



Board of Management Handbook

Includes: Terms of Reference for Subcommittees and Definitions of Roles

Turas Training CLG

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Introduction

Overview

This handbook provides members of the management committee with the necessary information to understand their role and responsibilities in regards to the overall governance and management of the organisation.

History

Turas Training CLG is a charity which provides rehabilitative education and training services to persons in recovery from substance misuse.

Turas is a Special Community Employment Scheme funded by The Department of Employment Affairs and Social Protection [DEASP] and the Health Service Executive (HSE), and a member of the Canal Communities Local Drug and Alcohol Task Force.

The company was formed in 1999 (known as Canal Communities Training Programme, TURAS until 2017) under the treatment and rehabilitation pillar of the National Drugs Strategy. Drug rehab projects like Turas were just one element in a strategic response to the drugs crisis that existed in the mid-1990s where communities were being severely impacted by open drug dealing, rising crime, and drug related deaths.

Mission statement

Our mission is to provide a comprehensive rehabilitative education and training programme for people in recovery from substance misuse.

Aims

The aim of our service is to provide a holistic recovery-based day programme where individuals are facilitated to become fully involved in the process of regaining their capacity for daily life from the impact of problematic substance use. This is to be achieved through the delivery of a range of psycho-social and psycho-educational services and interventions in a supportive client-centred, trauma-informed environment.

Management Committee: Terms of Reference

1. Legal Structure

1.1. Legal Structure and Liability

Turas is a company limited by guarantee not having share capital: As this is a public company, there must be a minimum of seven members. The board of management must meet eight times a year.

The incorporated status of the company means that members do not have liability for company debts. The only situation in which this does not apply is in the situation of fraud or gross negligence, in which case individual members may be held responsible for debts. Good reporting structures and record keeping are in place to protect all members and ensure that practices are in keeping with the law.

1.2. Charitable Status

The company is also registered as a charity. The charity number is 15488. Registration as a charity means the company is governed by charity specific legislation (the Charities Act passed in 2009 is being introduced in phases) and is liable for beneficial taxation breaks and is able to undertake specific types of fundraising.

Organisations that are registered as charities must comply with specific laws, including being registered on the charity register (once new law is implemented). It is the company's responsibility to ensure that their details are correctly entered on this register (note that registration is automatic on introduction of the new law for any existing charities).

All letters and formal documents from the company state that Turas is a registered charity, as well as our charity number.

In relation to accounting, the company's registration office will automatically forward all financial documents to the charities regulator.

On the introduction of a statutory instrument providing for the commencement of Part 3 of the Charities Act 2009, the regulator will need to be informed of the names of all trustees. Trustees are defined as the directors and other officers of the company. This should include all members of the Board of Management.

The trustees for Turas are the board members.

1.3. Legal Requirements for a Company

1.3.1. Accounting procedures

All guaranteed companies are required to file an annual return with the Company's Registration Office. Each Annual Return must have annexed to it relevant accounts. These relevant accounts are:

- Balance sheet,
- Income and expenditure accounts,
- Directors' report,
- Auditor's report.

These documents must be certified as true copies of those laid before the annual general meeting of the members of the company.

The role of ensuring this is done is that of the company secretary, and the responsibility for ensuring this is done is that all of members of the board.

1.3.2. Annual returns to the Companies Registration Office

Annual returns received more than 28 days after the company's annual return date will be liable to a late filing penalty and an additional day penalty amount accruing thereafter. The annual return date for Turas is usually in September each year.

This penalty is in addition to the standard filing fee. Failure to file an annual return and accounts could result in the prosecution of the company and its directors and/or the striking off of the company from the Register of Companies. Charitable organisations who have incurred a filing fee may apply for a fee waiver. This will only be granted in exceptional circumstances and on a once off basis.

The Companies Acts contain a number of legally binding obligations which directors must ensure both they and the company comply with. These include:

- 1.3.2.1. Maintaining proper accounts and submitting audited accounts with the annual return,
- 1.3.2.2. Maintaining a register of members and directors,
- 1.3.2.3. Holding an annual general meeting,
- 1.3.2.4. Making annual returns to the Companies Registration Office,
- 1.3.2.5. Notifying the Companies Office of any special resolutions and of any changes to the memorandum and articles of association,
- 1.3.2.6. Notifying the Companies Office of any changes in the directors, secretary, auditors or the registered office,
- 1.3.2.7. Keeping minutes of all meetings.

1.4. Constitution [Memorandum and Articles of Association]

The Constitution contains the rules by which a company is governed and managed. Companies are required by law to have a Constitution, previously known as a Memorandum of Association and Articles of Association. These documents form the legal basis for the company. Essentially, the main purpose of the Memorandum of Association is to set out the name and objectives of the company (i.e. the reason for which the company has been established).

