A GOVERNANCE HANDBOOK FOR INDUSTRY NETWORKS

Guide for the Effective Operation of Management Committees and Boards of Directors

BAI

ÚDARÁS CRAOLACHÁIN NA hÉIREANN | BROADCASTING AUTHORITY OF IRELAND

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INTRODUCTION

The Broadcasting Authority of Ireland (BAI) has a key role in developing and supporting the broadcasting sector in Ireland. Facilitating learning and development in the sector is relevant to both the functions of the Authority as set out in the Broadcasting Act 2009 and the strategic objectives of the BAI as outlined in the BAI Strategy Statement. Since its inception in 2009 the BAI has continued the provision of funding and resources for a range of initiatives including the funding and support of a number of industry networks.

As part of its role in fostering development and maintaining a culture of lifelong training and learning within the broadcasting industry, the BAI launched the Sectoral Learning and Development Policy in 2012. This handbook was produced as part of the implementation of Policy Objective (i) "To contribute to the development of standards relating to governance, people and broadcasting outputs within the broadcasting sector…"

This handbook provides a good introduction to the effective operation of Boards and Management Committees, but it is not a definitive guide. In many areas, further reading is recommended and the handbook contains a range of website links, contact details and recommended texts to assist users. While the handbook has been developed for the BAI-funded industry networks, it is hoped that it might also prove useful to other bodies operating in the sector to achieve their goals, fulfil their responsibilities and meet the needs of their members.

The contents of the handbook are based on an earlier handbook produced by the Broadcasting Commission of Ireland as part of the Network Development Project in 2007, updated in order to reflect the principles contained in the Governance Code for Community, Voluntary and Charitable Organisations (2012).

BAI

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TERMINOLOGY

The community and voluntary sector in Ireland is very large and highly varied. Although this handbook concerns itself only with a relatively small and specialist subsection of the sector (namely broadcasting), there is nevertheless a great deal of variety. This is an explanation of some of the language that is used to describe entities in the sector.

Some networks are informal **unincorporated associations**, which means they have no legal status of their own. A limited number of networks are structured as **trusts.** Others are **incorporated associations**, having adopted a formal legal structure, usually that of a **company limited by guarantee without share capital**, or sometimes that of an **industrial and provident society under the Industrial and Provident Societies Acts 1893 – 1978** (the latter is more commonly known as a 'co-op'). Regardless of their legal structure, they may or may not have been recognised as a **charity** by the Revenue Commissioners. This is merely a tax designation, allowing certain tax exemptions. More information about the legislation governing these various structures can be found in **Section 2 – Legal and Regulatory Requirements.**

Governing bodies also go by different names, usually, though not always, **management committee** or **executive committee** in the case of unincorporated associations, **committee of management** in the case of co-ops, and **board of**

directors in the case of companies limited by guarantee. The terminology used should reflect the ethos of the network; for example **coordination committee** might suit a network with a less hierarchical structure. It is important to double-check your **constitution** (unincorporated associations), **deed of trust** (trusts), **rules** (co-ops) or **memorandum and articles of association** (companies) to make sure that what happens in practice is what the network originally set out to do. If not, you will either have to change the way you operate or change the governing document.

> *It is vital that networks keep their structures as simple as they can possibly be. Some networks may have more than one type of committee or board (for example, a management committee and an executive committee). If this is deemed essential, it is crucial that the roles and responsibilities of all parties are clarified. However, it is strongly recommended that all networks have one clear governing body.*

On a day-to-day level the terminology in itself is not very important, as long as the governing body fulfils its role effectively. Whilst the committee or board members of an incorporated association have specific legal responsibilities that do not apply to members of unincorporated associations, both are responsible for the governance of their network. It is just as important for committee members in unincorporated associations to follow good practice in governance, particularly because the nature of their industry network's structure means that they are personally liable for the activities or debts of their industry network. If something applies only to limited companies or co-ops and not to unincorporated associations or trusts, this is indicated in the text. However, for ease of use and simplicity, and because the majority of industry networks are companies, the term **board** is use throughout to apply to all types of industry networks, regardless of their structure.

INTRODUCTION

In any organisation, whatever its size or structure, there are three roles that need to be carried out:

- **governance** - taking overall responsibility for the work of the organisation
- **management** - organising the work and making sure that it happens
- **operations** - carrying out the work.

These roles are complementary but different, and it is important that there is ongoing discussion and clarity within the organisation in relation to who is carrying out which role.

The principal responsibility of the board is always governance, but the way in which the other roles are carried out varies from one industry network to the next.

- In an **all-volunteer group**, for example, the board will need to fulfil all three roles. People will find themselves chiefly occupied at the level of management and operations but some time will need to be given to governance if the group is to prosper.
- If the **industry network employs a member of staff to work at an operational level** (for example, to do administrative work or deliver a service to clients) the board needs to think about the boundary between management and operations and ensure that its member of staff receives the appropriate level of guidance and support from the board. In this situation the board needs to keep the management role as well as the governance role.
- Once an **industry network employs someone to take on a management role** the board needs to think very carefully about the boundary between governance and management. The board should provide parameters for the work of the manager but leave the manager free to take decisions and act within those parameters. This can be a difficult balancing act and some industry networks struggle, either because the board 'micro-manages' the manager and does not allow her/him to do her/his job, or conversely, because the board withdraws and leaves too much responsibility with its employee(s).

The board is the governing body of the industry network and therefore ultimately responsible for what happens within it ('the buck stops here').

The *Governance Code for Community, Voluntary and Charitable Organisations* (2012) is based on five main principles that set out the essential elements of good governance. They are:

- Leading the organisation
- Exercising control over the organisation
- Being transparent and accountable
- Working effectively
- Behaving with integrity

This section of the handbook is structured around the principles and sub-principles of the Governance Code, which spell out the role of the board in exercising good governance. The Governance Code also sets out in more detail the actions necessary to comply with the Code. These actions vary depending on the staffing levels and complexity of the individual organisation and more information can be found at www.governancecode.ie.

1.1   LEADING THE ORGANISATION

Agreeing vision, purpose and values and making sure that they remain relevant

The industry network should have been set up to meet a clearly identified need that could not have been achieved by individual people or organisations acting on their own. Providing leadership means making sure that the industry network remains true to, and focused on, its original vision, purpose and values. The vision, purpose and values of your industry network should be in line with your governing documents and be reviewed from time to time.

It might also be necessary to develop written policies that are in line with your values as an industry network.

Examples of internal policy development are:
- getting the right balance between the provision of training and other potential services
- deciding if there are ethical implications of accepting funds from certain donors

Examples of external policy development are:
- developing position statements on upcoming legislation that may have an effect on your members
- deciding how you can effectively work together with similar organisations on issues that affect you.

As part of its governance role, the board must ensure that such policies are developed, agreed by the board and implemented.

Developing, resourcing, monitoring and evaluating a plan to make sure the organisation achieves its stated purpose

It is important for every industry network to produce some sort of plan to guide its development in the medium term; not only because funding agencies generally request such a plan, but also because working without a plan is akin to going hiking without a map. In fact, the BAI Sectoral Learning and Development Policy seeks to enable industry networks to plan strategically for their development.

