



C.A.R.I. FOUNDATION

GOVERNANCE MANUAL

February 2020

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1. INTRODUCTION

This Manual sets out the governance processes for the CARI Foundation (CARI)

Charity Name	Country Incorporated	Charities Regulator Number (RCN)	Charity Reg No	Charity No
CARI Foundation	Ireland	20023751	148760	CHY 9491

The Board has appointed an Executive Operating Committee (EOC) to manage the charity and implements the strategy and policies adopted by the Board.

The Chairman or designated Director communicates regularly with the EOC. The division of responsibilities between the role of the Board and the EOC is clearly defined in this governance manual.

The Board of Directors (Board) has authority for, and is accountable to, the members and the public at large for ensuring that the charity is appropriately managed and achieving the Board approved strategic objectives.

The Board discharges these responsibilities by supervising the overall budgetary planning and strategies.

The Board reviews the charity's internal controls and risk management policies and approves its governance structure. It further appraises and approves payments and decisions in excess of defined thresholds.

In addition to these, the Board evaluates and monitors the performance of the charity as a whole. This includes engaging with the EOC on the financial and operating performance of the charity and external issues material to the charity's prospects.

The Board must also monitor the key significant risks facing the charity.

At all times the Board acts collectively. The Board gives the EOC broad authority to operate the business of the charity and the EOC is accountable for and reports to the Board on the charity's performance.

The Board is responsible for implementing and maintaining an up to date Governance Manual and ensuring that all policies and procedures for the charity are in place to ensure full compliance with the statutory obligations, legal framework and the requirements of both the TUSLA Good Governance Framework and the principles of the Charity Governance Code.

2. MEMBERS

The members own the charity and have ultimate authority and there should be a minimum of five members.

The members of the Company shall be (i) any person appointed as a Director, shall be a member for the duration of their directorship and shall sign a written consent to become a member.

The charity reports formally to its members once a year at the AGM. Formal notification is sent to the members of the charity approximately one month in advance.

Each member has one vote and can attend and vote at meetings or vote by proxy.

Membership is non-transferable. A member can resign from membership. A person ceasing to be a director shall automatically cease to be a member, otherwise membership ceases on death.

3. BOARD OF DIRECTORS

The objectives of the Board are as provided in the Terms of Reference at Appendix 1 and these include:

- Creating a clear, shared vision and maintaining a clear sense of focus on it
- Providing leadership for the charity
- Making sure the charity does not stray from its purpose
- Formulating policies and plans to bring about the charity's objectives
- Ensuring accountability to stakeholders
- Ensuring limited resources such as the finances are managed effectively
- Recruiting and supervising the EOC
- Ensuring an ethos of equality in all that the charity does
- Ensuring that the charity complies with all relevant policy and legal requirements
- Overseeing the assessment and management of risks to the charity
- Recruiting and inducting new committee/ board members.

4. RESERVED MATTERS

The schedule of matters reserved for the Board's consideration include:

- Monitoring of the financial and operational activities of the charity;
- Development of strategic plans;
- Approving the annual budget;
- Projects outside the scope of the strategic plan;
- Governance matters;
- Litigation;
- Approval of new Directors;
- Approval of Sub Committee Terms of Reference;
- Appointment/Removal of Committee Chairpersons and Members;
- Appointment/ Removal of Auditors;
- Approval of Borrowing Facilities;
- Approval of Contracts binding the charity to financial liability exceeding

- €5,000;
- Annual review of Risk Registers; and
- Approval of new staff positions.

5. BOARD MEETINGS

Time & Frequency of Board Meetings

Prior to the commencement of each year, the Board shall prepare a schedule of Board meetings for that year. There should be no less than six Board meetings in any calendar year and additional meetings may be convened, if required.

Meetings of the Risk & Audit Committee are to be held separately from the main Board meetings.

Board of Director meetings cannot be held outside of Ireland, however conference call facilities may be utilised for members who are unable to attend in person.

Quorum

The quorum necessary for the transaction of the business of the Directors shall be three.