The Articles of Association are essentially the rules setting out how the company will be governed. These documents are very important as they set out the company's rules and procedures and outline the rights of members and how they may exercise control within the company. In the event of a dispute involving the company, the courts will look to the Memorandum and Articles of Association as being the internal legal documents which govern the company's activities.

All companies must lodge their Memorandum and Articles of Association with the Companies Registration Office, where they are publicly available.

The Constitution is held in Unit C1, Bluebell Business Centre, Old Naas Rd, Bluebell, Dublin 12, and also posted on the company website at www.turastraining.ie. Members of the Board of Management can have access to these at any time. All members of the Board of Management should have a chance to review these as part of the induction process.

1.4.1. Review of the Constitution

It will be reviewed and amended to reflect the agreements and procedures of the group in the following circumstances:

- 1.4.1.1. There is a new policy or procedure in relation to any aspect of governance,
- 1.4.1.2. There is a change in the mission or objectives of the organisation,
- 1.4.1.3. There is a change to any significant aspect of the organisation activities or structure.

If the review results in a recommendation that the constitution should be amended, this will occur as described in section 2.4.2.

1.4.2. Amendments to the Constitution

It is the responsibility of the board to ensure the Constitution accurately reflects the governance structure and decision-making processes. These will be formally reviewed by the board of management every 3 years. Any changes to these should be completed on a GI form and sent to the Companies Registration Office (forms are downloadable from www.cro.ie).

A solicitor will be employed to oversee any changes to the Constitution.

2. Board of Management: Roles and Responsibilities

2.1. Board of Management Code of Conduct

Members of the Board of Management are bound by an overriding duty, individually and as a board, to act reasonably at all times in the interests of the organisation and of its present and future beneficiaries.

All members are equally responsible in law for the board's actions and decisions, and have equal status as members of the board. At all times the board acts collectively, even if an individual does not agree with the majority decision. The chairperson has the right to call a vote, although this would only be exercised when usual consensus decision making processes have not been successful.

The board gives the Project Coordinator authority to operate the business of the company and the Project Coordinator is accountable for and reports to the board on business performance. By reading this document and agreeing to participate at board of management level, all members agree to:

- 2.1.1. Understand their role and responsibilities as described in the board of management handbook.
- 2.1.2. Know and support the mission of the organisation.
- 2.1.3. Uphold the aims and objectives of the organisation.
- 2.1.4. Give adequate time and energy to the duties of being a member of the Board of Management
- 2.1.5. Prepare for meetings in advance.
- 2.1.6. Maintain confidentiality.
- 2.1.7. Offer informed and impartial guidance.
- 2.1.8. Fulfil fiduciary and statutory duties.
- 2.1.9. Participate in committees and special events where possible.
- 2.1.10. Support the senior officer, while monitoring their conduct.
- 2.1.11. Present their views on all topics and listen to those of other members.
- 2.1.12. Act with integrity, and avoid or declare personal conflicts of interest or conflicts of allegiance.

2.2. Board of management Responsibilities

2.2.1. Vision and leadership

The board will review and ensure the relevance of the vision, values, ethical principles and strategic direction of the organisation. The board will ensure that organisational activity supports its ethos, vision, purpose and aims.

2.2.2. Accountability

The board will account for everything the organisation does, including its spending and activities. The board is accountable to all key stakeholders such as funders, donors and service users. The board monitors and evaluates all areas of the organisation's performance.

2.2.3. Legal matters

The board will ensure compliance with all relevant legal and regulatory requirements¹ and will seek guidance around any uncertainties. All activities and processes of the board and the organisation will be in line with its governing document: the Constitution.

2.2.4. Financial responsibilities

The board will ensure that all money, property and resources are properly used, managed and accounted for. In order to be accountable, suitable systems must be in place and kept up to date.

2.2.5. Responsibilities as Employer

The Board of Management has full responsibility as employer. This involves ensuring that appropriate policies and procedures are in place for staff (including volunteers, students and locums) and that staff are properly managed and supported. The board, represented by the chairperson will line manage and ensure suitable supervision for the Project Coordinator. This task can be subcontracted if considered appropriate by the board.

2.3. Specific Roles and Responsibilities

2.3.1. Chairperson

The chairperson must be one of the directors of the company. An overview of the role is outlined below:

2.3.1.1. To ensure the board of management functions properly

The chairperson is responsible for making sure that each meeting is planned effectively, conducted according to the memorandum and articles of association, and that matters are dealt with in an orderly, efficient manner. The chairperson should run the board and set its agenda. The agenda should take full account of the issues and the concerns of all board members. The chairperson will endeavour to support and lead the board and to promote open communication. This also involves regularly reviewing the board's performance and identifying and managing the process for renewal of the board through recruitment of new members.

