



CAMPBILL COMMUNITIES OF IRELAND
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Governance Framework for Camphill Communities of Ireland

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MISSION & VALUES

CCOI works to create sustainable Communities where adults of all abilities, many with special needs can live, learn and work with others in healthy social relationships based on mutual care and respect. In Ireland, our 16 Camphill Communities (CCs), many of which provide a home for both people with special needs and volunteers, and some of which centre around the provision of innovative day programmes.

CCs are inspired by Christian ideals and the impulse of community building, as articulated by Rudolf Steiner. To bring these values to life, members of the Communities share responsibility for the tasks and cultural activities of day-to-day life.

OUR VISION

Camphill envisages a society where every person can enjoy full citizenship of the world based on their unique contribution as social equals.

OUR MISSION

Camphill creates mutually supportive environments that support people to live the life they wish and fill their potential by nurturing community social bonds, providing safe places to live and opportunities for people to find meaning and belonging.

1 PREFACE

It is acknowledged by the current Board of Directors of Camphill Communities of Ireland, Regd. No. 35672, that the existing Memorandum of Association and Articles of Association must be aligned with the proposed frameworks described in this document. It is their intent to complete this alignment in 2020/21.

2 INTRODUCTION

Camphill Communities of Ireland (CCoI) is a company limited by guarantee and is principally regulated by the Charity Regulator Ireland, the Companies Acts and the Data Protection Act and Charities Act 2009. CCoI Board of Directors (“the Board”) is ultimately responsible for CCoI’s compliance with all applicable legal and regulatory requirements. A comprehensive list of these legal & regulatory compliance requirements is provided in Appendix 1.

The conduct of the Board is governed by Camphill Communities of Ireland Constitution.

This Governance Framework document provides further guidance about the conduct of CCOI within the legal and regulatory requirements. This Governance Framework is kept under review and updated annually to reflect changes in law.

The Framework will be kept under review and updated annually to reflect changes in law.

This Governance Framework documents the legal and obligations of the charity Directors as well as the processes that the charity has to meet good governance standards such as those set out in the Code of Practice for Government for State Bodies, The Charities Governance Code and The Housing Agency Governance Code.

The responsibilities of a Board are founded upon the overarching principles of good governance of which there are six. Specifically, the Board of Directors is expected to: provide leadership to the organisation, exercise control, be transparent in its dealing, be accountable to its members and funders. Directors are also expected to work effectively with each other and to behave with integrity and enhancing charitable purpose.



3 THE ROLE OF THE BOARD

3.1. The role of the Board includes:

- 3.1.1. Ensuring that CCol’s charitable purposes are clearly established and regularly reviewed, that strategies are in place for them to be delivered effectively and sustainably, and that the charity’s impact is regularly measured and evaluated.
- 3.1.2. Providing effective strategic leadership in line with the charity’s purposes, mission and values.
- 3.1.3. Ensuring that the voice of CCol’s key stakeholders, including community residents with support needs and their families, volunteers and donors, and employees, is heard and their advice listened to and learned from.
- 3.1.4. Ensuring there are proper arrangements for the appointment of the Chief Executive Officer (“CEO”), setting the terms of the CEO’s employment contract and objectives, evaluating the CEO’s performance and where necessary terminating the CEO’s employment.
- 3.1.5. Ensuring that the relationship between the Board and the CEO and Senior Management Team (“SMT”) balances support, scrutiny and challenge and that the conditions are created in which staff and volunteers are confident and enabled to provide the information, advice and feedback necessary to the Board.
- 3.1.6. Ensuring the effectiveness and efficiency of the Board by appointing a Chair, managing succession, and recruiting Directors with the necessary skillsets.
- 3.1.7. Ensuring the organisation upholds principles of equality and diversity in every activity and that there are plans in place to achieve the Board’s diversity objectives.
- 3.1.8. Ensuring that CCOI adheres to the highest standards of ethical and corporate behaviour and that the charity’s reputation is safeguarded and promoted, having regard to legal and non-binding rules and best practice.
- 3.1.9. Ensuring that decision-making processes are informed, rigorous and timely with an appropriate and effective delegation, control and risk management framework in place.
- 3.1.10. Achieving effective delegation by:
 - the regular review and approval of what matters are reserved for the Board and which can be delegated to the CEO and SMT
 - ensuring that Board Committees have suitable Terms of Reference and membership
 - reviewing all key policies regularly, including the policy around any use of third party suppliers and services
- 3.1.11. Ensuring the effective management and monitoring the performance of CCol by:
 - ensuring that operational plans and budgets are set in line with CCol’s purposes and strategic goals
 - agreeing with the CEO and SMT the information needed to assess delivery against agreed plans and timescales and reviewing on a timely basis
 - scrutinising and supporting CEO and SMT performance and operational performance under that consistent framework
 - committing to the open communication of CCol’s performance including the annual publication of an Impact Report
- 3.1.12. Actively managing and mitigating the risks of CCol by:
 - ensuring an understanding and regular review of CCol’s individual significant risks and their cumulative effect
 - regularly reviewing the level of risk CCol is prepared to tolerate, maintaining an appropriate balance between prudence and over caution
 - ensuring adequate processes for identifying, prioritising and managing risks including CCol’s system of internal controls
 - describing CCol’s approach to risk in its Annual Report