In general, the larger and more formal the industry network, the more detailed the plan. Typically a plan will cover three to five years and will show how the industry network will fulfil its aims and objectives in that period and what resources and structures will be required to do so. Due to resource limitations, industry networks cannot do everything that they would like. It is important to keep focusing on what you are trying to achieve strategically; this inevitably means having to say 'no' to good ideas at times. Drawing up the plan is usually a joint effort between the board and staff of the industry network (possibly with the help of an external facilitator and always in consultation with volunteers, service users and other stakeholders). It is vital, however, that the board, as the governing body, agrees the final plan and is able to stand over it.

In addition to your medium term plan, you will also need to ensure that more short-term (usually annual) work plans are drawn up that spell out how the staff and/or volunteers will implement the plan.

The board must ensure that the industry network raises sufficient funds to cover any planned expenditure. Furthermore, it is essential that all decisions about funding and expenditure be made with reference to the industry network's plans. Despite funding uncertainties, it is important that industry networks do not become 'funding-led'; that means changing their aims to fit in with the criteria of funders.

Plans and policies need to be kept under constant review. Your vision, purpose and values as well as shorter-term aims and objectives need to be revisited every so often. We live in a fast changing society and we must continually adapt to the changing environment in which we operate. Ensure adequate systems are in place for record keeping and data collection and make sure regular slots of time are set

aside to analyse whether your targets are being met and to decide whether your activities are having the desired impact. As your industry network approaches the end of its plan, the board needs to evaluate the work done in preparation for the development of the next plan. Use this as an opportunity to reflect on good work done and valuing and celebrating the industry network.

Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation

If the industry network employs staff, the board is the employer, responsible for pay, conditions and welfare, as well as the activity of staff. The Board needs to make sure that contracts, job descriptions and employment policies are in place and that they cover: recruitment, induction, supervision, appraisals, grievance and disciplinary procedures. (See Section 2 – Legal and Regulatory Duties for more information on employment legislation.) It is also part of the governance responsibility of the board to ensure that all staff (including the senior staff member) are properly supported and supervised as part of an appropriate staff management system and that their work priorities are clarified. A formal appraisal of all staff should be carried out at least once a year.

All industry networks involve volunteers to a greater or lesser extent. Although the legal responsibilities in terms of volunteers are less onerous than those for paid staff it is crucial that the reasons for volunteer involvement have been recognised and articulated and that proper systems are in place for the recruitment, retention, support and management of this valuable human resource. These procedures should form part of the industry network's volunteer policy.

Volunteers must feel that there are tangible benefits of being involved with the industry network and they must feel supported and valued. One way industry networks can work towards this is by reimbursing any out-of-pocket expenses that volunteers (including board members) incur while volunteering, such as travel, subsistence and communication costs. Any industry network that reimburses out-of-pocket expenses should ensure that all claims for expenses are documented and accompanied by receipts or itemised bills.

Finally, the board must decide if and how it will accommodate students on work experience placements, interns, or those on government employment schemes.

1.2 EXERCISING CONTROL OVER THE ORGANISATION

Identifying and complying with all relevant legal and regulatory requirements

The BAI has a regulatory role for the broadcasting sector and all industry networks are bound to meet the relevant standards and requirements of the Authority. Industry networks in receipt of funding from the BAI must comply with the Sectoral Learning and Development Policy terms and conditions. Industry networks that receive funding from other sources must also comply with any requirements of those funders.

In common with all community and voluntary organisations, industry networks are also obliged to comply with any relevant legislation. The areas of legislation most applicable to networks are Company law, Charity law, Employment law, Health and Safety law, Equality law and Data Protection law.

For more information about BAI requirements and relevant legislation, see Section 2 – Legal and Regulatory Duties.

Making sure that there are appropriate internal financial and management controls

The board is responsible for ensuring that the money received by the industry network is properly managed. This means making sure that proper financial policies, procedures and accounting systems are in place, that board members receive regular financial reports and that annual financial statements are prepared and audited. By having the proper financial systems in place, the board can in a knowledgeable manner agree budgets, authorise expenditure, sign off on accounts, and so on.

Any industry network in receipt of BAI funding must set up a separate bank account for that funding and comply with the terms and conditions of the funding scheme.

The board should also make sure that the industry network has appropriate financial control procedures such as a petty cash system and cheque signatory procedures. If any expenditure decisions are delegated to staff or sub-committees spending limits should be set by the board.

Identifying major risks for the organisation and deciding ways of managing the risks

The board should discuss problems that may arise in any aspect of the industry network's activities and agree a plan for dealing with major risks. A risk management plan might include actions such as:

- garda vetting for volunteers if they work with children or vulnerable adults
- doing regular back-ups of your database or mailing list
- monitoring the plans that have been put in place to pay back a bank loan

If an industry network is in the early stages of development, the board may be involved in finding premises (although this is not always the case with industry networks that operate without a central secretariat). The board will remain ultimately responsible for these premises, including ensuring that there are systems in place for security and for maintaining the premises in a good condition. The same is true for other physical assets such as office furniture and equipment, vehicles and stock (if the network sells any goods for fundraising purposes).

The board also needs to ensure that the industry network is appropriately insured. Every industry network needs to take out public liability insurance; those employing staff will also need employer's liability and may need professional indemnity cover. If the industry network has purchased its own premises, building insurance on the property will be necessary and contents insurance is a good idea for most groups. If events take place outside of the usual premises and similarly, if equipment such as laptops or mobile phones are used away from the premises, make sure there is adequate cover for these as well. If the industry network owns vehicles, ensure only those insured to drive them do so. If members of staff use their own vehicles for business purposes, make sure that their own motoring policies cover them for such use (and reimburse them for any additional premiums payable).

1.3 BEING TRANSPARENT AND ACCOUNTABLE

Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation

It is part of the governance role of the board to ensure that the industry network is accountable to its funders, service users and members, and that it reports back to its stakeholders in a timely and appropriate fashion. It is important that the board is clear that it has a duty to be accountable and that it is also clear how this duty is being discharged. The BAI aims to be transparent and accountable itself and expects the same from industry networks

Funders: Most industry networks receive funds from a variety of sources. Although the way in which you report to these various funders will vary, the fact that you must always thank them for their contribution and must spend their money wisely remains. If you receive funding from statutory sources, the reporting requirements for drawing down tranches of funding are usually very strict. Although much of the work involved will be done by staff, if you have staff, it is your responsibility as the board to ensure that it is done.

Members and other stakeholders: The annual general meeting (AGM) of the industry network (in addition to being a legal obligation) provides an opportunity for the board to report on the work of the industry network to all members and other interested parties. Many industry networks produce an annual report both for their own members and for wider circulation. This helps to publicise the work of the industry network, highlights important issues and can be a useful form of networking.

Responding to stakeholders' questions or views about the work of the organisation and how it is run

Being accountable is not just about communicating to stakeholders but also listening and responding to them. The AGM provides one opportunity to listen people's views about the work of the industry network. It is good practice to put a clear system in place for dealing with correspondence, feedback and complaints to the industry network. It is the responsibility of the board to make sure that such a system is in place.

Encouraging and enabling the engagement of those who benefit from the organisation in planning and decision-making

Industry networks have a responsibility to ensure that they are meeting the needs of their members and one way of doing this is to give members and other stakeholders some say in the industry network's development processes, whether through consultation or more active involvement.