2.3.1.2. To ensure the organisation is managed effectively

The chairperson must coordinate the board to ensure that appropriate policies and procedures are in place for the effective management of the organisation. The chairperson has the role of ensuring effective implementation of board decisions.

2.3.1.3. To supervise and provide support to the project director

The chairperson is responsible for ensuring supervision and direct line management to the project director. Supervision may be contracted to an external body or another appropriately qualified board member.

¹ Including, but not limited to: health and safety regulation, employment law, taxation regulations, and company law.

2.3.1.4. To represent the organisation as its figurehead as required.

In cooperation with the project coordinator, the chairperson may from time to time be called upon to represent the organisation and sometimes be its spokesperson at, for example, functions, meetings or in the media.

A full job description is in Appendix ii.

2.3.2. Company Secretary

The company secretary must be one of the directors of the company. The company secretary has the principal function of ensuring that the company's affairs are conducted in accordance with the law and the company's own regulations. In practice these duties are often carried out by the Auditors in the case of financial regulation. Roles in relation to organising these services can also be delegated to staff, for example the administrator. It is however the secretary's role to ensure these actions are carried out. Duties are as follows:

2.3.2.1. To ensure there is a record of all minutes.

2.3.2.2. To ensure that the company complies with its memorandum and articles of association.

2.3.2.3. To ensure that any amendments are incorporated in accordance with the correct procedures.

2.3.2.4. To maintain Statutory Registers, including: Register of Members, Register of Directors and Secretaries.

2.3.2.5. To ensure the safe custody of and proper use of the company seal,

2.3.2.6. To complete Statutory Returns.

2.3.2.7. To file information with the Companies Registration Office, including:

2.3.2.7.1. Annual returns.

2.3.2.7.2. Notices of appointment, removal and resignation of officers and changes to their particulars.

2.3.2.7.3. Change of registered office.

A full job description is in Appendix iii.

2.3.3. Treasurer

The treasurer's role is to work with the full board to oversee the financial matters of the company. The final responsibility for financial management lies with the company as a whole. Duties are as follows:

2.3.3.1. To report to the board on financial matters.

2.3.3.2. To review financial procedures.

2.3.3.3. To liaise with designated staff regarding financial matters.

2.3.3.4. To ensure that appropriate accounting procedures and controls are in place.

2.3.3.5. To ensure compliance with relevant legislation.

2.3.3.6. To ensure any recommendations of the auditors are implemented.

A full job description is in appendix iv.

2.3.4. Auditor

TURAS has an appointed auditor who, once appointed at the AGM, is an officer of the company. The auditor needs to be re-appointed at each subsequent AGM. The auditor's main duty is to ascertain and state the true financial position of the company by an examination of the books, specifically:

2.3.4.1. To report to the board at the AGM and as requested.

- 2.3.4.2. To serve notice on the company should s/he form the opinion that proper books of accounts are not being kept.
- 2.3.4.3. The auditor must also state whether the directors' annual report is consistent with the contents of the audited accounts and, if s/he considers them inconsistent, must give particulars of inconsistency.
- 2.3.4.4. Auditors must notify the Director of Corporate Enforcement as well as the Register of Companies should they form the opinion that a company is not keeping proper books of account or, if in the course of the auditor's audit, they come into possession of information which may point to an indictable offence under the Companies Acts. The ODCE has published guidance notes on the duties of auditors, as well as their reporting duties to the Director of Corporate Enforcement. These are available on www.odce.ie

3. Meeting Frequency and Structure

3.1. Frequency

- 3.1.1. The board of management meets a minimum of eight times a year.

3.2. Notification of Meetings

The meeting schedule will be agreed at beginning of the year. A copy of the agenda and minutes of the last meeting will be sent out no later than a week before the next scheduled. It will include the meeting date, along with the agenda and the accompanying reports. This will be the responsibility of the administrator, who will also call to remind people of the meeting and confirm attendance.

3.3. Agenda

The agenda is a list of meeting activities in the order in which they are to be undertaken. The agenda is established by the chairperson. Members can request to have issues included on the agenda by contacting the chairperson two weeks prior the meeting. The chair reserves the right to postpone any issues as seen fit. The agenda will be circulated a minimum of one week in advance of the meeting by the senior officer.

At the beginning of the meeting the chair will also provide an opportunity for members to raise issues under 'any other business' (A.O.B). Issues are included on the agenda at the chairperson's discretion.

3.4. Minute Taking

It is a legal requirement that minutes of meetings be retained on file and also be accessible to members. Minutes are taken in a standard format and are approved at subsequent board meetings as an accurate reflection of proceedings. Minutes are kept on computer file in the organisation and will be sent out no later than a week before the next meeting.

