



# Parkinsons Association of Ireland Governance Manual

Key elements of good governance include honesty, trust and integrity, performance orientation, responsibility and accountability, mutual respect, and commitment to the Parkinsons Association of Ireland

April 2022

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**The Governance Manual is reviewed and approved by the Board at least on an annual basis.**

**The last update was completed on 11 April 2022.**



## General

### Introduction

This is the Governance Manual of Parkinsons Association of Ireland, Company Limited by Guarantee, operating as Parkinsons Association of Ireland (referred to hereinafter as PAI) Company Registration Number 123532, Charity Regulatory Authority Number RCN 20028237 and Charity Registration Number CHY10816. This governance manual sets out the key roles, responsibilities and procedures in governing PAI. This manual is reviewed on a regular basis and updated as required. This latest version was approved by the Board of PAI on **11 April 2022**.

PAI, as part of its commitment to corporate governance, has two Sub Committees: the Finance Committee and the Nomination Committee.

### About us

The Parkinsons Association of Ireland (PAI) is a charity based in Dublin, with branches throughout the Country. Our aim is to assist people with Parkinsons, their families and carers, health professionals and other interested people by offering support, a listening ear and information on any aspect of living with Parkinsons. PAI has become a strong and effective organisation on behalf of people with Parkinsons and their families. Over 12,000 people in Ireland have Parkinsons Disease and PAI represents the Parkinsons community through its approximately 2,000 members.

This Manual highlights the fantastic work that is done, largely on a voluntary basis across the country. This work is done by volunteers, many of whom have Parkinsons or have a family member or a loved one with Parkinsons. Family members can often also be working in caring roles. The commitment, community spirit, and care that these members show is the life force that drives PAI. Supporting these members across the country is a small team of four dedicated staff based in head office.

The work highlighted in this manual and the achievements over the last number of years could be that of an organisation many times the size of PAI. Collectively we have achieved this by using our resources carefully and by working in partnership with other agencies who have common goals to our own, be they health providers, researchers, pharmaceutical companies or business.

### Vision

The quality of life for people with Parkinsons and their families will be improved and enhanced and that all people with Parkinsons and their families will be presented with opportunities to link into a wider range of relevant services and supports.

### Mission

The PAI will become a strong and effective organisation on behalf of people with Parkinsons and their families in Ireland. We aim to deliver a broad range of services to a significantly increased number of people with Parkinsons in Ireland. The Association has a particular focus on the provision of healthcare supports, advocacy, information and advice to people with Parkinsons and to their carers.

### Core Values

People are at the heart of everything that we do and this is enshrined in all of our values:

**Integrity:** PAI is proud of what we do and how we do it. We behave responsibly with the highest standards of integrity. Our work is informed by need and we operate to the highest standards of governance being accountable to our members, funders and the wider public.

**Excellence:** PAI's commitment to excellence in the provision of services and corporate governance drives our development and growth as we strive to attain the highest standards in everything we do. We are results focused and operate with independence in all areas of our work.

**Leadership:** PAI is the leading influencer in shaping public policy and societal attitudes to advance social inclusion for people with physical disabilities. We see beyond boundaries and identify new approaches for an improved world for people with Parkinsons disease.

**Respect:** PAI is committed to a culture of mutual respect between members, staff and volunteers. We listen with an open mind to what people have to say and value their diversity and contributions.

**Equality:** PAI believes in a fair and inclusive society. We work actively to ensure that every person with a Parkinson disease in Ireland can achieve their right to an independent life, with equal access to opportunities, services and supports within their communities.

**Awareness Building:** We strive in every communication we make or deed we do to broaden the awareness of Parkinsons disease, and the challenges of those who use our Parkinsons services.

**Partnership Approach:** We always seek to partner & develop long term relationships, particularly with those who know more and believe that together we can achieve more rather than working alone?

**Accountable and Transparent:** We will be honest & accountable to all our stakeholders and strive to operate our services, fundraising and resourcing openly and transparently.

## Objectives

### Key Aims

- To help and support patients and carers by developing a support network of branches throughout the country.
- To make information freely available to patients and their families through seminars, magazines, information leaflets and meetings on a national and local level.
- To help establish a network of Parkinson's Disease Nurse Specialists
- To promote and encourage research into Parkinson's
- Raising awareness through educating the public, health professionals and influencers, to give greater understanding and acceptance of Parkinson's
- Support through our Free phone Helpline 1800 359 359 Mon – Fri
- Information and advice from our Parkinson's Disease Nurse Specialist available through our free phone helpline.

### Keys Strengths

- Our volunteers, members and staff are dedicated and committed and share a common vision – supporting those with Parkinsons.
- We have an excellent track record of working in partnership with other organisations, businesses, state agencies and researchers.
- Responsive – we are constantly responding to new needs and opportunities, i.e. in the last few years we have established a significant number of new projects based on the needs of our members - across the areas of new branches, services, campaigns and research projects.

### Key Needs

- Access to Neurologist – many people with Parkinsons only have access to a Neurologist once or twice a year. However, many people experience health issues during Parkinsons treatment, which require supports and information outside these arranged appointments.
- Nursing – There are 12,000 people with Parkinsons in Ireland. To serve this population, there are currently five Parkinsons nurse specialists working within the HSE structures. The PAI provides a Nurse Call Back Service part-time to alleviate the demands.

- There is a significant demand for more access to physiotherapist and Speech Language Therapist classes, counselling services and exercise classes.

### Key Challenges

- PAI has approximately 2,000 members. These members are served by local volunteer branches. The national office staff is made up of two full time and two part time roles (Manager, Nurse, Communication Officer and Office & Helpline Manager). This poses capacity challenges particularly in relation to supporting the development of local branches.
- We have an aging membership population. This means that there are increasing needs that require more considered and accessible responses.