- 3.1.13. Agreeing and overseeing the process for appointing and reviewing external auditors and examiners.
 - 3.1.14. Ensuring that the charity is open in its work (unless there is a good reason not to be transparent and accountable).
 - 3.1.15. Establishing policies for strengthening the performance of CCol including ensuring that management is proactively seeking to build the organisation through innovation and technology while maintaining the highest standards of service quality and delivery.
 - 3.1.16. Ensuring that CCol's resources (including financial assets) are managed responsibly and used only to support or carry out its purposes; that CCol is able to meet its debts and other obligations when they fall due; and that CCol financial statements are true and fair and conform with the law.
 - 3.1.17. Determining how it will set the culture of the organisation, leading by example and ensuring that individuals representing the organisation in any capacity do so in a way that positively reflects the values of Camphill.
- 3.2. The Board has responsibility for the overall strategic direction of CCol, in line with its mission and objectives, and in accordance with its legal and regulatory constraints, and for setting of the key objectives for achieving those aims. This overall policy framework and set of objectives is primarily contained within:
- 3.2.1. A rolling 3-year Strategic, Operational and Financial business plan ("Strategic Plan") for CCol derived annually from the Board's current Strategic Plan by the CEO for adoption by the Board.
 - 3.2.2. An annual budget plan ("Budget"), drafted from the current Strategic Plan by the CEO and SMT for adoption by the Board at a suitable interval before the start of each financial year in order to ensure (i) that the charity's aims, strategies, objectives (targets) and longer-term projections remain relevant to the contemporary operating conditions and (ii) to act as the primary benchmark against which CCol's performance can be effectively monitored.
 - 3.2.3. A half yearly reforecast drafted by the CEO for adoption by the Board in light of developments during the year.
- 3.3. In addition to Board and other meetings, the principal means whereby the Board monitors performance against the above framework is by a Monthly Management Report ("MMR") circulated to the Board as soon as practicable following the end of the relevant month. Amongst other things, the MMR reports on monthly progress against the year's Budget and comments on any major variances in outturn figures and their implications for future performance - mainly by reference to agreed Key Performance Indicators ("KPIs") relating to fundraising and financial performance. Within the above overall strategic and financial framework it sets out, the Board has delegated responsibility for day-to-day operation and administration of CCol to the CEO. The Board is responsible for periodically reviewing this overall policy framework and the appropriateness of the MMR and KPI's. The CEO is responsible for drawing to the attention of the Board any perceived need to update the framework from time-to-time.
- 3.3.1. The Board is committed to regular evaluation of the effectiveness and efficiency of its work and carries out an annual review thereof, including, every three years, assessing the requirement to engage an independent outside agency to undertake the evaluation.

4 COMPANY LAW AND CHARITIES ACT OBLIGATIONS

In addition to the duties listed in section three, the Companies Act 2014 and Charities Act 2009 brings additional obligations on Directors of Camphill Communities of Ireland.



4.1 Legal Duties of the Camphill Communities Directors

The Companies Act 2014 sets out a number of legally binding obligations. Directors should ensure that the company:

- Maintains proper accounts
- Keeps minutes of all meetings
- Maintains both a register of directors and a register of members
- Holds an Annual General Meeting (and circulate a draft agenda to the members in good time along with other relevant documents, including the financial statements, the directors' report, and any auditor's report)
- Makes an Annual Return to the Companies Registration Office (CRO)
- Submits audited accounts with the Annual Return
- Informs the CRO of any changes in the directors, company secretary, auditors or the registered office
- Notifies the Companies Office of any changes to the Constitution (Memorandum and Articles of Association)
- Notifies the Companies Office of any Special Resolutions
- Has a minimum of two directors at all times to comply with company law.
- As a registered charity (and possessing a CHY number), the company must have a minimum of three Directors at all times to comply with the requirements of the Revenue Commissioners and Charities Regulatory Authority. It must ensure that it can achieve a quorum when holding board meetings as per the company constitution.

Furthermore, Charities must comply with the requirements of the Charities Regulatory Authority and adhere to The Charities Act 2009.

4.2 Charity Acts obligations lists the Duties of Directors

Directors are trustees of the company's assets. Their legal duties require that:

- Directors must act honestly, responsibly, in good faith and in the company's interest
- Directors must act in line with the company's constitution and the law
- Directors must not profit from being a director and must account for any profit secretly obtained
- Directors must act with due care, skill and diligence and not use their powers for personal gain.

There are eight legal duties that the company directors must abide by to comply with The Company Act 2014. These duties are listed on the Company Director Declaration of Undertaking (Appendix 2)

4.3 Personal Liability of Directors / Board Members

Directors and Officers liability insurance is held by CCoI, and this affords protection so long as good faith and due diligence is shown.

5 BOARD STRUCTURE, COMPOSITION AND TERMS

The Articles provide for seven members (directors) of the board and can be increased to a maximum of nine members (directors). Three members present in person will be a quorum. Each member carries one vote.

The composition of the Board will reflect the duties and responsibilities it has to discharge and perform in the interest of the stakeholders, in setting CCoI strategy and seeing it is implemented. The Board will appoint a Chair to act as 'first among equals' and whose role is explained in section 5 below. Directors will not be related and be independent of each other.



Directors take collective responsibility for the decisions of the Board. The Board recognises, respects, and welcomes diverse, different and, at times, conflicting Directors' views. The Board is committed not to be unduly influenced by those who may have special interests, so that it collectively is independent in its decision making on behalf of CCoI and its stakeholders.