4. Quorum and Meeting Attendance

4.1. Quorum

The quorum is the number of members of the board who must be present for the organisation to conduct its business.

The quorum for the board is 50% of current membership plus one.

4.2. Expectation of Attendance at Meetings and Confirmation of Attendance

When a member cannot attend they should contact the administrator by phone or email as soon as possible so that a quorum can be assured. If appropriate provision has not been made with the Chair and a member misses three consecutive meetings, they are considered to have resigned by default.

5. Decision Making Process

5.1. Approach

In all cases the board aims to make decisions through consensus. This is based on the board having access to appropriate information and sufficient time for discussion and debate.

The chairperson reserves the right to move to vote where consensus cannot be reached after adequate discussion, it is considered that this would be a rarity. Voting must be organised in the way outlined in 6.2.

5.2. Voting and Proxy Votes

In the instance of a vote there should be equal time allotted for discussions of the various options. All members have one vote. For a vote to take place members should be informed two weeks prior to the event, meaning that proxy votes can be facilitated. Every member can hold one proxy vote, and should inform the chairperson of this before voting commences.

Staff in attendance at meeting, including the project coordinator will not have voting rights.

5.3. Sub-committees

Subcommittees may be established to progress specific pieces of work. Where a subcommittee exists they will have a terms of reference, see example in appendix. Subcommittees will present recommendations to the full board who will be responsible for approving any recommended actions.

6. Strategic and Annual Planning

6.1. Strategic Planning

The strategic plan documents where the organisation is going and how it plans to get there. The strategic plan will describe the organisation's goals, visions and areas of action for a period of three to five years. Strategic planning will have the following characteristics:

- 6.1.1. A clear and transparent process will be adopted that ensure clear pathways of communication with any group invited to participate in the formulation of the strategic plan.
- 6.1.2. Project review and/or evaluation will inform the strategic plan.
- 6.1.3. The process will include a draft phase whereby selected groups can input into content prior to final sign off.
- 6.1.4. The plan will be clearly written.
- 6.1.5. The plan will also identify key performance indicators (ways of proving that the project has achieved its objectives), so that it can be determined whether the goals have been met.
- 6.1.6. The plan will outline the resources that are required for it be carried out.
- 6.1.7. As the strategic plan covers a period of three to five years it is important for regular (at least yearly) reviews to be held. These allow the organisation's management structure to ascertain whether or not the goals set out in the plan are being achieved or worked towards.

6.2. Annual planning

The project will always have an annual plan which sets out the work plan for each area of operation. The annual plan will include clear goals or key performance indicators that will form the basis of service review and evaluation.

6.3. Consultation with service users

The inclusion of the target group is an important aspect of quality standards in service provision. The committee will attempt to meet this standard through employing one or more of the following:

- 6.3.1. Service user input meetings,
- 6.3.2. Regular service reviews / satisfaction surveys

7. Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs)

7.1. Purpose of the AGM

Every year a company must call an annual general meeting. Specifically, the AGM must be held no more than 15 months after the previous one. The purpose of the meeting is:

- To allow your membership to hear reports from the board on the achievements and the work of your group over the year,
- To elect the board for the next year,
- To make any changes to the Constitution

7.2. Organising and Running the AGM

The AGM is held once a year and all members are invited by letter. All members should be given one month's notice of the meeting. The quorum for AGMs is the standard for management meetings, which is the same as standard meetings.

The company's accountants, directors and members are notified in writing of the date, time and location of the AGM one month prior to the meeting date.

Nominations for new members of the board should be raised with the chairperson prior to the meeting. All nominations should be proposed and seconded by members of the board.

If any members wish to propose changes to the constitution then these should be brought to the attention of the chairperson one month before the meeting. Members should be given sufficient information and time to discuss proposals prior to a vote on making changes to the constitution.

At least 21 days prior to the AGM the directors must have sent the members the:

- 7.2.1. Time and date of the AGM (This must be sent to members 28 days in advance if there is to be a resolution to remove a director or remove or replace an auditor proposed).
- 7.2.2. Profit and Loss Account
- 7.2.3. Cash Flow Statement
- 7.2.4. Balance Sheet

These accounts must be audited, and give a true and fair picture of the state of affairs of the company. At the AGM, two of the directors sign these accounts on behalf of all directors.

Accounts and reports as prepared by the auditor must be filed not more than 28 days after the company's annual return date with the Registrar of Companies.

7.3. EGMs

7.3.1. EGMS are formal meetings of the membership that are called outside of AGMs. The purpose of these meeting is to agree a change in the organisations Constitution.