There is a delicate balance to be struck between meaningful consultation and effective action. Industry networks, and their members, must be clear about what decision can be made at industry network level without having to go back to member organisations for discussion. If too many issues are constantly referred back to individual organisations, the industry network will stagnate.

Service users (for example, those who attend the training courses that you run) also need to be consulted about the way in which the service is developed. Most services involve community representatives at board level. In addition, it is important to seek the views of service users as part of your planning process and/or evaluation of the service.

1.4   WORKING EFFECTIVELY

Making sure that the governing body, individual board members, committees, staff and volunteers understand their roles, legal duties and delegated responsibilities for decision-making

All board members need to be familiar with the role of the board and their own responsibilities as individual board members (as outlined in Section 1 – Principles of Good Governance) as well as the governing documents of the industry network. It is particularly important that everyone understands that the board exercises its authority collectively through its decisions at board meetings and any other authority has to be delegated from the board to individual board members, staff or sub-committees.

Some board members, such as the Chair, Secretary and Treasurer, have specific additional responsibilities and all board members need to understand these also. Many industry networks would also set up sub-committees and/or working groups and the board should set the terms of reference for these groups.

Please Note: *Sometimes people attend board meetings who are employed by, or are members of, external bodies such as the local authority, the BAI or some other type of organisation. This does not mean that the industry network is accountable in some way to these bodies, rather that they provide a means of communication with external organisations. Their presence on the board gives them the opportunity to bring issues from their own organisations to yours and to bring information from you back to their own organisations. It is important that this is not done in a way that compromises the independence of your industry network and you have the right to question the appropriateness of the person attending. If the outside bodies that they work for/belong to do not wish them to become actual directors or management committee members, it should be made clear that they are attending board meetings as observers. Alternatively, they may wish to become a director or management committee member of your industry network in an individual capacity.*

More information about the roles of individual board members, sub-committees and working groups can be found in Section 3 – The Board in Operation.

Making sure that the board exercises its collective responsibility through board meetings that are efficient and effective

The board carries out its duties primarily through meetings, hence it is vitally important that those meetings are as effective as possible. Because the geographic nature of industry networks makes having meetings challenging, only meet when necessary and ensure the conditions are right for having productive meetings. Do not meet so frequently that there is nothing of substance to discuss, but neither have such packed agendas that they are always being rushed through. Also explore alternative ways of communicating between meetings, such as telephone, email and conferencing (internet or telephone), but do recognise that face-to-face meetings are a vital first step and ensure there are strict guidelines in place for communication that uses new technologies. More detailed information about the practicalities of running effective board meetings can be found in Section 3 – The Board in Operation.

Making sure that there are suitable board recruitment, development and retirement processes in place

All boards should spend some time thinking about their sustainability into the future and take a proactive approach to recruiting new board members. The first step should be to review the skills, attributes and experience that are needed on the board and this should inform the recruitment strategy. (See Section 3 – The Board in Operation for more information about board recruitment methods.) It is also important to bear in mind the need to promote equal opportunities and diversity at board level. Once you have identified people who are prepared to join the board make sure that they are selected according to the rules laid out in your governing document. New board members should be welcomed onto the board and provided with some form of induction so that they are able to take part in the work of the board as soon as possible.

Once a board is up and running it is important to consider board development from time to time. A periodic review of the way that the board works can provide an opportunity to discuss any problems or issues and identify improvements. It might also highlight the need for training for the board as a whole or for individual board members.

Some governing documents limit the length of time board members may serve to prevent stagnation. This may be worth considering if the board has a large number of very long-standing members. New board members can provide new ways of looking at things and may revive a flagging board.

1.5   BEHAVING WITH INTEGRITY

Being honest, fair and independent

It is the role of the board to develop an ethical culture within the industry network in line with its values. One way of making this explicit is to develop and agree a board code of conduct that outlines the expected standards of behaviour for board members and what happens if they are not met. Such a code should give clear guidelines on the receipt of gifts or hospitality by board members. It should also make it clear that board members have a duty to act independently in promoting the aims of the industry network, and not as a representative of another group even if they were nominated by that group.

Understanding, declaring and managing conflicts of interest and conflicts of loyalties

Board members have an obligation to act in the interests of the industry network and not in their own interests. A conflict of interest may arise, for example, if a board member influences the awarding of a contract to a company owned by a family member or if a board member has a close connection with someone who is being recruited.

A conflict of loyalties arises where board members find themselves representing the interests of two different organisations and a decision by one would significantly affect the other.

All board members should declare any potential conflicts of interest or loyalties before they arise and the board should have a policy on both of these. (See Section 3 – The Board in Operation for a sample Conflict of Interests policy)

Protecting and promoting the organisation's reputation

All board members have a responsibility to act as champions for the industry network by promoting its work and reputation and they have a duty not to do anything that may damage that reputation. In particular, all board members should be made aware of their duty to maintain the confidentiality of board meetings. Once again, these things should be covered by the code of conduct.

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INTRODUCTION

As part of its governance role, board members have to ensure that all legal and regulatory requirements are met. It is outside the scope of this handbook to discuss all the laws that might be applicable to a BAI-funded industry network. This section aims to outline some of the key legal and regulatory responsibilities held by board members of the industry networks. This section deals firstly with the requirements of the BAI. It then looks at the responsibilities of directors under company law and thus applies only to companies limited by guarantee. It also deals with the responsibilities committees of management under friendly society law and thus only applies to co-ops. The section also looks at charity legislation, the responsibilities of the board as an employer, health and safety, equality and data protection.

Please Note: *This handbook only provides an introduction to the law as it applies to community and voluntary groups at the time of writing. Please seek legal advice for specific queries as they relate to your own industry network.*

2.1 BAI REQUIREMENTS

Sectoral Learning and Development Policy

This Policy shapes the relationship between BAI and the industry networks by providing the framework to enable the BAI to plan, support, measure and evaluate the continued growth of the sector from a strategic perspective, through a variety of training and development activities and approaches within its statutory and strategic remit. The Policy reflects the key themes of Sectoral Learning and Development and is underpinned by the Broadcasting Act 2009 and the BAI Strategy Statement.

All funding is approved in line with the Sectoral Learning and Development Policy – the Policy states that the BAI is committed to being *'accountable and transparent in all matters related to sectoral learning and development activities'* and it aims to *'operate at the highest standard of governance with appropriate processes and controls in place that will withstand close scrutiny'*.

The full text of the policy can be found at www.bai.ie.

Funding Terms and Conditions

The BAI aims to provide funding for industry networks to undertake training and development activities that are in line with the Sectoral Learning and Development Policy. Industry networks that apply for this funding are bound by the terms and conditions set by the BAI. These conditions include providing annual work plans, providing written statements of how the budget has been spent, opening a separate bank account for the funding with account signatories approved by the BAI and producing final audited accounts at the end of the financial year. Industry networks receive information about the terms and conditions when they have been approved for funding.

2.2   COMPANY LEGISLATION

Please Note: *This section only applies to companies limited by guarantee.*

Many industry networks have adopted the legal structure of a company limited by guarantee without share capital, as defined under the Companies Acts 1963 – 2005. This structure has the advantage of limiting the personal liability of the individual members of the industry network. However, it does mean that they have to comply with company law.

Members and directors

A company limited by guarantee will have members and directors. In accordance with sections 6(3) and 207(1) of the Companies Act 1963, each member undertakes to pay the company a fixed, usually token amount (for example, €1) in the event of it being wound up and having debts to pay.

