

# BirdWatch Ireland

## Governance Handbook



BirdWatch Ireland is a Registered Charity  
CHY 5704 / CRA 20008963

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## Document Control

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### Reviewers

| Name              | Position     |
|-------------------|--------------|
| Gerry Lyons       | Chairperson  |
| Brian Lavery      | Board Member |
| John Lynch        | Board Member |
| Declan O'Sullivan | Interim CEO  |

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### Distribution

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| 1        | BirdWatch Ireland Governance Code Handbook | <a href="http://www.birdwatchireland.ie/governance">www.birdwatchireland.ie/governance</a> |
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## Introduction

The purpose of the *BirdWatch Ireland Governance Handbook* is to provide a roadmap and guidelines for members, volunteers, staff, Board members and other stakeholders to ensure that BirdWatch Ireland:

- Operates to the highest standards of governance.
- Meets the requirements of the Governance Code for Community, Voluntary and Charitable Organisations.
- Complies with all relevant legislation and regulatory requirements.
- Sets down an agreed set of ethical principles.
- Promotes and maintains a high level of confidence and trust with staff, members and other stakeholders.
- Prevents the development or acceptance of unethical practices.

It is important to note that the overriding governing document for BirdWatch Ireland is the *BirdWatch Ireland Memorandum & Articles of Association*. This Handbook and associated documents are designed to foster good governance practices and are not intended in any way to override or supersede the *BirdWatch Ireland Memorandum & Articles of Association*.

The Handbook makes reference to a series of supplementary documents, checklists and policies that support the implementation of the Governance Code at BirdWatch Ireland. A list of these is included in Appendix N with a link to where the document can be downloaded.

To assist with interpretation, a Glossary of Terms with an explanation of how they are understood and used in the Governance Code for Community, Voluntary and Charitable Organisations in Ireland is reproduced in Appendix O.

## Governance Principles

BirdWatch Ireland has adopted *The Governance Code for the Community, Voluntary and Charitable Sector in Ireland* and is currently working towards full compliance with the Code. The Code, which was developed for and by the Community, Voluntary and Charitable Sector, is designed to ensure best practice in overseeing and running a Not-For-Profit organisation such as BirdWatch Ireland and is based on the following fundamental key principles:

Principle 1 - Leadership

Principle 2 - Controls

Principle 3 - Transparency and Accountability

Principle 4 - Working Effectively

Principle 5 - Integrity

Adherence to the Governance Code will help to ensure that BirdWatch Ireland is managed and run to the highest standards and will:

- Help BirdWatch Ireland set and achieve its goals efficiently and effectively;
- Provide evidence to show that the organisation is delivering on its mission;
- Increase transparency so that stakeholders are aware of how the organisation is run;
- Help the organisation to manage risk;
- And help to reduce costs.

The purpose of this section is to provide transparency and to specify in detail how BirdWatch Ireland addresses each of the five principles set out above. It is based on the detailed *Governance Code – October 2016* guidelines. For each recommended heading and action, it outlines how BirdWatch Ireland has implemented the Code.

### Principle 1 - Leading BirdWatch Ireland

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| <b>1.1 Agreeing BirdWatch Ireland’s vision, purpose and values and making sure that they remain relevant.</b>  |  |
| <b>1.1 (a) Agree a strategic plan for the organisation. The plan should include clear statements of its vision, purpose, mission, values, aims and objectives.</b>               | BirdWatch Ireland is currently guided by <i>2020 Vision - A forward strategy for BirdWatch Ireland 2010-2020</i> . The section on Review outlines regular review cycles for strategy and other important documents.  |
| <b>1.1 (b) Make sure 1.1(a) is reflected in the governing document of the organisation, for example, memorandum and articles of association, deed or trust and constitution.</b> | BirdWatch Ireland adopted an updated Memorandum and Articles of Association in line with the Companies Act 2014 and current best practice at its EGM on 21 <sup>st</sup> September 2016. This sets out the principal objects for which BirdWatch Ireland is established which are; to benefit the community and the public generally by the conservation, protection and promotion of wild birds and their environment and by promoting education, research and encouragement of field |

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|  | studies in that regard.   |
| <b>1.1 (c) Review at least every three years to make sure that the organisation is still relevant.</b>   | The Strategy is reviewed on an annual basis and any corrective actions are issued. In addition, Board maintains a “wish list” and a “to do list” for the Memorandum and Articles of Association (M&A) and schedules an annual Board review discussion of M&A with any actions minuted.                  |
| <b>1.1 (d) Review and agree written policy statements, where necessary, at least every three years. Publish these on the organisation’s website.</b> | A list of the BirdWatch Ireland policy statements, with links to where they can be found online, is given in the Governance Policies section of this document. The Board reviews all policies annually.   |
| <b>1.2 Developing, resourcing, monitoring and evaluating a plan to make sure that the organisation achieves its stated purpose.</b>                  |   |
| <b>1.2 (a) Agree a strategic plan for the organisation that includes: operational plans; budgets; key performance indicators; and timelines.</b>     | An Operational Plan signed off by Board each year. The format of the Operational Plan is outlined in Appendix C.  |
| <b>1.2 (b) Agree role of Board in making sure that there are enough resources to implement the strategic plan.</b>                                   | The Board reviews the Strategic Plan on an annual basis and advises of any necessary corrective actions with regard to resourcing. The Board also ensures resource availability through its oversight of annual budgets, monthly financial reports, and BirdWatch’s development / fundraising strategy. |
| <b>1.2 (c) Make sure there is a monitoring and evaluation system in place.</b>   | Performance against the Budget signed-off by the Board for the last available financial month-end is reported at every scheduled Board meeting. In addition, the Operational Plan agreed by the Board with the CEO is reviewed at each Board meeting.   |
| <b>1.2 (d) Receive report from CEO on progress compared with agreed key performance indicators.</b>  | Key Performance Indicators (KPIs) are defined in the Operational Plan and reported by the CEO at each scheduled Board meeting.  |
| <b>1.2 (e) Make sure the discussion of strategic issues is a regular item on the Board agenda.</b>   | At least one scheduled Board meeting per annum includes a report and discussion on strategic issues. The section on Board Meetings and Agenda outlines the cycle of Board reviews.  |

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| <b>1.3 Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.</b>   |   |
| <b>1.3(a) Give responsibility for the implementation of Board-approved human resource policies and employment contracts to Chief Executive Officer (CEO).</b>   | The implementation of HR policies and employment contracts is the responsibility of the CEO. The CEO retains professional advice on HR matters when required.   |
| <b>1.3 (b) Make sure:</b> <ul style="list-style-type: none"> <li>• <b>Formal arrangements are set up for the ongoing supervision and development of staff; and,</b></li> <li>• <b>Formal arrangements are set up for the supervision and development of the CEO. This should include a yearly or twice-yearly appraisal.</b></li> </ul> | <p>An organisational structure has been agreed with the CEO which specifies how each staff member reports. Formal staff reviews are completed with all staff members on an annual basis setting out milestones and a professional development plan and goals.</p> <p>A similar formal review of the CEO takes place with the Chairperson and Secretary of the Board on an annual basis.</p> |

**Principle 2 - Exercising Control Over the Organisation**

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| <b>2.1 Identifying and complying with relevant legal and regulatory requirements.</b>   |  |
| <b>2.1 (a) Agree policies, procedures and reporting mechanisms to make sure there is compliance with all relevant legal and regulatory requirements.</b>  | The Board Governance Committee conducts a review on annual basis using the Legal and Regulatory Checklist outlined in Appendix A.  |
| <b>2.1 (b) If the organisation is a company limited by guarantee, appoint a Board member to act as Company Secretary. A non-Board member, including a member of staff, but ideally not the CEO, may be considered for the Company Secretary role. The person appointed, regardless of their position in the organisation, must be competent to fulfil the role and have the necessary skills, time and access to resources to carry out the role. A member of staff may assist the Company Secretary in carrying out duties. However, the Company Secretary is responsible for making sure that the duties associated with the role are carried out.</b> <p>Where the CEO is appointed as company secretary, include an explanation of this in the organisation’s compliance statement. See guidance note on the Code’s website for further</p> | <p>The Agenda of the first Board meeting following the AGM includes appointment a Secretary in accordance with Article 26 of the Memorandum and Articles of Association and, optionally, an Assistant Secretary to assist with completion of necessary filings.</p> <p>It is the policy of BirdWatch Ireland that the Secretary and Assistant Secretary are not staff members nor the CEO.</p> |

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| <p>information.</p>  |   |
| <p><b>2.1 (c) If your organisation is a charity as defined by the Charities Act 2009, make sure your group is registered with the Charities Regulatory Authority and that the organisation complies with all associated regulations.</b></p> <p><b>Display your official ‘registered charity number’ on all public documentation including website, emails, headed paper and so on. Invite and review reports on legal and regulatory compliance and ensure that any issues that have been identified periodically are dealt with.</b></p> | <p>BirdWatch Ireland is a registered Charity (CHY 5704 / CRA 20008963). These Charity numbers are displayed prominently on the organisation’s website, headed notepaper and key publications. The Legal and Regulatory Checklist outlined in Appendix A of the BirdWatch Ireland Board Handbook includes review and corrective action of legal and regulatory compliance and compliance with display of charity details.</p>  |
| <p><b>2.1 (d) Decide if you would like to have ‘charitable tax exemption’ for your organisation (that is a CHY number). If so, apply to the Revenue Commissioners Charity Section for a CHY number and make sure your organisation complies with any associated regulations. You may also need a Charities Regulator Authority (CRA) number.</b></p>   | <p>BirdWatch Ireland has ‘charitable tax exemption’ as outlined above and its annual review considers compliance with any associated regulations.</p>   |
| <p><b>2.1 (e) Invite and review reports on legal and regulatory compliance and make sure that any issues that have been identified from time to time are dealt with promptly.</b></p>  | <p>The Legal and Regulatory Checklist outlined in Appendix A helps ensure that any issues are identified and dealt with promptly.</p> <p>The Board of BirdWatch Ireland will invite external review of processes on a biennial basis.</p>   |
| <p><b>2.1 (f) Make sure there is a Safety Statement. This should also identify the person responsible for health and safety in the organisation. Invite and review reports on any health and safety matters that arise.</b></p>  | <p>BirdWatch Ireland maintains a Health and Safety Statement. Health and Safety is paramount, including anyone working for the organisation or anyone working in a volunteer capacity or anyone attending BirdWatch Ireland or BirdWatch Ireland Branch events.</p> <p>The Health and Safety Policy is reviewed by the Board on an annual basis. Health and Safety issues and corrective actions are notified and reviewed by the Board at every scheduled Board meeting as part of the CEO Report.</p> <p>Ideally, the Health and Safety system of BirdWatch Ireland strives to conform to best practice and the requirements of OHSAS 18001, or similar standard.</p> |



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| <p><b>2.1 (g) Make sure adequate and appropriate policies regarding: employment; equality; and data protection are in place.</b></p>  | <p>BirdWatch Ireland policies in relation to employment, equality and data protection are defined in the internal BirdWatch Ireland Employee Handbook.</p>  |
| <p><b>2.1 (h) Keep contact details of stakeholders with their permission in a safe place. Do not give their details without their consent to someone outside the organisation. Do not keep unnecessary personal information. Make sure your organisation complies with data protection legislation.</b></p> | <p>Policies and procedures for compliance with Data Protection are outlined in the section on Governance Policies below.</p>  |
| <p><b>2.1 (i) Make sure other policies are in place to comply with other relevant law, for example child protection.</b></p>  | <p>A schedule of policy and governance documents operated by BirdWatch Ireland is given in the Governance Policies section below.</p>   |
| <p><b>2.1 (j) Comply with the terms and conditions of public or private grants received, including governance requirements.</b></p>   | <p>All public and private grants are reported through the CEO to the Board at every scheduled Board meeting and signed-off to review terms and determine any associated restrictions.</p>   |
| <p><b>2.2 Making sure there are appropriate internal financial and management controls</b></p>  |   |
| <p><b>2.2 (a) Oversee income, expenditure, cashflow and investments.</b></p>  | <p>It is the policy of BirdWatch Ireland to prepare monthly management accounts detailing income, expenditure, cashflows and investments as part of reporting against the agreed Operational Plan. Income and expenditure are reported versus the agreed budget.</p>  |
| <p><b>2.2 (b) Consider whether production of accounts according to a best practice standard, for example the charity SORP (Statement of Recommended Practice), is appropriate for your organisation. Sign off on yearly audited accounts.</b></p>   | <p>In association with its auditors, BirdWatch Ireland produces annual audited accounts using the Statement of Recommended Practice (SORP). Accounts are signed-off by the Board and made available for review in advance of the AGM and in the public domain via the website. Audited Accounts include a detailed breakdown of Governance Costs.</p> |
| <p><b>2.2(c) Agree and put in place appropriate financial management procedures, systems and controls.</b></p>  | <p>The following financial management procedures, systems and controls are in place:</p> <ul style="list-style-type: none"> <li>• Annual budget signed-off by the Board</li> <li>• Monthly Management Accounts including income, expenditure, cashflows and</li> </ul>  |