7.3.2. The quorum and requirements for taking minutes are the same as that of the AGM.

7.3.3. The timeframe within which members should be notified of an EGM is the same as that for and AGM, minus 7 days.

8. Termination of Membership

8.1. Resignation Procedure

If a member wishes to resign from the board of management, the following guidelines apply:

- Notification should be made by letter.
- The period of notification is two months, so as to allow for a new member to be recruited.
- If the member is either in the position of Chairperson or Secretary it is requested that three months' notice be given to enable another member to be inducted into the role.
- The member must complete their details on the appropriate CRO form so they can be de-registered as a board member with the Companies Registration Office. The administrator will assist with this process.

8.2. Termination Procedure

8.2.1. Termination of an individual's tenure on the board will occur if they have not attended three consecutive meetings and other arrangements have not been made.

8.2.2. Termination of tenure will be by letter from the chairperson.

9. Audit of Board, Rotation and Recruitment of Members

9.1. Rotation of Membership and Roles

The following rules govern terms and rotation of membership:

9.1.1. All members will have a membership term of up to 5 years.

9.1.2. All offices (chair, treasurer and secretary) have terms of up to 3 years, after this the role should be filled by another member of the board or by an external candidate.

9.1.3. Roles may be renewed, although this will not be automatic and other members should be offered an opportunity to fulfil roles.

9.2. Skills Audit

A skills audit shall be undertaken among the board at least every three years to ensure the board holds sufficient skills to perform its duties. Where skill needs are identified training will be provided for the board of management or recruitment of members with specific expertise shall be considered. For more information see the skills audit template.

A skills audit will be undertaken before the recruitment of any new members.

9.3. Audit Procedure prior to recruitment / reappointment to the Board of Management

Prior to the board recruiting or nominating persons for re-appointment, the chairperson will instigate an audit of the board membership, with a view to ensuring that board meets the following good practice guidelines:

9.3.1. The board has at least one member with relevant financial experience.

9.3.2. The board has at least one member with relevant legal expertise.

9.3.3. The board has an appropriate mix of experience as well as an ethnic and gender mix appropriate to the service.

9.3.4. The selection of a board gives due regard to the need for a gender balance.

9.4. Recruitment Procedure

The chair will instigate processes to recruit new members. In some instances this will be preceded by a skills audit so that people with the appropriate skill set can be targeted.

Vacancies on the board will be advertised through agreed forums as agreed by the board. The steps that are to be followed include:

1. Role to be advertised (Boardmatch, JobsIreland, Activelink, Company Website, local forums and other suitable media)
2. Selection process (as agreed by the board).
3. Selected candidate to be inducted, see 10/11.

10. Induction of New Members

Induction to the board will occur as soon as possible after an individual has been selected to join the board. In all cases this will take place before attendance at the first meeting. Induction is the responsibility of the chair and will involve:

10.1. A meeting in which the following will be introduced: the role and aims of the project, its core activities, history and successes. Also covered will be an introduction as to how the board functions, as well as the role and responsibilities of becoming a member of the organisation.

10.2. The new member will receive an induction pack which will include at a minimum:

- A copy of the Board of Management Handbook,
- The last annual report,
- Minutes of the previous six board of management minutes.

11. Payments / Wages and Governance

11.1. No board members can receive any fees or payments through the organisation except for reasonable expenses when applicable and as agreed by the board in advance.

11.2. Officers employed by the organisation cannot be members of the Board of Management.

12. Review and Amendment of Management Handbook / Terms of Reference

These should be proposed at one meeting and agreed at the next. It will need to be assessed whether or not any proposed changes to the terms of reference do not also constitute a need for the constitution to be amended; if this is the case then amendments will need to take place in an AGM or EGM by special resolution.

Appendix

Chairperson: Role Description & Person Specification

The chairperson has a strategic role to play in representing the vision and purpose of the organisation. The chairperson's role involves ensuring that: meetings are effectively run, all members are able to participate, decision making is clear and transparent, and that the committee and organisation functions to standards of good practice.

Ensure the management committee functions properly:

- To plan and run meetings in accordance with the governing document,
- To ensure matters are dealt with in an orderly, efficient manner,
- To bring impartiality and objectivity to meetings and decision-making,
- To facilitate change and address conflict within the board,
- To review governance performance and skills,
- To plan for recruitment and renewal of the management committee.

Ensure the organisation is managed effectively:

- To liaise with the project coordinator, as appropriate, to keep an overview of the organisation affairs,
- To co-ordinate the committee to ensure responsibilities for particular aspects of management (for example, personnel matters, financial control etc) are met and specialist expertise employed as required,
- To facilitate change and address conflict within the organisation, liaising with the project coordinator to achieve this.

Provide support and supervision to staff:

- To directly line manage the project coordinator of the organisation, including ensuring supervision is provided either personally or through a contracted arrangement,
- To sit on appointment and final appeal grievance panels as appropriate.