5.1 Board Rotation and Succession Planning

Directors will ensure that the collective skills and experience of Board members is sufficient to enable the directors to consistently discharge their responsibilities under company law.

Camphill Communities of Ireland Nominations Committee leads the process for appointments of Directors to its Board, the committee ensures plans are in place for orderly succession to both the board and senior management positions and oversee the development of a diverse pipeline for succession.

The Board undertakes to:

- Rotate board members in compliance with the company's Constitution.
- Use a fair and equitable process for recruiting new directors when board vacancies arise
- Provide each new director with board induction training upon appointment or co-option to the Board
- Rotate the board officer roles to ensure that an officer does not hold any one officer role for a period longer than specified in the company's Constitution
- Appoint a Vice-Chairperson in the year preceding the final term of the current Chairperson
- Conduct an evaluation of board performance on an annual basis

Generally, the qualifications for Board membership are:

- A commitment to the mission of CCoI and a willingness to provide leadership to help CCoI deliver its purposes most effectively for the public benefit
- A commitment to the values of CCoI
- An understanding of their roles and legal responsibilities as Directors
- A commitment to good governance and a desire to contribute to CCoI's continued improvement
- A willingness to challenge, and be challenged, in a constructive way
- An ability to work cooperatively with others; a willingness to take time to understand each other's motivations and to build trust within the Board
- The ability, experience and intelligence to make effective business decisions and recommendations
- A talent for contributing to creation of added value and an ability to see the wider picture
- High ethical standards and sound practical sense

5.2 Pre- Appointment to Board Membership

In line with Camphill Communities Human Resource Recruitment procedures, a HR Staff member will contact all future Board Members prior to their appointment in order to conduct the following pre appointment task's

- Obtain a copy of his/her updated Curriculum Vitae
- Names, contact numbers and email addresses of 3 referees
- A completed garda vetting form and provide **any 2** of the following forms of ID to process garda vetting:
 - Passport
 - Drivers License
 - Birthcert
 - Irish Public Service Card
 - National ID Card EU/EA Swiss Citizens
- Complete the following mandatory training on HSE Land, and return the certificates:
 - An Introduction to Children First -
 - Safeguarding Induction Training -



- Sign and return the Legal Duties of Company Directors and Company Secretaries
- Sign and return the Confidentiality Agreement
- Sign and return the Code of Conduct
- Provide a photo and Bio for the CCoI Website

5.3 Formal Letter of Appointment

Upon the completion of the pre appointment HR tasks, a formal standard letter of appointment will be issued by post or email to new Board members as authorised by the Chairperson. The letter of appointment should include the following:

- The Term of the Appointment
- The Time Commitment involved for Board Meetings (approx. 3 hours per Board meeting)
- Any potential conflict of Interest.
- Confidentiality
- Reimbursement of Reasonable expenses
- The requirement to join Board subcommittee groups
- The time commitment involved for Board sub- committee groups (approx. 3 hours per meeting)
- The evaluation of Board Effectiveness

The letter is to be provided to the Secretary of the Board of Directors for record.

5.4 Orientation Meeting

On the appointment of new Board members, the Chairperson CEO and or Senior management should meet with the new board member prior to the first board meeting. The board induction process will provide the new director with a clear sense of the organisation. The new director should also receive a copy of the organisational chart, which sets out the reporting relationships for members of staff together with an Induction pack.

5.5 Board Members Induction Pack

Included in the Induction pack are copies of other relevant documents, such as:

- Strategic Plan/ Annual Business Plan
- Company Constitution
- Policy documents finance, Health and Safety, Employee Handbook.
- Contact Details for fellow Board and sub -committee members
- Duties of the CEO/ most Senior Managers and org chart
- Financial Statements
- Annual Report
- Minutes for the last three board meetings
- The Governance Handbook
- Ways of Being – 2009 – provides information on Camphill values and ethos (requires updating)
- Current performance improvement plans
- Framework for Governance

5.6 Resignation and Re- Election Process for Board Members

The Constitution provides for a maximum term for Director of 9 years. In practice, unless special circumstances exist, the Board considers that it is appropriate for Directors to serve a maximum of six years consisting of two consecutive 3 year terms.



After their initial 3 year term, the Director will resign and, if they so desire, offer themselves for re-election for a further three, year term. Re-election will require the unanimous support of other Directors.

If a Director, wishes to resign from their position within their appointed term, they are required, other than in exceptional circumstances, to give no less than 3 months' notice

6 ROLE OF AND EXPECTATIONS OF DIRECTORS

Directors must be independent, maintain their independence and tell the Board if they feel beholden to any interest. Directors are expected always to demonstrate high standards of probity and to ensure that CCoI operates responsibly and ethically, in line with its own values and those of the wider voluntary sector and public perception. The Board is aware of the importance of the public's confidence and trust in charities, and Directors undertake their duties accordingly.

To meet their fiduciary duty to CCoI, individual Directors are responsible for understanding their financial, legal, ethical and constitutional obligations and should take appropriate steps to receive adequate induction and training to ensure they have such an understanding.