The members of the company elect a number of people to be directors of the company and they are responsible for the governance of the industry network. It is sometimes thought that only the directors elected by the members and registered as directors at Companies Registration Office are legally responsible for the industry network. However, the Office of the Director of Corporate Enforcement (ODCE) states that anyone who takes part in decision-making about the management of a company may be deemed to be a non-executive director or a 'de facto' director and, as such, shares in the legal responsibilities of the registered directors.

Legal responsibilities of directors

The ODCE sets down the legal duties of directors as follows:

- directors must act in good faith and in the company's interest and not use their powers for personal gain or for the benefit of others at the company's expense - for example directors should pay the market value for company assets;

- directors must not profit from being a director and must account for any profit secretly obtained – for example a director who is also a director of a second business cannot use any confidential information they receive as a director of the first company to benefit that second business; and

- directors must act with due care, skill and diligence – for example, directors need to meet regularly to review the company's finances and take action to correct any problems.

- On their appointment, directors must give the company their name, address, date of birth, nationality and occupation. They must also give details of any shares or debentures (written acknowledgements of a debt) in the company or in related companies that they own or in which they have an interest. They must also give details of any other companies of which they are a director. For as long as they are serving as a director, they should keep the company up to date on any changes to this information. They should also inform the company if they have any interest in a company contract or proposed contract.

- Directors must ensure that the company keeps proper books of account that record and explain the payments to or from the company or its customers and suppliers and accurately identify its assets and liabilities. Every year, directors must prepare financial statements that give 'a true and fair view' of the company's affairs. These financial statements must be audited (unless the company can decide not to have an audit).

- Directors must also write a report for the members of the company. This report should include details of: how the company is doing; how its business has developed during the year; any important events affecting the company since the end of the year; and any likely developments in the business.

- Directors must arrange to call the company's annual general meeting (AGM) and circulate a draft agenda to the members in good time along with other relevant documents, including the financial statements, the directors' report and any auditor's report. Occasionally, directors will have to call an extraordinary general meeting (EGM) of the members to deal with special or urgent business.

- Directors must arrange to keep minutes of what is said and decided at general meetings and at meetings of the board and its sub-committees. They must

ensure that the company keeps certain documents up to date, including the registers of members, directors and secretaries and the interests of the directors and secretaries in the company.

- Directors must ensure that the company promptly sends certain documents and information to the Companies Registration Office (www.cro.ie). These include, for example: the company's annual return and associated financial statements; notice of a change of registered office, director, secretary or their details; notice of the creation of a mortgage or charge on the company's property in return for its receiving a loan; and a memorandum of satisfaction of a charge (a statement that a loan has been repaid).

Directors can be penalised if they or the company are found to have breached the Companies Acts. In cases of serious default, they can be made liable for the company's debts.

Memorandum and articles of association

The memorandum and articles of association ('memo & arts') were drawn up when the company was formed. The provisions contained within them are binding on the company and its members and are therefore the legal boundaries within which the company and its members are required to act. All board members should be given a copy of the memorandum and articles of association as part of their induction and they have a responsibility to familiarise themselves with these.

The ODCE produces a series of plain English guides to company law and the duties of directors. They can be found at http://www.odce.ie/en/company_companies_responsibilities.aspx

2.3   INDUSTRIAL AND PROVIDENT SOCIETY LEGISLATION

Please Note: *Please note: This section only applies to co-ops.*

Some industry networks have chosen to become co-ops, under the Industrial and Provident Society Acts 1893 – 1978. The legislation requires that industrial and provident societies must intend to carry on an 'industry, business or trade'. They are therefore usually profit-making and allow the distribution of profits amongst members of the co-op, except in the case where they have a CHY number from the Revenue Commissioners. Incorporation as a co-op is not dissimilar to incorporation

as a company, however, and similar legal benefits accrue and obligations apply once in existence, including:

- To appoint a Secretary.
- To have a Registered Office.
- To always use the words 'Society' and 'Limited' in all official correspondence.
- To ensure no individual member holds an interest of more than €150,000 or 1% of the total asset value of the co-op, whichever is greater.
- To keep appropriate accounts, books and records and to ensure the membership appoints a public auditor annually.
- To submit a properly completed Annual Return to the Registrar of Friendly Societies by 31 March each year and a Triennial Return every three years.

For more information about cooperatives and their structures, contact the Irish Cooperative Organisations Society, www.icos.ie.

2.4   CHARITY LEGISLATION

At the time of writing, the only way that an organisation can be recognised as a charity is by receiving a CHY number from the Revenue Commissioners. This does not confer any legal status but is a tax designation with provides certain tax exemptions. For more information on the process of applying for a CHY number see *http://www.revenue.ie/en/business/charities.html*.

The Charities Act (2009) was enacted to reform the law relating to charities and does provide for the creation of a Charities Regulatory Authority and a Register of Charities but in 2012 the Act was still awaiting implementation. Contact The Wheel (*www.wheel.ie*) or Carmichael Centre for Voluntary Groups (*www.carmichaelcentre.ie*) for further information.

Industry networks that engage in fundraising should be aware that running a lottery that involves raising money from the general public or doing a cash collection in a public place both require advance written permission from the local Garda station.

2.5   EMPLOYMENT LEGISLATION

If the industry network employs staff, the board is the employer and must act in accordance with employment legislation, which is extensive

and frequently changes. A comprehensive overview of the legislation and a very useful collection of models and templates can be found at www.erb.ie (website for Employer Resources, which provides advice specifically for the Irish non-profit sector).

Whilst is it not necessary to have an employment specialist on the board, it is important that all board members are aware of the main implications of employment legislation and undergo training in this area if necessary. It is worth noting that employers in the community and voluntary sector do sometimes get taken to the Labour Court by employees and cases are usually decided by the fairness of the policies and procedures in place and the degree to which they were followed. In order to fulfil their legal responsibilities in this area and safeguard themselves against legal action, the board must ensure that appropriate employment policies and procedures and an appropriate staff management system are in place.

Please Note: *Some industry networks may be tempted to contract a self-employed person to undertake work for them, hoping that this will absolve them of the responsibility to pay tax and PRSI and deal with other administrative matters. However, this is rarely the case and unless the industry network can meet six control tests set out in law to prove that the work is a* **contract for service**, *it will have to create a* **contract of employment***, with all the legal responsibilities that go hand in hand with that. For more information see: http://www.revenue.ie/en/business/paye/guide/ employers-guide-paye-intro.html#section5*

2.6   HEALTH AND SAFETY LEGISLATION

If the industry network employs staff, then it is the responsibility of the board to ensure that the industry network complies with Health and Safety legislation. The Safety, Health and Welfare at Work Act 2005 requires all employers to do the following:

- Provide and maintain a safe workplace, machinery and equipment.
- Manage work to ensure the safety, health and welfare of employees.
- Assess risks and put a safety statement in place.
- Provide and facilities for employees, such as clean toilets and washing facilities.

- Prepare and update emergency procedures.
- Provide appropriate training and information.
- Report serious incidents to the Health and Safety Authority.