### Key Opportunities

- Pharmaceutical services, healthcare providers and researchers have an interest in working with us.
- Our national membership means we have the opportunity to be even more effective fundraisers in order to support increased medical services and research.
- We have the opportunity to gather data to show what impact we have, this can in turn support applications to the state that result in an investment in us, saving them money as well as providing better services to our members.
- We aim to continue to grow our membership and further develop our board.

## Board of Directors

### Introduction

The Board of Directors have overall responsibility for Governance of the Charity, including its strategic direction, reviewing the plans established by the CEO and management team, and the monitoring of performance against plans. The Board are 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 principles of the Governance Code.

They are responsible for:

- Ensuring that high standards of corporate governance are observed.
- Establishing the strategic direction and priorities of PAI within the statutory framework of the Companies Act.
- Encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources.
- Promoting quality in PAI activities and services.
- Monitoring performance against agreed objectives and targets.
- Ensuring that they personally, and PAI corporately, observe principles of public life as set out by the PAI Board on Standards in Public Life.
- Monitor and review the performance of the Chief Executive of PAI (CEO) in delivering on agreed PAI policies and objectives
- Provide a vision for PAI in the future
- Safeguard the reputation and well-being of PAI

### Key Functions of the Board

Day to day responsibility for the management and running of the Charity rests with the CEO, and staff of the charity. The Board's role is to provide strategic direction, oversight and Governance.

## Strategic Direction

Setting the strategic direction of the Charity consistent with its Mission, Vision, and Objectives;

- Leading the development of a Strategic Plan;
- Developing and maintaining the Governance Structure of the Charity;
- Clearly delegate responsibility for implementing the Strategic Plan to the CEO Volunteers and staff;
- Providing support to the CEO & staff in implementing the Strategic Plan;
- Being aware that all Directors are equally responsible in law for the actions of the Board and have equal status as Directors;
- Agreeing decisions only at Board meetings where a quorum is present;
- Approving, reviewing, and revising if necessary, the annual plan;
- Ensuring the Charity is solvent, well run and delivers the outcomes for which it was established;
- Ensuring that relations with all stakeholders are open and transparent and without favour; and
- Ensuring the Board and its members adhere to the principals of the Corporate Governance Code  
Developing strategies to ensure continuity of eligible Board members.

## Oversight

- Delegate the day to day responsibility for management of the Charity to the CEO and the staff. Such delegation will set clear limits on matters such as expenditure, entering into contracts and decisions that can be made and may be in Board minutes, in terms of reference of subcommittees, in policy documents or in job descriptions.
- Refrain from giving instruction either formally or informally to any member of staff other than the CEO.
- Monitor and review operational performance.
- Ensure adequate resources are in place to allow the Charity achieve its objectives
- Establish subcommittees as appropriate to assist the Board meet its objectives. Develop and manage the succession planning process maintain and regularly review the system of internal controls, policies and procedures.
- Ensure financial records are audited in accordance with accepted accounting standards.
- Approving the financial statements for each financial year.
- Monitoring, in conjunction with the CEO and staff, compliance with all relevant law and regulation.
- Supporting and promoting fundraising events.
- Using the expertise of individual Board members to enhance the effectiveness of the Board.
- Ensuring the principals of equality and diversity are upheld in all activities.

## Board of Directors

### Structure and Composition of the Board

The number of Directors on the Board shall not be less than 3 or more than 14. The Board members should, where possible, have backgrounds and expertise relevant to the business of the Foundation, in the following areas:

- Finance/Audit;
- Fundraising & Marketing;
- Public Relations;
- Education and Research;
- Medical & Patient Interests;
- Legal/Regulatory/Human Resources; and
- Personal experience of dealing with challenges as covered by the charity's objectives.
- Strategic development of relationships with particular sectors e.g. public sector, statutory, private sector, academic, etc.

Diversity in Board composition and gender representation is an important factor in ensuring its effectiveness, providing opportunities for debate, consideration of all aspects of issues and prevents complacency. The priority in creating an effective Board shall be to ensure that a broad range of skill sets are available to the Charity.

The Secretary shall be appointed by the Board for such term and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. The responsibilities of the Company Secretary are to ensure that relevant rules and regulations of the Companies Act and other relevant legislation are complied with. The Secretary cannot hold a paid position in PAI.

### Evaluating the performance of the Board

An effective process to evaluate the performance of the Board will provide invaluable feedback to improve Board effectiveness and will highlight strengths and areas where gaps still may exist. The Chairperson should have overall responsibility for the process. External facilitation may be used to evaluate Board performance.

The evaluation should explore the effectiveness of the Board as a whole and the contribution of individual directors. The Board and individual members should be assessed against a range of agreed criteria covering:

- A mix of skills, experience, knowledge and diversity on the Board;
- Leadership;
- Succession and development plans;
- Quality of information for decision making;
- Clarity of decision-making process;
- Process for identifying risks and monitoring risks; and
- ➤ Board communication.

### Tenure of Board Members

- In accordance with the Memorandum & Articles of Association of the Charity one third of the Directors should retire by rotation every year but may offer themselves for re-election.
- When existing directors are seeking re-election, the Chairperson should confirm to Board members that, following formal performance evaluation, the individual's performance continues to be effective and that the individual demonstrates commitment to the role.
- Any term beyond 6 years should be subject to particularly rigorous review and should take into account the need for progressive refreshing of the Board.
- Directors should serve no longer than 9 years and are subject to annual re-election. Serving more than 9 years could cast doubt over the ability of a director to remain independent.