In general, Directors Individual responsibilities include:

- Due Diligence and support the organisation
- Ensure CCoI is carrying out its purposes for the benefit of the residents and day service users
- Comply with the CCoI Articles, this Governance Handbook, and the law
- Act in the best interests of CCoI
- Manage the resources of CCoI responsibly
- Act with reasonable care and skill
- Ensure the charity is accountable

As a member of the Board, each Director will be expected to:

- Understand, embrace and support the mission, and purpose of CCoI
- Embrace the values and behaviours of CCoI and set aside their own personal values
- Complete the training and orientation required of Board members
- Devote sufficient time to CCoI so that they carry out their responsibilities effectively. This includes:
 - using reasonable efforts to attend all CCoI Board meetings and other relevant meetings and, in any event, attend at least 75% of Board Meetings unless special circumstances apply
 - serve on a minimum of one Board committee.
 - coming to Board and other meetings well prepared about the issues on the agenda and having read relevant papers
- Participating in discussions using their experience and influence constructively and collaboratively, giving due consideration and respect to others' viewpoints, whilst maintaining independence
- Making constructive suggestions, be prepared to challenge assumptions, ask probing questions and seek relevant answers
- Accepting shared accountability for Board commitments and decisions
- Lend talents or expertise to CCoI as otherwise reasonably needed. Seek to exercise good judgment, act with integrity, and respect confidentiality at all times
- Act as ambassadors for the organisation, representing CCoI to individuals, the public and other organisations
- Look for opportunities to bring their relevant network to the organisation, in furtherance of CCoI's objectives
- Contribute to the organisation through participating in fundraising, supporting events, and/or volunteering



- Exercise any other specific responsibilities delegated by the Board in good faith and to the best of their abilities.

Unless special circumstances apply, Directors (other than the Chair) will normally be expected to serve on a maximum of one Board committee and one advisory group.

Directors are primarily responsible for monitoring their own continued eligibility to act as a Director and their ability to carry out their responsibilities diligently and effectively. Director performance will also be monitored by the Chair and by the Nomination and Remuneration Committee.

7 CHAIR OF THE BOARD

The Chair, working with the Board, accepts responsibility for leading the governance of the organisation and ensuring its effectiveness.

The Chair is a Director elected by the Board who shares its collective responsibility and authority and in normal circumstances has no additional authority.

In exceptional circumstances, e.g. in relation to unforeseen urgent situations and emergencies, the Chair has delegated authority from the Board to take decisions on behalf of the Board between Board meetings. In these circumstances, the Chair will always consult with as many of the Directors as practicable, and if impractical, ensure that they are fully informed about the action and the reasons for it immediately thereafter. Any decisions made in this manner will be formally discussed and, as appropriate, ratified at the next Board Meeting.

In addition to their normal responsibilities as a Director, the Chair is responsible for:

- Helping plan and run Board meetings
- Taking the lead in ensuring that meetings are properly run and recorded
- Taking the lead in ensuring that Directors comply with their duties and CCoI is well governed
- Acting, alongside the CEO, as the primary spokesperson for CCoI
- The management & development of the CEO

On behalf of the Board, the Chair acts as the reporting line manager for the CEO and is expected to meet with the CEO for briefing at suitable intervals between Board meetings.

The Chair is expected to develop additional familiarity with the affairs of CCoI to build a positive and constructive relationship with the CEO and SMT.

The Chair has the right to serve on all formal Board committees but will not act as chair on any.

The term of the Chair will be the same as their Director term. The Chair is responsible for monitoring their continued ability to carry out their responsibilities diligently and effectively. Chair performance will also be monitored by the Directors and by the Nomination and Remuneration Committee (for which purposes the Chair will excuse themselves from any relevant discussion).

8 ROLE OF THE CEO AND DELEGATED AUTHORITY

The CEO is the senior executive of CCoI, appointed by the Board, and is accountable to the Board through the Chair. The CEO is accountable for the performance of CCoI's paid staff and volunteer workforce and is

ultimately responsible to the Board for the day-to-day leadership, operation and administration of all aspects of CCol's organisation.

The appointment, dismissal, and remuneration of the CEO are matters requiring Board approval. The Board has delegated to the Chair, acting as the CEO's direct line manager, and the Nominations and Remuneration Committee, the functional responsibility for the CEO's recruitment process, supervision, and appraisal.

For the efficient and effective management and proper operation of the charity, the CEO delegates at their discretion a number of their responsibilities to the SMT and other employees. This further delegation of responsibilities does not release the Chief Executive from overall responsibility to the Board.

Within the overall strategic and financial framework it sets (as set out in section "Role of the Board" above), the Board has delegated day-to-day responsibility for operation and administration of CCol to the CEO to manage the charity's activities for optimal performance; including the proper day-to-day use of the operational, budgetary, property, staffing and other resources of CCol.

A number of matters, principally major decisions relating to the variation of key objectives, strategy and leadership of CCOI, or decisions on matters which lie outside the agreed Strategic Plan or Budget are reserved for the approval of the Board. These matters are set out in full in Appendix 3.

The Board is responsible for periodically reviewing the appropriateness of the matters reserved for the Board. The CEO is responsible for drawing to the attention of the Board any perceived need to update the framework from time-to-time.

9 BOARD PROCESS

9.1 Board Meetings

Meetings of the CCol Board, including the Annual General Meeting, are convened and conducted in accordance with the Articles of Association (* see Preface).

The Board meets at a minimum six times each year as well as holding at least one Strategy 'away day'. Further meetings may be required to be scheduled to accommodate areas that require urgent consideration or further deliberation.

The time commitment involved for attendance at Board Meetings should be approximately 3 hours monthly.

9.2 Board Minutes

Minutes of the Board will record all formal resolutions and matters required by law.

Minutes will record accurately and concisely decisions and matters resolved by the Board.

