature of the issue. In the case of serious or urgent matters, the Chairperson is informed as soon as possible. The Chairperson in conjunction with the CEO then determines the next steps in resolving the issue and ensures the Board of Directors is updated within an appropriate timeframe

The appointment, dismissal and remuneration of the C.E.O. are matters requiring Board of Directors approval.

10) BOARD OF DIRECTORS PROCESS

a) Meetings

- i) Meetings of Western Care Association's Board of Directors and Members including the Annual General Meeting (A.G.M.) are convened and conducted in accordance with the Organisation's Constitution.
- ii) The Board of Directors will meet a minimum of 6 times per year but will agree a schedule of meetings dates in advance of the start of the year.
- iii) Board of Directors meetings ordinarily take place on the third Monday of a month and involve a time commitment comprising preparation, travel and attendance at meetings.
- iv) Board of Directors meetings may be held in person or via electronic means or a combination of both.

b) Board of Directors Minutes

- i) Minutes will be taken of all Board of Directors meetings and should include the following (if relevant):
 - (1) the name of the organisation/corporate entity
 - (2) the date and time of the meeting
 - (3) place of the meeting and if the meeting is held in person or remotely
 - (4) names of Directors present
 - (5) name of the Director chairing the meeting other people in attendance, in what capacity (e.g. volunteers, auditor, etc.) and for what parts of the meeting
 - (6) apologies for absence;
 - (7) any corrections to previous minutes, and the fact that they were accepted as an accurate record;
 - (8) if there are not enough people to make up a quorum at a meeting or if people leave the meeting and there is no longer a quorum;

- (9) matters arising from the minutes of the previous meeting;
- (10) declarations of any conflicts of interests (personal or appointment conflicts) and how the Board of Directors dealt with them;
- (11) a separate minute for each item or topic discussed (usually in line with the agenda)* and to include 'AOB' (Any Other Business) if applicable. AOB should be for information purposes rather than matters requiring a Board of Directors decision.

c) Board of Directors pack

- i) In support of the Board of Directors' role, and with due regard to best practice in the sector, the Board of Directors will be circulated with all relevant material where possible, approximately seven days in advance of the meeting.
- ii) In exceptional circumstances where an urgent decision is required or where the paperwork is not available within the required timeframe documents may be circulated to the Board of Directors for consideration within a shorter timeframe.
- iii) Directors may request items to be added to the agenda in writing to the Chairperson two weeks in advance of a board meeting.
- iv) If an issue raised by a director and classified as A.O.B. requires follow up action then a management report should be submitted at the next board meeting.

d) Attendance

- i) Full contribution of all Directors' views through regular attendance at meetings is expected of all Directors.
- ii) Reasonable notification of non-attendance at a Board of Directors meeting should be transmitted to the Chairperson or CEO, at least 24 hours in advance of the Board of Directors meeting.
- iii) Three absences in a row is not desirable.
- iv) If the Board of Directors becomes concerned about an ongoing pattern of absences it may, as an initial step, request the Chairperson or other member of the Board of Directors to make direct contact with the person concerned.
- v) Following due process the Board of Directors may request the resignation of a director if the director is unable to commit to the necessary time requirements of the position.

e) Participation

- i) Directors are expected to act in accordance with the expectations outlined in the standards of behaviour and code of conduct for Directors. The code of conduct is included in the appendices.
- ii) Directors are encouraged to contribute fully in the deliberations of the Board of Directors through sharing of objective and honest views and through use of their specific skills, knowledge and experience on items that affect the disability sector, which also involves a time commitment between meetings.
- iii) It is essential that Directors bring a fair and open-minded view to all discussions of the Board of Directors, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the organisation.

11) BOARD OF DIRECTORS DECISIONS/APPROVALS IN BETWEEN SCHEDULED MEETINGS

There may from time-to-time be a requirement for the Board of Directors to decide or approval a matter outside of a normal scheduled meeting.

In situations where the CEO requests a Board of Directors decision or approval for a matter that cannot wait until the next scheduled Board of Directors meeting, the CEO should:

- a) contact either the Chairperson or Vice Chair setting out the background to the matter and outlining why a decision or approval is required before the next scheduled meeting of the Board of Directors.
- b) The Chairperson or Vice Chair may decide depending on the nature of item requiring decision/approval to call a special Board of Directors meeting where Directors are physically present at the meeting or via conference call.
- c) The required quorum also applies to this type of meeting.
- d) If it is not practical to call a meeting, he/she may alternatively ask the CEO or Company Secretary to email the Directors setting out the matter requiring the decision/approval.
- e) A quorum of Directors must give their consent by email for the approval to be valid.
- f) The matter must then be formally ratified and minuted at the next meeting of the Board of Directors.

The use of the email procedure to Directors procedure for Board of Directors approvals in between scheduled meetings should only be used in exceptional circumstances and should not become standard practice for making Board of Directors decisions.

12) RESOLVING PROBLEMS, CONFLICT AND EMERGING ISSUES

The following is the recommended professional process for the resolution of problems and emerging issues. The process should be led by the Chair or the Vice Chair but can be directed by an independent facilitator if required.

- a) Early identification of issues
- b) Recognise the organisation's mission as the sole star of the organisation.
- c) Ensure clarity with regard to roles and responsibilities
- d) Code of conduct
- e) Be purpose-oriented about conflict resolution.
- f) Focus on interest-based solutions rather than position-based solutions.
- g) Work with a third party to encourage resolution.
- h) Acknowledge the challenge and benefit

13) BOARD OF DIRECTORS EFFECTIVENESS

The Board of Directors should undertake an annual self-assessment evaluation of it's own performance. The evaluation process should consider the performance of the Board of Directors over the previous 12 months and cover the following topics:

- a) The effectiveness of your Board of Directors as a whole
- b) The conduct of Directors including adherence to the Board of Directors Code of Conduct
- c) The structure, size, membership and skills mix of the Board of Directors
- d) The terms of reference and membership of any subcommittees and a review of their effectiveness
- e) The Chairperson should act on the outcome of the effectiveness review by addressing any weaknesses identified.

An externally facilitated review of effectiveness should be undertaken at least every three years.

14) BOARD OF DIRECTORS COMMITTEES

The Board of Directors may establish such Board of Directors Committees that it considers necessary from time to time to provide advice, manage process and deliver a more detailed scrutiny of topics if required.

The remit, responsibilities and operation of Board of Directors committees are governed by their respective terms of reference.