### Procedures for the Election of Officers to the Board

- The Board of Directors will consist of up to 8 elected directors and up to 4 co-opted directors. The 8 elected directors shall be elected from a group of persons nominated by members who are Ordinary and Honorary Members of The Parkinsons Association of Ireland.
- Appointments to the Board of Directors will be held at the Annual General Meeting. The conduct of the elections will be overseen and adjudicated on by the returning officer appointed by the Board of Directors (the "Returning Officer").
- Every year, prior to the Annual General Meeting, a maximum of three elected Directors will signal their intention to retire at the Annual General Meeting. The elected Directors who retire will be chosen from amongst those elected Directors of the Board of Directors who either
- volunteer to retire, or
- have completed a term of three years or more on the Board of Directors; and
- who are not currently serving a term as an Officer of the Board of Directors as set out in the Constitution?

If the number of elected Directors who meet these criteria is three or less, then all of those Directors will retire. If the number of elected Directors who meet these criteria is greater than three, then only three of those elected Directors will retire. In this case, the Director(s) with the longest continuous term of office on the board will retire

in order of length of service. If there are more than three Directors who have the same length of service, a lottery conducted by the Returning Officer will be used to decide which three of those elected Directors who have completed a term of three years or more on the Board of Directors will retire their positions.

If there are no elected Directors who meet the criteria no vacancy arises for the year in question. The only circumstance in which there will be elections for more than three positions to the Board of Directors at any Annual General Meeting is if more than three elected Directors of the Board of Directors voluntarily decide to resign or if three elected Directors of the Board voluntarily decide to resign and another position also needs to be filled.

- The Board of Directors will review the skills, experience and diversity remaining on the Board of Directors after the retirement of those Directors identified. The Board of Directors may avail of the opportunity to identify specific skills, experience or diversity gaps that it wants to highlight to the Ordinary and Honorary Members before they make their nominations. The Governance Sub-group of the Board of Directors may be asked to assess and articulate any such gaps as they arise.

At least 9 weeks prior to the Annual General Meeting, the office of The Parkinsons Association of Ireland/The Parkinsons Association of Ireland will contact every Ordinary and Honorary Members (as defined in the document "Terms of Membership") then on the register of members in order to provide them with information on the forthcoming Board of Directors elections and the nomination process. All Ordinary and Honorary Members then on the register will be sent information via email and by post in relation to the election including, but not limited to, the number of board vacancies for elected Directors and the procedure for proposal of candidates for nomination to the position of Director. One member can be nominated from each branch.

- All persons proposing candidates for nomination must be an Ordinary or Honorary Member of The Parkinsons Association of Ireland. Candidates are not allowed to propose themselves. All nominated candidates to the Board of Directors must:
  - be a representative of an Ordinary Member of The Parkinsons Association of Ireland, as defined in the document "Terms of Membership of The Parkinsons Association of Ireland" at the time of the Annual General Meeting;
  - be proposed by a second (different) Ordinary or Honorary Member organisation of The Parkinsons Association of Ireland
  - be endorsed by at least two members of The Parkinsons Association of Ireland's Board of Directors at any point prior to the drawing up the final ballot sheets for election (this is usually performed by a sub-group of the existing Board meeting to review all nominees prior to publication of their nominations – see point 10 below);
  - be demonstrably committed to the advancement of the values and vision of The Parkinsons Association of Ireland; and
  - provide a completed nomination form. The completed nomination form shall include, the candidate's name, signature, contact details, details of any Community & Voluntary organisations the nominee is involved in and a brief biographical note about the candidate of no more than 250 words. All completed nomination forms must be received in The Parkinsons Association of Ireland office by the specified date, being a date not less than five weeks prior to the Annual General Meeting.
- All received nominations forms are to be reviewed by the existing Board against the below listed criteria. Whether the nominee is judged to have the potential to make a material contribution to The Parkinsons Association of Ireland and its membership base including a demonstrated competence to lead in their particular area.
- Whether the nominee has experience of serving on management committees/Boards. (Ideally a minimum length of 3 years' service in such a role would be needed).
- The balance of the Board of Directors membership in terms of geographic, gender, sectoral and organisation representation.
- Particular specialist skills that are deemed to be needed on the Board e.g. legal, finance, fund-raising, communications, advocacy, compliancy etc Strategic development of relationships with particular sectors e.g. public sector, statutory, private sector, academic, etc. The positions of Chair and Vice Chair are to be

filled by the Board of Directors and are subject annual ratification by the Board at the first Board meeting following the AGM.

### Induction of new members to the Board

Prior to acceptance of a position on the Board, a person should carry out their own due diligence on the Charity. The Chairperson of the Foundation should encourage potential directors to ensure that they are fully informed on the financial and operational aspects of the Charity prior to accepting the position.

It is recommended that each new Board member receives an information pack containing:

- History of Foundation;
- Up to date copy of governing documentation (Memorandum and Articles of Association);
- Charity Governance Manual;
- Meeting of Minutes for the previous two years;
- Copy of Strategic plan and annual business plan;
- Financial budget plan for year;
- Copy of last three sets of audited accounts;
- Details of projects underway and planned;
- Organisational chart; and
- Copy of the Governance Code Handbook.
- A formal schedule of matters reserved to the Board for decision

New directors should confirm receipt of the induction pack and confirm that the contents have been explained to them.

After a new Director has been accepted and approved by the Board, a letter of appointment should be sent to them by the Secretary confirming their appointment and should contain:

- Confirmation of appointment;
- Relevant papers to be signed and returned to Company Secretary for filing with Companies Registration Office;
- Details of sub-committees, if any, on which the new Director is required to participate.
- A listing of the statutory requirements relating to PAI.

## Independent Professional Advice

- PAI will facilitate Directors who wish to take independent professional advice, in the furtherance of their duties as Directors, at the reasonable expense of PAI. Directors seeking such independent advice should seek the sanction of the Chairperson of the Board.
- In the case of Directors, breaches of the PAI's Code of Conduct will be notified to the Budget Finance and Risk Committee, Nomination & Membership Committee, Fundraising Committee, and Governance Committee.
- In the case of staff, breaches of the PAI's Code of Conduct will be regarded as a breach of discipline and will be dealt with, in accordance with the disciplinary procedure by the Chief Executive Officer or by the delegated office as appropriate.
- In the case of breaches by a member refer to Articles of the Constitution.