Minutes will be prepared promptly after each meeting by the Committee Secretary (or the Secretary's assistant) and circulated to each Board member after initial review by the Chair and CEO.

9.3 Board Cycle & Calendar

The CEO, in conjunction with the Chair, will submit to the Board for approval and adoption a two-year annual forward calendar showing:

- Dates of Board meetings
- Dates of Board meetings at which additional time on other matters will be discussed including:
 - Annual accounts and audit
 - Risk management
 - Strategic Plan
 - Budget and forecasts
 - Items required for consideration from all sub-committees and advisory groups
 - Standing items required to adhere to Governance
 - Other matters that impact on the strategic direction of CCoI

9.4 Board Papers

The CEO in conjunction with the Board will agree on a standard format of presentation of Board papers.

Board papers will be distributed to Directors no later than three working days prior to the meeting (other than where an extraordinary meeting of the Board has been called to address a matter of urgency).

10 BOARD EFFECTIVENESS

The Board of Directors should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties as Directors need to be able to allocate sufficient time to discharge their responsibilities effectively.

The Board of Directors should undertake an annual self-assessment evaluation of its own performance and that of its committees. The evaluation process should consider the balance of skills, experience, independence and knowledge of the Institute on the Governing Body, its diversity, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness. The Chairperson should act on the results of the performance evaluation by addressing any weaknesses identified through the Governing Body self-assessment evaluation.

11 CODES OF CONDUCT, ETHICS AND CONFLICTS OF INTEREST OF BOARD MEMBERS

The Board of Camphill Communities of Ireland places the utmost importance on its reputation for behaving ethically, fairly ensuring continued integrity and transparency, and to avoid reputational damage, the Board should ensure that appropriate policies are in place so that Board members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived.

These policies should ensure that any potential or actual conflicts of interest arising in the case of decision making are avoided.

12 CODE OF CONDUCT

The Board of Camphill Communities of Ireland have Codes of Conduct for both their Directors and employees. A copy of which should be made available to all Directors and Employees for their retention. Employees and directors should embrace such matters as a duty to Camphill and its principles for addressing conflict of interest, acceptance of gifts and honesty in dealings. CCol have developed this Code of Conduct taking into account CCOI Ethics and the Protected Disclosures Act 2014 (appendix 4) A copy of the Code will be available upon request and be placed on CCol website.

13 DISCLOSURE OF INTERESTS:

On appointment and annually thereafter, each member of the Board should declare to the Secretary any conflict of Interest or loyalties they might have in line with the code of conduct and conflict of interests Policy. In addition of this, Board members are required when dealing with official CCol business falls to be to declare any interest or loyalty in a matter to which the business relates.

If a Board member has a doubt as to whether an interest should be disclosed, he/she should consult with the Chairperson of the Board and/or the Company Secretary.

A Confidential Register of interests disclosed under this Conflict of Interest Policy will be maintained by the Secretary of the Board in a special confidential register. Access to the register is restricted to the Chairperson, the Secretary of the Board, and the CEO.

14 BOARD COMMITTEES

The Board establishes such Board Committees as it considers necessary from time to time, to provide advice, manage process, and deliver more detailed scrutiny of certain areas than is feasible in the Board's programme.

Board Committees are non-executive except where defined tasks or authority are assigned. Meetings are scheduled so they can report to the Board in good time for its Board meetings; if no meetings have taken place this is also reported. Deliberations are recorded in the same concise format as the Board's minutes.

The remit, responsibilities and operation of Board Committees are governed by their respective terms of reference which are set out in Appendix 4 of this document and are also published on CCol's website. The Board periodically reviews these terms of reference to ensure their continued relevance.

14.1 Operating Principles of all Board Committees

14.1.1 Membership of Board Committees:

- a. All Board Committees shall be appointed by the Board
- b. All Board Committees will include a minimum of 2 Board Directors and other individuals with relevant expertise from internal and external resources.
- c. There will be a maximum number of 4 people on any Board committee and not less than 3
- d. Any member so appointed shall hold office until the next Annual General Meeting of the Company. Unless otherwise agreed, a director's appointment to a Board Committee will run concurrently with his or her term of office as a director of CCol. A director's appointment to a Board Committee shall automatically terminate when he or she ceases to be a director of CCol
- e. All Board Committees will be reviewed, and membership agreed at the AGM
- f. A quorum shall be any two members of which one must be a Board Director.



14.1.2 Chairperson of Board committees:

The Chairperson will be a Board Director who will be appointed by the Chairperson of the Board. The Chairperson of the Board may sit on any Subcommittee but cannot chair Board committees.

14.1.3 Attendance at meetings:

- a. The Chief Executive Officer, Service managers, Community Members with Support Needs and external advisers may be invited to attend all or part of meetings
- b. Other Board members shall also have the right of attendance.

14.1.4 Conflict of Interest:

The process for recording declarations of conflicts of interest for Committee should be the same used at Board level. Each member of the Committee should take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Audit and Risk Committee meetings.

14.1.5 Administration duties:

- a. The administrative duties of all committees is the responsibility of the Company Secretary
- b. The Company Secretary may delegate the administrative function (minute taking, scheduling) of the Committee to a member of the Committee and referred to as the committee secretary.
- c. The Company Secretary retains oversight of all Board committees.

14.1.6 Frequency of meetings

The Frequency of meetings shall be determined by the Chairperson of the relevant committee however no committee shall hold less than two meetings annually.