There are a number of operating principles that should apply to all committees:

a) Composition

- i) Each sub-committee will comprise at least two members of the Board of Directors.
- ii) The Chair of the Board of Directors will appoint members to the sub-committees and assign the role of chairperson. The role of chairperson can be rotated with the agreement of the Chair of the Board of Directors and must be a Director.
- iii) Each sub-committee should endeavour to recruit an external subject matter expert. These will be nominated by the members of the sub-committee and approved by the Chair of the Board of Directors.
- iv) At least one staff member will be nominated by the Chief Executive Officer to be in attendance at a minimum of four sub-committee meetings per annum.
- v) A database of members of the sub-committee will be retained in HQ. The chair of each committee must notify the recording secretary of names and contact details of sub-committee members and of any changes to membership.

b) Meetings

- i) It is recommended that each committee meet at least four times per year and no committee should hold fewer than two meetings.
- ii) Minutes of meetings must be taken, recording decisions taken and actions arising. They are returned and retained centrally.

c) Reporting

- i) Each sub-committee will report to the Board of Directors at least twice a year. The sequencing of these reports will be agreed with the Chair.
- ii) The chair will assign a 15-minute slot on the agenda for delivery of sub-committee reports.

d) Purpose & function

- i) Each sub-committee will agree their terms of reference, which should align with the work of the Board of Directors.
- ii) Meeting dates for the year should be agreed in advance and submitted to the recording secretary for insertion on the Board of Directors calendar.

15) DELEGATION OF AUTHORITY

The Board of Directors bears ultimate responsibility for the Governance of Western Care Association.

While the Board of Directors is ultimately responsible for the Governance of the organisation it has delegated responsibility for the day to day operations to the Chief Executive Officer except for those matters that are the sole preserve of the Board of Directors and listed under the reserved functions of the Board of Directors.

16) REVIEW

This Governance Framework will be kept under periodic review and updated at least every three years.

APPENDIX 1 - WESTERN CARE ASSOCIATION DIRECTOR CODE OF CONDUCT

WESTERN CARE ASSOCIATION BOARD MEMBER CODE OF CONDUCT

This is Western Care Association's current Code of Conduct for Board Members. The Code of Conduct details what each individual must commit to in their role as Board member - and in all areas relating to their interaction with, and on behalf of, the organisation.

Western Care Association asks all its Board members to sign and return this document, and these signed copies are kept on record.

Western Care Association Code of Conduct for Board members

Framework

The intent of this Code of Conduct is to set a standard for governance within Western care Association. The objectives of having this code are to set out an agreed set of principles, the promotion and maintenance of confidence and trust and the prevention of development or acceptance of unethical practices.

Individual Commitment

As a Director of Western Care Association, I have a legal responsibility to act in the best interests of the organisation. Abiding by this Code of Conduct and the Governance Code for nonprofit organisations describes how I will do that. If any of these commitments, cause me to come in conflict with my legal obligations then these latter will take precedence.

Code of Conduct for Board members

Organisational Values

As a board member of Western Care Association I promise to abide by the fundamental values that underpin all the activities of our organisation.

Accountability

Everything Western Care Association does will be able to stand the test of scrutiny by members of the public, the media, members, beneficiaries, stakeholders and the regulatory authorities.

Integrity and Honesty

These will be the hallmarks of all conduct within Western Care Association, particularly when dealing with colleagues (board and staff) and external individuals and agencies.

Transparency

Western Care Association will strive to promote an atmosphere of openness throughout the organisation in order to promote confidence to members of the public, staff, beneficiaries and regulators and also to promote strategic and operational effectiveness.

Governance Code

I will support Western Care Association's adoption of, and compliance with, the Governance Code for Community, Voluntary and Charitable organisations and its associated implementation actions.

In addition to the above I agree to the following:

Law, mission, policies

- In my role as board member I will not break the law or act against any regulation in force.
- I will support the organisation's mission and actively promote it.
- I will abide by organisational policy and procedure.
- I will seek to maintain and promote integrity, good governance, effectiveness and efficiency for the delivery of the organisation's mission.
- If I find evidence of any non-compliance with statutory obligations that apply to Western Care Association, I will bring this to the attention of fellow Board members with a view to having the matter rectified
- I understand I can seek independent legal advice, at a reasonable cost to the Association, as set out in the relevant procedure

Conflicts of Interest

- I will always act in the best interests of the organisation.
- I will do my work in accordance with Western Care Association's 'Conflict of Interest' policy and declare any conflict of interest or any such circumstance as may be viewed by others as conflicting as soon as it arises.
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

Person to Person

- I will act in regard of organisational policies in my relationships with fellow board members, staff, volunteers, beneficiaries or anyone I come into contact with in my role as board member.

Guardian of the organisation's reputation

- I will not speak as a board member to the media or any public forum without the prior knowledge and approval of the Chair or Executive Director.
- When I am asked to represent the organisation, any comments I make will reflect current policy even if I do not agree with them.
- When speaking as a private citizen I will aim to uphold the reputation of the organisation and those who work and volunteer for it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the organisation's public image.

Personal Gain

- I will not personally gain from my role as a board member nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to agreed procedure.
- I will not accept gifts or hospitality without the consent of the Chair.
- I will use organisational resources responsibly, when authorised in accordance with procedure.

At board level

- I will embody the principles of good governance in all my actions and live up to the trust placed in me by Western Care Association.
- I will abide by the board governance procedures and practice.
- I will commit to attend all board meetings, and in the event of unavoidable inability to attend, will observe the Board Attendance Policy.
- I will strive to be familiar with all agenda items sent to me in good time and be prepared to contribute my opinions during meetings.
- I will honour the authority of the Chair.
- I will maintain a respectful attitude to the opinions of others.
- I understand that decisions will ideally be made by consensus, but may be by vote. I will consider any majority vote as a corporate decision, and will accept and support it.
- I will maintain confidentiality unless authorised to speak on matters outside board meetings.

Enhancing governance

- I commit to supporting Western Care Association's compliance with the Governance Code for Community, Voluntary and Charitable Organisations.
- I will participate in appropriate induction, training and development board activities.
- I will support the Executive Director in his/her executive role and the Chair in his/her leadership role.
- I will visit services, in conjunction with the relevant managers, to meet with people using services, their families and staff, to ensure an effective connection between my governance role and the people using and providing services and supports.

Leaving the board

- I understand that any substantial breach of this code may result in my removal from the board¹.
- Should I wish to resign I will inform the Chair in writing, stating my reasons for resigning from the board.
- I will participate in an exit interview if requested.

In addition, I commit to the Code of Conduct which applies to all Board members of the Association and staff, as set out in the Association's policies.

Signed: _____ Date: _____

Board member of Western Care Association

APPENDIX 2 - Conflict of Interest Policy

Policy / Procedure Details	Title:	Conflict of Interest Policy
	Type:	Finance
	Code:	3B.13/2020
Original Version Details	Date Released:	19/09/2011
Current Version Details	Written By:	Director of Finance
	Approved By:	Finance Sub-Committee
	Date Released:	20/01/2020
	Monitoring Process:	Procedural Review Process
	Date Due for Review:	20/01/2023

Western Care Association – Conflict of Interest Policy

Application: This policy applies to Board members, Committee members, Officers and Staff members of Western Care Association.