Represent the organisation:

- To communicate effectively the vision and purpose of the organisation,
- To advocate for and represent the organisation at external meetings,
- To be aware of current issues that might affect the organisation.

Qualities and skills required:

- Sound understanding of roles and responsibilities of management committee,
- Good leadership skills,
- Good communication and interpersonal skills,
- Impartiality, fairness and ability to respect confidences,
- Ability to ensure decisions are taken and followed up,
- Good time keeping,
- Experience of organisational and people management.

Time Commitment Required:

The role of the Chairperson requires an estimated commitment of eight hours per month.

Company Secretary: Role Description & Person Specification

Any voluntary organisation or community group which is a company limited by guarantee, (i.e. incorporated) must have a company secretary. The responsibilities of the company secretary are to ensure that relevant rules and regulations of the Companies Act are complied with.

The duties include:

- Maintaining the statutory registers including the register of members,
- Ensuring that statutory forms are filled promptly,
- Providing members and auditors with notice of meetings,
- Sending the Registrar copies of resolutions and agreements,
- Sending a copy of the accounts to every member of the director's meetings and general meetings,
- Ensuring that people entitled to do so can inspect company records,
- Custody and use of the company seal.

Other duties:

- To ensure that meetings such as the annual general meeting comply with the organisation's governing document and its procedures (for example, voting),
- To ensure that publications such as annual reports and accounts, and their dissemination, comply with the organisation's governing document and statutory requirements,
- To keep under review all legislative, regulatory and governance developments that might affect decision making or the organisation's operations. The company secretary has no powers under Company law but the act allows them to sign most of the forms prescribed under the act.

Qualities and skills required:

- Knowledge of company and charity law,
- Understanding the role and responsibilities of the management committee,
- Well organised and an eye for detail.

Time Commitment Required:

The role of the company secretary requires an estimated commitment of four hours per month.

Adapted from www.diycommitteeguide.org

Treasurer: Role Description & Person Specification

The overall role of a treasurer is to maintain an overview of the organisation's financial affairs, ensuring its viability and that proper financial records and procedures are maintained. The role can also be undertaken by a finance sub-committee. The role and person specification are summarized below.

General financial oversight:

- To oversee and present budgets, accounts and financial statements,
- To liaise with designated staff regards financial matters,
- To ensure that appropriate accounting procedures and controls are in place,
- To ensure compliance with relevant legislation,
- To ensure any recommendations of the auditors are implemented,
- To ensure accounts meet the conditions of contractual agreements with external agencies such as funders and statutory bodies.

Financial planning and reporting

- To present financial reports to the committee,
- To make a presentation of the accounts at the Annual General Meeting (AGM),
- To advice on the organisation's reserves and asset management,
- To advise on the financial implications of the organisation's strategic and operational plans.

Other

- To chair meetings of the finance sub-committee

Qualities and skills required:

- Experience of financial control and budgeting,
- Good communication and interpersonal skills,
- A willingness to be contacted on an ad hoc basis,
- Ability to ensure decisions are taken and followed up.

Time Commitment Required:

The role of the treasurer requires an estimated commitment of four hours per month.

Adapted from www.diycommitteeguide.org

Management Committee Member: Role Description & Person Specification

The management committee takes on the ultimate legal and financial responsibility for all the activities of the organisation. They maintain an overview of policy and strategic direction rather than being involved in the day-to-day operations. The role of the each member of the committee is summarised below:

Vision and Leadership:

- To be committed to the vision, mission and values of the organisation,
- To provide strategic direction, including agreeing and monitoring strategic plans
- To keep informed of the activities of the organisation and the wider issues of its work
- To ensure the work of the organisation is monitored and evaluated

Accountability and Legal Responsibilities

- To ensure the organisation complies with its governing document (i.e. constitution or Constitution).
- To ensure the organisation keeps to the law, including charity and company law.
- To ensure the organisation makes efficient use of resources, in particular that all monies are applied to its objects, agreed plans and budgets.
- To ensure that risks to the organisation, staff volunteers and service users are at an acceptable level and are managed.
- To be accountable to membership, funders and other stakeholders.

Financial and Staff Management

- To understand the financial position of the organisation.
- To ensure the organisation operates within its agreed accounting policies.
- To ensure adequate financial resources for the organisation.
- To contribute to fundraising strategies.
- To ensure the organisation is properly insured against all reasonable liabilities.
- To ensure the organisation is a responsible employer and adheres to legislation.
- To effectively support and manage the project coordinator.

Qualities and Skills of Management Committee Members

- Good leadership skills.
- Understanding of and commitment to the organisation mission and values.
- Good communication and interpersonal skills.
- Impartiality and fairness.
- Ability to respect confidences.
- Good time-keeping.