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|   | <p>investments</p> <ul style="list-style-type: none"> <li>• Annual Audited Accounts</li> <li>• Review and report on draft Audited Accounts by Board Audit &amp; Risk Committee</li> <li>• Sign-off of all grants and donations by the Board</li> <li>• Sign-off of all salaries, including weekly, fortnightly and monthly payrolls, by CEO</li> <li>• Sign-off of all payments for goods, services and expenses by the CEO</li> <li>• Sign-off of all credit card statements by CEO</li> <li>• Authorisation of all Capital Expenditure or payments in excess of €5,000 by the Board</li> <li>• Review and sign-off of any new full time permanent staff member by the Board</li> <li>• Review and sign-off of CEO expenses and credit card statements by the Board</li> <li>• Review and sign-off by the Board of any Tender or Contract in excess of €50,000 or requiring appointment of more than two Fixed Term contract staff.</li> </ul> |
| <p><b>2.2 (d) Agree level of financial authority given to CEO, Audit Sub Committee and senior staff</b></p>   | <p>The level of agreed of financial authority of the CEO and Audit Committee is as defined in 2.2 (c) above.</p>  |
| <p><b>2.2 (e) Appoint an Audit Sub Committee of three or more directors. The chair of the organisation’s Board can be an Audit Sub Committee member but cannot chair the Audit Sub Committee. At least one member of this Sub Committee should have recent and relevant financial experience details of which should be documented and minuted at the appointment of the Audit Sub Committee and its members by the Board.</b></p> <p><b>Have written terms of reference that describe the role of the Sub Committee and its responsibilities. The terms of reference should be on the organisation’s website. Include specific terms of reference for monitoring and review, approval and recommendations.</b></p> <p><b>Monitor and review:</b></p> <ul style="list-style-type: none"> <li>• the accuracy of the financial statements of the organisation;</li> <li>• announcements about the organisation’s financial performance and financial controls;</li> <li>• control and risk management systems;</li> </ul> | <p>The BirdWatch Ireland Board appoints an Audit &amp; Risk Committee as outlined in this document. Where possible at least one of the members of the Audit Committee should have accounting expertise.</p> <p>The Audit &amp; Risk Committee meet with the auditors to review draft Audited Accounts and report recommendations to the Board. The role and duties of the Audit &amp; Risk Committee are defined in the section on Board Committees.</p>  |

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| <ul style="list-style-type: none"> <li>• the effectiveness of the organisation’s internal audit role if such a role is in operation;</li> <li>• the external auditor’s independence and the effectiveness of the audit process;</li> <li>• arrangements for staff to raise concerns in confidence about possible improprieties relating to financial reporting or other matters. This policy should be in line with the Protected Disclosures Act 2014 legislation.</li> </ul> <p>The Audit Sub Committee should have arrangements for independent investigation of such matters and for appropriate follow-up action.</p> <p><b>Approve:</b> The terms of engagement of the external auditor.</p> <p><b>Recommend:</b> The pay and conditions of the Board’s external auditor.</p> <p>The Board then puts these recommendations to the members for their approval in a general meeting. The organisation’s annual report should include a description of the Audit Sub Committee’s work.</p> |   |
| <b>2.3 Identifying major risks for our organisation and deciding ways of managing the risks.</b>  |   |
| <p><b>2.3 (a) Do a full risk assessment each year. This will involve regularly updating a Risk Assessment Register that allows for:</b></p> <ul style="list-style-type: none"> <li>• identifying and understanding the risks facing the organisation;</li> <li>• assessing and mitigating against the risks to ensure they are within the organisation’s risk appetite as set by the Board; and</li> <li>• ensuring the process’s accountability and resources are in place to manage the organisation’s exposure to risk.</li> </ul>   | <p>The BirdWatch Ireland Audit &amp; Risk Committee undertakes a Risk Assessment on an annual basis. A Risk Assessment Register is updated and circulated to the Board for discussion and corrective action.</p>  |
| <p><b>2.3 (b) Delegate the responsibility of making sure there are appropriate levels of insurance and other risk mitigation treatments in place. Invite and review report each year.</b></p>   | <p>The CEO is responsible for ensuring there are appropriate levels of insurance and other risk mitigation treatments in place. The Board conducts an annual Risk Assessment, undertaken by the Audit &amp; Risk Committee, to review, evaluate and issue any necessary corrective actions.</p> |

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| <p><b>2.3 (c) If the organisation owns property or any assets, make sure that legal ownership is clearly in the name of the organisation and that the community interest is protected if the organisation ceases to exist. Take legal advice as necessary.</b></p> | <p>BirdWatch Ireland maintains a fixed asset register of property and other assets as part of its statutory financial and internal control obligations. A review of the fixed asset register is undertaken by the Audit &amp; Risk Committee in conjunction with its review of the draft Audited Annual Accounts.</p> |
| <p><b>2.3 (d) Delegate the responsibility of developing, testing and updating business continuity plans to the CEO. These plans will help to minimise disruption of services in a crisis.</b></p>  | <p>The CEO is responsible for developing and implementing business and IT continuity plans. The plans are reviewed by the Board on an annual basis and any corrective actions issued.</p>   |

### Principle 3 - Being Transparent and Accountable

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| <p><b>3.1 Identifying those who have a legitimate interest in the work of the Organisation, i.e., stakeholders, and making sure there is regular and effective communication with such stakeholders about the organisation.</b></p> |  |
| <p><b>3.1 (a) Identify your key stakeholders and make sure there is a strategy in place for communicating with them appropriately.</b></p>  | <p>The legitimate stakeholders of BirdWatch Ireland are defined as follows: Members, Staff, Volunteers, Branches, Board Members, and Agencies with whom the organisation has contracted to provide services, members of the public who share our mission in the protection of birds and habitats that are in line with the organisation’s goals.</p> <p>The organisation’s channels for communicating with stakeholders include:</p> <ul style="list-style-type: none"> <li>• Web, at <a href="http://www.birdwatchireland.ie">www.birdwatchireland.ie</a></li> <li>• Print, via the <i>Wings</i> quarterly newsletter, issued on to all paid-up members</li> <li>• Email, as a monthly newsletter issued to any interested subscriber, as periodic messages for key campaigns, and by receipt of messages to <a href="mailto:comments@birdwatchireland.ie">comments@birdwatchireland.ie</a></li> <li>• Social media including Twitter and Facebook</li> <li>• Mainstream broadcast and print media through regular PR engagement</li> <li>• In-person, at the Annual Branches Day for engaging with Branch committee members</li> <li>• In-person, at the Annual General Meeting (AGM)</li> </ul> |

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| <p><b>3.1 (b) Appoint an agreed spokesperson for the organisation.</b></p>  | <p>The agreed official spokesperson for the organisation is the CEO. To ensure consistency and accuracy, all official public communications on behalf of BirdWatch Ireland by Board, Staff, Branches and Members should be approved by the CEO in advance.</p> |
| <p><b>3.1 (c) Ensure that the organisation’s annual report and accounts are widely available and easy to access on the organisation’s website and elsewhere. The annual report should identify the: Chairperson, the deputy chairperson (where there is one); the CEO; any other members of the Board and the chairs of any Sub Committees. The annual report should also report on any progress made during the year against the organisation’s strategic objectives.</b></p> <p><b>The annual report should also set out the number of meetings of the Board and individual attendance by Board Members, as well as the number of any Sub Committee meetings and attendance by relevant Board Members at such meetings.</b></p> | <p>The Audited Accounts and Annual Reports of BirdWatch Ireland are available on our website at <a href="http://birdwatchireland.ie/AboutUs/Governance/tabid/1568/Default.aspx">http://birdwatchireland.ie/AboutUs/Governance/tabid/1568/Default.aspx</a></p>  |
| <p><b>3.1 (d) Invite and review any necessary reports from the CEO on compliance with reporting requirements of relevant regulators and funders, for example, the Companies Registration Office, the Charity Regulator, the Regulator of Lobbying.</b></p>  | <p>The BirdWatch Ireland Legal and Regulatory Checklist (see Appendix A) is reviewed with the CEO on an annual basis and any corrective actions issued.</p>  |
| <p><b>3.1 (e) Make sure the AGM is held in line with the organisation’s governing document. Ensure that there is a communications strategy in place to keep members and stakeholders informed.</b></p>  | <p>BirdWatch Ireland’s AGM is held in accordance with its Memorandum and Articles of Association (M&amp;A). Notices are issued in accordance with the M&amp;A in the organisation’s member newsletter, Wings, and on its website.</p>                          |
| <p><b>3.1 (f) Make sure all the codes and standards of practice to which the organisation subscribes are publicly stated and available.</b></p>   | <p>A list of all codes and standards of practice to which BirdWatch Ireland subscribes are listed in Appendix N.</p>   |

**3.2 Responding to stakeholders' questions or views about the organisation's work and how the organisation is run and managed.**

**3.2 (a) At AGMs allow stakeholders to express their views about the organisation's work.**

The Memorandum and Articles of Association outlines how members can propose a motion for discussion at the AGM. Where a member, staff member or other stakeholder has strong views in relation to the organisation's work, the Feedback and Complaints Procedure outlined in Appendix L provides the opportunity to discuss and, if necessary, escalate to the Board.

Members are strongly encouraged to feedback via [comments@birdwatchireland.ie](mailto:comments@birdwatchireland.ie) and the process outlined on the website at:

<http://birdwatchireland.ie/Supportus/StatementofGuidingPrinciplesforFundraising/HandlingFeedbackandComplaints/tabid/1382/Default.aspx>

We believe that in the best interests of BirdWatch Ireland, the above process, rather than recourse to a motion at the AGM, is the best way for paid-up members to highlight their views about the organisation's work.

**3.2 (b) Make sure there is a clear way for stakeholders to communicate with the organisation throughout the year.**

Members are encouraged to provide feedback at any time via [comments@birdwatchireland.ie](mailto:comments@birdwatchireland.ie)

**3.2 (c) Invite and review yearly reports on complaints received and action taken, to make sure that the complaints system is working.**

Member feedback and complaints received is a key performance indicator (KPI) which is reported as part of the CEO Report on the Operational Plan at every scheduled Board meeting. Issues are reviewed and agreed corrective actions taken as necessary

**3.2 (d) Monitor key stakeholders' views on the organisation's reputation and take remedial action when necessary.**

The CEO Report at every scheduled Board meeting highlights stakeholder views on the organisation's reputation as a key performance indicator (KPI) as outlined above.

Issues are reviewed and agreed corrective actions taken as necessary.

**3.3 Encouraging and enabling engagement with those who benefit from the organisation in its strategic planning and decision-making.**

**3.3 (a) Make sure that the organisation's key stakeholders are consulted during the strategic planning process.**

BirdWatch Ireland conducts a strategic review every four years. Its current strategy is set out in *2020 Vision - A forward strategy for BirdWatch Ireland 2010-2020*. It is the organisation's intention to review this strategy with input from Members, Staff, Board and other key stakeholders. The review also includes a full member survey.

**3.3 (b) Make sure stakeholders are appropriately involved in the decision-making processes.**

The *BirdWatch Ireland Memorandum and Articles of Association* outlines the process for members' involvement in appointment of Board members and ultimate input to the decision-making process in BirdWatch Ireland.

**Principle 4 - Working Effectively**

**4.1 Making sure that the organisation's governing body, individual Board members, Committees, Staff and Volunteers understand their roles, legal duties, and delegated responsibility for decision-making.**

The overall guiding document that sets out how BirdWatch Ireland is governed is the *BirdWatch Ireland Memorandum and Articles of Association*. The role and duties of individual Board members is set out in the section on Board Composition and Roles. The role and duties of the Audit & Risk Committee and the Governance Committee is also set out in the section of this document on Board Committees.

Every employee is issued with a Contract of Employment which sets out their specific duties and reporting responsibilities. The Contract of Employment is supplemented with the *BirdWatch Ireland Employee Handbook*.

The role of Volunteers and Branches is set out in the BirdWatch Ireland Volunteer and Branch Handbook, which is currently under review.