Definition: Conflict of interest arises whenever the personal or professional interests of a Board member, Committee member, Officer or Staff member are potentially at odds with the best interests of Western Care Association. This might arise in areas such as:

- 1) Appointment of staff
- 2) Financial gain
- 3) Provision of goods and services
- 4) Professional services
- 5) Decisions on tenders/quotations
- 6) Awarding of contracts

Declaration of Interests: Each Board member, Committee member, Officer or Staff member shall disclose to Western Care Association any personal interest which may lead to a conflict of interest that he or she may have in any matter pending before the organisation and shall refrain from participating in any decision on this. This will be done at the earliest possible time.

Register of Interests: Western Care Association will maintain a Register of Interests, in which details of all interests declared will be recorded. This will be maintained by the Chief Executive Officer and will remain confidential. The Chief Executive Officer and Chairperson of the Board of Directors only shall have access to the Register of Interests, unless otherwise required by law.

Data Protection: Information provided under this policy shall be processed in accordance with data protection principles as set out in the relevant Data Protection Acts. Data will be held only to ensure the best interests of Western Care Association, and information provided will not be used for any other purpose.

Decisions taken where an interest is declared: Where the Board of Directors of Western Care Association are deciding on a conflict of interest issue, whether relating to a Board member, Committee member, Officer or Staff member, all decisions will be made by vote with a simple majority required. In the event of an equality of votes, the Chairperson shall have an additional casting vote. A quorum must be present, and interested parties will not be counted when deciding on this. Interested Board members may not vote on matters affecting their own interests. All decisions taken under a conflict of interest will be recorded by the Company Secretary in the minutes of the meeting.

Payment of Board Members: Members of the Board of Directors of Western Care Association are not remunerated for their service in this role. Expenses necessarily incurred by them in the performance of their role may be reimbursed.

DEPARTURE FROM THIS REGULATION

Departure from the terms of this Regulation shall be permitted only with the prior written approval of the Chief Executive Officer.

APPENDIX 3 - Register of Interests

WESTERN CARE ASSOCIATION

DIRECTORS REGISTER OF INTERESTS

Name of Director	Description of interest	Does the interest relate to the Director or a person closely connected to the Director (describe)?	Is the interest current?
	e.g. <ul style="list-style-type: none"> • Joint owner of catering company • Member of the local authority • Employee of abc charity with similar aims and objectives working in the same area • Director of xyz charity • Director of xyz company 		

Signed: _____ Date: _____ Please complete and return to the CEO, Western Care Association

APPENDIX 4 - List of Policies

As at 20 September 2021

Essential Procedures/Resources

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
1.1	Adult Safeguarding Policy Accessible Safeguarding policy Anti-bullying	Register Preliminary screening Notification Form Safeguarding Plan		√
1.2	Best Possible Health Accessible Health Policy	Register Health Action Plan MAF Hospital Passport	Accessible Resource COVID -19	
1.3	Child Protection Procedure Child Safeguarding Statement 20 01 20	Register Protection and Welfare Form		√
1.4	Code of Conduct for Western Care Employees Accessible Code of Conduct	Register		√
1.5	Communication Accessible Communication Policy	Register Communication profile adult Communication profile child		√
1.6	Community Connections Accessible Community Policy	Register Individual Community Connections Map		

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
1.7	Complaints Procedure	Register Complaints Register Advocacy/Facilitator Tracking Form Quarterly Complaints Report Organisational Learning Form	Central Area Booklet Childrens Respite Booklet Individualised Booklet West Area Booklet North Area Booklet Social Work Ch Booklet Social Work Ad Booklet	√
1.8	Department Safety Statement 2021 safety statement for signing	Register electrical fire use of hoists infection control housekeeping driving for work manual handling lone working covid-19 Risk Rating Tool Blank Site Specific Risk Assessment		√
1.9	Dignity at Work Quick guide to Dignity at work steps	Register		
1.10	Emergency Procedure Accessible Emergency Procedure	Register CENTRE EMERGENCY PLAN- template		√

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
1.11a	Fire Safety – Non Residential	Register Simple Fire Evacuation Plan Fire Drill Form Fire Drill Planner		√
1.11b	Fire Safety – Residential and Respite Accessible Fire Procedure	Register Fire Drill Form Service Evacuation Plan Fire Register Fire Drill Planner	Weekly Checklist a weekly checklist b weekly checklist c	√
1.12	Incident Reporting	Register Quarterly Incident Analysis Incident Feedback Form Body Chart	Agreement on Communication of Incidents	
1.13	Infection Control Policy Accessible Infection Control	Register	Infection Prevention Audit	√
1.14	Listening and Responding to People Accessible Listening and Responding Policy	Register		√
1.15	Manual Handling	Register Individual Handling Risk Assessment IndividualSupportPlanforHandling		
1.16	Medication Accessible Medication Policy	Register Self Admin Stock Control Form Protocol Non Psychotropic PRN Administering Medicines Swallowing Administering Medicines Covertly		√

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
		Homeopathic/Alternative Medication Medical Consent Form Medication Audit Medication Ordered/Received Fridge Temperature Medication Returned to Pharmacy		
1.17	Missing Person Procedure Accessible Missing Person Procedure	Register Missing Person Profile		√
1.18	Organisational Safety Statement	Register		√
1.19	Personal Intimate Care Accessible Personal Intimate Care Policy	Register Intimate Care Plan		√
1.20	Protected Disclosures of Information in the Workplace	Register Form on Protected Disclosure		
1.21a	Records Management Procedure Accessible Records Policy	Register FLM Quarterly Audit Release Records Form Consent to Access Information Notification of Changes to SUDB Accessible Forms DPO Audit FLM Annual Audit Simple guide to Word 2010	NASS Information Letter NASS Leaflet	√
1.21b	Data Protection Procedure	Register Main File Access Subject Access FOI Application		√

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
		Data Breach Form		
1.22a	Restrictive Practice	Register Protocol Chemical Behaviours of Concern Protocol Chemical Medical Appointment Protocol Physical Behaviours of Concern Protocol Physical Medical Appointment Guidance on Non Restrictive Use of Equipment Service Restrictive Practice Log		√
1.22b	Rights Accessible Rights Policy Accessible Advocacy Statement	Register Adult Rights Checklist Young Adults Rights Checklist Children Rights Checklist		
1.23	Risk Management for Individuals Using Services Accessible Risk Policy	Register PERSONAL RISK MANAGEMENT PLAN	Independent Living Risk Assessment Heat Stress Awareness	√
1.24	Regulations for Service Users' Monies Accessible Guidance	Register Property Register	Accessible Money Resource Financial Support Plan	√
1.25	Supervisory Support	Register SS Agreement SS Form Template		