14.1.7 Notice of meetings

- a. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairperson.
- b. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and matters for decision, shall be forwarded to each committee member and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee and to other attendees as appropriate, at the same time.
- c. These meetings can be held via video conferencing.

14.1.8 Minutes of meetings

- a) The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and those who sent apologies for non-attendance.
- b) Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes will be circulated for the next Board meeting with the Board pack.
- c) In exceptional circumstances, the Chairperson of the Committee may form an opinion that it is inappropriate to circulate the minutes of the meeting to the Board. With the agreement of the Chairperson of the Board, the minutes may be withheld.
- d) The chairperson of the Committee has the option to circulate redacted minutes to other members of the board

14.1.9 Voting

Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality in votes the Chairperson of the meeting shall have a second or casting vote.

14.1.10 Resolutions in writing

A resolution in writing signed by all the members shall be deemed as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be self-contained or may consist of several documents all in like form.

14.1.11 Reporting Responsibilities

- a) The committee chairperson shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities
- b) The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

14.1.12 Other matters

- a) The committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required
- b) The committee will be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members
- c) The committee may arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval

14.1.13 Authority

The committee is authorised by the board to obtain, subject to budget submission and written approval by the Board, external legal or other professional advice on any matters within its terms of reference

The current (proposed) Board Committees are as follows:

1. Audit and Finance Committee
2. Nominations, Remuneration & Governance
3. Quality and Safety Committee
4. Risk and Compliance Committee
5. Environmental, Sustainability and Asset Management Committee

14.2 Overview of functions of committees

14.2.1 Audit & Finance Committee

Purpose

The Finance and Audit Committee (A&F) shall undertake and be responsible for monitoring the performance of the CCoI across a range of financial and non- financial KPIs in line with agreed strategy in order to provide assurance and oversight to the board:

This will include:

- a. Monitoring financial performance against Budget
- b. Reviewing unbudgeted proposed expenditure
- c. Reviewing balance sheet items, liquidity and financial investments
- d. Reviewing internal controls and financial risk management systems
- e. Monitoring whistleblowing procedures
- f. Managing the external audit process
- g. Monitoring formal financial reporting procedures
- h. the process for review of the audited financial statements prior to submission to the Board for approval

- i. the planned activity and results of both internal and external audit
- j. adequacy of management response to issues identified by audit activity, including external audits
- k. management letter of representation
- l. where appropriate) proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services
- m. anti-fraud policies, protected disclosure processes, and arrangements for special investigations; and

Draft Terms of Reference for this committee including scope of work and responsibilities is shown in Appendix 4. These will be reviewed further by the committee for final approval by the Board.

14.2.2 Nominations, Remuneration & Governance Committee

Purpose

The Nomination, Remuneration and Governance Committee (NRGC) shall support the development of the Board, CEO and SMT as an effective team, equipped with the appropriate balance of skills, experience, characteristics and knowledge to provide effective leadership. This committee will provide assurance and oversight to the board on the matters contained in the scope of work. This will be achieved through recommendations and support on:

- a. Assessment of needs for Board, Directors, CEO, and SMT
- b. Recruitment management for Directors, CEO and SMT roles
- c. Ongoing evaluation and governance
- d. Training & Development for Directors, including orientation
- e. Succession Planning for Board and key staff

Draft Terms of Reference for this committee including scope of work and responsibilities is shown in Appendix 5. These will be reviewed further by the committee for final approval by the Board.

14.2.3 Quality and Safety Committee

Purpose

The purpose of the Quality & Safety Sub-Committee is to assure the Board that there are appropriate and effective systems in place which ensure the quality of all CCoI services and the safety of each person using those services in order to provide assurance and oversight to the board:

The Board recognises that quality and safety within CCoI services is the responsibility of everyone involved in providing those services – Board, management, staff and volunteers of all types. Fundamentally, what keeps people safe are the ongoing and responsible actions of committed and concerned people with support roles.

The Quality and Safety Sub-Committee will promote this principle by encouraging a positive, collaborative and proactive approach to quality and safety throughout the organisation and all levels. Central to this is ensuring that the roles and responsibilities of all involved are clear, particularly those of people participating in the management of services.

Draft Terms of Reference for this committee including scope of work and responsibilities is shown in Appendix 5. These will be reviewed further by the committee for final approval by the Board.

14.2.4 Risk and Compliance Committee

Purpose

The Audit and Risk and Compliance Committee (ARCC) will provide assurance and oversight to the the board and advise the Board on:

- a. the strategic processes for risk, internal control and compliance
- b. assurances relating to the management of risk and corporate governance requirements for Regulators and HSE
- c. the Risk and Compliance Committee will also periodically review its own effectiveness and report the result of that review to the Board.

Draft Terms of Reference for this committee including scope of work and responsibilities is shown in Appendix 4. These will be reviewed further by the committee for final approval by the Board.

14.2.5 Environmental, Sustainability and Asset Management Committee

Purpose

The Environment, Sustainability and Asset Management (ESAMC) committee will define and oversee the implementation of an effective and efficient Environmental and Sustainability Strategic Plan encompassing bio-diversity in all areas of service delivery. The committee will also define and oversee the efficient implementation of a Strategic Asset Management Plan that includes not only physical assets e.g. property but also intellectual property.

This committee will provide assurance and oversight to the board on the matters contained in the scope of work.

Draft Terms of Reference for this committee including scope of work and responsibilities is shown in Appendix 4. These will be reviewed further by the committee for final approval by the Board.