Time Commitment Required:

This role requires an estimated commitment of four hours per month.

Adapted from www.diycommitteeguide.org

Quality and Safety Committee Terms of Reference

Role and Purpose of the Quality and Safety Committee

The quality and safety committee is a subcommittee of the Board of Management established to:

1. Oversee the development by the executive/senior management team of a quality and safety programme for the service;
2. Recommend to the Board a quality and safety programme and an executive/senior management team structure, policies and processes that clearly articulates responsibility, authority and accountability for quality, safety and risk management across the service;
3. Secure assurance from the executive/senior management team on the implementation of the quality and safety programme and the application of appropriate governance structure and processes (e.g. risk escalation) including monitored outcomes through quality indicators and outcome measures;
4. Secure assurance from the executive/senior management team that the community service is conforming with all regulatory and legal requirements to assure quality safety and risk management; and
5. Act as advocates at Board of management for quality and safety issues which cannot be resolved by the executive/senior management team.

Membership: Quality and Safety Committee

The Quality and Safety Board Committee normally consists of a number of Non-executive Directors (drawn from the Board). The committee is normally chaired by a Non-executive Director (member of the Board) who reports on behalf of the committee to the chair of the Board.

The Quality and Safety Committee includes, but is not limited to, the follow personnel:

- A company Director from the board of management
- The Project Coordinator
- The Health & Safety Officer
- A person with Addiction Services Expertise
- Human Resources Specialist
- Others as necessary

At the committee's discretion, other executives, personnel or external expertise may be co-opted onto the committee or attend to address specialist topics as they arise, including patient representatives.

A quorum for a meeting is three members including at least one non-executive and one executive director.

Accountability: Quality and Safety Committee

The Quality and Safety Committee is directly accountable to the board of management.

Frequency of Meetings: Quality and Safety Committee will quarterly, at least four times per year. Additional meetings will be held as necessary. In the event of a meeting being cancelled it should be rescheduled.

Reports: Following each meeting a high level report is provided to the Board, with additional reports as necessary.

Performance: Quality and Safety Committee

Clearly identify performance outcomes that will be measured to ensure that the Board committee is performing effectively. Self-evaluation may be undertaken or arranged through another function such as internal audit.

Performance measures could include:

- Percentage of attendance at meetings by members
- Achievement of the roles and responsibilities as set out above.
- Review the processes of the committee – how well are they operating?
- How do the committee feel they are performing?
- How does the board feel they are performing?

Administrative Support: Quality and Safety Committee

A staff member will provide secretarial support to the committee. This person will circulate the agenda, schedules, and papers that need to be read prior to meetings, document the minutes of each meeting and circulate to members within an agreed timeframe of the meeting being held. The minutes should be approved and signed by the chair at the next meeting.

Approval and Review Date: Quality and Safety Committee

The terms of reference are prepared by the Board, (including the term of office for members) communicated to and accepted by each member of the committee. The terms of reference should be reviewed by the Board every year or more frequently if necessary.

Finance Committee - Terms of Reference

Name of Committee: Finance Committee

1.0 Introduction:

The Finance Committee of the Board of Management

2.0 Role & Purpose:

The role of the Finance Committee is to advise the Board on matters relating to the a) organisation's financial controls and processes, b) Audit Plan and evaluation of audit reports and c) the risk framework, risk management and risk register."

3.0 Responsibilities:

- To recommend to the Board a framework of effective audit coverage, having reviewed the internal and external audit processes;
- To advise the Board on the minimum and optimum level of internal and external audit arrangements;
- To ensure that regular audits are carried out in the following areas: risk, financial (including statutory annual audits, procurement, payments and contracts), and health and safety, and to contribute to these reviews;
- To monitor internal and external audit reviews and to advise the Board accordingly. (This may be by means of summary reports from the Manager or internal auditor ensuring that the full reports are available to any member of the Finance Audit & Risk Committee or the Board should they require to see them.);
- To investigate on behalf of the board any financial or administrative matter which may put the organisation at risk;
- To examine reports on special investigations and to advise the Board accordingly;
- To consider the appropriateness of executive action following internal audit reviews and to advise management on any additional or alternative steps to be taken;
- To ensure there is coordination and good working relationships between internal audit, external audit and any other review bodies that are engaged;
- To encourage a culture within the organisation whereby each individual feels that he or she had a part to play in guarding the probity of the organisation, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Chair of the Finance Committee;
- To provide minutes of all Finance Committee meetings for review at meetings of the Board;
- To work in conjunction with the Quality and Safety Sub Committee to identify organisational risk.
- To ensure there is a Risk Management framework and that this framework is 'fit for purpose'. This Framework would include succession planning of board members and working to Board of Management Policy Handbook.
- Effectiveness of internal financial controls and risk management arrangements;
- Security of assets including an asset register.
- Oversight of the risk register.