Supporting Practice Procedures/Resources

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
2b.3/2020	Access to Training and Development for People using Services	Register		√
2a.17/2020	CCTV guidelines	Register		√
2a.16/2020	Driving for all Policy	Purchasing a new vehicle Register		
1.13/2020	Dysphagia Policy	Register FEDs Referral Form FEDs Induction Form FEDS Annual Review Form - Adults	FEDS Annual Review Form-Children	
2b.2/2020	Education for Children Policy			√
2b.4/2020	Empowering People through Work Accessible Empowering through work policy	Work Experience Insurance Ideal Employment Settings Job Analysis Employment Details Review Form		
2a.14/2020	End of Life Care	Register End of Life Plan Sample End of Life Template		√

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
1.15/2020	Epilepsy	Register Risk Management for Seizures Epilepsy Plan Seizure recording Neurology Appointment		
1.16/2020	Falls Risk Reduction Policy	Register Falls Screening Advanced Falls Falls Risk Reduction Plan		
1.5/2020	Food and Nutrition (Adults) and Children Accessible Food and Nutrition	Register Menu Planner Weight Monitoring Chart Record sheet fluids MUSTScreeningTool06.11.13 BMI Chart Things I like Food_Diary		v
1.1/2020	Individual Planning (Adults)	Register Whats Important to me One page profile Named Staff Report Formal Planning Meeting Annual Action Plan Progress Update Daily Log Monthly Log IP Layout Index	FLM Guidance Assessment of Need	

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
1.1/2020	Individual Planning (Autism)	Register Planning Booklet ARW Monthly Summary ARW Report		
1.1/2020	Individual Planning (Children's Respite)	Register Booklet Meeting Template Annual Plan Progress Update		
2a.5/2020	Information to Residents	Register		√
2a.13/2020	Loss and Bereavement Policy			
2a.15/2020	Managing and Reporting a Death in Service	Register Death in service report Review of death in service Death in service timeline		√
2a.18/2020	Organisation risk policy 2020b	Register Service Provision Risk Template – Direct Service Service Provision Risk Template – Individualised service	Interim Corporate Risk Register 2021 - Overview	√
1.18/2020	Peg Feeding	Register		
2.19/2020	Quality Assurance Statement			
2b.1/2020	Referrals, Admissions, Discharges, Transfers Policy	Register External Referral Form	RIPT Scoresheet RIPT Form	√

Code No.	Procedure Title/Accessible Format	Forms/Register	Resources	HIQA
		Internal Referral Form Social Work Referral Form Living Preference Tool A1 Admissions Form A2 Consent for Activities Form		
2b.5/2020	School Leavers Process			
2a.6/2020	Visitors Policy Accessible Visitors Policy	Register		v

Human Resources Procedures

<i>Code No.</i>	<i>Procedure Title/Accessible Format</i>	<i>Forms/Register</i>	<i>HIQA</i>
3a.26/2020	Adverse Weather Policy		
3a.23/2020	Attendance Management Policy and Procedure Quick Guide to Attendance Management	Register Return to Work Discussion Form	
3a.21/2020	Completion of Payroll Returns for all Employees (incl. Disturbed Sleep and Overtime)	Notification Form PAY01 Anti Social Book Sample Payment Sheet PAY03 Application form for Approval and Payment of Annual Leave	
3a.13/2020	Court Procedure		
3a.10/2020	Disciplinary Procedure		
3a.14/2020	Employee Assistance Programme		
3a.19/2020	Employment Following Retirement		
3a.3/2020	Garda Vetting Procedure	Register Vetting Form Parent/Guardian Consent	√
3a.9/2020	Grievance Procedure		

Code No.	Procedure Title/Accessible Format	Forms/Register	HIQA
3a.2/2020	Inclusive Recruitment Policy Accessible Recruitment Policy	Notification Form	
3a.5/2020	Induction Procedure	Induction Checklist Guidance on Accessing Basic Skills Training Online	
3a.30/2020	Information Technology		
3a.25/2020	Lone Workers Procedure		
3a.12/2020	Managing Investigations		
3a.28/2020	Probation Policy		
3a.1/2020	Recognised Qualification Procedure		
3a.16/2020	Replacement of Staff at Grades above Assistant Level		
3a.15/2020	Serious Assault Payment Scheme		
3a.22/2020	Sick Leave Policy	Self certification form Relief Staff Sick pay application	
3a.29/2020	Smoke Free Workplace		
3a.20/2020	Staff Attendance Record	Attendance Form	

Code No.	Procedure Title/Accessible Format	Forms/Register	HIQA
3a.7/2020	Staff Development Through Training 20.01.20	Register Enhancement Application Enhancement Evaluation Assurance Evaluation Enhancement Expenses Assurance Expenses Internal Training Record Bespoke Training Request Advanced Bespoke Request Guidance on Accessing Basic Skills Training	√
3a.24/2020	Time in Lieu	Time in lieu form - generic Time in lieu form - day/transport	
3a.32/2020	Volunteers	Guidance for Managers Safe Return to Volunteering Current Volunteers New Volunteers with WCA WCA Volunteer Declaration - Return to Volunteering form 2020 WCA Return-to-Volunteer-Induction-Meeting-COVID Volunteer Role Description Form Volunteer Application Form	
3a.31/2020	WCA Guidance for Implementing Trust in Care	Register	

Finance Procedures

Code	Policy	Forms/Register	
3b.9/2020	Budget Management Philosophy and Best Value		
3b.8/2020	Budget Process		
3b.3/2020	Capital Expenditure /Income Regulations		
3b.13/2020	Conflict of Interest Policy		
3b.11/2020	Internal Audit Procedure		
3b.10/2020	Maintenance Procedures		
3b.1/2020	Payroll Systems Regulations		
3b.5/2020	Petty Cash - Imprest Account Regulations	Petty Cash Form	Petty Cash Increase Request Form
3b.15/2020	Policy on Repayment		
3a.30/2020	Policy on the Use of Information Technology		
3b.14/2020	Post Opening Regulations		
3b.7/2020	Regulation for Income and Receipts		
3b.5/2020	Regulation for Purchasing, Goods Received and Invoice Processing	Credit Card Form	
3b.4/2020	Regulation for Tenders and Quotations		
3b.2/2020	Regulation for Travelling Expenses and Subsistence Allowance	Travel Claim Form Visual Map Schedule of Mileage	Petrol Rates for Out of County Training Locations HSE Mileage Rates
3b.12/2020	Statement of the System of Internal Financial Control		

APPENDIX 5 – Terms of Reference of Committees

<p>WESTERN CARE ASSOCIATION</p> <p>QUALITY, SAFETY AND RISK COMMITTEE</p> <p>TERMS OF REFERENCE</p>
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Reviewed: 5th May 2021

The role of the Committee is:

1. To secure assurance from the executive and senior management team on the implementation of the quality and safety programme and the application of appropriate governing structure and processes including monitored outcomes through quality indicators and outcome measures
2. To secure assurance from the executive and senior management team that the services are conforming with all regulatory and legal requirements to assure quality, safety and risk management.
3. To recommend to the Board a quality and safety programme, policies and processes that clearly articulate responsibility, authority and accountability for quality, safety and risk management across the services.
4. To act as advocates at both board and government level for quality and safety issues which cannot be resolved by the executive or senior management team.