Agenda

The Secretary shall prepare the agenda for Board meetings in consultation with the Chairperson and EOC. The agenda shall be emailed to the directors seven days prior to the meeting. Any director may submit matters to be added to the agenda provided that they are received by the Chairman and Secretary five days in advance of the upcoming Board meeting. Any matters not submitted within 5 days shall be added to A.O.B. The final agenda and supporting papers for the upcoming meeting should be emailed to the directors not less than five days prior to the meeting.

Interim Meetings

A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. All directors shall be entitled to seven days' notice of any meeting of the directors.

Chairperson

If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

Minutes of Board Meetings

Minutes of the meetings of the Board shall be kept at the Registered Office of the charity.

The minutes shall be signed by the Chairperson of the Board and the Secretary or acting Secretary. If the Chairperson of the Board has not presided over the meeting, the minutes shall be signed by the acting Chairperson.

Minutes will be prepared by the Secretary and should be circulated to the Board in a timely manner.

Minutes of meeting contents (including Sub Committee meetings)

The following items will be recorded in the minutes of each meeting of the Board and Sub Committee as applicable:

- Date, time and location of the meeting;
- Names of the Directors and Secretary present;
- Persons from whom apologies for absence have been received;
- Name of the person chairing the meeting (Chairperson);
- Names of other persons present and the capacity in which they are in attendance;
- Approval of minutes of previous meeting and any corrections requested;
- Details of any documents or papers tabled for consideration.
- Details of proposals put before the members for vote, the names of the persons proposing and seconding the proposals;
- Details of any conflicts of interest declared by directors.

Approval of matters

Decisions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote. If a director remains opposed to a proposal after a vote they can ask for their dissent to be minuted.

Sub-Committees

The Board delegates authority to the Audit and Risk sub-committee to act on its behalf in respect of certain matters. The terms of reference for the Audit and Risk Committee are included in Appendix 2.

6. BOARD MEMBERSHIP

Appointment of directors

The charity's constitution specifies that the minimum number of directors is five. The Board should have a minimum of five directors and there should be a representative from each region where a center is located. Any director vacancies can be filled by the Board.

The membership of the Boards (as at 1 February 2020) is shown in the table at the end of this Section.

All Directors are equally responsible in law for the actions of the Board and have equal status as Directors.

Tenure of Board Members

One third of the directors should retire by rotation every year at the Annual General Meeting, but shall be eligible for re-election. The directors to retire in every year shall be those who have been longest in office.

Directors should serve a maximum term of nine years.

Chairperson

The Chairperson of the board shall be proposed for election or reappointment on an annual basis.

The Chairperson's role includes:

- Chairing meetings of the Board
- Being available for meetings with the EOC if requested;
- Preparing the agenda for Board meetings, in consultation with the EOC, Secretary and other directors;
- Ensuring appropriate interaction & adequate operational support between the Board and the stakeholders of the charity including the EOC and key staff members;
- Ensuring that a process is put in place to assess the performance of the Board;
- Representing the Board to outside parties;
- Encouraging all Board members to contribute during meetings.

It is important that the Chairperson can commit sufficient time to the role. The Board should be satisfied that the Chairperson's other commitments would not prevent him/her providing the commitment and capability to act as Chairperson.

Charity Secretary

The Board must appoint a Charity Secretary who may be a member of the Board of Directors and support that individual with external expertise if required.

The role of the Secretary includes:

- Ensuring, in collaboration with the EOC, that advice and guidance is provided to the Board on obligations arising under the Memorandum & Articles of Association of the Charity, charity law and other laws and regulations;
- Ensuring compliance with the Companies Act 2014;
- Ensuring all statutory returns are filed before their due date;
- Ensuring AGMs are held within time limits specified;
- Ensuring that the register of members is maintained and up to date;
- Recording accurate minutes of Board meetings; and
- Administering changes to the Memorandum & Articles of Association.

The Secretary's term should not exceed a maximum of 9 years.