## Risk Register

A Risk Register is a risk management tool commonly used in project management, organisational risk assessments and in companies. It acts as a repository for all risks identified by the project or organisation, and each risk includes information such as risk probability, impact countermeasures and so on. It is important that the Board ensures that the appropriate risk register for PAI is in place at all times.

## Role of the Chairperson

The Chairperson of the Board shall preside as Chairperson at every general meeting of PAI. The Chairperson shall abide by the Constitution of PAI. The Chairperson has the following additional responsibilities:

- Ensure all Directors understand their roles and responsibilities.
- Ensure the Board carries out its functions effectively and efficiently.
- Develop an effective working relationship with the Chief Executive Officer and other senior staff.
- Prepare a Chairperson's report for inclusion in the annual report.
- Provide leadership, vision and direction for PAI.
- Ensure good management, monitor the achievements of management and ensure that a proper balance is achieved between the respective roles of Board and management.
- Set performance targets, including key financial targets and, in particular, to agree and closely monitor the budget.
- Ensure that PAI behaves ethically and in a manner that accords with the core values of PAI.
- Define and promote PAI's role in the community by developing mechanisms for gathering the views of service users and stakeholders and by keeping people informed in an open, accountable and responsible way.
- Define the mission of PAI in accordance with public policy, deciding its strategic goals and developing the policies to achieve those goals.
- Appoint a Chief Executive Officer and agree with him/her the short and long-term performance objectives.
- Chair meetings of the Board in a firm and fair manner.
- Conducting on behalf of the Board an annual review of the Chief Executive's performance.
- Representing the Board to outside parties in announcing Board-stated positions;

The Chairperson's term should not exceed a maximum of 6 years (2 terms of 3 years). Following the completion of the term of office as Chairperson, the person may remain on the Board for a maximum of 3 years providing they have not breached the 9-year rule of Board membership. 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 providing the commitment and capability to make himself available under unforeseen circumstances, should the need arise. The job result of the chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organisation.

## Role of the Secretary

The role of the Secretary is to support the Chairperson in ensuring the smooth functioning of the Board. The Secretary is responsible for ensuring the following tasks are carried out in conjunction with the Chairperson, CEO and Board:

- Prepare agendas in consultation with the Chairperson Board and CEO.
- Circulate agendas and any supporting papers in good time.
- Receive agenda items from other Directors.
- Check that quorum is present.
- Minute meetings and circulate the draft minutes to all Directors.
- Ensure the Chairperson has signed the minutes once they have been approved.
- Check that Directors and staff have carried out actions agreed.
- Circulate agendas and minutes of the AGM and any extraordinary general meetings.
- Ensure up to date records are kept of Board and Committee membership.
- Acting as the principal compliance officer.
- Ensuring compliance with the Companies Act 2014;
- Ensuring all statutory returns are filed before their due date;
- Administering changes to the Memorandum & Articles of Association.
- Ensuring that the register of members is maintained and up to date;
- Ensuring AGMs are held within time limits specified;
- Maintaining the statutory books;
- Maintain the **Register of Directors and Company Secretary** (names and addresses of Directors, date of appointment, date of retirement by rotation and the date of re- appointment where applicable) (See Register templates below)
- Maintain the **Register of Directors' Interests**. This includes details of the Director's employment, directorships in other companies, all business interests and community involvement including voluntary work for charities which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his/her partiality.

### Role of the Treasurer

The role of the Honorary Treasurer is to maintain an overview of PAI's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained. The Treasurer's tasks include:

Oversee and present budgets, accounts and financial statements:

- Liaise with designated staff about financial matters.
- Ensure that appropriate accounting procedures and controls are in place.
- Ensure compliance with relevant legislation e.g. Companies and Charities legislation.
- Ensure any recommendations of the auditors are implemented.
- Ensure accounts meet the contractual agreements with external agencies such as funders and statutory bodies.
- Ensure there is no conflict between any investment held and the aims and objects of PAI.
- Sit on the Budget Finance and Risk Committee and chair meetings of same.
- Overseeing and approving budgets, accounts and financial statements;
- Preparing and presenting in conjunction with the CEO understandable financial reports to the Board;
- Presenting the annual accounts at the AGM;
- Having the annual accounts and supporting files prepared for submission to the independent auditor;
- Engaging external support and advice to support this role where necessary.

### Role of the Vice-Chairperson

The main role of the Vice-Chairperson is to preside over meetings when the Chairperson is absent. The responsibilities of the Vice-Chairperson are to:

- Stand in for the Chairperson if he/she is away
- Assist the Chairperson with matters between meetings.
- Deal with specific tasks or issues as defined by the Board e.g. chairing meetings.