Membership: This Committee should be considered a ‘standing Committee’ of the Board, however be subject to an annual review of its terms of reference and membership. Its membership should be between 8 and 10 people. Membership is open to non board members which are members of Western Care Association.

Currently comprising of 4 members as follows

Members:		Western Care Association staff supporting this Committee:	
Kieran McGloin	Chair/Board Member	Clare O’Dowd	Director of Operations
Angela Campbell	Board Member		
Mary Daly	Non Board Member		
Philip McKiernan	Non Board Member		

Communication to the Board: It was agreed to time committee meetings for the week before the Board Meeting where possible. Draft minutes will then be forwarded once approved by the Committee Chair to the Chair of the Board of Directors in time for the next Board meeting. These minutes will serve to inform the Board of committee activities.

WESTERN CARE ASSOCIATION
GOVERNANCE & COMPLIANCE SUB-COMMITTEE
TERMS OF REFERENCE

Reviewed: 7th September, 2021

The role of the Governance & Compliance Sub Committee is: advisory to the board

1. To evaluate the Board's performance and to ensure effective induction and orientation for new members.
2. To conduct an annual review of WCA's governance structures and processes.
3. Review relevant policies.
4. To oversee implementation of the Charities Governance Code.
5. To oversee compliance with relevant legislation.
6. To oversee compliance with the requirements of the HSE Service Agreement.
7. To oversee WCA's compliance with the HSE Annual Compliance Statement.
8. To advise the Board on other governance and compliance requirements as appropriate.
9. To assist the Board in its annual review of the effectiveness of WCA's system of internal control in terms of Governance & compliance.

WESTERN CARE ASSOCIATION

HR, REMUNERATION AND NOMINATIONS COMMITTEE

TERMS OF REFERENCE

Reviewed: 8th May 2020

Role of the Committee is:

1. To advise the Board with respect to policies and procedures relating to the management of staff and volunteers working within Western Care Association.
2. On behalf of the Board to liaise with the Chief Executive Officer and Director of Human Resources regarding amendments to appropriate policies and procedures for the working environment and development of staff and volunteers.
3. To advise on sources and methods for obtaining professional advice where and if necessary.
4. To make recommendations to the Board with respect to the recruitment and termination of employment of staff.
5. To recommend to the Board a nominee from the Board to act as Trustee of the Western Care Association Pension Scheme and to ensure compliance with employer obligations.
6. Where necessary to act as an appeals resource to the Chief Executive Officer and Director of Human Resources with respect to grievance and disciplinary procedures as set out in the Association's Disciplinary Procedure.
7. To review data provided by management on staffing and volunteers in the Association including, but not limited to staffing numbers and staffing profiles, turnover, staff training, absenteeism levels, industrial relations and human resources issues.
8. An element of the Committee work will also include remuneration – the Director of Human Resources will not be present at these discussions, but may be required to provide information as necessary.
9. To ensure the membership of the Board is in compliance with the Articles of Association and that vacancies are managed in a timely and appropriate manner.

This Committee should be considered a standing committee of the Board, but will be subject to an annual review of its terms of reference and membership.

It plans to have four meetings a year.

WESTERN CARE ASSOCIATION
FINANCE AND AUDIT COMMITTEE
TERMS OF REFERENCE

Reviewed: 16th January 2019

Membership

The Finance and Audit sub-committee shall consist of three nominated directors.

The Director of Finance will normally attend meetings to provide updates to the committee.

The committee will elect a Chairperson and a Vice-Chairperson.

Meetings

A meeting will not take place unless there are at least two directors present.

The committee will meet a minimum of six times per year.

Terms of reference

Budget & Financial Statements

To examine the annual revenue budget and recommend the adoption of the budget to the Board of Directors.

To review financial statements and monitor expenditure on a regular basis and to advise the Board of Directors on this.

To monitor cash flow and to consider funding requirements and to make recommendations to the board of Directors in relation to funding and cash management.

To consider new development proposals and make recommendations to the Board of Directors in this regard.

Capital

To monitor capital spending and report to the Board of Directors.

To consider capital development proposals and make recommendations to the Board of Directors for their consideration.

To examine tender documents where applicable and report to the Board of Directors.

To ensure that proper procedures have been followed in relation to all capital projects.

Audit

To consider and examine audited accounts and to make recommendations to the Board of Directors on their adoption.

To ensure the statutory audited accounts are produced in accordance with relevant Companies Acts.

To review financial regulations in place in the Association and to recommend changes as appropriate to the Board of Directors. These are reviewed every three years.

To review the adequacy of internal controls within the Association and report to the Board of Directors in relation to this.

To ensure that an internal audit function is in place and to advise on a programme for internal audit review.

Information Systems

Review the adequacy and effectiveness of information systems and report findings to the Board of Directors.

Fundraising

Provide an oversight on fundraising activities.

APPENDIX 6 – CONFIDENTIALITY AGREEMENT

Policy on Confidentiality for People Engaging with Western Care Association Committees

Confidentiality

Western Care Association has the privilege of access to substantial information and records about the lives of people and families and must at all times behave with integrity and sensitivity with regard to people's information. It is vitally important that all information in relation to the people who receive services from Western Care Association be considered confidential.

Confidentiality requires that at all times information and records are maintained securely and that information is safeguarded so that only people who need to access this information can do so. The sharing of information is done on the basis of respect and in order to be of service. In all instances where personal information is being accessed, the consent of the person or their family will be sought.

The requirements of confidentiality extend to all people involved in the organization, including volunteers, members of committees and those providing a service e.g. training, clinical services etc.

In order to ensure that information is accessed on a need to know basis only, every effort must be made to anonymise information where possible. The Chairperson of each committee will determine how best to do this in the light of the work of the committee.

Each person is personally responsible for maintaining confidentiality and therefore:

- Shall not discuss or disclose any information of a confidential nature except in the proper course of his/her role.
- Treat all information as confidential.

Breaches of confidentiality will not be tolerated and will be addressed by the Chief Executive Officer, as appropriate

I have read and understand the requirement to maintain confidentiality in my work with Western Care Association.