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| <p><b>4.1 (a) Make sure the Board induction process includes an overview of:</b></p> <ol style="list-style-type: none"> <li>1. the organisation’s strategic objectives;</li> <li>2. the role of the Board and individual Board members;</li> <li>3. the organisation’s finances and funding model;</li> <li>4. the Governance Code and the organisation’s governing document;</li> <li>5. the letter of appointment for new Board members; and</li> <li>6. other Board specific policies.</li> </ol> <p><b>It is also good practice to include this information in a Board handbook/manual.</b></p> | <p>Every new Board member is obliged to read and declare familiarity with the following:</p> <ul style="list-style-type: none"> <li>• BirdWatch Ireland Memorandum and Articles of Association</li> <li>• BirdWatch Ireland Governance Code Statement</li> <li>• BirdWatch Ireland Governance Handbook (this document)</li> <li>• BirdWatch Ireland Strategy</li> </ul> <p>Each Board member must complete and sign a Register of Interests Form (See Appendix D) declaring their interests, if any. The Secretary maintains all such details in the organisation’s Register of Interests.</p> |
| <p><b>4.1 (b) Make sure that all Board members understand that whilst they were nominated by a particular group, they must not act as a representative of that group in acting as a Board member. Instead, all Board members should promote the aims of the organisation in line with its governing document. Board members must at all times respect and maintain Board confidentiality.</b></p>   | <p>All newly appointed Board members are obliged to read and declare familiarity with this document and other governance documents. All Board members are required to subscribe to the code of Board Confidentiality as outlined in section on Code of Conduct for Board Members.</p>  |
| <p><b>4.1 (c) Appoint a Sub Committee with a governance remit, called the Governance Sub Committee, to do a yearly review of:</b></p> <ul style="list-style-type: none"> <li>• Board roles;</li> <li>• the Board’s terms of reference;</li> <li>• membership of Board and Sub Committees; and</li> <li>• the organisation’s adherence to the Governance Code’s recommended practices.</li> </ul>  | <p>The BirdWatch Ireland Board Governance Committee conducts an annual review of the above.</p>  |
| <p><b>4.1 (d) Make sure there is a copy of the schedule of matters reserved to the Board in the Board handbook. (‘Schedule of matters reserved’ is defined in the glossary).</b></p>  | <p>A list of matters that cannot be delegated by the Board (Schedule of matters reserved) is defined in Appendix E.</p>  |
| <p><b>4.1 (e) Make sure there is a written statement of the division of responsibilities between the Board and CEO including the CEO’s delegated authorities.</b></p>   | <p>The responsibilities of the Board, Chairperson and Secretary are outlined in the section on Board Composition and Roles. A schedule of matters reserved for the Board is given in Appendix E. The employment contract for the CEO sets out the duties and responsibilities of the CEO.</p>  |



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| <p><b>4.1 (f) Make sure that Board members do not interfere in duties properly delegated to staff. However, staff should be accountable to the Board through the CEO.</b></p>  | <p>A code of practice with regard to Board engagement with staff is outlined in the section on Code of Conduct for Board Members below.</p>   |
| <p><b>4.1 (g) Make sure newly appointed Board members sign a code of conduct and terms of reference setting out their ‘fiduciary duties’. These are the legal duties of one party to act in the best interests of another. These duties relate mainly to assets, property, statutory obligations and the organisation’s expectations of Board members.</b></p>   | <p>All newly appointed Board members are obliged to review and declare adherence to the <i>BirdWatch Ireland Governance Handbook</i>, which includes a Code of Conduct. This commitment is documented as part of the Board minutes</p>  |
| <p><b>4.2 Making sure that the Board exercises collective responsibility through Board meetings that are efficient and effective.</b></p>  |   |
| <p><b>4.2 (a) Make sure that the Board meets regularly and in line with its governing document.</b></p>  | <p>In accordance with the <i>BirdWatch Ireland Memorandum and Articles of Association</i>, the Board holds a minimum of eight scheduled Board Meetings. The cyclical agenda for the annual schedule of Board meetings is contained in the section on Board Meetings and Agenda below.</p> |
| <p><b>4.2 (b) The Chairperson and CEO agree the agenda of Board meetings.</b></p>  | <p>The Chairperson and CEO agree and circulate the proposed agenda in advance of each Board meeting.</p>  |
| <p><b>4.2 (c) Agenda, minutes of last meeting and reports or papers outlining proposals to be sent before meeting in an accurate, timely and clear manner.</b></p>   | <p>Papers for Board meetings are circulated in accordance with the procedure outlined in the section on Board Meetings and Agenda.</p>  |
| <p><b>4.2 (d) The Chairperson is responsible for ensuring:</b></p> <ul style="list-style-type: none"> <li>• Board meetings run to time;</li> <li>• Enough time is allowed for adequate and proper discussion of agenda items;</li> <li>• Maximum participation of Board members;</li> <li>• Adequate information is available; and</li> <li>• That decisions are made, minuted and implemented.</li> </ul> | <p>The responsibilities of the Chairperson are outlined in the section on Board Composition and Roles.</p>  |

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| <p><b>4.2 (e) Make sure Board minutes follow a consistent and standard practice</b></p>  | <p>The format for Board minutes is outlined in Appendix B.</p>   |
| <p><b>4.2 (f) Make sure that individual Board members have reasonable access to independent professional advice, for example, financial or legal advice, where they think it necessary to fulfil their responsibilities.</b></p>   | <p>The Board agrees and retains professional advice when deemed necessary. Individual Board members are encouraged to access to professional advice when necessary.</p>  |
| <p><b>4.3 Continually reviewing Board recruitment, development and retirement processes to ensure relevant competencies are in place to realise the organisation’s objectives.</b></p>   |  |
| <p>The BirdWatch Ireland Governance Committee conducts an annual review of Board recruitment and retirement and makes recommendations to the Board.</p>  |  |
| <p><b>4.3 (a) Agree a yearly Board review process which should include, but not be limited to an assessment of the effectiveness of:</b></p> <ul style="list-style-type: none"> <li>• The Board as a whole;</li> <li>• The Chairperson;</li> <li>• Individual Board members;</li> <li>• Committees including structure, size, and charters;</li> <li>• Director training; and</li> <li>• Recruitment plans.</li> </ul> <p>The primary purpose of such reviews should be to assess how well the Board has formulated, resourced and overseen the achievement of the annual milestones in the Board’s strategic plan.</p>                    | <p>The Chairperson circulates a survey to each Board member on an annual basis inviting feedback and scoring of the effectiveness of the Board.</p> <p>Such review is collected and presented to the Board and any corrective actions adopted.</p> |
| <p><b>4.3 (b) Agree a Board succession plan that will ensure that future recruitment:</b></p> <ul style="list-style-type: none"> <li>• Meets the need for a mix of skills and experience identified in the annual competency gap analysis;</li> <li>• Embraces the Board’s diversity and ethical culture; and</li> <li>• Sets Director term limits to ensure Board renewal cycles are in line with best practice.</li> </ul> <p>Consider the extent to which the Board is made up of member representatives, beneficiaries or external representatives to avoid loyalty dilemmas and decide what is the best and most appropriate mix.</p> | <p>The BirdWatch Ireland Governance Committee conducts an annual review which includes consideration of succession, including long-term roles such as that of Chairperson.</p>   |

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| <p><b>4.3 (c) Agree and put a comprehensive induction program in place for new Board members. Make sure new Board members develop a clear understanding of their roles and responsibilities including compliance with the principles of this Governance Code. Agree a skills development program to fill gaps in the new Board members' competencies needed for their roles.</b></p> | <p>The induction process for newly appointed Board members is outlined in the section on Board Composition and Roles.</p>   |
| <p><b>4.3 (d) Provide appropriate ongoing training for Board members to fill any agreed identified competency gaps.</b></p>  | <p>The training needs and competency gaps are reviewed annually as part of the BirdWatch Ireland Governance Committee review. Resulting recommendations are made by the Committee to the Board.</p> |

**Principle 5 - Behaving with Integrity**

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| <p><b>5.1 Being honest, fair and independent.</b></p>   |  |
| <p><b>5.1 (a) Make sure the Chairperson leads the Board in developing an ethical culture in line with the values of the organisation.</b></p>                       | <p>The role of the Chairperson in developing the culture of the organisation is outlined in the section on Board Composition and Roles.</p>  |
| <p><b>5.1 (b) Develop and agree a code of conduct for Board members that outlines the expected standards of behaviour and what happens if they are not met.</b></p> | <p>The code of conduct for Board members and sanctions is outlined in the section on Code of Conduct for Board Members.</p>  |
| <p><b>5.1 (c) Make sure the Code of Conduct gives clear guidelines on the receipt of gifts or hospitality by Board members.</b></p>                                 | <p>Guidelines in respect of gifts and hospitality are outlined in the Code of Conduct for Board Members.</p>   |
| <p><b>5.1 (d) Make sure all Board members sign a commitment to follow the code when they are appointed</b></p>  | <p>Newly appointed Board members are obliged to review the BirdWatch Ireland Governance Handbook and other governance documents, and to sign documentation acknowledging their review. Such signed documentation is minuted at the relevant Board meeting.</p> |

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| <p><b>5.1 (e) Review the organisation’s code every three years to ensure it meets developing ethical standards expected by stakeholders and society.</b></p>  | <p>The <i>BirdWatch Ireland Governance Handbook</i> (this document) is subject to annual review by the Governance Committee and any necessary recommendations are made to the Board.</p>   |
| <p><b>5.1 (f) Be fair by consistently applying the same ethical standards to every person and situation.</b></p>  | <p>The section on Code of Conduct for Board Members outlines the standards which Board members commit to uphold during their term in office</p>  |
| <p><b>5.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalties.</b></p>   |  |
| <p><b>5.2 (a) Hold a discussion about the issues of ‘conflict of interest’ and ‘conflict of loyalty.’ Develop a policy on each of these.</b></p>  | <p>The Board of BirdWatch Ireland maintains a Register of Interests (see Appendix D) for each Board member. This is completed and/or renewed by each Board member annually at the first meeting following the AGM.</p>   |
| <p><b>5.2 (b) Each Board member and anyone else present must tell the Board if they believe they have a conflict of interest on a matter to be decided at the meeting. Unless the Board decides otherwise, anyone with a deemed conflict of interest must leave a Board meeting when the Board is discussing or deciding on that matter which is deemed to be a conflict of interest. The person concerned should be told what Board decision was reached. Conflicts of interest must be recorded in the minutes. Conflicts of loyalty may be serious enough to be conflicts of interest.</b></p> | <p>The Board of BirdWatch Ireland maintains a Register of Interests for each Board member. This is completed and/or renewed by each Board member annually at the first meeting following the AGM. A code of practice in relation to conflicts of interest is outlined in the section on Code of Conduct for Board Members.</p> |
| <p><b>5.2 (c) Establish a register of directors’ interests. Update it each year. Board members must notify the Board of any relevant changes in their interests when they happen. These should be recorded in the register.</b></p>   | <p>The Board of BirdWatch Ireland maintains a Register of Interests for each Board member. This is completed and/or renewed by each Board member annually at the first meeting following the AGM.</p>  |
| <p><b>5.2 (d) Make sure the Board induction process includes information and policies about conflicts of interest and conflicts of loyalty.</b></p>   | <p>Guidelines to newly appointed Board members in relation to conflicts of interest and loyalty are outlined in the section on Code of Conduct for Board Members.</p>  |

**5.3 Protecting and promoting the organisation's reputation.**

**5.3 (a) Make sure all Board members understand their responsibility to act as champions for the organisation by promoting its work and reputation.**

Board member responsibilities in relation to the reputation of BirdWatch Ireland are outlined in the section on Code of Conduct for Board Members.

**5.3 (b) The Board should have a formal policy on Board and Sub Committee confidentiality.**

Board policy on confidentiality is outlined in the section on Code of Conduct for Board Members.

**5.3 (c) Make sure the safeguarding and promoting of the organisation's reputation is dealt with in the communications and risk management strategies.**

The Communications Policy is set out in the section on Governance Policies. The Board Audit & Risk Committee undertakes an annual Risk Assessment which includes reputational risk protection.

# Board Composition and Roles

## Composition

The composition of the Board of BirdWatch Ireland is determined by Article 15(c) of the *BirdWatch Ireland Memorandum & Articles of Association* which states:

“The Board shall be comprised of the Chairperson and not less than three and not more than seven other Directors (all of whom must be Members).”

The Board will comprise the following officers.

## Chairperson

Appointment of the Chairperson is determined by Article 18. The Chairperson shall hold office for a maximum of one Term of four years unless he or she should resign before completion of the term. A Board member shall not hold the office of Chairperson of the Board for consecutive Terms. If at any meeting of the Board the Chairperson of the Board is not present, the Board may choose one of their number to be Chairperson of the meeting.

There must be a clear division of responsibilities between the Chairperson and the CEO – including the CEO’s delegated authorities. The Chairperson leads and represents the Board to the CEO, Management and Staff. The responsibilities of the Chairperson are as follows:

- **Leadership**
  - Be visionary in his/her approach at all times.
  - Represent the Board publicly.
  - Foster a positive environment and approach among the Board membership at all times.
  - Be guided at all times by the vision, mission and strategic initiatives of BirdWatch Ireland
  - Lead the Board in developing an ethical culture in line with the values of the organisation.
  - Be fair by consistently applying the same ethical standards to every person and situation.
  
- **Board performance**
  - Encourage each Board member to take on areas of responsibility and initiatives.
  - Review, develop and agree a code of conduct as part of the Governance Committee for Board members that outline the expected standards of behaviour and what happens if they are not met.
  - Make sure all Board members commit to follow the Code on appointment.
  - Make sure the Board and individual Board members have reasonable access to independent professional advice (for example, financial or legal advice) where they think it necessary to fulfil their responsibilities.
  - Make sure that Board members do not interfere in duties properly delegated to staff but should hold staff to account through the CEO
  - Conduct an annual performance review for each Board member
  
- **Board composition**
  - Actively encourage and ensure diversity within the Board membership.
  - Agree a strategy for Board recruitment in conjunction with the Governance Committee which:
    - Meets the need for a mix of skills and experience
    - Promotes equal opportunities and diversity at Board level,

- Is in line with the governing document.
  - Consider the extent to which the Board is made up of member representatives, beneficiaries or external representatives and what the best mix is.
  - Work with the Governance Committee to ensure succession planning for a strong Board.
    - Ensure Board membership succession planning is continually addressed in order to strengthen the Board membership with committed and talented personnel
- **Board operations**
  - Ensure that the Board has clear objectives, strategies and plans.
  - Ensure the orderly operation of the Board, including compliance with its statutory obligations and accepted best practice.
  - Ensure that Board meetings run to time and that efficient meetings are held.
  - Ensure that all Board members afforded the opportunity to fully contribute and debate through the Chair and that decisions taken are agreed and minuted.
  - Ensure that the annual timetable and cycle of agenda items is covered.
  - Adhere to the agreed agenda topics. Do not permit significant topics to be discussed or decided upon unless they have been explained and circulated to all Board members in advance of the meeting and have been included on the agenda.
  - Ensure that all non-Board member attendees have been invited to attend by the Board and/or the CEO.
  - Support and delegate to the other Officers, i.e., Secretary and Honorary Treasurer.
- **Management of the CEO**
  - Be the primary link between the Board and the CEO.
  - Check in advance of each meeting that all agreed actions and commitments minuted at the previous meeting have been acted upon.
  - If it is decided to proceed with any new projects and initiatives outside of what has been included in the annual budget and RFO plan, ensure that the CEO has agreed to add it to the annual work plan/budget.
  - Proactively supports the CEO and Executive of BirdWatch Ireland with practical resources and support.
  - Ensure that an annual review is conducted with the CEO.
  - When new projects and initiatives are promoted, ensure that clear decisions as to responsibilities i.e. who does, what and when are decided and minuted.
  - With the CEO, agree the agenda of Board meetings.