## Role of the Chief Executive Officer

- The governance of PAI is delegated by the Board to the Chairperson and by the Chairperson to the Chief Executive Officer (CEO).
- The role of the CEO is to promptly and effectively execute all resolutions, policies, rules and regulations adopted by the Board, and to perform all duties prescribed by the Board.
- In addition, the CEO formulates and recommends to the Board, policies, programmes and an overall strategic plan for the organisational, financial and physical development of PAI.
- The CEO shall abide by the Constitution of PAI.
- With the approval of the Chairperson and the Board, make appointments of senior managers and any other key personnel to PAI and approve recommendations for their salaries, promotions or dismissal.
- Establish a management team to effectively carry out the policies of PAI.
- Ensure that PAI is properly staffed with personnel competent to discharge their responsibilities and to carry out policies effectively and provide adequate opportunities for the development and advancement of personnel.
- Under the direction of the Board prescribe the specific duties and assignments of the National Office staff reporting to the CEO and establish and define the duties of Committees/branches to advise and assist the CEO in the execution of his/ her duties.
- In collaboration with the Chair of the Finance Committee, prepare and present to the Board, through the Chairperson, a proposed organisational plan (including a financial budget) for the following year and ensure that the plan, when adopted, is enforced.
- In collaboration with the Chair of the Finance Committee, prepare and present to the Board, through the Chairperson, a five-year Strategic plan. Once approved, ensure this plan is implemented and progress reported regularly to the Board and make suggested amendments to this plan as and when is necessary.
- Serve as the chief voice and interpreter of PAI to all external contacts and take leadership in obtaining support for PAI from all possible sources.
- Proactively promote and advance the vision of PAI by actively participating in appropriate local, regional and national organisations and proactively promote and advance PAI by active participation in charitable and civic organisations.
- Approve and be responsible for all internal handbooks and manuals of policies and procedures.
- Recommend to the Board, through the Chairperson, revisions to the statements of Purpose, Goals, Mission and Vision of PAI.

## SUBCOMMITTEES

The Chairperson will appoint members to subcommittees of the main Board. The role of the subcommittee is to support the main Board. The Chairperson of each subcommittee will be appointed by the Board and shall be a member of the Board of the Charity. All subcommittees are advisory in nature and are therefore not a decision making Board. Members of staff and branches of the Charity may be appointed to these subcommittee.

## Finance Committee - Terms of Reference

The Budget, Finance and Risk Committee is established to review the financial performance of PAI and liaise with external and internal auditors.

The Committee's Terms of Reference are to:

- Review Annual Financial Statements and make recommendations to the Board re same.
- Review Management Accounts and financial performance.
- Review Risk Register. Review and advise re financial planning and budgets.
- Instruct the external auditors, insofar as is appropriate, with regard to issues deemed by the Audit, Finance and Risk Committee/Board to require particular attention.
- Receive, discuss and accept the detailed reports of the external auditors in relation to the Annual Audit and their management letter if any.
- Appoint internal auditors, subject to Board approval, including agreement of fees, for so long as internal audit remains a contracted service.
- Instruct the internal auditors in relation to specific areas requiring audit attention.
- Receive, discuss and accept or otherwise, the reports of the internal auditors.

- Make specific recommendations to the Board for consideration, arising from periodic summary presentations of audit findings from both internal and external auditors to the Board.
- Liaise with the CEO and other officers as it sees fit in relation to audit related issues and aspects.
- Deal with breaches of the PAI's Code of Conduct by Directors.
- Report to the Board on matters otherwise arising from its meetings.
- The Committee shall consist of no less than two members of the Board and may include external members who are not members of the Board for their expertise. In addition, the CEO and Company Secretary maybe invited to attend meetings of the Committee.
- The Committee should meet at least four times a year with additional meetings as required.
- Recommend and monitor the level and structure of remuneration for senior management
- Have delegated responsibility for setting remuneration for the CEO and all executive Directors including pension rights and any compensation payments. We pay due regard to public service pay policy.

### Nomination Committee - Terms of Reference

The Nomination Committee is established to formulate policy for Board composition and renewal.

The purpose of the committee is to:

- Develop the criteria for assessing the skills and experience required by the Board.
- Identify potential candidates for the Board or appoint external consultants for identifying potential candidates.
- Recommend the appointment of non-executive Directors to the Board.
- Periodically review Board and Committee composition for recommendation to the Board.
- Review the ongoing independence of non-executive Directors.
- The Committee shall consist of no less than two members of the Board. In addition, the Company Secretary will attend meetings of the Committee.
- The Board shall select the Chairperson.
- The Committee should meet at least once a year with additional meetings as required.

## MEETINGS AND PROCEDURES OF THE BOARD

### Time Role & Frequency of Board Meeting

- The Board shall hold meetings at such intervals as may be determined by the Directors.
- The Board shall determine the time and place of the meetings to be held and invite such staff of theirs and such other persons to attend as they consider appropriate.
- There should be no less than six Board meetings in any calendar year and additional meetings may be convened by the Chairperson if required.
- Prior to the commencement of each year, The Board of Directors shall endeavour to fix a schedule of Board meetings for that year.
- Board of Director meetings cannot be held outside of Ireland, however conference call facilities maybe utilised for members who are unable to attend in person.
- No meeting should last for more than two and a half hours. A maximum of 15 minutes grace is allowed at the start of the meeting.
- Directors will be entitled to have reports and Board documents emailed to their board email address seven days prior to the meeting.
- If Board documents are late, there is a requirement for an explanation by email.
- Directors will not waste meeting time with petty details or minutiae.
- Directors will always take a "Corporate" view as they represent PAI at a national level. They will not represent any local branch or entity.
- The Chairperson must run the meeting in an orderly fashion and ensure that Directors do not go off on tangents.
- Decisions should be made based on solid information and not retracted. Under no circumstances should discussions be re-visited for the sake of nonattending Directors when minutes come up for review.
- Directors should not take unacceptable risks without relevant information.
- Where urgent policy decisions are required between Board meetings, the CEO will make these decisions in consultation with the Chairperson and a minimum of three Directors.