External audits

- To determine the frequency of tendering for external auditing services;
- To consider tenders for the external auditing services and recommend to the Board which firm should carry out the annual external audit of the organisation's statutory accounts;
- To scrutinise and advise the Board on the contents of the draft audit report and of any management letter that the auditors may wish to present to the Board, and to formulate for Board use any written representations that may be needed by the auditors in connection with the organisation's statutory accounts or any other financial statements;
- To discuss with the external auditors any problems or reservations arising from the draft external audit report and draft management letter, reporting relevant issues back to the Board, and advising the Board accordingly;

- To review the performance of the organisation’s auditors and advise the Board on any changes that ought to be made to their terms of engagement;

4.0 Access to External Advice

The Committee may obtain any necessary external professional advice to enable the Finance Audit & Risk Committee to carry out its responsibilities more effectively.

5.0 Authority

The Finance Audit & Risk Committee has been delegated powers by the Board to carry out, on behalf of the Board, all the responsibilities set out under the Terms of Reference.

6.0 Membership

The Finance Audit & Risk Committee is composed of at least two Board members. In addition, the Committee may include up to two external non-Board members. At least one member of the Finance Audit & Risk Committee must have finance or accounting qualification and background. Only full Board members are entitled to vote at meetings. Management may attend Committee meetings as required, but are not entitled to vote.

7.0 Meetings

The Finance Audit & Risk Committee meets at least 4 times per annum on dates to precede Board meetings, allowing time for the Committee to report into the Board. An Agenda of each meeting will be circulated by the Chair of the Committee to all members at least a week in advance. Minutes of each meeting will be recorded and circulated within two weeks after each meeting. At least one board member will meet with the Director pre management meeting to sign off on cheque recs and monthly spends.

8.0 Reporting

The Chair of the Finance Audit & Risk Committee will submit a brief written report on the status of the Finance Audit & Risk Committee’s work, to the Board meeting that immediately follows each meeting of the Finance Audit & Risk Committee.

The Finance Audit & Risk Committee will prepare an annual written report for the Board, at the end of each calendar year, setting out the work it undertook and the findings of this work, for the preceding 12 months.

9.0 Deliverables

The Finance Audit & Risk Committee is responsible for delivering:

- A quarterly status report to the Board
- An annual report to the Board on its work and findings
- An annual self-assessment of the Finance Audit & Risk Committee with follow-on action plan
- Terms of Reference for annual Board Review/Approval to coincide with anniversary date

10.0 Evaluation of Committee Performance

The Finance Audit & Risk Committee will conduct an annual self-assessment on its performance and prepare an action list, as necessary, together with a timeline for delivery of these actions and submit this action plan to the Board.

Glossary of Terms

Agenda	The agenda is a list of meeting activities in the order in which they are to be undertaken.
AGM	Annual general meeting, this is held once a year. The main functions are the discussion of the annual report and accounts, and the re-election of members of the committee and board. If there is a need this is where any changes to constitution will take place
Auditor	This is an accountant who is hired by the organisation to review the organisations book-keeping and ensure it is appropriate and legal. Every organisation that is registered as a company must have an auditor
Constitution	This is the legal framework of the constitution and is held with the CRO. This is a description of what the organisation does and the limits of what it does. An organisation must work within their constitution. It states how the organisation should run and can only be changed at the AGM and EGM by special resolution.
CRO	Companies Registration Office: the government body responsible for ensuring the organisation is operating according to the law. Every organisation which is registered needs to send in forms and accounts to this office every year.
Induction	The way that the new member is introduced to the organisation, generally through meeting staff and reading about the organisation and how it works.
Key Performance Indicator (KPIs)	Financial and non-financial metrics or information used to help an organisation define and measure progress toward goals. KPIs are frequently used to 'value' difficult to measure activities such as the benefits of leadership development, engagement, service, and satisfaction.
Proxy vote	A vote that is cast by committee member on behalf of another.
Project coordinator - CEO	This is the most senior employee in the organisation. This role is supported by the committee and also reports to it.
Management Committee	A committee that takes decision about how an organisation is run. The management committee is composed of the company directors/trustees and the CEO.
Mission Statement	Defines the fundamental purpose of an organisation. Basically describing why it exists and what it does to achieve its 'Vision'.
Quorum	The quorum is the number of members of the committee who must be present for the organisation to conduct its business.
Subcommittee	A committee composed of one or more members of the Management Committee (Executive Committee) and other advisors. The subcommittee may carry out work on behalf of and reports to the Management Committee.
Vision	Vision is a long term view, describing in ambitious terms how it sees its working in the future. The vision describes what organisation wants to be, or how it wants the world in which it operates to be.