## Secretary

The Secretary has the principal function of ensuring that the company's affairs are conducted in accordance with the law and with the *BirdWatch Ireland Memorandum and Articles of Association*

At the first meeting following the Annual General Meeting, the Board selects a Secretary from the elected members of the Board, other than the Chairperson. If at any meeting of the Board the Secretary is not present, the Board may choose one of their number to take minutes of the meeting. The role of Secretary is extremely important as the Secretary is assigned responsibility for the following key functions:

- **Board Meetings**
  - Working with the Chairperson and CEO to prepare and circulate the meeting agenda
  - Attending and minuting meetings and circulating draft minutes in advance of a Board meetings
  - Maintaining the minute book
  - Recording particulars of BirdWatch Ireland Register of Board member interests disclosed at meetings
  - Ensuring that the correct procedures are followed in accordance with the *BirdWatch Ireland Memorandum and Articles of Association*

- **General Meetings**
  - Working with the Chairperson and CEO to prepare agenda
  - Ensuring notices are sent out in *Wings* and on the website in a timely fashion and in accordance with the *BirdWatch Ireland Memorandum and Articles of Association*
  - Maintaining the minute book
  - Ensuring that the correct procedures are followed
- **Memorandum and Articles of Association**
  - Ensuring that the company complies with its Memorandum and Articles of Association
  - Maintaining a 'To Do' and 'Wish List' to draft and incorporate amendments in accordance with the correct procedures
- **General Compliance**
  - Working with the Governance Committee (see Board Committees) to monitor and ensure compliance with relevant legal requirements either directly or indirectly by ensuring that the appropriate arrangements are in place
- **Statutory Registers**
  - Working with the CEO to maintain a Register of Members
- **Company Seal**
  - Ensuring the safe custody of and proper use of the company seal
- **Statutory Returns**
  - Filing information with the Companies Registration Office (CRO) in a timely fashion including:
    - Annual Audited Accounts (extremely important)
    - Notices of appointment, removal and resignation of officers and changes to their particulars
    - Change of registered office
    - Changes to the *BirdWatch Ireland Memorandum and Articles of Association*

### **Assistant Secretary**

To assist with Companies Registration Office (CRO) filing, the Board may optionally appoint an Assistant Secretary in accordance with Article 26(b) of the *BirdWatch Ireland Memorandum and Articles of Association*. The Assistant Secretary need not be a Board member but should have expertise in preparing and filing documents with the CRO. The Assistant Secretary, except where they are duly appointed as a Board member, will not attend Board meetings nor have the right to vote or be counted in a quorum.

### **Honorary Treasurer**

The Board may optionally appoint an Honorary Treasurer whose role is to present the Audited Accounts to the members at the Annual General Meeting. The Honorary Treasurer should also chair the Audit & Risk Committee (see Board Committees)

### **Honorary President**

In accordance with Article 32 of the *BirdWatch Ireland Memorandum and Articles of Association*, the Board may optionally appoint the role of Honorary President. The Honorary President shall have the right to receive notice of, attend, and speak at Board meetings but shall not have the right to vote or be counted in a quorum.



## **Patron**

BirdWatch Ireland has traditionally invited Uachtarán Na hÉireann to act as Patron of the organisation. This is a purely symbolic role and is not referenced in the *BirdWatch Ireland Memorandum and Articles of Association*.

## **Induction**

As part of the induction process, newly-appointed Board members must read and familiarize themselves with this document and the schedule of documents outlined in Appendix N.

Where possible, newly-appointed Board members should attend a local Branch meeting or other BirdWatch Ireland event to meet and interact with members.

All Board members must complete and/or renew the Register of Interests annually and provide passport details for Anti-Money Laundering (AML) legislation.

Board members are obliged to make a documented commitment to uphold the guidelines set out in this document.

## Board Committees

From time to time the Board may appoint a subset of Board members to act as a Committee to work on a particular matter and report back to the Board. The Terms of Reference of any appointed Committee should be set out in advance. A Chairperson for the Committee should be appointed. The Committee should report back to the Board and any recommendations considered and, if agreed, adopted and minuted.

At the first meeting following the Annual General Meeting, the Board appoints the following Committees to address specific aspects of the governance of the organisation:

### Governance Committee

The role of the Governance Committee is to assist the Board in fulfilling its responsibility to BirdWatch Ireland to provide good corporate governance. The committee will consist of not less than three members. A quorum will be two members. In the interests of good governance, the Chairperson should be a member of the Governance Committee. No one other than the Governance Committee members shall be entitled to attend committee meetings. Other Board members, CEO, representatives of the external auditor, or other persons shall attend meetings at the invitation of the committee. Meetings shall be held not less than once a year. The Terms of Reference for the Governance Committee are as follows:

- Ensure that there is in place, a set of corporate governance principles, policies and standards and that these are transparent and available in the public domain.
- Ensure that current governance practices are adequate and based on best practice.
- Ensure that all governance procedures comply with law and public policy.
- Ensure that governance procedures are regularly reviewed.
- Recommend to the Board for adoption, any new governance principles, policies and standards as may be required from time to time.
- Consider and make recommendations for changes to the governance principles, policies, standards and practices.
- Consider any breaches of good governance and make recommendations on their resolution.

The Governance Committee will undertake an annual Legal and Regulatory review using the Checklist provided in Appendix A as a template for the review.

The *BirdWatch Ireland Annual Report* should include a description of the Governance Committee's work.

### Audit & Risk Committee

The Audit & Risk Committee will consist of not less than three members. A quorum will be two members. In the interests of good governance, the Chairperson will not be a member of the Audit & Risk Committee. No one other than the audit committee members shall be entitled to attend audit committee meetings. The Chairperson, Board member, CEO, representatives of the external auditor, or other persons shall attend meetings at the invitation of the committee. Meetings shall be held not less than once a year. The external auditor may request a meeting if they consider one is necessary.

The committee is authorised by the Board to:

- investigate any activity within its terms of reference
- seek any information that it requires from any employee of the company and all employees are directed to co-operate with any request made by the committee

- obtain outside legal or independent professional advice, at the company's expense, and secure attendance of outsiders with relevant experience and expertise if it considers this necessary
- operate and oversee the Whistleblower Policy (see Appendix H).

The duties of the committee will be:

- Monitoring and review:
  - Monitor and review the accuracy of the financial statements of the organisation; announcements about the organisation's financial performance and financial controls
  - Monitor and review control/risk management systems
  - Monitor and review the effectiveness of the organisation's internal audit role
  - Monitor and review the external auditor's independence and the effectiveness of the audit process
  - Monitor and review the arrangements by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.
  - Monitor register of property and other assets.
- Approval:
  - Approve the terms of engagement of the external auditor.
- Recommendations:
  - Make recommendations to the Board about the appointment, pay and conditions of the external auditor.
- Risk Assessment
  - Prepare an Annual Risk Assessment for the organisation and report recommendations and corrective actions for approval by the Board.

The Board then puts the recommendations in relation to the external auditors to the members for their approval at the AGM. The *BirdWatch Ireland Annual Report* should include a description of the audit committee's work.

# Board Meetings and Agenda

## Board Meetings

In accordance with Article 21 (b) of the *BirdWatch Ireland Memorandum & Articles of Association*, The Board shall hold a minimum of eight meetings every year. In practice the Board meets as per the schedule outlined below. Board members should be mindful of their obligation under Article 17(b)(iv) to attend a minimum of three meetings of the Board held between two consecutive annual general meetings.

Upon receipt of notice of a Board meeting, Board members should advise the Secretary as soon as possible as to their availability as, in accordance with Article 23 (a), the quorum necessary for the transaction of the business of the Board shall be three (3) Directors.

Board members wishing to attend the meeting via tele-conference should advise the Secretary well in advance so that suitable technical arrangements can be put in place.

The CEO is normally in attendance at Board meetings. However, from time to time, the Board may wish to meet without the CEO in attendance. BirdWatch Ireland staff members may on occasion attend for all or part of a Board meeting at the request of the Board or the CEO.

Board meetings are chaired by the BirdWatch Ireland Chairperson and the Secretary will take minutes and note decisions taken. The format for minutes is outlined in Appendix B. The minutes are maintained for safe keeping by the Secretary or delegated to the CEO for filing in the company safe.

Board meetings are usually held in the evenings at BirdWatch Ireland offices but can be held at any time and place convenient to a majority of the Board and the CEO.

## Agenda

Each scheduled Board meeting should include the following agenda items:

- Adoption of Agenda
- Review and adoption of Minutes of Previous Meeting / Discussion on Matters Arising
- Review of Accounts
- Presentation of CEO Report versus Operational Plan and discussion on matters arising
- Admission/Renewal of Members
- Review of Restricted/Un-Restricted Funding
- Board Only Discussion - if required the Board may request a discussion without the presence of CEO or staff
- Any Other Business (AOB)

In addition to the above, the agenda will also include other items agreed. The diary for inclusion of cyclical review items on the agenda is set out in the Board Diary below. A list of matters that cannot be delegated by the Board (Schedule of matters reserved) is given in Appendix E.

## Board Diary

The schedule of Board meetings and cyclical agenda items, in addition to the routine agenda items above is outlined below:

| Meeting  | Cyclical Agenda Items  |
|--|--|
| August (This is usually the first meeting following the AGM) | Election of Officers (Secretary and Hon. Treasurer).<br>Co-opting of new Board members (if required).<br>Completion of Register of Interests.<br>Completion of B10s for newly appointed members and amendments.<br>Provision of Passports for Anti-Money Laundering (AML) requirements.<br>Review of Board Handbook and Governance Documents.<br>Recording of Board member commitment to uphold the guidelines and Code of Conduct outlined in this document.<br>Appointment of Governance Committee.<br>Appointment of Audit & Risk Committee.<br>Agree schedule of Board meetings for the term of the Board. |
| September  | Projects Review  |
| October  | Health & Safety Review   |
| November   | Review of Legal and Regulatory Checklist<br>Review of overall performance versus Operational Plan  |
| December   | CEO Review<br>Sign off of Operational Plan including Budget Sign Off for next year   |
| January  | Discussion on Strategic Issues<br>Issue call for AGM Motions and Nominations (see sample notice in Appendix F)   |
| February   | Review Business Continuity / Disaster Recovery Plan<br>Review Data Protection Policy<br>Board Succession Review  |
| March  | Review of draft Audited Accounts<br>Presentation by Audit & Risk Committee<br>Issue notice of AGM (see sample notice in Appendix G)<br>Review of Board nominations   |
| April  | Presentation by Auditors<br>Sign off of Annual Accounts<br>Sign off on Auditor Fee and quote for following year based on recommendation of Audit & Risk Committee<br>Letters of representation and engagement signing<br>AGM Planning and Agenda<br>Review of Motions for AGM  |

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| May  | Circulate Board Effectiveness Review Survey   |
| June | Review of Annual Report<br>AGM Planning and Preparation<br>Review Board Effectiveness |

**Other Meetings**

From time to time it may be required to convene a Board meeting or tele-conference between scheduled Board meetings to discuss specific matters. Actions, decisions or recommendations from such meetings are documented and recorded in the minutes of the next scheduled Board meeting.

**Documents**

To avoid circulation of large amounts of paper and excessive email attachments, the Board maintains a shared storage area with folders for each meeting and for other important Board documents.

It is important to contribute feedback in relation to any documents circulated to the Board for review and comment in a timely fashion so that the views of all Board members can be considered.

The Chairperson will be responsible for maintaining an electronic folder system that is easy to manage, and also easy for Board Members to understand and navigate.

The Chairperson and other Board members will reasonably assume that all Board members have reviewed minutes and other documents in advance of any Board meeting.

**Board Minutes**

Board Minutes for the previous board meeting shall be agreed and signed as necessary at each board meeting. All board minutes shall be stored securely and archived in such a manner that they can be easily read, accessed and retrieved in the same manner as any files or documents stored electronically. Appendix B sets out in detail the required format for Board Minutes.

# Code of Conduct for Board Members

## General

In the interests of good governance all Board members must agree to protect, uphold and promote the good reputation of BirdWatch Ireland and to abide by the Code of Conduct set out below.

For any member seeking election or co-option to the Board the Chairperson should seek written confirmation that the member agrees to abide by the Code of Conduct in advance of election/co-option and should advise the members accordingly at the AGM.

The minutes of the Board shall record that all Board members agree to abide by this Code and to abide by their 'fiduciary duties'. These are the legal duty of one party to act in the best interests of another. These duties relate mainly to assets, property, statutory obligations and the organisation's expectations of Board.

## Code

### Advocacy

- Attend events and keep up to date with subjects that are relevant to the Board's work and regularly update their skills and knowledge with appropriate training as required.
- Endeavour to make proactive contribution and advocacy for the effective functioning and public image of BirdWatch Ireland.
- Improve awareness of BirdWatch Ireland - supply photographs and biographies to keep profiles up to date in conjunction with relevant member of staff.
- Participation, support and volunteer for events/activities and make and solicit contributions for publications and donations.
- Represent the Board when and if required and recognise that only designated persons are authorised to speak on the Board's behalf or communicate its decisions.
- Become familiar with the Vision/Mission/Memo & Articles and input on ideas to shape future strategy.