- Directors are encouraged to ask questions. These questions should, if complicated, be forwarded to the Chairperson prior to the meeting.
- Directors should not have fears. There is no serious exposure provided business is carried out properly.
- The agenda should always be generous with time for important decisions and short with time on small or unimportant decisions.
- The Company Secretary develops the agenda based on information given. The Chairperson and any Directors can request for an item to be put on the agenda, provided it is done 14 days before the meeting.
  - Supporting documentation must also be forwarded with agenda items requested.
- Directors should be recognised locally for protocol in public PAI functions.
- All Directors must give collegial loyalty and must maintain confidentiality.
- This code of conduct for Directors will be displayed on PAI's website.
- All Directors must sign a declaration to adhere to the Governance Manual and Constitution.
- Meetings may be held in person or online based on the request of the Chairperson. Directors should attend meetings in person when requested to do so. However teleconference facilities will be available where a Director is unable to attend in person. Meetings will be held online in situations which require an urgent decision or at the request of Board members.
- If any Director fails to turn up to three consecutive meetings, he/she automatically forfeits his/her seat and a co-optee may fill the vacancy.
- Attendance at Board meetings and Committee meetings will be reported in the annual report.
- Directors will get written reports from the CEO in advance of meetings.
- Financial reports will be sent monthly.
- No Director can speak publicly on an issue on behalf of the Board, unless authorised to do so by the Chief Executive Officer, Chairperson and two board members i.e. a public statement implicating the Board.
- PAI will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations, which arise routinely. All gifts to Directors will be in line with acceptable charity standards.
- Directors must attend an annual training session on their duties and responsibilities.
- Director must always abide by standing orders.
- If extremely important items need to be discussed, standing orders may be suspended on a 75% + one vote of those attending.

### Power to Call Meetings

- Where in the opinion of the Chairperson an urgent matter has arisen, the Chairperson may call a meeting of the Board at any time.
- Where three or more Directors submit a signed request for a meeting to the Chairperson or where four Directors submit a request through the Secretary, the Chairperson shall call a meeting.
- Where applicable, the Chairperson shall, as soon as is practicable but no later than seven days from the date the request was submitted, arrange for the meeting to be held within 28 days from the date the request was submitted.

### Notice of Meetings

- Before any meeting, the Secretary shall send a notice of the meeting to each Director.
- The notice of the meeting shall be sent via email.
- An email address that is secure and encrypted provided of the Director.
- To reach other addresses as may be specified by email by the Director at least seven clear days before the meeting.
- The notice of the meeting shall be accompanied by the agenda and the minutes of the previous meeting.

## Agenda

The Secretary shall prepare the agenda for Board meetings in consultation with the CEO and the Chairperson. The Secretary should email the Board members and attendees the agenda and supporting papers for the upcoming meeting, not less than seven days prior to the meeting.

A standard agenda incorporating the following items should be followed:

- Roll Call,
- Introductions and Apologies;
- Previous Minutes;
- Approval of the minutes of the last Board meeting;
- Matters Arising;
- Financial update;
- Year to date performance versus the annual budget;
- Update against the strategic Plan;
- Target, KPIs and progress achieved;
- Health & safety;
- CEO Report;
- Strategic Issues;
- Operational, procedural and legal/compliance issues;
- Update on new Initiatives;
- Projects / Financial requests requiring approval by the Board;
- Project update;
- Events;
- Event Schedule;
- Event Results;
- Questions & Any other Business; and  
Confirmation of Date of Next Meeting (s)
- Board time

## Interim Meetings

- If circumstances demand it, The Chairperson, Treasurer or Secretary may convene an interim meeting of the Board and waiver of the notice period is valid if agreed to by two thirds of the Board.
- The Chairperson, Secretary or Treasurer may decide depending on the nature of item requiring decision/approval to call a special board meeting where board members are physically present at the meeting or via conference call. The required quorum of two thirds of the board members also applies to this type of meeting. If it is not practical to call a meeting, he/she may alternatively ask the CEO or Company Secretary to email the board members setting out the matter requiring the decision/approval. A minimum of two thirds of the board members must give their consent by email for the approval to be valid. The matter must then be formally ratified and minuted at the next meeting of the Board.
- The use of the email to board members procedure for board approvals in between scheduled meetings should only be used infrequently and should not become standard practice for making board decisions.

## Chairing of Meetings

The Chairperson shall, if present, preside at all meetings.

- In the absence of the Chairperson or Vice-Chairperson, the Board will agree a Director to preside.
- There will be a brief "Private Time" at commencement of Board meetings in which only Directors are in attendance. These deliberations will not be minuted.

## Resolutions

Without prejudice to the provisions of this article, unless a ballot is demanded (see Articles), a declaration by the presiding Chairperson at the meeting that a resolution has or has not been carried and entered in the minutes of a meeting shall be conclusive.

- Every Director shall have one vote.

- Any Director is entitled to call for a vote.
- Where a decision of the Board requires to be voted upon, it shall be determined by a majority of the votes of the Directors present and voting on the question.
- Voting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands, a ballot is duly demanded.
- Any Director may request his or her vote or abstention to be recorded in the minutes.
- A single Director may demand a ballot.
- Where a ballot is held it shall be held in secret.
- Where the votes are equal on any resolution or question, the Chairperson presiding shall have a second or casting vote.

### Quorum of the Board

Where a Board meeting:

- Is not quorate within 15 minutes from the time appointed for the meeting; or
- Becomes inquorate during the course of the meeting, the meeting shall be adjourned to such time, place and date as may be determined by the Directors present.
- The quorum for a meeting is 3 Directors.

### Minutes of the Board Meeting

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 of Directors 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 within five calendar days of the meeting.