Current Board of Directors (1 February 2020)

	Name	Date appointed
Directors	John Quinn ¹	02/05/2014
	Pauline Beegan	01/06/2015
	Mona O'Leary	01/06/2015
	Lesley Caslin	11/04/2017
	Colm O'Brien ²	19/04/2019

Notes:

1. Chairman
2. Previously Director from 01/03/2013 to 11/04/2017

7. EXECUTIVE OPERATING COMMITTEE

Support to the Board

The EOC shall ensure that the Board is informed and supported in its work. Accordingly the EOC shall:

- Submit monitoring data which focuses on relevant key performance indicators (KPIs) and provides analysis required by the Board in a timely and accurate fashion;
- Ensure that the Board is aware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any Board policy has previously been established;
- Report in a timely manner an actual or anticipated non-compliance with any policy of the Board;
- Provide the Board as many staff and external points of view, issues, and options as needed for fully informed Board choices;
- Communicate with the Board via the nominated Director, except when (a) fulfilling individual requests for information, as sanctioned by the Board or (b) responding to Officers or Committees duly charged by the Board;

Personnel

With respect to the treatment of staff, the EOC shall not cause or allow conditions that are not compliant with existing employment legislation and the policies and values of the organisation.

Accordingly, the EOC shall:

- Operate with written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and preferential treatment for personal reasons;
- Allow staff to contact Board directors when (1) internal grievance procedures have been exhausted and (2) the employee alleges either that (a) Board policy has been violated to his or her detriment or (b) Board policy does not adequately protect his or her rights; and
- Acquaint personnel with their rights under this policy.

Financial & Budgeting

Financial and budgeting for any fiscal year shall be derived from a multiyear plan supporting the charity's 3 Year Strategic Plan.

Accordingly, the EOC shall provide sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;

The EOC shall ensure that there is no material deviation of actual expenditure from the Board approved operating budget.

Accordingly, the EOC shall not:

- Without express Board approval in debt the organisation;
- Without express Board approval use any reserves;
- Without express Board approval approve terms of major contracts
- Fail to settle payroll and debts in a timely manner;
- Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
- Without express Board approval acquire, encumber, or dispose of fixed assets;
- Without express Board approval deviate from budgeted expenditure.

8. BOARD INTERACTIONS WITH MANAGEMENT AND STAFF

Relationship Policy

The Board's official connection to the operational organisation will be through the EOC.

Accordingly, the EOC members shall not be directors but shall be required to attend Board Meetings when invited.

Board Interactions with the EOC

Only decisions of the Board acting as a body are binding on the EOC.

Accordingly, decisions or instructions of individual Board members, Officers, or Committees are not binding on the EOC, except when the Board has specifically authorised such exercise of authority for specific purposes in relation to decisions appropriate to the Board.

Board Interactions with CARI staff

All authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the EOC. The Board will not give instructions to persons who report directly or indirectly to the EOC, however individual directors may request specific information when working on Board-approved projects with CARI staff.

APPENDIX 1 – BOARD TERMS OF REFERENCE

Chair	Chairperson
Members	Board Directors
Attendees	Other attendees will be invited to attend as deemed necessary.
Quorum	A quorum for the Board is three Board members. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities and duties vested in or exercisable by the Board.
Meeting Frequency	The Board will meet a minimum of six times per annum and on an ad-hoc basis as required.
Secretary	A director may be appointed to the role of Charity Secretary.
Purpose of this Board	In line with the agreed strategic objectives the Board's key purpose is to direct the Charity's affairs, whilst meeting the appropriate interests of its Stakeholders. The objects of CARI are defined in the respective Memorandum of Association and the regulations are laid out in the respective Bye-laws.
Scope of This Board's oversight and responsibility	<p>The following lists the principal duties of the Board:</p> <p>Strategy</p> <ul style="list-style-type: none"> • Setting the strategic direction of the charity consistent with its mission and vision; • Develop the 3 year strategic plan; • Delegate responsibility for implementing the Strategic Plan to the EOC and staff; • Provide support to the EOC & staff in implementing the Strategic Plan; • Review and approve the operating plan to support the strategic objectives; <p>Governance</p> <ul style="list-style-type: none"> • Develop and maintain the governance structure of the charity; • Ensure the charity is solvent, well run and delivers the outcomes for which it was established; • Ensure that relations with all stakeholders are open and transparent and without favour; • Ensure that the Board and the charity adhere to the Charity Governance Code, the TUSLA Good Governance Framework