Name: _____

Signature: _____

Date: _____

APPENDIX 7 - Constitution of Western Care Association

(AWAITING APPROVAL OF AMENDMENTS BY CHARITIES REGULATOR – SEPTEMBER 2021)

COMPANIES ACT, 2014 (as amended)

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL.**

CONSTITUTION

OF

WESTERN CARE ASSOCIATION

(as adopted by Special Resolution on the 15th day of September 2021)

COMPANIES ACT, 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

WESTERN CARE ASSOCIATION

- 1) The name of the Company (hereinafter called 'the Association') is "WESTERN CARE ASSOCIATION."
- 2) The main object for which the Association is established is to:
 - a) To promote and provide person and family centred quality and responsive supports, services, training, education and general welfare of people with disabilities and/or autism, and their families, in their communities.
- 3) In furtherance of the main object the Association shall have the following powers:
 - a) To purchase, take on, lease or otherwise acquire (but only to such extent as may be permitted by law) and to make use of any lands, buildings, farms, gardens, workshops, machinery, equipment, vehicles, tools, chattels, and real and personal property of every description which may be considered by the Association to be necessary or desirable for the promotion of the Association's main object.
 - b) To construct, maintain, alter and improve any houses, buildings or works necessary or convenient for the purposes of the Association.
 - c) To sell, manage, lease, mortgage, let, dispose of or otherwise deal with all or any part of the property of the Association.
 - d) To borrow or raise money in such manner as the Association may think fit and to secure the repayment of same by mortgaging or charging all or any such hereditaments or tenements as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years.
 - e) To act as trustees of any property real or personal for any of these objects or for any other purpose that may seem conducive to the main object of the Association.

- f) To accept, seek, and collect grants, subscriptions and donations (whether real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage, invest and expend all moneys and property belonging to the Association.
- g) To employ and manage medical, clinical, surgical, psychological, therapeutic and pharmaceutical officers, physiotherapists, social workers, social care staff, nurses, and such other healthcare, professional, technical and general staff and attendants as may be required and considered necessary and appropriate for the purposes aforesaid and to provide and supply all such medical, surgical and pharmaceutical supplies, aids, appliances and equipment, and all such provisions and necessaries as may be required for the purposes aforesaid or any of them.
- h) To employ and manage teachers, instructors, care workers, managers and administrators and any other professional, technical or general staff as may be considered necessary and appropriate for the provision of all necessary or desirable or useful aids, appliances and equipment, machinery, goods, supplies, and materials for the provision of suitable educational, technical, vocational or physical training as may be required for the purposes aforesaid or any of them.
- i) To educate and train personnel as may be deemed expedient for the furtherance of the main object of the Association.
- j) To provide expert advice, courses of instruction, tuition, lectures, exhibitions and literature in relation to the above objects or any of them.
- k) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association as an employee, or to the wives, husbands, children or other dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Association; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association and to subscribe or guarantee money for charitable objects.
- l) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its main object.
- m) To enter into any agreement for co-operation or reciprocal concession with any governments or authorities (supreme, municipal, local or otherwise) corporate bodies, unincorporated associations or persons that may seem conducive to the attainment of the

Association's object or any of them, and to obtain from any such government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Association may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- n) To establish, promote, co-operate with, assist or subscribe to companies or associations formed for the purpose of promoting the main object of the Association or any similar objects.
 - o) To do all such other things as the Association may consider incidental or conducive to the attainment or advancement of the main object.
 - p) To appoint or promote the appointment of committees, the members of which shall receive no remuneration of any kind, consisting either wholly or partly of members of the Association or of other persons, to investigate, report and advise on any matter relating to the Association's objects PROVIDED that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restriction, or condition which if an object of the Association would make it a Trade Union.
- 4)** The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the main object of the Association as set forth in this Memorandum of Association. No portion of the Association's income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise, howsoever by way of profit to the members of the Association. No Director shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
- a) Reasonable and proper remuneration of any member, officer or servant of the Association (not being a Director) for any services rendered to the Association
 - b) Interest at a rate not exceeding 5% per annum on money lent
 - c) Reasonable or proper rent for premises demised or let by any member of the Association;
 - d) Reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Association
 - e) Fees, remuneration or other benefit in monies worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company
 - f) Nothing shall prevent any payment by the Association to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act 2009 (as for the time being amended, extended or replaced).
- 5)** No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have

been previously submitted to and approved by the appropriate Statutory Authority, the Charities Regulator and the Revenue Commissioners .

- 6) The liability of members is limited.
- 7) Every member of the Association undertakes to contribute to the assets of the Association in the event of same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of rights of the contributories among themselves, such amount as may be required not exceeding one euro.
- 8) If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having main objects similar to the main object of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable effect.
- 9) True accounts shall be kept of all moneys received and expended by the Association and the matters in respect of which such receipts and expenditure takes place of all sales and purchases of goods by the Association, and of the property, credits and liabilities of the Association. Once at least in every year such accounts, together with a balance sheet shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to inspection of the members. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

WE, the several persons whose names and addresses are subscribed wish to be formed into a company in pursuance of this Memorandum of Association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
--

Michael J. Egan, Castlebar, Solicitor

Patrick Doyle, Riverslade, Ballina, Civil Engineer

John J. Mellett, Castlebar, Civil Engineer

Joseph Mulrooney, Partry, Claremorris, National Teacher

Patrick J McEllin, Claremorris, Solicitor

Douglas Kelly, Swinford, Solicitor

Thomas Cummins, Westport, Catholic Priest.

J.V, Halpenny, Castlebar, Psychiatrist

Dated the 31st day of November, 1968.

Witness to the above signatures : -

Thomas C Fallon,

Saleen, Castlebar, Co. Mayo.

Secretary

COMPANIES ACT, 2014

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE

CAPITAL

ARTICLES OF ASSOCIATION

OF

WESTERN CARE ASSOCIATION

- 1) In these Articles, unless the context otherwise requires: -
- a) "The Act" means the Companies Act, 2014 - 2018 and every statutory modification or re-enactment thereof for the time being in force;
 - b) "The Association" means the above named Company, Western Care Association;
 - c) "The Board" means the Board of Directors for the time being elected in accordance with these articles.
 - d) "The Secretary" means any person for the time being appointed by the Board to perform the duties of the Secretary of the Association.
 - e) "The Office" means the registered office of the Association.
 - f) "The Seal" means the common seal of the Association.
 - g) "Statutory Authority" means the Health Service Executive (or as it may be named subject to any changes in legislation).
 - h) "Family Member" means the spouse, parent, grandparent, legal guardian, siblings, spouse of a sibling, child of a sibling, aunt, uncle, spouse of an aunt or uncle, or child of an aunt or uncle of a Service User and, for the avoidance of doubt, includes the equivalent step or foster family member.
 - i) "Service User" means a person in receipt of a service or supports from the Association.
 - j) "Friend" means any person who voluntarily gives of their time to the objects of the Association.
 - k) "Ireland" means the Republic of Ireland.
 - l) "Month" means calendar month"

m) "CEO" means Chief Executive Officer or most senior officer.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing the words in a visible form, which for the avoidance of doubt, shall include reproduction or representation electronically or in electronic form.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine and neuter genders.