### Minutes of meeting contents (including subcommittee meetings)

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

- Date, Time and location of the meeting.
- Name of the person chairing the meeting (Chairperson);
- A Director shall act as Secretary to the Board.
- The Secretary is responsible for ensuring the minutes of every meeting are recorded.
- The record of the minutes shall be submitted to the Board at its next meeting for the agreement, confirmation or otherwise of the Directors and signed by the Chairperson and Secretary presiding.
- The record of the minutes shall include:
  - The names of every Director present at the meeting of the Board.
  - Any other person present.
  - Any apologies tendered by an absent Director.
  - The withdrawal from a meeting of any Director on account of a conflict of interest and any declaration of interest.
- Draft minutes to be issued within 5 calendar days.
- Minutes must include Declarations of conflicts of interest, Financial report and report on activities.
- Details of proposals put before the members for vote, the names of the persons proposing and seconding the proposals
- The agenda, as circulated to those attending the meeting should be appended to the minutes (each item on the agenda should be sequentially numbered for ease of reference); and
- Table of financial and / or projects approvals made by the Board. The details of any new financial or project approval must be circulated in advance of the meeting to allow sufficient time for the proposal to be reflected.
- Details of any documents or papers tabled for consideration by the members, including the title and author of any such documents. Documents that will form the basis of decisions (resolutions) at the meeting, such as the financial statements and auditor's report (where applicable), must be circulated to the members before the meeting to afford them an opportunity to study them;

### Variation or Suspension of Standing Orders

- These standing orders shall not be amended, revoked or replaced except by a resolution passed at a meeting at which at least two-thirds or rounded down to the nearest whole number, of the total number of Directors are present.
- Where at least two-thirds, or rounded down to the nearest whole number, of the Directors are present at a meeting, any paragraph of these Standing Orders, except this paragraph, may be varied or suspended for the duration of that meeting, unless that would contravene any rule of law or legislative provision.

## MEETINGS AND PROCEDURES OF A SUBCOMMITTEE

### Meetings of a Subcommittee

- Subject to PAI's Constitution and such indicative schedule of meetings as may be specified by the Board, a Subcommittee shall hold meetings at such intervals as may be determined by the members of the Subcommittee.
- The Subcommittee shall determine the time and place of the meetings to be held.

### Special Meetings of a Subcommittee

In the event of urgency, the Subcommittee Chairperson may determine to hold a meeting to be known as a special meeting at such time and place as he/she may determine.

### Notice of Meetings

- Before any meeting, the branch Secretary shall send a notice of the meeting to each member of the Subcommittee.
  - The notice of the meeting shall be sent by email at least seven clear days before the meeting.The notice of the meeting shall:
  - Be accompanied by the agenda and the minutes of the previous meeting.
- Be signed by the Subcommittee Chairperson or such person as may be authorised by the Subcommittee Chairperson.
- An accidental omission to send or deliver notice of meeting to any member of the Subcommittee shall not invalidate the proceedings of a meeting.
- A Director may attend and speak, with the person presiding at any meeting of a Committee.

### Chairing of Meetings

- Subject to PAI's Constitution the procedure at meetings shall be determined by the person presiding at the meeting.
- The Subcommittee Chairperson shall if present preside at all meetings.
- In the absence of the Committee Chairperson, and the Vice-Chairperson the Committee will agree on one of their members who is a Director to preside.

### Decision of Subcommittees

- Decisions of a Subcommittee shall be taken by resolution and recorded in the minutes of the meeting at which such resolution is passed.
- Without prejudice to the provisions of this Article, unless a ballot is demanded, a declaration by the presiding subcommittee Chairperson at the meeting that a resolution has or has not been carried and entered in the minutes of the meeting, shall be conclusive.
- Subject to PAI's Constitution every Subcommittee member should have one vote.
- Any Subcommittee member is entitled to call for a vote.
- Where a decision of the Committee requires to be voted upon it shall be determined by a majority of the votes of the Committee members present and voting on the question.
- Voting shall be decided on a show of hands, unless before or on the declaration of the result of, a show of hands, a ballot is duly demanded.
- Any Subcommittee member may request his or her vote or abstention to be recorded in the minutes.

## MATTERS RESERVED FOR CONSIDERATION BY THE BOARD

### Operation of the Board and Reserve Powers

The Board holds the powers to conduct the affairs of the Charity under the Memorandum and Articles of Association. Many of these powers can be delegated to management. However, the Board should retain and reserve for itself a certain amount of these powers especially the most significant decisions when dealing with governance.

The day-to day management of the Charity is entrusted to the CEO except for those matters that remain the sole preserve of the Board. The Board must provide clear direction on what those “matters reserved for the Board” are. The Board must also have in place an effective reporting and monitoring process through which the CEO and management report on actions taken to implement the Board's decisions.

Board Members have a responsibility to each other, the members of the Charity and to the employees of the Charity:

- They shall become familiar with this Board Governance manual and associated policies and procedures relating to and sub group position they hold;
- They shall be properly prepared for meetings of the Board including prior review and consideration of the Agenda, draft Board Minutes and other materials communicated to them in advance of the Board meeting;
- They shall make informed decisions by insisting on sufficient and accurate information, and then support all decisions once they have been fully discussed and resolved by the Board;
- They shall show respect for other Board Members, Officers and the CEO and their opinions and respect the right of others to disagree;  
They shall actively regulate themselves and other members of the Board by identifying Board actions and conditions that run counter to these policies;
- They shall bring to the Chairperson's immediate attention any condition or action that they believe exceeds the CEO's role of responsibility or is in noncompliance with Board policy or the Memorandum and Articles of Association of the Foundation; and
- Board Members should not interfere in duties delegated to staff without prior consent or knowledge of the CEO unless mandated by the Board.