### Board Business

- Attend Board meetings and meetings of committees of which they are members on a regular basis and prepare themselves by reading the relevant papers in advance.
- Attend Board Meetings, on time and prepare by reviewing materials (agenda, minutes of previous meetings, CEO report) in advance of each meeting.
- Board members commit to review minutes of the previous meeting and all documents circulated in advance Board meetings.
- Board members will share the Board's workload fairly with other members of the Board.
- Participate in the Board review of its own operation and identify ways of improving its effectiveness.
- Share responsibility for decisions taken by the Board, as a whole – excessive influence on Board's decision making by individual members should be avoided.
- Understand and respect the respective roles of the Board, the Chairperson, the CEO and the Board's staff and advisers and ensure that all work in cohesion.
- Understand the process for circulating e-mails to other Board members through the Secretary.
- Work to ensure that the Board operates effectively.

## **Governance**

- All Board members agree to act in the best interests of BirdWatch Ireland as outlined above.
- All Board members should be current and fully paid up members of BirdWatch Ireland.
- Board members should familiarise themselves and act in accordance with the BirdWatch Ireland Memorandum and Articles of Association and the BirdWatch Ireland Governance Handbook (this document) and with the Code of Conduct.
- Board members should not accept gifts or hospitality in conjunction with their role as a Board member of BirdWatch Ireland.
- No Board member should engage with staff member without prior knowledge and consent of Board and CEO.
- No Committees or meetings of sub-sections of the Board should be convened without prior knowledge and consent of the Board. The scope of such meetings should be defined in advance and a report delivered at next meeting or by the agreed reporting deadline.
- No staff member should engage with Board member except at request of the Board and the CEO.

## **Conflicts of Interest/Loyalty**

It is critically important for its reputation, credibility and influence that all the Board's decisions are:

- Taken fairly, objectively and without unreasonable bias; and
- Do not improperly benefit or give the appearance of benefiting Members or persons or organisations connected with them; and
- That the Board is seen to and does act in a transparent way.

Board Members are required:

- On appointment and annually thereafter, to advise the Secretary of the Board in writing of any conflicts by completing the Register of Interests (Appendix D).
- To declare in writing, to the Secretary, any new conflict that arises during their membership.
- To declare such conflicts, if any, at the commencement of any relevant meetings and comply with the procedure for dealing with conflicts.
- To declare any unanticipated conflict immediately should it arise during a meeting.
- To accept the decision of the Chairperson as to whether they may participate in discussions or decisions on any related issues to such deemed conflicts.

Board members should be mindful that conflicts of loyalty such as long standing friendships or relationships may be serious enough to be considered as conflicts of interest.

The Board and in particular the Chairperson of relevant meetings will act to prevent conflicts from unreasonably impacting its decisions. However, the Board recognises that it may benefit from the special expertise, which a Member may have, in regard to a particular issue. The Chairperson of the relevant meeting is given some discretion in dealing with such issues, provided that no provision of the relevant Code of Conduct is breached.

## **Confidentiality**

Maintaining confidentiality of Board matters is particularly important in a small community where Board members, friends and staff members share a common interest. Board Minutes, Agendas and reports to the Board, e.g., Financial, Archival and CEO reports and all matters discussed by the Board are strictly confidential to Board Members.



Board members are required to:

- Respect, both during and after membership of the Board, the confidentiality of all information received by the Board, which is not in the public domain. This includes personal, private or sensitive information, which has been received in confidence by BirdWatch Ireland.
- Respect the confidentiality of decisions made by Board until such decisions are made public.
- Respect at all times the confidentiality of the deliberations of the Board and its committees.
- Return or destroy all documents, (hard and electronic copies), received during Board membership, when their term of office expires.

### **Compensation and Board Expenses**

It is the established custom and practice at BirdWatch Ireland that Board members do not reclaim costs for any expenses incurred in connection with attendance at Board meetings or at other events associated with their role as Board members. In exceptional circumstances, where excessive costs are likely to be incurred in connection with serving on the Board, these must be agreed in advance by the Board and the CEO.

All services and advice provided by Board members is done so on a 'pro-bono' basis. Board members are reminded that Article 17 (b)(I) specifies that a Board member can be removed from office where they hold any office or place of profit in the Conservancy save as permitted by Section 89 of the Charities Act.

### **Non Compliance with Code of Conduct**

Deliberate breach of any aspect of the Code of Conduct set out in this document will result in the Board having recourse to Article 17(a) of the *BirdWatch Ireland Memorandum & Articles of Association* whereby:

*"The Conservancy may by ordinary resolution remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Conservancy and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Conservancy."*

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## **Governance Policies**

To support best-practice in governance of the organisation and to provide direction for the Board, CEO, staff and members, BirdWatch Ireland operates the following Governance Policies:

### **Health & Safety Policy**

The Health & Safety Policy is outlined in a separate document, *BirdWatch Ireland Safety Statement*, a copy of which is available on the website.

### **Child Protection Policy**

**BirdWatch Ireland Child Protection Policy is currently under review.**

### **Whistleblower Policy**

The Board operates a Whistleblower Policy which is outlined in Appendix H.

### **Communications Policy**

The agreed official spokesperson for the organisation is the CEO. To ensure consistency and accuracy, all official public communications on behalf of BirdWatch Ireland by Board, Staff, Branches and Members should be approved by the CEO in advance.

### **Data Protection Policy**

BirdWatch Ireland operates a Data Protection Policy as outlined in Appendix I.

### **Equal Opportunities Policy**

BirdWatch Ireland is committed to equality of opportunity in all its employment practices. The Equal Opportunities Policy is outlined in Appendix J.

### **Environmental Policy**

Birdwatch Ireland recognise that in delivering positive conservation benefits our work may also have some adverse impacts on the environment. With this in mind, we are committed to continual improvement in our own environmental performance, to meeting our statutory environmental obligations and to reducing our environmental impacts. Our Environmental Policy is outlined in Appendix M.

### **Donors' Charter**

As a charity seeking donations from the public BirdWatch Ireland complies with the ICTR Statement of Guiding Principles for Fundraising. A copy of BirdWatch Ireland's Charter is set out in Appendix K and is also published on the website.

### **Feedback and Complaints Procedure**

BirdWatch Ireland is committed to ensuring that all its communications and dealings with the general public and its members and supporters are of the highest possible standard. BirdWatch Ireland's Feedback and Complaints Procedure is set out in Appendix L and is also published on its website.

## Review

The Board through the Governance Committee will conduct an annual review (or more frequently if required) of the *BirdWatch Ireland Governance Handbook* and associated governance documents. In addition, the Board undertake the following reviews:

- Conduct a general review of BirdWatch Ireland strategy at least every four years to make sure that the organisation and its vision and mission is still relevant.
- Review and agree written policy statements, where necessary, on an annual basis.
- Conduct an annual review of compliance with the Governance Code and ensure that this is minuted.
- Annually renew and sign a commitment to the 'Governance Principles Statement' and display same publicly in the Head Office reception area, annual report and on the website.
- Conduct an annual Legal and Regulatory Review using the Checklist template in Appendix A as a general guideline.
- Conduct an annual Audit Review under the terms of reference of the Audit & Risk Committee.
- Conduct an annual Risk Assessment under the terms of reference of the Audit & Risk Committee.
- Conduct an annual review with the CEO.
- Sign off on the annual Operational Plan prepared by the CEO, and review same at each Board meeting.
- Conduct an annual review of each Governance Policy assessing any breaches or incidents. The review will be included in the Board minutes together with any corrective actions.

## Appendix A – Legal and Regulatory Review Checklist

The following checklist is used as a template for review of compliance with legal and regulatory requirements

| Review Item   | Reviewed ✓ | Corrective Action / Comments |
|---|------------|------------------------------|
| <b>Legal:</b>   |            |                              |
| Audited Accounts Filed with CRO. Accounts must be filed before BWI Annual Return Date (ARD) |            |                              |
| B10s for Board appointments and retirements up to date with CRO                             |            |                              |
| B10 for Secretary up to date with CRO   |            |                              |
| Memorandum & Articles of Association up to date with CRO                                    |            |                              |
| VAT Returns completed and up to date  |            |                              |
| PAYE/PRSI returns completed and up to date  |            |                              |
| Above completed for both BWI and BWIRS  |            |                              |
| All Board Members' Passports provided for Anti-Money Laundering (AML) requirements.         |            |                              |
| <b>Regulatory:</b>  |            |                              |
| Audited Accounts filed with Charities Regulatory Authority (CRA)                            |            |                              |
| Up to date list of directors filed with CRA   |            |                              |
| Lobbying Register completed and up to date  |            |                              |
| <b>Other:</b>   |            |                              |
| Charity CHY and CRA numbers displayed on website and included in <i>Wings</i>               |            |                              |
| Governance Code Statement included on website and in <i>Wings</i>                           |            |                              |
| Up to date Governance documents available on website  |            |                              |
| Audited Accounts available on website   |            |                              |
| List of Board members and details of Committee members up-to-date on website.               |            |                              |

|  |  |  |
|--|--|--|
| Membership subscriptions up-to-date for all Board members                                      |  |  |
| All Board members signed up to BirdWatch Ireland Governance Handbook including Code of Conduct |  |  |
| BirdWatch Ireland included on the register of Compliance with the Governance Code              |  |  |
| Review 'To Do' and 'Wish List' for BirdWatch Ireland Memorandum & Articles of Association      |  |  |
| Review Safety Statement and list of incidents and issue corrective actions.                    |  |  |
| Review Child Protection Policy   |  |  |
| Review Strategy and issue any corrective actions   |  |  |
| Review Environmental Policy and performance  |  |  |
| Staff and CEO Annual Reviews completed   |  |  |
| Review Board training and other requirements.  |  |  |

Signed: \_\_\_\_\_

Date of Review: \_\_\_\_\_

## Appendix B – Format of Board Minutes

The suggested format for BirdWatch Ireland Board minutes is as follows:

**Folio Number:** A unique number assigned to reference the meeting, e.g., 2016/17-01

**Date, Time and Location of Meeting:** E.g., Date: Wednesday 2nd November 2016 - Time: 18:30 - Location: Bullford

**Board Members Present (including initials for reference):** E.g., John Murphy (JM), Mary Kelly (MK).

**Board Members Via Conference:** E.g., Kate Brady (KB), Jim Jones (JJ).

**Apologies:** Board members who notified the Secretary that they are unable to attend.

**In attendance:** Staff members in attendance (usually the CEO).

**Documents:** A list of the documents circulated in advance or presented for review at the meeting.

**Agenda:** The agenda for the meeting (see also Board Meetings and Agenda above).

**Agenda Items:** A heading and note in respect of each agenda item discussed. Only key points and actions agreed need to be noted.

**Summary of Decisions and Actions:** A Summary of the agreed actions and decisions for clarity of decisions and for quick reference.

**Signature and Date:** Once the draft minutes are adopted at the next subsequent meeting, they should be signed as "Signed as a true copy of the Minutes" by the Chairperson of the meeting at which the minutes are adopted. There shall be no further alteration or amendment of such approved minutes by any Board Member.

**Page Numbering:** For completeness and in the interests of good governance the pages should be numbered 1 of n, 2 of n, etc., and each such page should clearly make reference to the board meeting relating to those minutes.

**Initialling:** For completeness and in the interests of good corporate governance each page of the adopted minutes should be initialled.

### Storage and Maintenance of Minutes

The minutes are maintained for safe keeping by the Secretary or delegated to the CEO for filing in the company safe.

## Appendix C – Format of Operational Plan

Each year the Board agrees an Operational Plan with the CEO for the following year. The CEO and staff will report against this plan as part of the CEO Report at each scheduled Board meeting. The Operational Plan will include the following sections:

**Key Goals:** A statement of the list of key goals agreed with the CEO for the year.

**Financial Budget:** The financial budget agreed with the CEO for the year.

**Key Performance Indicators (KPI):** Specific metrics agreed to measure performance for the year. Suggested KPIs might include the following:

- Financial variance vs. budget
- Metrics in relation to habitat under active management by BirdWatch
- Metrics in relation to efficacy of conservation activities.
- Total Number of Members
- Year-to-date value of Membership Subscriptions
- Number and value of Donations year-to-date (restricted and un-restricted)
- Analysis of media coverage and media channel activity
- Number of Safety and Environmental Incidents
- Number of member suggestions or complaints
- Data Protection Requests/Issues
- Other relevant metrics, e.g., number of projects, return on investment per project, staff head-count
- Advocacy and Conservation initiatives
- Health & Safety measures
- Audit corrective and preventative actions open and closed
- Employee development plan completion

KPI headings are agreed in advance with the CEO.

## Appendix D – Board Member Register of Interests

All Board members must complete the Register of Interests Form on an annual basis at the start of each Board term following the AGM. Board members should be mindful that conflicts of loyalty may be serious enough to be conflicts of interest.