Subject as aforesaid, words or expressions contained in the Article shall bear the same respective meaning as in the Act.

MEMBERSHIP

- 2) For the purpose of registration, the number of Members is stated to be unlimited.
- 3)
 - a) Any Group, Body, Company, Association or Federation whether incorporated or not that subscribes to the aims and objectives of the Association shall be eligible for election as a member of the Association.
 - b) Individuals may become members of the Association. Such individual members may be family members of Service Users, Friends and persons in volunteering roles with the Association and such others as are deemed to have shown their commitment to the values of the Association, subject to approval of the Board.
- 4) In cases of doubt the Board shall have full authority to decide whether any applicant is eligible for election to membership and the decision of the Board shall be binding and conclusive.
- 5) Every application for membership shall be in such form as the Board may from time to time prescribe.
- 6) At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board who may there upon determine upon the admission or rejection of the applicant, or may adjourn the application to a subsequent meeting.

CESSATION OF MEMBERSHIP

- 7)
 - a) If a member shall give notice in writing addressed to the CEO of the Association of his/her or its desire to cease to be a member, duly signed by such Member or by the Chairman or

Secretary of such Member, then at the expiration of one month from the receipt of such notice at the Office (unless such shall have in the meantime been withdrawn) such Member shall cease to be a member of the Association.

- b) The Board of Directors may by Special Resolution resolve that any Member shall cease to be a member and such Member shall cease on the passing of such resolution provided that he shall be given notice of the intended resolution and shall have been afforded an opportunity of giving orally or in writing to the Board any explanation or defence as he may think fit.
- c) A body corporate shall cease to be a member upon effective resolution being passed or an Order being made for its winding up or upon its dissolution (whichever event shall be the earlier); and an unincorporated body shall cease to be a member upon resolution being duly passed by its members, for its winding up or termination or upon its dissolution (whichever event shall be the earlier).
- d) Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions as set out in Article 60 of these Articles whether or not it is actually received by the member intended to be served with such notice.

LIST OF MEMBERS

- 8) The Secretary shall keep a List of Members of the Association which shall be brought up to date from time to time and the inclusion of a Member on the List of Members shall be sufficient evidence of membership.

REPRESENTATIVES

- 9)
 - a) Every member may from time to time in writing appoint, remove and replace a proxy or representative to exercise on his or its behalf all the rights conferred on such Member by these Articles of Association and to attend and speak for such Member and, in the case of a Member, to vote for such member at any General Meeting of the Association. A proxy or representative need not be a Member of the Association.
 - b) Any such appointment, removal or replacement shall be made by instrument in writing in such form and authenticated in such manner as the Board may from time to time determine and shall take effect on delivery of such instrument to the Secretary.

GENERAL MEETINGS

- 10) The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings of that year and shall specify the Meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General

Meeting of the Association and that of the next. Each Annual General Meeting shall be held at such time and place as the Board shall appoint.

- 11)** All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 12)** The Board may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by the Act.
- 13)** All general meetings of the Association shall be held inside or outside the State.
- 14)** If the Association holds its annual general meeting or any extraordinary general meeting outside of the State then, unless all of the members entitled to attend and vote at such meeting consent in writing to its being held outside of the State, the Association has the following duty:

that duty is to make, at the Association's expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.
- 15)** A meeting referred to in article 13 may be held in 2 or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
- 16)** Each member and proxy who participates in a general meeting by the use of electronic communications technology in accordance with article 15 shall be counted in the quorum for the meeting.
- 17)** The Association need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this section:
 - a) the Association may provide for participation in a general meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member, whether before or during the meeting.
 - b) The mechanism referred to in paragraph (a) hereof shall not require the member to be physically present at the general meeting or require the member to appoint a proxy who is to be physically present at the meeting.
 - c) The use of electronic communications technology pursuant to paragraph (a) may be made subject only to such requirements or restrictions put in place by the Association as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.
 - d) the Association shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place.

- e) If the Association provides for the use of electronic communications technology for participation in a general meeting by an attendee, the Association shall ensure, as far as practicable, that:
- i) such technology -
 - (1) provides for the security of any electronic communications by the attendee,
 - (2) minimises the risk of data corruption and unauthorised access, and
 - (3) provides certainty as to the source of the electronic communications,
 - ii) in the case of any failure or disruption of such technology, that failure or disruption is remedied as soon as practicable, and
 - iii) such technology enables the attendee to-
 - (1) hear what is said by the chairperson of the meeting and any person introduced by the chairperson, and
 - (2) speak and submit questions and comments during the meeting to the chairperson.
- f) Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.
- g) Unless such failure or disruption is attributable to any wilful act of the Association, the Association shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.
- h) In this section
- ‘attendee’, in relation to a general meeting of the Association, means—
- i) a member of the Association,
 - ii) a proxy of a member of the Association,
 - iii) an authorised person representing a body corporate
 - iv) the auditor
 - v) a person entitled to attend the meeting by virtue of provisions in the memorandum and articles of association of the Association or the terms of issue of debt securities issued by the Association
- ‘electronic communications technology’, in relation to a general meeting of the Association, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location;

'electronic platform', in relation to a general meeting of the Association, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communication;

'general meeting', in relation to the Association, means any of the following:

- i) an annual general meeting of the Association;
- ii) an extraordinary general meeting of the Association;

and includes a meeting referred to in paragraph (i) or (ii) that has been rescheduled.

NOTICE OF GENERAL MEETING

19) An Annual General Meeting and a meeting called to pass a Special Resolution shall be called by 21 days' notice and any other general meeting by 14 days' notice at the least, in writing. The notice in every case shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting, and, in case of special business, that general nature of the business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting to all Members and to the Auditors for the time being of the Association.

20)

- a) A General Meeting other than a meeting for the passing of a Special Resolution shall, notwithstanding that it is called by shorter notice than that herein before specified, be deemed to have duly called if it is so agreed by the Auditors and by all the members entitled to attend the vote thereat.
- b) A resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days notice has been given if it is so agreed by a majority in number of the members having the right to attend and vote at such meetings, being a majority together representing not less than ninety per cent of the voting rights at the Meeting of all the Members.
- c) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any member entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

21) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and the Statutory Auditors, the election of Directors in the place of those retiring, the re-appointment of the Statutory Auditors and, the fixing of the remuneration of the Auditors.