	<p>and any Directions, Rulings or Recommendations of the Charities Regulator;</p> <ul style="list-style-type: none"> • Ensure adoption and maintenance of a risk management and internal controls framework; • Maintain and regularly review the system of internal controls, policies and procedures; • Monitor, in conjunction with the EOC and staff, compliance with all relevant law and regulation. • Use the expertise of individual Board members to enhance the effectiveness of the Board. • Ensure that the principals of equality and diversity are upheld in all activities. <p>Operations</p> <ul style="list-style-type: none"> • Delegate day to day responsibility for management of the charity to the EOC and the staff. Such delegation will set clear transactional and approval limits; • Ensure adequate resources are in place to allow the charity to achieve its objectives; • Conduct an annual review of the EOC’s performance. The annual review shall be conducted by at least two directors and shall include: <ul style="list-style-type: none"> ○ Assessment of each EOC member’s performance against goals, ○ Discussion of development areas and preparation of development plan, ○ Goal setting for forthcoming period; • Develop and manage the succession planning process. <p>Financial</p> <ul style="list-style-type: none"> • Ensure that financial records are audited in accordance with generally accepted accounting standards. • Approve the financial statements for each financial year. • Appointment or change of auditors including agreement of their remuneration;
Review	The Board shall review and formally minute the approval of these Terms of Reference on an annual basis.
Date of latest version	February 2020

APPENDIX 2 – AUDIT & RISK COMMITTEE TERMS OF REFERENCE

Chair	Chairperson
Members	Minimum of three Directors
Additional Invitees	Other persons may attend particular meetings on request. The Committee will invite such other persons to its meetings as deemed necessary.
Quorum	A quorum for the Committee is two Directors.
Meeting Frequency	The Committee will meet a minimum of two times per annum and on an ad-hoc basis as required.
Secretary	Charity Secretary
This Committee receives its authority from	The Board of Directors
Purpose of this Committee	The Committee is responsible for the duties outlined in the scope below.
Scope of This Committee's oversight and responsibility	<p>The committee should carry out the following duties:</p> <p>Financial Reporting</p> <p>The committee shall monitor the integrity of the annual financial statements of the charity.</p> <p>The committee shall review and challenge where necessary</p> <ul style="list-style-type: none"> • whether the charity has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor; • the clarity of disclosure in the charity's financial reports and the context in which statements are made. <p>Internal controls</p> <p>The committee shall:</p> <ul style="list-style-type: none"> • keep under review the effectiveness of the charity's internal controls.

Whistleblowing and fraud

The committee shall:

- review the charity's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.
- review the charity's procedures for detecting fraud

Internal audit

The committee shall:

- approve the appointment and audit plan of internal auditors, if appointed;
- ensure that any appointed internal auditors have appropriate access to information to enable it to perform its function effectively;
- review promptly all reports on the charity from internal auditors;
- review and monitor management's responsiveness to the findings and recommendations of the internal auditors.

External Audit

The committee shall:

- consider and make recommendations to the board, for approval, in relation to the appointment and removal of the charity's external auditor. The committee shall oversee the selection process for new auditors and if an auditor resigns the committee shall investigate the issues leading to this and decide whether any action is required;
- oversee the relationship with the external auditor including (but not limited to):
 - approval of their remuneration,;
 - approval of their terms of engagement;
 - assessing annually their independence and objectivity;
- review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
- review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - a discussion of any major issues which arose during the audit;
 - any accounting and audit judgements;
 - levels of errors identified during the audit
- review any management letters and management's response to the auditor's findings and recommendations

	<p>Risk Management</p> <ul style="list-style-type: none"> • Provide oversight and advice to the Board on the current risk exposures of the Charity and future risk strategy; • Advise the Board on risk appetite; • In conjunction with CARI’s management team prepare the risk register and ensure that the mitigating controls are embedded within the charity.
Escalation	Board
Review	The Board shall review and formally minute the approval of these Terms of Reference on an annual basis.
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