### BirdWatch Ireland – Board Member Register of Interests

Board Member Name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

**1. Employment by, or ownership or part-ownership of, businesses or consultancies**

\_\_\_\_\_

\_\_\_\_\_

**2. Directorships of companies**

\_\_\_\_\_

\_\_\_\_\_

**3. Significant (1%+) shareholdings in companies**

\_\_\_\_\_

\_\_\_\_\_

**4. Membership of other bodies that may have connections to BirdWatch Ireland**

\_\_\_\_\_

\_\_\_\_\_

**5. Relationships/Friendships with BirdWatch Ireland staff members**

\_\_\_\_\_

\_\_\_\_\_

**6. Other interests that might present potential conflict of interest**

\_\_\_\_\_

\_\_\_\_\_

SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_



## **Appendix E – Schedule of Matters Reserved**

The following is a list of matters that cannot be delegated by the Board (Schedule of matters reserved):

### **Strategy and Management**

- Responsibility for the overall direction of BirdWatch Ireland.
- Extension of the BirdWatch Ireland activities into new business areas
- Approval of the BirdWatch Ireland long-term objectives and strategy, policies and annual operating and capital budgets.
- Sign-off of Operational Plans.
- Compliance with statutory and regulatory obligations.

### **Structure and Capital**

- Major changes to the BirdWatch Ireland corporate structure.
- Any changes to the BirdWatch Ireland listings or its status as a properly registered Charity.

### **Financial Reporting and Controls**

- Ensure adequate accounting and other records,
- Approval of:
  - the Annual Report and audited Accounts;
  - Periodic Reports and Management Accounts; and
  - Approval of any significant changes in accounting policies or practices.

### **Internal Controls**

- Ensuring an adequate system of internal control and risk management on the basis periodic reports from the Audit & Risk Committee.
- Approving an appropriate statement for inclusion in the annual report.

### **Contracts**

- Approval of major capital projects, investments or contracts.
- Lending or borrowing by BirdWatch Ireland in accordance with the Articles of BirdWatch Ireland.

### **Communication**

- Approval of resolutions and related documentation to be put forward to members at a general meeting.

### **Board Membership and other Appointments**

- Changes to the structure, size and composition of the Board.
- Board appointments and removals.
- Succession planning for the Board and CEO.
- Succession planning of the Chairperson of the Board.
- Membership and Chairperson make-up of Board committees.
- Appointment or removal of the Secretary.
- Appointment, reappointment or removal of the Auditor.
- Appointments to the Boards of any subsidiary companies.

### **Remuneration**

- The remuneration policy of the CEO is determined by the Chairperson and Secretary.

## **Corporate Governance Matters**

- Annual review of the CEO by the Chairperson and Secretary.
- Annual review by the Board of the performance of the Board's committees and the Chairperson.
- Consider the balance of interests between members, employees, customers, beneficiaries and the community.
- Ensure BirdWatch Ireland is properly registered with Revenue as a Charity.
- Delegation of powers to committees which shall consist of at least three Board members.

## Appendix F – Sample Call for AGM Motions and Nominations

The call for motions and nominations for the AGM is notified to members in the spring issue of *Wings* membership newsletter. This facilitates publication of motions and nominations, together with a summary of the audited accounts, in the summer issue of *Wings*. In accordance with Article 6(a) the *BirdWatch Ireland Memorandum and Articles of Association* the AGM must take place not later than the 30<sup>th</sup> of June each year and this provides due notice to members in accordance with Article 7(a).

A sample notice, including a call for nominations for Chairperson and Board Members, is given below.

### AGM YYYY (YYYY=year)

The Annual General Meeting of BirdWatch Ireland will be held in June YYYY (exact details of location, date, time and venue will appear in the May edition of “Wings”). At this stage, nominations are being sought for the post of Chairperson, positions on the Board, as well as for Motions for the AGM.

#### (If required) Nominations sought for Chairperson:

Nominations are invited for the position of Chairperson. Each fully paid-up BirdWatch Ireland member (except under-18s) may make no more than one nomination. Such nomination must contain the following information:

1. Name and address of nominee (in BLOCK capitals), who must be a fully paid-up member;
2. A brief biography of the nominee (including any past or present voluntary BirdWatch Ireland positions held);
3. Original signature of the nominee (dated);
4. Name and address (in BLOCK capitals) of 20 (twenty) proposers who must be fully paid-up members of BirdWatch Ireland. These must be accompanied by original signatures (dated) of all 20 (twenty) proposers. These may be supplied on separate pages, if desired, but must be accompanied by the name and address of the nominee.

Nominations for the position of Chairperson should be sent to BirdWatch Ireland (Chairperson, Board Nominations and Motions), Unit 20 Block D, Bulford Business Campus, Kilcoole, Co. Wicklow, to arrive not later than 17.00 hours on (*date of copy deadline for summer issue of Wings*). Nominations not addressed in this fashion or nominations received after the deadline will not be accepted under any circumstances.

#### Nominations sought for Board:

Nominations are invited for vacancies on the Board. Each fully paid-up BirdWatch Ireland member (except under-18s) may make no more than two nominations. Each nomination must contain the following information:

1. Name and address of nominee (in BLOCK capitals), who must be a fully paid-up member.
2. A brief biography of the nominee (including any past or present voluntary BirdWatch Ireland positions held).
3. Original signature of the nominee (dated).
4. Name and address (in BLOCK capitals) of 10 (ten) proposers who must be fully paid-up members of BirdWatch Ireland. These must be accompanied by original signatures (dated) of all 10 (ten) proposers. These may be supplied on separate pages, if desired, but must be accompanied by the name and address of the nominee.

Nominations for positions on the Board should be sent to BirdWatch Ireland (Chairperson, Board Nominations and Motions), Unit 20 Block D, Bulford Business Campus, Kilcoole, Co. Wicklow, to arrive not later than 17.00 hours on (*date of copy deadline for Summer issue of Wings*). Nominations not addressed in this fashion or nominations received after the deadline will not be accepted under any circumstances.

#### Motions for the AGM:

Motions for the AGM should be sent to BirdWatch Ireland (Chairperson, Board Nominations and Motions), Unit 20 Block D, Bulford Business Campus, Kilcoole, Co. Wicklow, to arrive not later than 17.00 hours on (*date of copy deadline for summer issue of Wings*). Any such motion must be signed by the proposer, who must be a fully paid-up member of BirdWatch Ireland, as well as 4 (four) supporting person who are also fully paid-up members of BirdWatch Ireland.

Please note that the Draft Minutes of the YYYY (last year) AGM are available to members on request from BirdWatch Ireland. Please email [xinfoxxx@birdwatchireland.ie](mailto:xinfoxxx@birdwatchireland.ie)

## Appendix G – Sample Notice of AGM

Notice of the AGM, including motions and nominations, together with a summary of the audited accounts, is published in the summer issue of *Wings*. In accordance with Article 6(a) the *BirdWatch Ireland Memorandum and Articles of Association* the AGM must take place not later than the 30th of June each year and this provides due notice to members in accordance with Article 7(a).

A sample notice is given below:

### **Irish Wildbird Conservancy Annual General Meeting**

Notice is hereby given that the Annual General Meeting (AGM) of the Irish Wildbird Conservancy will be held from xx:xx to xx:xx hours sharp on xxxday xxth June 2016 at (location).

In accordance with articles 18 and 16 respectively, xxxxxx falls to retire as Chairperson of the Board at this AGM. xxxxxx and xxxxxx fall to retire as members of the Board at this AGM. xxxxxx and xxxxxx (who were co-opted since the yyyy AGM) will also fall to retire. One nomination (xxxxxx from Dublin) has been received for Chairperson of the Board. There are three nominations for election to the Board. Nomination was received in respect of xxxxxx of Co. xxxxx and the Board nominate xxxxxx of Co. and xxxxxx of CO. xxxx. The number of nominations for the Board is (equal to/less than/greater than) the number of vacancies on the Board. [*Amend above depending on situation/nominations*]

The draft agenda is as follows:

1. Adoption of agenda
2. Consideration of Minutes of the Annual General Meeting of (last AGM)
3. Annual Report of the Board (last year)
4. Consideration of Audited Annual Accounts (last financial year)
5. Appointment [*or re-appointment*] of the statutory auditors;
6. Authorisation of the Board to approve remuneration of the statutory auditors
7. Election of Chairperson
8. Election of Board members
9. Motions for the AGM
  - 9.1 Motion 1 – including name of proposer and names of supporters
  - 9.2 Motion 2 – as above
  - 9.3 etc.
10. Reports from the Branches
11. To transact any other business as may be transacted at an annual general meeting.

By order of the Board

xxxxxx  
Chairperson  
BirdWatch Ireland  
Unit 20 Block D  
Bulford Business Campus  
Kilcoole  
Co. Wicklow.

(date of notice)

### **Minutes/Audited Accounts**

Please note that Minutes of the xxx AGM and Audited Accounts for year ending xxxx are available to members on request.  
Please email [info@birdwatchireland.ie](mailto:info@birdwatchireland.ie)

## Appendix H – Whistleblower Policy

### Non-retaliation Policy

- It is the policy of BirdWatch Ireland (the "Company") to comply with all applicable laws (including the Protected Disclosures Act 2014) that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information involving the Company's accounting, internal accounting controls and audit matters ("Accounting Matters").
- Any employee of the Company may submit a good faith complaint regarding such Accounting Matters to the management of the Company without fear of discrimination, dismissal or retaliation of any kind.
- The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices.
- The Audit & Risk Committee of the Company's Board of Directors (the "Audit Committee") will oversee treatment of employee concerns in this area.

### Receipt of Employee Complaints

In order to facilitate the reporting of employee complaints, the Audit & Risk Committee has established the following procedures for the receipt, retention and treatment of complaints regarding Accounting Matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- The Board has designated that the Chairperson of the Audit & Risk Committee, as its Compliance Officer, is responsible for administering this Policy. (See below for details).
- The Compliance Officer is responsible for receiving, collecting, reviewing, processing and resolving concerns and reports by employees and others on the matters described above.
- Employees are encouraged to discuss issues and concerns of the type covered by this Policy with their immediate manager, who is in turn responsible for informing the Compliance Officer of any concerns raised.
- If the employee prefers not to discuss these sensitive matters with his or her own immediate manager, the employee may instead directly discuss such matters with the Compliance Officer.
- The Compliance Officer will refer complaints submitted to the Audit & Risk Committee.
- If an employee believes he or she has been subjected to any retaliatory action in violation of this Policy, he or she may file a complaint with his or her own immediate manager or the Compliance Officer.
- If it is determined that an employee has experienced any improper employment action in violation of this Policy, such employee will be entitled to appropriate corrective action.

### Scope of Matters Covered by These Procedures

These procedures relate to employee complaints involving any questionable Accounting Matters, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or non-compliance with the Company's internal accounting controls;
- Misrepresentation or false statement by an employee regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- Deviation from full and fair reporting of the Company's financial condition.

## **Treatment of Complaints**

Upon receipt of a complaint, the Compliance Officer will:

- determine whether the complaint actually pertains to Accounting Matters.
- acknowledge receipt of the complaint to the sender.
- Such complaints pertaining to Accounting Matters will be reviewed under Audit & Risk Committee direction and oversight by the Compliance Officer, or such other persons as the Audit & Risk Committee determines to be appropriate.
- Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit & Risk Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters.

## **Reporting and Retention of Complaints and Investigations**

The Compliance Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit & Risk Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.

## **Compliance Officer Details**

The Board has designated the Chairperson of the Audit & Risk Committee as The Compliance Officer. Contact details are available at [www.birdwatchireland.ie/governance](http://www.birdwatchireland.ie/governance)

## Appendix I – Data Protection Policy

This policy is a statement of BirdWatch Ireland's commitment to protect the rights and privacy of individuals in accordance with the Data Protection Acts.

### Individuals' Responsibilities

Any staff member of BirdWatch Ireland who is involved in the collection, storage or processing of personal data has responsibilities under data protection legislation. Any staff member involved in the processing and/restoring of personal data should make sure;

- to obtain and process personal data fairly.
- to keep such data only for explicit and lawful purposes.
- to disclose such data only in ways compatible with these purposes.
- to keep such data safe and secure.
- to keep such data accurate, complete and up-to-date.
- to ensure that such data is adequate, relevant and not excessive.
- to retain such data for no longer than is necessary for the explicit stated purpose.
- to give, on request, a copy of the data to the individual to whom they relate, such a request is known as an *Access Request* (sample access request letter is outlined below).

Any data access requests received should be forwarded immediately to the CEO. A fee of €6.35 (currently) applies to any application for information under the Data Protection Acts.

### Individual Rights

The individuals for whom BirdWatch Ireland stores personal data have the following rights:

- to have their personal data obtained and processed fairly.
- to have personal data kept securely and not illegitimately disclosed to others.
- to be informed of the identity of the Data Controller and of the purpose for which the information is held.
- to get a copy of their personal data.
- to have their personal data corrected or deleted if inaccurate.
- to prevent their personal data from being used for certain purposes, for example, one might want to have the data blocked for research purposes where it is held for other purposes.
- under Employment Rights, not to be forced to disclose information to a prospective employer. No one can force another person to make an access request, or reveal the results of an access request, as a condition of recruitment, employment or provision of a service. Where vetting for employment purposes is necessary, this can be facilitated where the individual gives consent to the data controller to release personal data to a third party.
- It should be noted that under the Freedom of Information Acts (1997 and 2003) records containing personal information may be released to a third party, where the public interest so requires.

### Principles of the Acts

BirdWatch Ireland will administer its responsibilities under the legislation in accordance with the eight stated data protection principles outlined in the Act as follows:

- **Obtain and process information fairly.** BirdWatch Ireland will obtain and process personal data fairly and in accordance with the fulfilment of its functions.
- **Keep data only for one or more specified, explicit and lawful purposes.** BirdWatch Ireland will keep data for purposes that are specific, lawful and clearly stated and the data will only be processed in a manner compatible with these purposes.
- **Use and disclose data only in ways compatible with these purposes.** BirdWatch Ireland will only disclose personal data that is necessary for the purpose(s) or compatible with the purpose(s) for which it collects and keeps the data.