Guidance on simple safety statements from the Health and Safety Authority states that:
- The safety statement must be specific to your workplace.
- Identify risks and controls in the safety statement. 'Controls' means safeguards that must be taken.
- Include emergency plans.
- Involve all employees.
- Update it regularly.
- Make sure everyone knows about it. Bring it to their attention at least once a year.

Once the safety statement is in place, the board should make sure everyone involved has read it, and then review it on an annual basis.

The Health and Safety Authority has a number of documents on their website (www.hsa.ie) to assist organisations in writing safety statements. They also have a section on the website that is geared to the needs of businesses employing less that 10 people. Alternatively, a template for a safety statement can be found at www.erb.ie.

NB While is it good practice for all industry networks, whether or not they employ staff, to carry out some form of risk assessment on their activities, it is not clear how far health and safety legislation applies to all-volunteer groups. Such industry networks should consult the Health and Safety Authority for further advice.

2.7   EQUALITY LEGISLATION

Equality legislation impacts on the board in two main ways. The Employment Equality Act 1998 - 2011 governs its actions as an employer and the Equal Status Act 2000 - 2011 governs its actions as a provider of services, such as the provision of training courses. The board is legally obliged to ensure that no one is denied access to the industry network's services because of their gender, marital status, family status, sexual orientation, religion, age, disability race or

membership of the traveller community. A written equality policy is recommended.

> *An equality policy is included in the employee handbook template at www.erb.ie. More information on equality legislation and its relevance for employers is available on the Equality Authority website at www.equality.ie.*

An equality policy is included in the employee handbook template at www.erb.ie. More information on equality legislation and its relevance for employers is available on the Equality Authority website at www.equality.ie.

2.8   DATA PROTECTION LEGISLATION

Most industry networks will collect and store information about service users and others. Because of this, the board must ensure that all information is collected, stored and disclosed in a way that complies with the Data Protection Acts 1988 and 2003.

You have certain key responsibilities in relation to the information that you keep on computer or in a structured manual file about individuals and they are as follows:

- Obtain and process the information fairly
- Keep it only for one or more specified and lawful purposes
- Process it only in ways compatible with the purposes for which it was given to you initially
- Keep it safe and secure
- Keep it accurate and up-to-date
- Ensure that it is adequate, relevant and not excessive
- Retain it no longer than is necessary for the specified purpose or purposes
- Give a copy of his/her personal data to any individual, on request.

> *A written data protection policy is recommended for industry networks that employ staff. Specific guidance for the charity and voluntary sector is available from the Data Protection Commissioner at www.dataprotection.ie.*

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INTRODUCTION

This section outlines some general guidance to help networks put the principles of good governance into practice. It also provides some models and templates that may be useful. More information is available from the websites and publications in Section 4 – Further resources.

3.1 ROLES OF INDIVIDUAL BOARD MEMBERS

Whilst all members of the board share in the governance responsibilities outlined in Section 1 – Principles of Good Governance, a number of board members will have their own specific responsibilities.

Every board will have a certain number of honorary officers; conventionally the chairperson, secretary and treasurer, and sometimes a vice-chairperson. If the network is a company limited by guarantee, there will also be a company secretary, who is normally a board member. Specific sample responsibilities of these officers are outlined below. Please note that in addition, there may be any number of other board positions, such as staff liaison officer or public relations officer. **Officers of the board may delegate some of their responsibilities to other board or staff members, but they themselves remain responsible for ensuring that the duties get done**.

Chairperson

- Act as facilitative leader of the industry network
- Plan board meetings with the secretary or the senior member of staff
- Keep order at meetings and make sure everyone has their say
- Make sure that meetings are time limited and that discussions stick to the point
- Ensure that decisions are made and that they are arrived at in a fair and orderly fashion
- Summarise decisions made after each agenda item
- Remain as impartial as possible
- Look over the minutes of the meeting before they are circulated to the rest of the board
- Ensure that decisions made are implemented
- Liaise with staff to keep an overview of the industry network's affairs and to

provide support as appropriate (an effective relationship with the most senior member of staff is crucial in this respect – it is the board's responsibility to ensure that there are arrangements in place for the support and supervision of all staff, including the Manager or CEO)

- Ensuring that the industry network's workload is fairly distributed
- Represent the industry network externally

Vice-chairperson

- Assist in the planning of board meetings if necessary
- Chair meetings in the absence of the chairperson
- Assist the chairperson in making sure that decisions taken at meetings are implemented
- Assist the chairperson in representing the industry network externally

Secretary

- Plan board meetings with the chairperson if this is not being done in conjunction with the senior member of staff
- Take agenda items from other board members
- Prepare and circulate the agenda and any other papers for the meeting
- Make the practical arrangements for the meeting
- Take minutes
- Ensure that minutes are circulated to board members as soon as possible after the meeting
- Ensure that a copy of the approved minutes is kept in a minutes book in a safe place
- Follow up decisions taken at meetings in consultation with the chairperson
- Deal with correspondence
- Keep membership records up to date

If the industry network is an incorporated association, the secretary may also take on the role of Company Secretary (see overleaf) unless this role is delegated to another board member or member of staff. The memorandum and articles of association should be consulted before appointing a Company Secretary as they may place restrictions on the people eligible to take on this role.

Treasurer

- Oversee preparation of budgets, accounts and financial statements
- Present regular financial reports to the board in an understandable way

- Make sure the annual accounts are audited and presented to the AGM
- Liaise with the auditor in relation to the preparation of annual accounts
- Liaise with any staff/volunteers about financial matters
- Have an overview of the network's financial resources in order to advise the board on financial implications of proposals, cash flow problems, etc
- Ensure that appropriate accounting procedures and controls are in place
- Be a joint cheque signatory on behalf of the board
- Advise on the financial implications of any new projects

Company secretary

Please Note: *This section only applies to companies limited by guarantee.*

- Keep the company's registers (that is, lists of all members and directors) up to date
- Make sure that the AGM is held within 18 months of becoming a company and at least every 15 months from then on
- Make sure that the proper notice for general meetings is given and that they are run according to the articles of association
- Call general meetings at the request of the directors and/or members, according to the rules in the articles of association
- Keep the minutes book
- Make sure that the accounts are prepared and audited in conjunction with the treasurer
- Send in the annual return to the Companies Registration Office
- Keep copies of all annual returns and accounts
- Notify the Companies Registration Office of any change of directors or change of their home address
- Ensure the certificate of incorporation is displayed
- Make sure that the name of the company is displayed outside the premises
- Make sure that the company name, registered number and directors' details appear on the letterhead (unless an exemption is obtained from the Companies Registration Office)
- Notify the Companies Registration Office of any amendment to the memorandum and articles of association
- Make sure that all legal agreements or contracts are properly discussed and agreed by the members of the board and kept in a safe place
- Comply with any other duties as imposed by the Companies Acts 1963-2005

3.2 SUBCOMMITTEES AND WORKING GROUPS

It is common for boards to set up subcommittees to take on specific responsibilities or working groups to tackle a particular project. This is an effective way to get work done and make board meetings more effective. However, it is important that all concerned are clear about the purpose, remit and boundaries of any subcommittees and working groups and that everyone understands that the board has ultimate responsibility. Having too many subcommittees or working groups is never a good idea. Agreed lines of communication are of paramount importance.

Every Board member should endeavour to participate in the subcommittees and working groups of the industry network.