15 ADVISORY GROUPS

Advisory Groups are created by the Board to consider and provide advice on specialist areas and have no executive or spending powers. They are reviewed at regular intervals by the Board as part of its performance appraisal. Their duration may range from standing groups addressing key areas over several years, to short-lived task-and-finish groups dealing with specific topics.

Advisory Group meetings are scheduled so they can report to the Board in good time for its meetings; if no meetings have taken place this is also reported. Deliberations are recorded in the same concise format as the Board's minutes.

The remit, responsibilities and operation of Advisory Groups are governed by their respective terms of reference which are set out in Appendix 4 of this document for the currently extant Advisory Groups.

16 DELEGATION OF AUTHORITY

General

The Board of Directors bears ultimate responsibility for the governance of CCol and for the actions of those managing the charity. In addition to relevant legislation and regulation, the Board will also be guided by the specific requirements and powers of its Articles.

Whilst the Board is ultimately responsible for the affairs of CCoI, the Board has delegated day- to-day responsibility for operation and administration of CCoI to the CEO to manage the charity’s activities; except for the matters that are the sole preserve of the Board.

In turn, the CEO may delegate any of their powers to suitably qualified members of staff to perform specific duties. This further delegation of responsibilities does not release the CEO from overall responsibility to the Board.

The schedule of the matters reserved for decision by the Board of Directors of CCoI is contained in appendix 1. In certain instances, the Board will be assisted in its consideration of these matters by recommendations from its committees, whose responsibilities are defined in their respective Terms of Reference – draft TOR for the 5 committees are included in the appendices.

17 **REVISION HISTORY:**

Revision No.	Approval Date:	Document Changes Made	References and Name:
1.1	11/09/2011	Complete First Version	The Board of Directors of CCoI

18 APPENDICES

18.1 Appendix 1- Compliance Requirements

CCoI is required to comply with and/ or report annually and/or audit on the following:

- Childrens' First policy -National Guidance for the Protection and Welfare of **Children** (2017)
- The Health Act (2004)
- Health and Social Care Professionals Act (2005)
- Comhairle Act and (Amendment) Act (2004) (Advocacy)
- The Disability Act (2005)
- Companies Registration Authority (Annual Audited Accounts & Governance)
- Children First in Disability Services 2011
- New Directions 2015
- The Assisted Decision-Making (Capacity) Act (2015)
- The Charities Regulatory Commission (Service & Finances)
- Annual Compliance Statement to the HSE (Service Level Arrangement):
 - a) Governance outlining the current Governance arrangements of the Board
 - b) Internal Codes of Governance
 - c) Risk Management
 - d) Remuneration
 - e) Finance
 - f) Capital Assets
 - g) Taxation
 - h) Procurement
 - i) Related Companies and any subsidiaries etc.
 - j) Staff Absenteeism report to the HSE
 - k) Whole Time Equivalent report
 - l) Quarterly Accounts returns, and
 - m) People who use our Services number returns

- The Code of Practice for the Governance for State Bodies
- Health Research Board (National Intellectual Disability Database)
- The Health & Safety Authority - Audits
- FOI Statistical Returns and compliance with the Model Publication Scheme
- Data Protection Act 2018 & GDPR
- The Office of the Ombudsman
- The Information Commissioners Office
- The Data Protection Commission
- Sustainable Energy Authority of Ireland (SEAI) Monitoring and Reporting
- Incident and Accidents to the HSE Safeguarding Team
- Ethics in Public Office Act (1995)
- CCoI Ethos and Compliance with best practice Policies and Procedures and Guidelines
- Irish Council for Social Housing & the Department of the Environment
- HSE Governance and Financial Audits.
- Standards in Public Office Act (2001)
- The Governance Code for Voluntary and Community Organisations
- The Comptroller and Auditor General – Financial and Governance Audits, and
- Fundraising Guidelines.

This list is not exhaustive but identifies the most relevant legislative compliance requirements.

18.2 Appendix 2 - Legal Duties of Company Directors and Company Secretaries

The Companies Act 2014 imposes specific legal duties on company directors and company secretaries. These duties are listed below:

18.2.1 Duties of Directors under the Companies Act 2014

- Act in good faith in what the director considers to be the interests of the company
- Act honestly and responsibly in relation to the conduct of the affairs of the company
- act in accordance with the company’s constitution and exercise his or her powers only for the purposes allowed by law
- Not use the company’s property, information or opportunities for his or her own or anyone else’s benefit unless – permitted by constitution or approved by company resolution in general meeting
- Not agree to restrict the director’s power to exercise an independent judgment
- Avoid any conflict between the director’s duties to the company and the director’s other (including personal) interests
- Exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both—
- The knowledge and experience that may reasonably be expected of a person in the same position as the director; and
- The knowledge and experience which the director has
- Have regard to the interests of its members

18.2.2 Duties of Company Secretaries under the Companies Act 2014

Complete, sign and send the company’s annual return to the CRO

- Certify that the financial statements attached to the annual return are true copies of the originals
- Prepare an accurate statement of the company’s assets and liabilities if the company goes into liquidation or receivership

18.2.3 Declaration of Undertaking

“I have read and understand the legal duties of company directors and company secretaries and confirm that I will undertake to comply with these duties as required by the Companies Act 2014.”

Name (print): _____

Signed: _____

Date: _____

This Declaration of Undertaking to comply with the duties imposed on company directors and company secretaries under the Companies Act 2014, should be signed, dated and returned to the Company Secretary/Chairperson.