- **Keep data safe and secure.** BirdWatch Ireland will take appropriate security measures against unauthorised access to, or alteration, disclosure or destruction of, the data and against their accidental loss or destruction. BirdWatch Ireland is aware that high standards of security are essential for all personal data.
- **Keep data accurate, complete and up-to-date.** BirdWatch Ireland will have procedures that are adequate to ensure high levels of data accuracy. BirdWatch Ireland will examine the general requirement to keep personal data up-to-date. BirdWatch Ireland will put in place appropriate procedures to assist staff in keeping data up-to-date.
- **Ensure that data is adequate, relevant and not excessive.** Personal data held by BirdWatch Ireland will be adequate, relevant and not excessive in relation to the purpose(s) for which it is kept.
- **Retain data for no longer than is necessary for the purpose or purposes for which they are kept.** BirdWatch Ireland will have a policy on retention periods for personal data.
- **Give a copy of his/her personal data to that individual, on request.** BirdWatch Ireland will have procedures in place to ensure that data subjects can exercise their rights under the Data Protection legislation.

## **Roles/Responsibilities**

BirdWatch Ireland has overall responsibility for ensuring compliance with the Data Protection legislation. However, all employees of BirdWatch Ireland who collect and/or control the contents and use of personal data are also responsible for compliance with the Data Protection legislation.

BirdWatch Ireland will provide support, assistance, advice and training to all relevant Departments, Offices and staff to ensure it is in a position to comply with the legislation.

## **Procedures and Guidelines**

This policy supports the provision of a structure to assist in BirdWatch Ireland's compliance with the Data Protection legislation, including the provision of best practice guidelines and procedures in relation to all aspects of Data Protection.

## **Review**

This Policy will be reviewed annually in light of any legislative or other relevant indicators.

## **Definitions**

The following definitions are taken from the Data Protection Acts 1998 and 2003. Full copies of the act are available at the Data Protection Commissioner web site [www.dataprotection.ie](http://www.dataprotection.ie)

**Personal data** means data relating to a living individual who is or can be identified either from the data or from the data in conjunction with other information that is in, or is likely to come into, the possession of the data controller.

**Sensitive personal data** means personal data as to -

- The racial or ethnic origin, the political opinions or the religious or philosophical beliefs of the data subject.
- whether the data subject is a member of a trade-union.
- the physical or mental health or condition or sexual life of the data subject.
- the commission or alleged commission of any offence by the data subject, or
- any proceedings for an offence committed or alleged to have been committed by the data subject, the disposal of such proceedings or the sentence of any court in such proceedings.

## Access Request - Sample Letter

Please see below, sample wording for letter to access data held under the Data Protection Acts 1988 and 2003.

When requesting information, it is important to give any details that will help the person to identify you and find your data – For example a staff number, any previous address or your date of birth; and be clear about which details you are looking for if you only want certain information. This will help BirdWatch Ireland to respond more quickly.

A fee of €6.35, currently, applies to any application for information under the Data Protection Acts.

To:

CEO,  
BirdWatch Ireland,  
Unit 20, Block D,  
Bullford Business Campus,  
Kilcoole,  
Co. Wicklow

Dear Sirs,

Under the Data Protection Acts 1988 and 2003, I wish to make an access request for a copy of any information you keep about me, on computer or in manual form.

[Insert relevant information to assist BirdWatch Ireland to identify you and find your data]

Yours faithfully,

[Name]

[Address]

## Appendix J – Equal Opportunities Policy

BirdWatch Ireland is committed to equality of opportunity in all its employment practices, policies and procedures irrespective of gender, civil status, family status, sexual orientation, religious belief, age, disability, nationality or ethnic or national origin, or membership of the travelling community. BirdWatch Ireland is also committed to the development, maintenance and support of a policy of equal opportunity for staff and prospective staff.

BirdWatch Ireland has and will continue to develop policies, procedures and practices that comply with the Equality Employment Acts 1998 and 2004, the Equal Status Act 2000 and 2004 and the Disability Act 2005.

The objectives of the policy are as follows:

- To ensure that all applicants for employment are treated fairly on the basis of his/her merits, abilities, qualifications and suitability for appointment and that appointment procedures do not discriminate on the basis of criteria that cannot be justified by the demands of the post.
- To ensure that all employees of BirdWatch Ireland are trained, appraised, given access to relevant work experience, promoted and otherwise treated on the basis of his/her relevant merits, qualifications, abilities and experience.
- To promote a harmonious working environment for employees based on mutual respect within which they are encouraged to develop his/her full potential in the interests of the individual and the employer.

Discrimination of any person is prohibited. Discrimination is defined as “treating a person less favourably than another is, has been or would be treated”. Discrimination can arise when a job applicant, employee, delivery person or community member is put in a situation solely because of one or more of the above factors.

## Appendix K – Donors’ Charter

As a charity seeking donations from the public BirdWatch Ireland aims to comply with the ICTR Statement of Guiding Principles for Fundraising. The Charter exists to:

- Improve fundraising practice;
- Promote high levels of accountability and transparency by organisations fundraising from the public; and
- Provide clarity and assurances to donors and prospective donors about the organisations they support.

BirdWatch Ireland’s pledge is to treat all its donors with respect, honesty and openness.

BirdWatch Ireland commits to being accountable and transparent so that donors and prospective donors can have full confidence in BirdWatch Ireland.

BirdWatch Ireland promises it will effectively apply any gifts for their intended purposes.

Birdwatch Ireland commits that our donors and prospective donors will:

- Be informed of the organisation’s mission, and of the way the organisation intends to use donated resources;
- Be informed of the identity of those serving on the organisation’s governing Board, and that the Board will exercise prudent judgement in its stewardship responsibilities;
- Have access to the organisation’s most recent financial statements;
- Be assured donors’ gifts will be used for the purposes for which they were given;
- Receive appropriate acknowledgement and recognition;
- Be assured that information about any donation is handled with respect and with confidentiality to the extent provided by law;
- Expect that all relationships with individuals representing the charity will be dealt with professionally;
- Be informed whether those seeking donations are volunteers, employees of the organisation or hired third party agents;
- Have easily available the agreed procedures for making and responding to complaints (See Appendix L);
- Have the opportunity for any names to be deleted from mailing lists and to be informed if the organisation intends to share mailing lists with third parties; and
- Receive prompt, truthful and forthright answers to questions any donor might have of the organisation.

## Appendix L – Feedback and Complaints Procedure

BirdWatch Ireland is committed to ensuring that all its communications and dealings with the general public, members and supporters are of the highest possible standard. BirdWatch Ireland listens and responds to the views of the general public, members and supporters so that it can continue to improve.

BirdWatch Ireland welcomes both positive and negative feedback. Therefore, it aims to ensure that:

- it is as easy as possible to provide feedback or to make a complaint;
- BirdWatch Ireland treats as a complaint any clear expression of dissatisfaction with its operations which calls for a response;
- BirdWatch Ireland treat it seriously whether it is made by telephone, letter, fax, email or in person;
- BirdWatch Ireland deal with it quickly and politely;
- BirdWatch Ireland respond accordingly - for example, with an explanation, or an apology where it has got things wrong, and information on any action taken, etc.; and
- BirdWatch Ireland learns from complaints, use them to improve, and monitor them at its Board.

If you have feedback or a complaint – Step One

If you do have feedback or a complaint about any aspect of BirdWatch Ireland’s work, you can contact the CEO in writing or by telephone.

In the first instance, your feedback/complaint will be dealt with by Birdwatch Ireland’s CEO.

Please give us as much information as possible and let BirdWatch Ireland know how you would like it to respond to you, providing relevant contact details.

Please write to:

CEO  
BirdWatch Ireland  
Unit 20 Block D  
Bullford Business Campus  
Kilcoole  
Greystones  
County Wicklow  
T: +353 (0) 1 2819878  
E: [osullivancomments@birdwatchireland.ie](mailto:osullivancomments@birdwatchireland.ie)

What happens next?

If you complain in person or over the phone, BirdWatch Ireland will try to resolve the issue there and then. Similarly, if you complain by email or in writing BirdWatch Ireland will always acknowledge your complaint within 7 days, and do everything it can to resolve it within 21 days. If this is not possible, BirdWatch Ireland will explain why and provide a new deadline.

What if the complaint is not resolved?

If you are not happy with Birdwatch Ireland’s response, you may get in touch again by writing to the BirdWatch Ireland Chairperson. The Chairperson will ensure that your appeal is considered at Board level and will respond within two weeks of this consideration by Board members.

## Appendix M – Environmental Policy

BirdWatch Ireland exists to Protect Birds and Habitats, helping to create a better world for us all.

To help achieve this vision, we champion birds and the environment to decision-makers, protect, restore and manage habitats for birds and wildlife, and research the problems facing birds and the environment. This research underpins all our work and helps us find practical solutions that we can implement and promote to others. We manage our nature reserves so that wildlife can flourish and people can get closer to nature. We also share our knowledge and enthusiasm to help people of all ages enjoy the natural world. This includes an extensive education programme to enable young people to learn more about the environment.

We recognise that in delivering these positive conservation benefits our work also has some adverse impacts on the environment. With this in mind, we are committed to continual improvement in our own environmental performance, to meeting our statutory environmental obligations and to reducing our environmental impacts.

Our main environmental impacts arise from: greenhouse gas emissions from energy use and travel; waste generation; water use; and the use of non-renewable resources. To minimise our impacts on the environment, we have set ourselves the following objectives:

- Advocate sustainability and, through our example and achievements, inspire and encourage others.
- Develop and implement environmental action plans to minimise our impacts, and set appropriate targets to achieve continuous improvement.
- Annually review our environmental performance.
- Raise awareness of environmental issues among staff and encourage them to observe best practice.
- Incorporate environmental responsibilities into job descriptions, staff training and appraisals.
- Select and work with corporate partners and suppliers towards achieving compliance with this policy.
- Promote the value of sustainability to our members and supporters.
- Manage BirdWatch Ireland investments in a manner that supports the principles of socially responsible investing (SRI).

This policy has been endorsed by the Board. Responsibility for its implementation lies with the management structure and every member of staff. The Green Management Team will advise on implementation and monitor progress. The policy and supporting management systems will be subject to regular review.

## Appendix N – List of Governance Documents

| Document  | Download Link   |
|---|---|
| BirdWatch Ireland Memorandum and Articles of Association - Adopted 21-09-2016 |   |
| BirdWatch Ireland Governance Code 2016 Statement                              |   |
| BirdWatch Ireland Governance Handbook (this document)                         |   |
| BirdWatch Ireland Safety Statement  |   |
| BirdWatch Ireland Employee Handbook   | Internal only document  |
| Communications Policy   | See Governance Policies   |
| Whistleblower Policy  | See Appendix H of this document   |
| Data Protection Policy  | See Appendix I of this document   |
| Equal Opportunities Policy  | See Appendix J of this document   |
| Donors' Charter   | See Appendix K of this document   |
| Feedback and Complaints Procedure   | See Appendix L of this document   |
| Environmental Policy  | See Appendix M of this document   |
| BirdWatch Ireland Child Protection Policy                                     | Currently under review.   |
| BirdWatch Ireland Disaster Recovery Plan                                      | Currently under review.   |
| BirdWatch Ireland 2020 Strategy   |   |
| BirdWatch Ireland Risk Appetite Statement                                     | Currently under review.   |
| BirdWatch Ireland Volunteer and Branch Handbook.                              |   |
| ICTR Statement of Guiding Principles for Fundraising.                         |   |
| The Governance Code   | <a href="http://www.governancecode.ie/resources.html">http://www.governancecode.ie/resources.html</a> |

## Appendix O – Glossary of Terms

The following explanation of terms is how they are understood and used in the Governance Code for Community, Voluntary and Charitable Organisations in Ireland.

**Accountable:** Answerable to.

**Annual Report:** This is a document setting out the yearly operational and financial activities of an organisation.

**Annual General Meeting (AGM):** The yearly meeting of the members of an organisation. Its purpose is to:

- approve the previous year's financial statements;
- confirm appointments to the governing body;
- make decisions in which the members must be involved; and
- confirm the appointment of a person to review the annual accounts (in the case of a company, the auditor).

By law companies limited by guarantee must have an AGM.

**Annual work plan:** This is a schedule of tasks for the coming year. It gives details of the resources to accomplish these tasks.

**Articles of association:** In a company limited by guarantee, the articles of association set out the members' rights, directors' powers and how the organisation makes decisions. (This is one of the two formal governing documents which are used to set up a company limited by guarantee. The second is the Memorandum of Association.)

**Assets:** Money or other valuables, for example, premises, belonging to an individual or a business.

**Board:** See governing body.

**Board handbook:** This is an information guide for Board members on how a Board works.

**Board induction process:** This is a process that aims to familiarise a new Board member with the organisation.

**Board Review Process:** This is a process that the Board should conduct on a regular basis to evaluate its own performance and assess how it is adapting to the challenges of the changing business and regulatory environment. The review should evaluate the individual and collective performance of Board members, its skills, competencies, structures, policies and procedures to ensure that they are fit-for-purpose.

**Board Succession Plan:** Succession planning is a way for an organisation to ensure its continued effective performance. The main goal of a succession plan is to smooth the transition as Board members leave and are replaced. It is important to think not just in terms of Board membership, but also committee membership, Board and committee chairs, and officer positions. The Board needs to search constantly for potential members and find new ways to make available suitable candidates for Board positions.