Subcommittees

These are usually set up on a long-term basis to take on a specific responsibility. For example, a staffing subcommittee could deal with the development of employment policies and procedures and the recruitment, induction, training, support and supervision of staff, as well as any other employment issues that may arise from time to time. Subcommittees are usually allowed to make some decisions themselves, while others have to be brought to the board. For this reason, they should always include at least one board member. It is important that both the subcommittee members and the board members are very clear about the extent of the decision making and/or spending powers of the subcommittee and written terms of reference, approved by the board, are a good way of ensuring clarity. Terms of reference should cover membership, purpose, limits of decision-making and spending as well as a method of reporting to the board as a whole. It is important to review on a periodic basis the number of subcommittees, as well as their purpose and their effectiveness.

Working groups

These are more likely to be time-limited and are usually set up to carry out a specific piece of work. Examples might include working groups set up to draft the strategic plan, locate new premises or organise a public event. They tend to be particularly effective for industry networks that are wholly composed of volunteers. Working groups are less likely to make decisions, but bring information to the board, present options for decision-making or draft documents for board approval. While working groups do not necessarily have to include a board member, it is important to have some direct board member involvement if the working group is going to produce something that the board is expected to agree on. Again, written terms of reference are a good idea.

3.3   BOARD MEETINGS

Planning meetings

Some issues will need to be addressed by the board at every meeting, while others only occur at intervals. It is worth investing some time in developing a calendar of 'business' that crops up at certain times throughout the year. This could include the following:

- agreeing the annual work plan
- planning the AGM
- (re)appointing company secretary after the AGM
- receiving the quarterly accounts
- approving the annual accounts
- ensuring the annual return is sent to the Companies Registration Office/ Registrar of Friendly Societies by the Annual Return Date
- agreeing the budget
- making reports to funding agencies
- receiving monitoring information
- producing the annual report
- reviewing policies and procedures.

When you know when these things are happening you can schedule your meetings throughout the year so that these things are discussed at the appropriate time.

Agenda preparation

A well-prepared agenda will go a long way towards ensuring a successful meeting. Each item should relate clearly to the governance responsibilities of the board. It is also very helpful if the agenda indicates the purpose of each item in particular. In other words, is this item for information, for discussion, for decision, for approval/ ratification or for the record? This level of clarity in the agenda can save a lot of time spent in fruitless discussion. It also helps the chairperson to time each item and reduces the likelihood of the meeting running over its allotted time. It is important to be realistic in allocating time for agenda items. Substantial issues, such as the consideration of the strategic plan, could be dealt with over a number of meetings. This is preferable to meetings continually running over time.

In addition, each member needs to know how to get items on to the agenda. This may involve sending a written paper to the chairperson or secretary before the meeting, or merely informing them verbally. Alternatively, new items may be

introduced as 'any other business' at the meeting itself, although it is better to reserve this option for urgent matters.

The agenda should be sent out to members of the board with any accompanying papers, at a reasonable interval before the meeting.

Sample agenda for a board meeting

A typical agenda is outlined below, with tips for the chairperson on how to run the meeting in *italics*. The agenda for your own industry network will vary according to your structure and activities, but the skeleton (apologies; minutes; matters arising; other discussion points; any other business; next meeting) is likely to remain the same.

AnyNetwork board meeting agenda
Meeting to be held in AnyNetwork premises on 1 April 20XX at 3 pm

1. **Welcome and apologies (10 minutes)**
    Make sure you welcome any new members to the group. New people may be unsure of their role and feel daunted by new faces. Note who is not present and who has given their apologies for non-attendance. It is a good idea to review the agenda at this point so that everyone is clear about what will be discussed. It is also a good idea to ask if there is any other urgent business, so that you are not taken by surprise by extra items when you think you have finished.

2. **Minutes of last meeting (10 minutes)**
    Ask the group if it agrees that they are an accurate record of the last meeting. If someone has a correction, the secretary should make a note of it. If not, you can move on to matters arising. If people try to start a discussion about something in the minutes, remind them that this part of the meeting is just to check for accuracy. If the issue is already on the agenda, tell them it will be discussed then. If not, ask them to raise it again under any other business. The chairperson should sign approved minutes.

3. Matters arising not covered elsewhere on agenda (10 minutes)
Make sure that these are minor points and not major discussion items. They should really only be information updates since the last meeting. If more discussion is necessary, make them agenda items. It is disheartening to spend most of a meeting on matters arising.

4. Staff report [attached] (15 minutes)
For example: A progress report on our services and other activities since the last meeting is attached for your information; Mary will answer any questions.

5. Financial report [attached] (15 minutes)
For example: Colm will present the previous quarter's finances and a decision about our savings account will need to be taken.

6. Fundraising (20 minutes)
For example: discussion on autumn fundraising event; all to bring ideas.

7. PR and publicity (20 minutes)
For example: discussion on website design; Jean will bring options to meeting. If you have to make a decision, give people a limited number of options to choose from or discussions can go on forever.

8. Any other business (15 minutes)
It really helps if you know at the beginning of the meeting if there is any other business. If you think it is a big, non-urgent issue that will go on too long, do not be afraid to say that it needs to go on the agenda of the next meeting.

9. Date of next meeting (5 minutes)
Do not let the group disperse without making sure there is a date, time and venue for the next meeting. It is far more difficult to organise once everyone has left. It may be useful to plan an annual meetings cycle for all meetings held in your network.

10. End of meeting

Minutes

Minutes are a legal record of the business of the industry network. Companies limited by guarantee are required by company law to keep minutes of the AGM, any extraordinary general meetings (EGMs), all meetings of the board of directors and all subcommittee meetings. It is best practice for all industry networks to do so, regardless of their legal structure.

A minute on a particular item must record what happened at the meeting and not be altered afterwards, even if the situation has since changed. It is really helpful if the minutes include the words 'It was agreed…' or 'It was decided…'. It is only too easy to leave a meeting with no clear, shared sense of the decisions that have been taken and such phrases help to make decision-making more explicit.

A difficulty with the taking of minutes can be deciding how much information to include. It is not generally recommended to attempt to record exactly 'who said what' in the discussion but it is useful to include some of the reasons for the decision. If it is a very complex discussion it might be helpful to list the various points that were made. However, the following must be included for each item:

- any **decision** reached; even if this was a decision not to make a decision!
- the **action** required to implement the decision
- **who** will take the action
- any **deadline** or time limit for the action.

The Office of the Director of Corporate Enforcement states that for all official meetings of companies, at a minimum, the following information should be recorded:

- Date (including year), time and location of meeting
- Names of directors and company secretary present at the meeting (are you quorate for the whole of the meeting; that is, do you have sufficient people in order to make decisions legally? – see your governing document)
- Names of persons who have given their apologies for non-attendance
- Name of person chairing meeting (usually the chairperson)
- Names of other persons in attendance and in what capacity they are attending (for example, a visitor or staff member presenting on their work)
- Approval of minutes from the previous meeting, including any corrections requested
- Signing of these minutes by the chairperson, certifying that the minutes are an accurate reflection of the proceedings at that meeting

- Title and author of any papers tabled
- Details of any conflicts of interest declared and what action was taken as a result (not taking part in discussions; abstaining from voting; or absenting themselves from part of the meeting)
- Although it is acceptable to summarise discussions, the overall contributions to discussions made by individuals should be noted, especially if there is disagreement about certain matters
- Proposals put to the vote and the names of persons proposing and seconding them (Some networks prefer to operate by consensus and if agreement is reached by consensus that should be minuted. For incorporated associations, it is wise to retain the right to decide by vote if other avenues are exhausted.)
- Results of any votes taken (make sure you know who is entitled to vote and what majority, if any, is needed to carry decisions – see your governing document)
- Details of any delegations of authority should be noted (for example, the board authorising a member of staff to sign cheques)
- The agenda (each item numbered for easy reference) for the meeting should be attached to the minutes.