### The list of items to be reserved for the Board Consideration.

- Significant acquisitions, disposals and retirements of assets.
- Major investments and capital projects.
- Treasury policy and risk management policies.
- Authorisation of payments procedure.
- Approval of terms of major contracts.
- Approval of policies and procedures.
- Policy of determination of senior management remuneration.
- Approval of annual budgets and corporate plans.
- Production and approval of annual reports and accounts.
- Appointment, remuneration and assessment of performance of the Chief Executive Officer.
- Pension policies and benefits of the Chief Executive Officer and staff.
- Sign off on Flights.
- Monitoring of the financial and operational activities of PAI.
- Development of strategic plans
- Approval of Service Level Agreements.
- Approval of new staff positions.
- Approval of Contracts with term exceeding one year or binding the Charity to financial liability exceeding [€20,000];
- Approval of Borrowing Facilities;
- Appointment/ Removal of Auditors
- Any spend over €5,000

## Protected Disclosures Policy

PAI has a policy in place to encourage PAI employees, volunteers, members and service users, to make a disclosure in respect of significant matters, and to provide protection for a person making a disclosure. PAI is committed to maintaining the highest possible standard of service for service users and providing employees with a safe system and place of work. PAI promotes a culture of openness and accountability and employees are encouraged to report any concerns they may have in relation to their workplace. In the normal course of events, employees should report concerns to their line manager or, if appropriate, to another manager within the workplace. However, in exceptional circumstances, employees wishing to report concerns may be reluctant to do so for fear of penalisation. Such employees are entitled to legal protection from any form of penalisation provided their disclosures are made in accordance with the procedure set out in the policy. This policy, available on the PAI SharePoint, outlines what constitutes a protected disclosure and the process for making such a disclosure.

The Protected Disclosures Act 2014 specifically provides for legal protection for employees only, however, the Board of PAI have decided that the principles and protections provided for in this legislation should also apply to volunteers, service users and members. Appendix 1 of the Protected Disclosures Act 2014 sets out the process for volunteers, service users and members to avail of this policy.

## Conflict of Interest

In addition to the legal requirements under the Companies Acts, the following procedures should be observed:

- On appointment to a Board, each member should provide the Company Secretary a signed disclosure of member's interest statement with details of their employment and all other business interests including professional relationships etc, which could involve a conflict of interest or could materially influence the member in relation to the performance as a member of the Board.
- Any interests of a member's family of which they could be expected to be reasonably aware or a person or body connected with the member and which could involve a conflict of interest should also be disclosed. For this purpose, persons and bodies connected with a member should include:
  - A spouse, parent, brother, sister, child or step-child;
  - A body corporate with which the member is associated;
  - A person acting as the trustee of any trust, the beneficiaries of which include the member or the persons outlined above or the body corporate outlined above;
  - A person acting as a partner of the member or of any person or body who, by virtue of the above, is connected with the member.
- Each member should furnish to the Company Secretary, details of business interests on the lines above of which he/she becomes aware during the course of his/her directorship.
- If a member has a doubt as to whether this Code of Practice requires the disclosure of an interest of their own or of a connected person, that member should consult the Chair of the Board.
- Details of the above interests should be kept by the Company Secretary in a confidential register and should be updated annually. Interim changes should be notified to the Company Secretary as soon as possible. Only the Chair, Company Secretary and CEO should have access to the register.
- Should a matter relating to the interests of the Chair arise, they should appoint the Vice Chair of the Board or another Board Member, to chair the meeting and the Chair should excuse him/herself when the Board is deciding on a matter in which the Chair has an interest.
- Board or company documents on any case which relate to any dealings with the above interests should not be made available to the member concerned prior to a decision being taken. Decisions once taken should be notified to the member.
- It is recognised that the interests of a Board Member and persons connected with them can change at short notice. A Board Member should, in cases where they receive documents relating to their interests, return the documents to the Company Secretary at the earliest opportunity.
- A standing board agenda item is a declaration of any conflicts of interest in relation to items on the meeting agenda. Board Members should absent themselves when the Board is deciding on matters in which that member or a person or body connected with the member has an interest.

- Where a question arises as to whether or not a case relates to the interests of a Board Member or a person or body connected with that Board Member, the Chair of the Board should determine the question.
- Former Board Members should treat all board information received as confidential.

### Chief Executive Officer (CEO) Limitations Policy

Accordingly, the CEO shall:

- Maintain and agree rights and responsibilities for service users;
- Not use application forms that elicit information for which there is no clear necessity;
- Not use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited;
- Maintain facilities and operational processes that provide a reasonable level of privacy, security and safety within the resources available;
- Not fail to establish with service users and/or their carers a clear understanding of what may be expected and what may not be expected from the service offered;
- Not fail to inform service users and/or their carers of this policy, or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy;
- Not allow to be compromised the health, welfare and well being of service users; and
- Develop, activate and manage the culture of the PAI on a continuous basis.

### Treatment of Personnel

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

- Operate without 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;
- Prevent staff from contacting officers of the Board 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
- Fail to acquaint personnel with their rights under this policy.

### Financial & Business Planning and Budgeting

The CEO in setting the direction and action plans for the PAI which are derived from the charity objectives, shall not allow the organisation to operate with a Strategic Plan that has a time frame of less than three years, that is not reviewed annually for adequacy and that is not responsive to changes in the environment.

Financial and business planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Accordingly, the Chief Executive shall not allow budgeting that:

- Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
- Plan the expenditure in any fiscal year of more funds than are conservatively projected to the received in that period; and
- Allows plans that would result in cash dropping below a safety reserve of less than the Boards approved level.

With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board approvals.

Accordingly, the CEO shall not:

- Without express Board approval indebt 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;
- Fail to aggressively pursue receivables after a reasonable grace period; and
- Without express Board approval deviate from budget heads lines.

### Communication and Support to the Board

The CEO shall not permit the Board to be uninformed or unsupported in its work. Accordingly, the CEO shall not:

- Neglect to submit monitoring data which focuses on relevant key performance indicators (KPIs) and provides insightful analysis required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored;
- Allow the Board to be unaware 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;
- Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board CEO Linkage, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and the CEO;
- Fail to marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board choices; Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other;
- Fail to provide a mechanism for official Board, Officer, or Committee communications;
- Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to Officers or Committees duly charged by the Board;
- Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board; and
- Fail to supply for the consent agenda all items delegated to the CEO yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.

The Board will review the work of the Committee on an annual basis.