The succession plan should set out clear key selection criteria, for example, the skills, knowledge, experience required, the rules about Board member appointment in the organisation's governing document and the procedures to be used to help identify, filter and screen potential candidates to fill vacancies as they arise. A useful tool to help Boards stay on top of succession planning is to develop a chart that can include the Board members, their length of service, expiration of their current term, as well as committee and officer positions held. This will help give a clear picture of upcoming vacancies that will need to be filled. The succession plan should also cover the process to be followed if there is an unplanned departure from the Board and for the departure – planned or unplanned – of the CEO and other key managers.

**Business continuity plans:** This is a plan to determine how the company will be maintained in the future.

**CEO (Chief Executive Officer):** The person responsible for managing the activities of an organisation. This person reports to the governing body. The post of CEO is usually a paid position. This person may be known by other names such as:

- Managing director;
- Manager;



- Coordinator; and
- Director (not to be confused with those people who are members of the Board of directors of the organisation).
- 

**Chair/Chairperson:** The person who leads the governing body.

**Charities Regulatory Authority:** The Charities Regulatory Authority (CRA) is Ireland's national statutory regulatory agency for charitable organisations. The CRA is an independent agency of the Department of Justice and Equality.

**Code of conduct:** A document setting out expected standards of behaviour of members of an organisation and the procedures in place if these standards are not met.

**Communications strategy:** The way information about an organisation is communicated both internally and externally.

**Company limited by guarantee (also called a company limited by guarantee without a share capital):** This is a type of legal entity normally chosen by voluntary organisations, charities and community groups because:

- it is a distinct legal entity and in law is considered to be separate to its members or Board members;
- it is a democratic structure – the company is controlled by the members who elect the Management Committee, usually known as the Board of Directors;
- members cannot benefit from any profits made; and
- each Board member's liability is limited to a nominal sum which they guarantee to pay if the company has debts on winding up.

**Company secretary:** This is a person appointed by the directors of a company who is responsible for making sure that the company complies with company law. This person is not necessarily the same person who carries out the secretarial duties, for example, takes the minutes, or has the title of Honorary Secretary within a particular organisation. It is a role that may be held by a corporate entity such as an accounting or law firm.

**Comply:** To act in line with the Code of Governance.

**'Comply or explain':** This is an approach used in corporate governance. Rather than setting out strict rules, organisations are expected to use a principles-based code where Boards have to follow the recommended practices in the Code or explain the veracity (truthfulness) of their explanations for divergence from these practices. The explanations are open to public scrutiny – and stewardship (see page 8 of the *Governance Code – October 2016*).

**Conflict of interest:** A conflict of interest arises when your private interests compete with your professional duties. A conflict of interest may arise, for example, if a Board member influences the awarding of a contract to a company owned by a family member. It is legal to award a contract to the best qualified company, even if that company is owned by a relative of a Board member, but the Board member must not be part of the decision-making process. This would be a conflict of interest, because the family would benefit financially from their position. A conflict of interest can also happen in relation to a business connection of the Board member (non-family related).

**Conflict of Loyalty:** A conflict of loyalty arises where a Board member may be involved in Board decisions and may be (or perceived to be) potentially influenced by considerations other than the best interests of the organisation. This might happen when the Board member has come onto the Board as a nominee of a particular group for example members in a particular county, a funding body, stakeholders or staff. This situation may possibly cause the Board member to think that they should act in the interests of the grouping that nominated them. However, regardless of how they got onto the Board of directors, Board members should act in the interests solely of the organisation on whose Board that they sit, rather than acting in the interests of the grouping that nominated them. Conflicts of loyalty may be sufficiently serious to amount to conflicts of interest.

**Constitution:** This is a document that sets out the purpose of your organisation and the basic rules for governance (see also governing document). For organisations that are structured as companies, the Companies Act 2014 (commenced in June 2015) requires a constitution which must include certain information specified in the Act. The constitution is a combination of the old Memorandum and Articles of Association into one document.

**Cooperative:** This is an enterprise owned and controlled by its members for the benefit of members.

**Corporate governance:** See governance.

**Data protection policy:** A policy that reflects data protection rules and applies them to the systems of the organisation so that they comply with the relevant Data Protection law.

**Delegate:** To give another person the authority to do work and/or to take decisions on your behalf.

**Delegated authority:** This happens when the governing body authorises the CEO or manager to take a decision on their behalf to facilitate efficient management or administration. It can also happen between a CEO or Manager and other staff.

**Director:** A member of the Board of directors of a company limited by guarantee.

**Employment policy:** This policy sets out an organisation's guidelines on the employment of individuals. The guidelines on recruitment, induction, supervision and appraisals and the grievance and disciplinary procedures may be in one or more documents.

**Equality policy:** A document setting out the steps an organisation is taking to make sure that it is following the principle of equality. When developing policy, organisations need to take the nine grounds of discrimination and equality legislation into account.

**Financial management procedure or system:** The procedure or system in place for managing and controlling the financial resources of an organisation.

**Friendly society:** This is an association of people who join together for a common financial or social purpose, mostly to provide small assurance benefits, sick benefits, savings and death benefits to members.

**Governance (good governance):** This is where the Board sets and oversees the achievement of its organisation's objectives. This helps to lead the organisation on a journey to success – a journey led from the Boardroom. This Governance Code is a collection of recommended practices to enable an organisation to set and achieve its objectives. It is not about rules. It is about principles guiding an organisation to do the right thing in the right way.

**Governing body:** The appointed representatives responsible for making sure that the organisation is run in line with the governing document.

- In the case of a company – the Board of directors;
- In the case of a trust – the trustees;
- In the case of a club – the committee.

Depending on the nature of the organisation, the governing body may be called other names such as:

- the Board of directors;
- the council;
- the governors;
- the management committee; or
- the national council.

Employees are not normally members of the governing body.

**Governance code:** A set of guidelines setting out the systems and processes involved in steering an organisation.

**Governing document:** The founding document of an organisation that sets out its basic rules.

- In the case of a company – the constitution which combines the old memorandum and articles of association into one document as set out in the Companies Act 2014 (which was commenced in June 2015);
- In the case of a trust – the trust deed;
- In the case of a club – the constitution, the charter, the regulations, the rules or the statutes;
- In the case of a friendly society – the rules.

**Health & Safety policy:** A document setting out the health and safety procedures in an organisation.

**Incorporated:** means that a group is established as a separate legal entity, usually as a company limited by guarantee, but also can be as a cooperative or friendly society.

**Internal audit function:** An internal audit is an organisation's self-examination. It analyses the activities, processes and procedures of a business. This audit identifies any weak links in an organisation's systems as well as opportunities for improvement. It also acts as a feedback mechanism for the management and Board. It is an independent process within an organisation.

The audit committee report to the Board. It is important to make sure that there is clarity about the:

- purpose,
- authority;
- activities; and
- responsibility and performance

of the internal audit function between Board, audit committee, CEO and senior management.

**Key performance indicator (KPI):** This is a measurement of the degree of progress towards an organisation's aims and objectives.

**Legal entity:** An individual or organisation which is permitted by law to enter into a contract, and be sued if it fails to meet its contractual obligations.

**Manager:** The person with direct responsibility for managing the various resources of an organisation.

**Material breach:** Failure to carry out a duty under a contract.

**Memorandum:** The memorandum gives details of:

- a company's name;
- its objects; and
- the limits of the members' liability if the company has to be wound up.

(This is one of the two formal governing documents which are used to set up a company limited by guarantee. The second is the Articles of Association.)

**Mission:** The main aim of a group, an organisation or a person. Also called 'purpose'.

**Mission statement:** a written statement of the mission.

**Nine grounds of discrimination:** Under the Employment Equality Act 1998 and the Equality Act 2004 there are nine legal grounds of discrimination. They are:

1. Gender;
2. Marital status;
3. Family status;
4. Sexual orientation;
5. Religion;
6. Age;
7. Race;
8. Disability; and
9. Membership of the Travelling community.

**Objects:** the objects of an organisation describe the reason for the organisation's existence.

**Performance review:** This is a process where the effectiveness of the Board, the chair and individual Board members is formally considered. Staff should also have performance reviews. These should be done every year.

**Property:** That which is legally owned by an individual or entity.

**Protected Disclosure:** A protected disclosure is a disclosure of information that in the reasonable belief of the person disclosing the information tends to show a 'relevant wrongdoing' (whistleblowing). The definition of 'relevant wrongdoing' is widely drafted and includes: criminal offences; failure to comply with legal obligations; miscarriages of justice; health and safety matters; environmental damage; unlawful or improper use of funds or resources of a public body; and, an act or omission by or on behalf of a public body which is oppressive,

discriminatory, grossly negligent or constitutes gross mismanagement. If information relating to these matters is likely to be concealed or destroyed, this is also a 'relevant wrongdoing'.

The Protected Disclosures Act 2014 aims to protect people who raise concerns about possible wrongdoing in the workplace. The Act, which came into effect on 15 July 2014, is often called the whistleblower legislation. It provides for redress for employees who are dismissed or otherwise penalised for having reported possible wrongdoing in the workplace.

The Act's definition of the term worker includes employees or former employees, trainees, people working under a contract for services, independent contractors, agency workers, people on work experience and the Gardaí. The legislation does not specifically name volunteers as being covered but guidelines to be developed for public bodies will include how to treat disclosures by volunteers.

**Policy:** A course of action proposed or adopted by an organisation or person.

**Purpose:** The main aim of a group, an organisation or a person. What the organisation seeks to do. Also called 'mission'.

**Register of directors' interests:** A list of the interests and loyalties of the directors which may conflict with the interests of the organisation.

**Risk:** A risk is the potential that a chosen course of action or activity (including no action) will lead to an undesirable outcome.

**Risk appetite:** The level of risk that an organisation is willing to accept.

**Risk assessment:** The overall process of evaluating the likelihood and consequence of risk to the organisation.

**Risk management policy:** A policy setting out how the risks which have been identified by the risk assessment procedure will be managed and controlled.

**Risk Register:** The risk register details all identified risks for the group or organisation, including description, category, cause, probability of occurring, impact on objectives, proposed responses, owners, and current status.

**Safety Statement:** A Safety Statement is a written plan that specifically identifies the organisation's hazards, assesses the risks, and identifies the controls to be put in place, the people responsible and resources necessary to ensure the safety of people at work. It is required by Section 20 of the Safety, Health and Welfare at Work Act 2005.

**Schedule of matters reserved for the Board:** This is a list of the decisions that only a Board can make and which cannot be delegated.

**Shadow director:** This is a person who, although not officially a member of the Board, instructs other directors on what to do and those directors follow their instructions. Individuals who act as shadow directors have the same liability as properly appointed directors. A shadow director could be the paid CEO, if it can be shown that they are effectively in control of the Board. Another example of a shadow director might be the founder of the organisation, who is no longer on the Board, but who still exerts significant influence over the Board and the direction of the organisation.

**Stakeholder:** A person or group with an interest (a stake) in the actions or policies of an organisation, which means they may affect the actions or policies and/or be affected by them. Key stakeholders might include:

- Members;
- Funders;
- Staff;
- Volunteers;
- The general public, and
- Regulators.

**Statement of the division of responsibilities:** This is a statement which sets out the responsibilities of the chair and the CEO. This document should include the CEO's delegated authority.

**Strategic issues:** These are matters concerned with the delivery of the overall mission, values and objectives of an organisation's strategy.

**Strategic plan:** This is a document setting out an organisation's mission, vision, values, aims and objectives for the medium to long term and plans for how these will be achieved.

**Strategic objectives:** Strategic objectives are what an organisation was formed to achieve. They set out what it intends to achieve over a set period of time, usually 3 to 5 years. Strategic objectives should describe a change or outcome (result) that it wants to achieve, not an activity or output. Ideally, they include a clearly measurable target that is realistic and time-specific. Strategic objectives are important because they define organisational priorities and focus as they form the basis for annual work or business plans.

**Stewardship:** Stewardship is the process of safeguarding the interests of others by examining the quality of a Board's compliance with the Code's principles and their explanations for any divergence from its practices. Stewardship can involve monitoring and engaging with Boards of organisations on matters such as strategy, performance, risk, financials, corporate governance and explanations for any non-compliance with the Code. Engagement on such matters is conducted on behalf of those either supporting or depending on the organisation to effectively achieve its promised objectives.

**Terms of reference:** A set of guidelines setting out the function of a grouping such as the Board, a committee or a Committee. The terms provide information on purpose, goals, main activities and calendar. Terms of reference are often agreed at the start of an activity, for example, a project or the work of a third-party committee.

**Trust:** A Trust is a legal entity which charities sometimes use to structure their organisation. Its governing document is called the 'Deed of Trust' and the members of its governance body are called Trustees.

**Trustee:** In the sense of the Charities Act 2009, a trustee is a person who sits on the governing Board of any charitable organisation, regardless of how it is legally made up so it includes, for example, members of the Board of a company limited by guarantee, or members of the management committee of an unincorporated association.

**Unincorporated Association:** This is a legal form used by a large number of community, voluntary, charity organisations, clubs and associations. Most of these organisations start up as an unincorporated association with a constitution and rules. Some organisations then decide to change to the more structured form of being a company limited by guarantee.

**Veracity:** The conformity with fact (truth).

**Vision:** The ideal view of a particular group or organisation of how the future should be.

**Volunteer policy:** A policy dealing with the recruitment, induction, support and supervision of volunteers and setting out the procedures for implementing the policy and dealing with problems, if they arise.

**Whistleblower:** see Protected Disclosure.