Finally, make sure that the minutes clearly state the name of the board or sub-committee.

Decision-making

Not all items at a board meeting require a decision to be made. Some items will be for information only while others require input into a discussion without necessarily making a decision. Decision-making in any type of meeting is notoriously difficult. It is one of the most important responsibilities of the chairperson to help the meeting come to a decision if that is necessary. If so, it will speed the process up if it is possible to identify options and pros and cons before the meeting and include this material in the papers for the meeting.

There is a balance to be struck in terms of the amount of reading material given to board members before the meeting. Too little information may fail to clarify the issues, whilst too much information is impossible to digest. Getting the balance wrong increases the risk that the meeting will merely rubber-stamp the decisions that have in effect been taken in advance of the meeting. It is essential that the chairperson work together with the secretary and senior staff member (if the network employs such a person) to plan meetings so that the opportunity for informed decision-making is maximised, as it is the board as a whole that carries the ultimate responsibility for decisions taken.

It is important that enough time is scheduled at the meetings for the necessary discussion to take place. Depending on the complexity and/or importance of the issue, it might be necessary to give the item a slot at two consecutive meetings, allowing for an exploration of the issue at the first meeting and an examination of the options and a decision to be taken at the second. The role of the chairperson is crucial here in keeping track of the process so that people do not make decisions too quickly if more analysis is needed, or conversely, restate their opinions repeatedly when a decision should be taken. At some point the chairperson will need to summarise the discussion and 'test out' the option that they think the meeting favours. If the meeting has reached a deadlock, the chairperson may need to put the decision to the vote, with the chairperson usually having a second casting vote.

3.4 BOARD RECRUITMENT
Recruitment methods

Board members are usually drawn from the industry network's membership, although it is recommended to look beyond the membership if specific skills are not easily found amongst members. Targeted recruitment is recommended to identify potential new recruits. In other words, think about what you need new board members to do. Are you looking for a potential treasurer, for example, or someone to help you promote the work of the industry network? Once you know what you would like a new board member to do, think about ways in which you might find them:

- **Current membership**
  Use existing opportunities to meet and get to know your members. Grow board members from existing volunteers doing other things for the organisation. Involve members in consultations about future direction.

- **Circles of influence**
  Think about the people who have a stake in your work, or the people who are aware of your work and may have an interest.

- **Skills search**
  Think about the skills you are looking for and brainstorm all the places you would find people with those specific skills. Choose the most feasible and prioritise.

- **Word of mouth**
  Tell people you are looking for board members. Talk to key people who are in contact with others, such as members of the clergy, community affairs officers in companies, social events officers in colleges. Ask everyone on the board to ask one person. Use your own website to recruit board members.

- **Public speaking**
  Ask for volunteers when you are doing presentations about your work. Offer to give talks to other organisations and include a request for volunteers. Piggyback on other people's events.

- **Boardmatch Ireland**
  Register with Boardmatch Ireland (www.boardmatch.ie), a not-for-profit organisation set up to match people with a variety of skills and interests with boards that are seeking new board members.

Once a potential recruit to the board has been identified and they indicate that they are willing to take part, they may be co-opted by the board and will have to stand for election at the next AGM. If the network is a company limited by guarantee or co-op, all the necessary Companies Registration Office/Registrar of Friendly Societies paperwork will have to be completed.

Induction of new board members

New board members need a good introduction to the organisation, the board and their own role if they are going to settle in well and make a positive contribution. A good induction should include the following:

- Written information about the organisation, the board and their role in the form of an induction pack (see below). New board members should also be given a copy of this handbook.
- A meeting with the chairperson of the board to discuss the overall purpose of the organisation, the role of the board and the specific responsibilities of the new member.
- If the industry network employs staff, a meeting with the most senior staff member to learn about the activities of the organisation and the current issues and an opportunity to meet staff and see the organisation in action
- An introduction to other board members.
- A follow-up meeting after a few months to make sure they are settling in and finding their feet.

Induction pack template

An induction pack should include as much of the following as possible:

- Constitution/memorandum and articles of association/rules
- Brief history
- Current annual report, or similar
- Funding and finance information
- Other publicity materials
- Policies
- Development and work plans
- Network structure chart
- Terms of reference for board, subcommittees and working groups
- Code of conduct
- Details, including contact details, of other board members
- Meetings dates
- Minutes of last few meetings
- Information on personnel, paid and voluntary

Finally, don't forget the social aspect of board/committee work. New (and existing) board members are more likely to stay and contribute positively to the work of the board if there are some opportunities to interact socially with other board members – even if it is just a cup of tea before board meetings.

3.5   BEHAVIOUR OF BOARD MEMBERS

Code of conduct

The behaviour of individual board members can sometimes cause a problem at meetings, or outside of meetings. Typical problems are non-attendance or lateness, one person dominating the discussion while others remain silent, more than one person speaking at a time and people going off the subject. Confidentiality can also be an issue; for example individual members of the board may repeat discussions or individual contributions to discussions outside of the meeting to other staff, volunteers or even other organisations. In some cases, domineering or oppressive behaviour can seriously inhibit the functioning of the board and could even lay the industry network open to charges of harassment under health and safety legislation.

Although meetings can vary a lot in terms of the level of formality expected, it is useful to spend some time agreeing the 'ground rules' or code of conduct in terms

of individual behaviour before, during and after meetings. If the board as a whole agrees these rules, it is more likely that they will be respected. It also makes it much easier for the chairperson to address these sorts of problems without seeming to attack the individual.

Sample code of conduct for board members

- Familiarise yourself with the Memorandum and Articles of Association, aims and objectives of the organisation and all policies and procedures.
- Act in the best interests of the organisation as a whole and avoid bringing the organisation into disrepute.
- Abide by the conflict of interests policy.
- Maintain board confidentiality by not repeating what has been said outside the meeting.
- Work considerately and respectfully with other board members, staff and volunteers.
- Attend board meetings regularly and punctually, giving apologies where necessary.
- Prepare for meetings by reading minutes, agendas and other papers beforehand.
- Take part fully in meetings by listening to others and thinking about the issues, keep contributions brief and to the point. Ask questions or state your disagreement when necessary.
- Take responsibility for decisions that are made, even ones that you disagreed with in the board meeting.
- Undertake agreed actions as soon as possible after the meeting.
- Respect the collective authority of the board by not exceeding your personal authority.

Sample conflict of interests policy

It is the responsibility of every Board member once elected to make a written disclosure of any interests or relationships that could potentially result in a conflict of interests and to update this as appropriate.

In the course of Board meetings it is the responsibility of each Board member to declare any interest in a transaction or decision where they, their family, employer or close associates will receive a benefit or gain. After disclosure, they may be asked to leave the room for the discussion and will not be permitted to vote on the question.

Managing conflict and change

Industry networks must strive for a sound balance between shared unity and diversity and between stability and innovation.