18.3 Appendix 3 – Decisions Reserved for the Board

The Board may determine any matter, for which it has authority under its Memorandum of Understanding and Articles of Association, in full session.

Set out below are the normal matters the Board

- has reserved for its sole decision, and
- those which it routinely refers to committees of the Board for consideration and recommendation or approval, and
- those which it routinely delegates to the Chief Executive Officer (CEO) for decision.

18.3.1 Corporate Strategy, Risk Management Strategy, Service Plans and Annual Budget

The Board approves CCOI's corporate strategy, risk management strategy, service plans and annual budget following detailed review and recommendation from the Board's Committees as deemed appropriate by the Board.

18.3.2 Annual Compliance Statement

The Board approves CCOI's submission of the HSE Annual Compliance Statement.

18.3.3 Accounts and Reports

Board approval is required for the annual report and accounts. Board approval is also required for resolutions and corresponding documentation to be put forward to CCOI company members at a general meeting.

18.3.4 Advisers

Board approval is required for the appointment of CCOI's corporate advisers – legal, financial, HR, PR and others.

18.3.5 Commitments and Expenditure

The Board has delegated authority to the CEO to approve all commitments, expenditures and disposals in line with CCOI financial procedures. However, exceptions are as follows:

18.3.6 Commitments

- Activities which are new to CCOI.
- Contracts / commitments that in aggregate exceed €75,000 in any 12 month period and which

have not been specifically identified and approved within the annual budget process.

18.3.7 Expenditure

- The annual budget
- Anticipated or actual overruns that exceed 33% of any approved budget cost line (excesses above €25,000 only).
- Transfers of budgeted expenditure between headings in excess of €75,000

18.4 Appendix 4 - Board of Directors Code of Conduct

The company places utmost importance on its reputation for behaving ethically and fairly. The Code of Conduct provides a practical guide to Board Members to assist them in their activities and decision-making duties on behalf of the organisation. The Code of Conduct applies to all Board Members.

Board Members are required to comply with the Companies Act 2014, The Charities Act 2009 and other relevant legislative requirements with which the company must comply.

18.4.1 Behaving with Integrity

All members of the Board are expected to exercise the highest standards of honesty in their business dealings. Board Members must adhere to and respect company procurement policy and claim expenses only as appropriate to board business needs. Board Members may not use company property or assets for personal gain or engage in business practices that may be generally considered improper in nature.

Board Members may not accept gifts, hospitality, benefits or offers of preferential treatment that may affect (or be perceived to affect) the ability of Board Members to make objective decisions with respect to the company.

Board Members must undertake not to behave in a manner that could damage the reputation of the company.

18.4.2 Respecting Confidentiality

Each Board Member owes a duty of confidentiality to the company and is expected to safeguard, and not disclose, sensitive information such as:

- Information that is not in the public domain
- Sensitive business information with respect to beneficiaries, funders or company finances
- Any information which the Board of Directors has deemed to be confidential

Board Members are expected to safeguard board documents, information and reports and ensure that they are not accessed or mis-used by third parties.

The duty of confidentiality does not end upon cessation of board membership.

Board Members should be aware of the company's obligations under the Data Protection Act 2018, the General Data Protection Regulation and the Freedom of Information Act 1997.

18.4.3 Complying with Legislation

Board Members are required to fulfil all regulatory, reporting and oversight obligations, imposed on the company; in as far as it is within their power to do so. Directors are also required to adhere to the company's procedures for handling conflicts of interest and to ensure that the company's Annual Returns and Financial Statements are not misleading or inaccurate.

18.4.4 Disclosure of Interests

Board Members are required to disclose to the Company Secretary and Chairperson details of outside interests which are, or may be, in conflict with company operations. Board Members are required to adhere to board procedures for handling conflicts of interest. Board Members have a responsibility to be loyal to the company and be fully committed to pursuing the best interests of the company members.

18.4.5 Behaving Ethically and Fairly

All Board Members are:



- Expected to conform to the highest standards of business ethics
- Commit to fairness in all business dealings
- Ensure that concerns of the company members and the wider community are fully considered

18.4.6 Gifts and Hospitality Guidelines

- It is not appropriate for Board Members to accept gifts from suppliers or contractors who have worked for the company. Such offers of gifts should be declined. Gifts should be returned to the sender, advising that acceptance would contravene company policy. Details of returned gifts should be provided to the Chairperson.
- Modest hospitality may be accepted by Board Members subject to:
 - Prior approval having been received from the Chairperson
 - The frequency and scale of the hospitality is reasonable and not excessive
 - No travel or overnight accommodation is provided

Details of hospitality that has been declined should be provided to the Chairperson.

18.4.7 Professional Advice

Board Members may access independent professional advice should they deem it necessary in furtherance of their board duties. Board Members should follow board procedures and consult with the Company Secretary and Chairperson should the need to consult independent advice arise.

18.4.8 Review

The Code of Conduct will be reviewed every two years.

18.4.9 Compliance

Board Members are required to read and acknowledge receipt of the Code of Conduct and to confirm in writing their intention to comply with the Code.

18.4.10 Declaration of Undertaking to Comply with the Code of Conduct

“I have read and understand the Code of Conduct for Board and Committee Members and confirm that I will undertake to comply with the Code.”

Name (print): _____

Signed: _____

Date: _____

This Declaration of Undertaking to comply with the Code of Conduct should be signed, dated and returned to the Company Secretary