- 22)** No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided, a quorum shall consist of the representatives/proxies of no less than ten members.
- 23)** If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members then present in person or by representative or proxy shall be a quorum.
- 24)**
- a) The Chairman of the Board of the Directors of the Association, or failing him the Vice-Chairman shall preside as Chairman at every General Meeting. If neither of them shall be present within fifteen minutes after the time appointed for the meeting or shall be willing to preside, the Members present shall elect a Member of the Board to be Chairman of the Meeting.
 - b) If at any meeting no member of the Board is willing to act as Chairman or if no member of the Board is present within fifteen minutes after the time appointed for the meeting, the members present shall choose one of their number to be Chairman of the meeting.
- 25)** The chairman may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which ought to have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted to be at an adjourned meeting.
- 26)** At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote (who shall be, for the avoidance of doubt, members registered as such by the secretary of the Association, or their proxies who have been nominated in line with the process as set out by the Board of Directors) unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chairman (b) by the representatives or proxies of at least three Members. Unless a poll be so demanded a declaration by the chairman that a Resolution has on a show of hands being carried, or carried unanimously or by a particular majority, or lost and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour or against that Resolution. The demand for a poll may be withdrawn.
- 27)** If a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll, shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 28)** No poll shall be demanded or taken on the election of a Chairman of a meeting, or on any question of adjournment.

- 29)** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 30)** The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 31)** On a show of hands and on a poll every Member shall have one vote.
- 32)** Votes may be given by proxy or representative provided that the proxy or representative is nominated in line with the process as determined by the Board of Directors.
- 33)** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 34)** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any/every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

BOARD OF DIRECTORS

- 35)** The Board of Directors shall comprise of not less than 6 members and not more than 12 members made up of:
- a) Four members who are either Family Members or Friends, and none of whom shall be staff members, and who shall be elected at Annual General Meeting of the Association.
 - b) Eight nominated members shall be appointed by the Board based on a review of the skills of the board membership, the needs of the Association and the skills required for the effective functioning of the Board.
- 36)** All directors of the Board shall become members prior to taking a place as Director of the Association.
- 37)** The first Board shall at its meeting elect a Chairman and Vice Chairman.
- 38)** No Director shall sit on the Board for a period in excess of three terms in a lifetime (ie 9 years in total).
- 39)** The Chairman and Vice-Chairman shall hold office for a period of three years.

- 40)** The term of office of each Director shall be not more than three years. Any vacancy created in the number of members of the Board shall be filled upon notification of such a vacancy.
- 41)** A Director shall forthwith cease to be such a member:
- a) If he is adjudged Bankrupt in Ireland or in Northern Ireland or Great Britain, or he makes any arrangement or composition with his creditors generally.
 - b) If he becomes unable to fulfil his/her duties as a Director.
 - c) If he is absent from meetings of the Board for three successive months and the Board resolve that his office be vacated.
 - d) If he ceases to be a Director or is prohibited from being a Director by an Order made under any provisions of the Act.
 - e) If he resigns his office by notice in writing to the Secretary.
 - f) If he is convicted of an indictable offence unless the Directors determine otherwise on reasonable, justifiable grounds in the best interests of the Association and which grounds will be recorded in writing.
 - g) If he is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required under Section 231 of the 2014 Act.
- 42)** The Board shall manage the business of the Association and may exercise all such powers of the Association which are not required by the Act, or by the Articles of Association to be exercised by the Association in general meetings.
- 43)** The Board may meet as often as may be required and may regulate its meetings as it thinks fit. Matters arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote which he/she may use if he/she so chooses.
- 44)** The Board may from time to time delegate any of its powers to committees. The composition of committees shall be determined by the Board. The meeting and proceedings of the committee shall be governed by the provisions regulating the meetings and proceedings of the Board.
- 45)** The Board shall appoint, not necessarily from amongst its members, a secretary to record decisions made by the Board. The Recording Secretary shall be appointed by the Board annually.
- 46)** The Board may appoint staff of the Association as they think fit from time to time, affix their remuneration and determine their respective duties and tenure of their office.

VOTING ON CONTRACTS

47) A Director shall declare if he has an interest in and may not vote in respect of any contract in which he is interested or any matter arising thereout.

BORROWING POWERS

48) The Board may exercise all the powers of the Association to borrow money or to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party

49) The Board shall maintain minutes of:

- a) All appointments of members of the Board and of officers of the Association.
- b) The names of the members of the Board present at each meeting.
- c) All resolutions and proceedings of the Association and of the Board and of Committee of the Board.

QUORUM

50) THE QUORUM necessary for the transaction of the business of the Board may be fixed by it and unless so fixed shall be no less than 6 members, one of whom must be Chairman or Vice-Chairman. If the Chairman or Vice-Chairman is not present, the Directors of the Board who are present at the meeting may agree that one of them may act as Chairman for that meeting.

THE COMPANY SECRETARY

51) The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

52) A provision of the Act of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE COMPANY SEAL

53) The seal shall be used only by the authority of the Directors or of a Committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

54) The Directors shall cause proper books of accounts to be kept relating to; (a) all sums of money received and expended by the Company and the matters in respect which the receipt and expenditure takes place; (b) all sales and purchases of goods by the Company; and (c) assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

- 55)** The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall be at all reasonable times open to the inspection of the Directors.
- 56)** The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right or inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
- 57)** The Directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.
- 58)** A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors report and Auditors report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.
- 59)** Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

- 60)** A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or electronic address has been provided by the member, such notice may be given by the Association to such electronic address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
- 61)** Notice of every general meeting shall be given in any manner hereinbefore authorised to; (a) every member (b) every person being a personal representative or the Official Assignee in bankruptcy would be entitled to receive notice of the meeting; and (c) the Auditor for the time being of the Company. No other person shall be entitled to receive notices of general meetings.

WRITTEN RESOLUTIONS AND TELEPHONIC MEETINGS OF DIRECTORS

- 62)** A resolution in writing signed by all the Directors of the Association and who are for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
- 63)** A resolution referred to in Article 62 may be signed by electronic signature, advanced electronic signature or otherwise as approved by Directors.

64) Subject to Article 65, where one or more of the Directors (other than a majority of them) would not, by reason of:

- a) The Act or any other enactment;
- b) The Company's Constitution; or
- c) A rule of law;

be permitted to vote on a resolution such as is referred to in Article 62, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in Article 62, shall be valid for the purposes of that subsection if the resolution is signed by those of the Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.

65) In a case falling within Article 64, the resolution shall state the name of each Director who did not sign it and the basis on which he did not sign it.

66) For the avoidance of doubt, in the case of an equality of votes, the director who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting will have a second or casting vote which that director can exercise if he so chooses.

67) The resolution referred to in Article 62 may consist of several documents in like form each signed by one or more directors and for all purposes shall take effect from the time that it is signed by the last director.

68) Meetings of Directors by Conference:

- a) A meeting of the Directors or a committee of them may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communications) to speak to each of the others and to be heard by each of the others; and
- b) A director or member of a committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
- c) Such a meeting shall be deemed to take place:
 - i) Where the largest group of those participating in the conference is assembled;
 - ii) If there is no such group, where the chairperson of the meeting then is;
 - iii) If neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.
 - iv) The application of section 161 of the Act shall be modified accordingly.