Conflicts tend to arise because of:
- different views about objectives, policies and priorities
- inadequate resources to meet demands
- inappropriate structures and procedures
- personal, historical and hidden issues.

Conflicts should be dealt with as they arise, before they escalate. There are many different approaches to conflict resolution, most of which can be handled internally, others of which may require the intervention of a third party. It is an important principle to accept that no one has a monopoly on the truth.

Change is inevitable; whether it is due to the departure of a committed member, a sudden windfall or a cut in funding. Change should be anticipated and responses should be planned as far as possible, although industry networks should be flexible enough to deal with the unexpected. A culture should be developed in the industry network that sees change as positive, allows people to express their feelings about change and makes decisions about change calmly, rationally and within an agreed framework.

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SECTION 4 – FURTHER INFORMATION

FURTHER READING

Governance

Delivering effective governance
Mike Hudson and Jacinta Ashworth (2012)
Available from *www.dsc.org.uk*

Faith and hope don't run charities (trustees do)
Wales Council for Voluntary Action (Third edition. 2012)
Downloadable from *www.wcva.org.uk*

Getting to grips with governance
The Wheel (2008)
Available from *www.wheel.ie*

Good governance: a practical guide for trustees, chairs and CEOs
Dorothy Dalton (2011)
Available from *www.ncvo-vol.org.uk*

Governance code for community, voluntary and charitable organisations
Governance Code Working Group (2012)
Available from *www.governancecode.ie*

The minute taker's handbook
Lee Comer and Paul Ticher (Second edition. 2012)
Available from *www.dsc.org.uk*

Statement of guiding principles for fundraising
Irish Charities Tax Research Ltd (2008)
Available from *www.ictr.ie*

See also resources available at *www.carmichaelcentre.ie* and *www.boardmatch.ie*

Employment

Workplaces that work The Wheel (2010)
Available from www.wheel.ie

See also resources available at www.erb.ie

Legal

Applying for relief from tax on the income and property of charities
Office of the Revenue Commissioners (2009)
Available at www.revenue.ie/en/business/charities.htm

Companies – A Quick Guide, Company Directors – A Quick Guide and **Company Secretaries – A Quick Guide**
Office of Director of Corporate Enforcement (2011)
Available at http://www.odce.ie/en/company_companies_responsibilities.aspx

Company Incorporation
Companies Registration Office (2012)
Available at http://www.cro.ie/ena/downloads-information-leaflets.aspx

Solid foundations
The Wheel (2007)
Available from www.wheel.ie

Starting a co-operative
Irish Co-operative Organisation Society (2011)
Available from www.icos.ie

Management

Fundraising good practice factsheets
Irish Charities Tax Research Ltd (2011)
Available at *www.ictr.ie/content/good-practice-factsheets*

Just about managing?
Sandy Adirondack, London Voluntary Service Council (Fourth edition. 2006)
Available from *www.dsc.org.uk*

Knowing and showing your outcomes and impacts
The Wheel (2012)
Available from *www.wheel.ie*

Managing without profit
Mike Hudson (Third edition. 2009)
Available from *www.dsc.org.uk*

Reducing the risk The Wheel (2009)
Available from *www.wheel.ie*

AMARC Charter

AMARC is an international non-governmental organization serving the community radio movement, with almost 3 000 members and associates in 110 countries. This charter was adopted by the first AMARC Pan-European Conference of Community Radio Broadcasters in 1994. It sets out a series of objectives that community radio stations share and strive to achieve. The objectives deal with issues such as editorial independence, rights of access for minority groups and respect for the contribution of volunteers. The full charter can be found at http://europe.amarc.org/index.php?p=Community_Radio_Charter_for_Europe

USEFUL ORGANISATIONS

Activelink
Hyperlink Ltd, 65a Hyde Square,
South Circular Road, Dublin 8
Tel: 01-667 7326
www.activelink.ie

Bar Council
(Voluntary Assistance Scheme)
Four Courts, Dublin 7
Tel: 01-817 5014
www.lawlibrary.ie

Boardmatch Ireland
35 Exchequer Street, Dublin 2
Tel: 01-671 5005
www.boardmatch.ie

Broadcasting Authority of Ireland
2-5 Warrington Place, Dublin 2
Tel: 01-644 1200
www.bai.ie

Carmichael Centre for Voluntary Groups
Carmichael House, North Brunswick Street, Dublin 7
Tel: 01-873 5285
www.carmichaelcentre.ie

Citizens Information Board
Ground Floor, George's Quay House,
43 Townsend Street, Dublin 2
Tel: 01-605 9000
www.citizensinformationboard.ie

Companies Registration Office
(includes Registrar for Friendly Societies)
Parnell House, 14 Parnell Square, Dublin 1
Locall: 1890-220 226
www.cro.ie

Data Protection Commissioner
Canal House, Station Road, Portarlington, Co Laois
Locall: 1890-252 231
www.dataprotection.ie

Department of Social Protection
www.welfare.ie

Directory of Social Change
24 Stephenson Way, London, NW1 2DP, UK
Tel: 00-44-207-391 4800
www.dsc.org.uk

Equality Authority
2 Clonmel Street, Dublin 2
Locall: 1890-245 545
www.equality.ie

Health and Safety Authority
The Metropolitan Building, James Joyce Street, Dublin 1
Locall: 1890-289 389
www.hsa.ie

Irish Business and Employers Confederation
Confederation House, 84/86 Lower Baggot Street, Dublin 2
Tel: 01-605 1500
www.ibec.ie

Irish Charities Tax Reform
85 Merrion Square South, Dublin 2
Tel: 01-676 9908
www.ictr.ie

Irish Cooperative Organisations Society
The Plunkett House, 84 Merrion Square, Dublin 2
Tel: 01-676 4783
www.icos.ie

National Council for Voluntary Organisations
Society Building, 8 All Saints Street, London, N1 9RL, UK
Tel: 00-44-207-713 6161
www.ncvo-vol.org.uk

National Disability Authority
25 Clyde Road, Dublin 4
Tel: 01-608 0400
www.nda.ie

Office of the Director of Corporate Enforcement
16 Parnell Square, Dublin 1
Locall: 1890-315 015
www.odce.ie

Office of the Revenue Commissioners
Charities Section, Government Offices, Nenagh, Co. Tipperary
Locall: 1890-666 333
www.revenue.ie

Pavee Point Travellers' Centre
46 North Great Charles Street, Dublin 1
Tel: 01-878 0255

The Wheel
48 Fleet Street, (entrance Parliament Row), Dublin 2
Tel: 01-454 8727
www.wheel.ie

Volunteer Ireland
18 Eustace Street, Temple Bar, Dublin 2
Tel: 01-636 9446
www.volunteer.ie

INDUSTRY NETWORKS

Association of Independent Radio Producers of Ireland
www.radioproducers.ie

Community Television Association
www.ctaireland.ie

CRAOL: Community Radio Forum of Ireland
www.craol.ie

Irish Film and Television Academy
www.ifta.ie

Irish Hospital Radio Network
www.ihrn.ie

Learning Waves
www.learningwaves.ie

MEDIA DESK Ireland
www.mediadeskireland.eu

Screen Directors' Guild Ireland
www.sdgi.ie

Screen Producers Ireland
www.screenproducersireland.com

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