



Board Hand Book

Approved at a Board Meeting 19th November 2019

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Overview:

This policy has been developed to provide members of the board with the necessary information to understand their role and responsibilities in respect of the overall governance and management of the Deaf Village Ireland (DVI). This sets out the legal obligations of board members and has been prepared in accordance with best practice guidelines for organisations in the voluntary and community sector.

About Deaf Village Ireland:

Deaf Village Ireland is an inclusive state of the art social, administration, religious, community, sports, heritage and educational complex providing a range of facilities for both Deaf and hearing people. DVI is Deaf led with a unique integrated communication ethos where both Irish Sign Language (ISL) and spoken English are used. The DVI is a collaborative organisation represented by all Deaf organisations in Dublin.

Vision:

Deaf Village Ireland's vision is to create an inclusive place showing community life celebrating Deaf culture.

Mission Statement:

Deaf Village Ireland will embody the Vision and Mission statements by adopting the following values in their everyday operations within the DVI.

- Recognise and encourage the use of Irish Sign Language.
- Respect the different ethos and abilities in the community.
- Maintain the spirit of co-operation with all organisations.
- Empower, Educate and show living example of Deaf Awareness.
- Share knowledge and skills to empower Deaf and Hearing people.
- Create and maintain a warm welcoming place for all.
- To work in a sustainable manner.
- Respect all people in accordance to the Equality Status Act

To develop and promote:

- A working model promoting cross organisational co-operation building trust and respect;
- A welcoming meeting place/environment for Deaf and Hard of Hearing people, their families to participate, learn and share experiences;
- A social hub for the Deaf community providing a range of social activities to enable Deaf people to feel a sense of belonging;
- An inclusive sports centre providing a range of sport facilities involving Deaf and Hearing communities;
- Provision of social, advisory, information and pastoral care services delivered by several organisations in the Centre;
- A positive learning environment for Hearing people to develop awareness, understand Deaf culture and sign language skills;

- A Deaf Heritage centre promoting Deaf culture and history;
- A Lifelong learning educational centre enabling Deaf people to fulfil their potential;
- A participation programme for Deaf children enabling them to fulfil their own potential;
- A centre of Deaf education in partnership with Deaf Hear, Irish Deaf Society, Schools for the Deaf, Trinity College and Catholic Institute for Deaf People.

Value Statement:

Deaf Village Ireland will embody the Vision and Mission Statement by adopting the following values in their everyday operations within the DVI.

- Recognise and encourage the use of Irish Sign Language;
- Respect the different ethos and abilities in the community;
- Maintain the spirit of cooperation with all organisations.

Legal Structure:

Deaf Village Ireland (DVI) is a company limited by guarantee not having share capital. Currently have 8 company directors. Details of the directors of the DVI are maintained in the Directors Register. Any appointments/resignations are notified to the Companies Registration Office (CRO) in a timely manner in line with current Company Law.

The Company number of DVI is 517309.

Charitable Status:

The DVI is a registered charity. The charity number is (RCN) 20101329 provided by the Revenue Commissioners. On 16th October 2016, a regulatory body called the Charities Regulatory Authority (CRA) was established. The CRA and the Revenue Commissioners are two distinct bodies. The CRA has responsibility for the registration and regulation of charities in Ireland, not the Revenue Commissioners, which DVI become an automatic member of CRA. This is the number, which is legally required to appear on all printed/fundraising materials, website, email signatures etc.

Legal Requirements:

Annual Returns to the Companies Registration Office:

The DVI is required to file an Annual Return to the CRO. Annual Returns received more than 28 days after the company's annual return date will be liable to a late filing penalty of €100 with an additional daily penalty of €3 accruing thereafter up to a maximum of €1,200 per return. This penalty is in addition to the standard filing fee. Failure to file an Annual Return and the relevant financial statements could result in the prosecution of the DVI and its directors and/or striking off the DVI from the register of companies.

The current annual return date is 30th September with an additional 28 days online.

Compliance with the Companies Act 2014

The Companies Act 2014 contains a number of legally binding obligations which directors must ensure that both they and the DVI comply with. These include:

- Maintaining proper financial books and records and submitting financial statements with the Annual Return;
- Maintaining a register of members and directors;
- Holding Annual General Meetings, no more than 15 months apart;
- Making Annual Returns to the CRO;
- Notifying the CRO of any special resolutions and of any changes to the Memorandum and Articles of Association;
- Notifying the CRO of any changes in the directors, secretary, auditors or the registered office of the company;
- Keeping minutes of all meetings

Memorandum and Articles of Association:

DVI Constitution sets out the rules by which DVI is governed and managed. Companies limited by guarantee are required by law to have a two document Constitution made up of a Memorandum of Association and Articles of Association. These documents form the legal basis for the DVI. The main purpose of the Memorandum of Association is to set out the objectives of the DVI.

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 DVI's rules and procedures and outline what rights members will have in terms of having a say in how the DVI is run. In the event of a dispute involving the DVI, the courts will look to the Memorandum and Articles of Association as being the internal legal documents which govern the DVI's activities.

The DVI must lodge their Memorandum and Articles of Association with the CR Office, where they are publicly available.

Review of the Memorandum and Articles of Association:

These will be reviewed regularly and amended to reflect the agreements and procedures of the DVI in the following circumstances:

- A new policy or procedure in relation to any aspect of governance
- A change in the mission or objectives of the organisation
- A change to any significant aspect of the organisation 's activities or structure

If the review results in a recommendation that the Memorandum of Association and Articles of Association should be amended this will have to be put to *the members of the DVI at an Extraordinary General Meeting (EGM) or Annual General Meeting (AGM)*.

Amendments to the Memorandum and Articles of Association:

It is the responsibility of the board to ensure the Memorandum and Articles of Association accurately reflect the governance structure and decision-making processes. These will be formally reviewed by the board every year. Any changes to these documents should be approved at an EGM or AGM of the DVI by way of a Special Resolution.

A completed G1 form should then be sent to the CRO. The board may engage a third party professional, if deemed necessary, to oversee any changes to the Memorandum and Articles of Association.

Roles and Responsibilities of Board Members

Board members are bound by an overriding duty, individually and as a group, to act reasonably at all times in the interests of the DVI and of its present and future beneficiaries.

All board 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 be only exercised where usual consensus decision-making processes have not been successful.

Vision and Leadership:

The board shall review and ensure the relevance of the vision, values, ethical principles and strategic direction of the Deaf Village Ireland (DVI). The board shall ensure that organisational activity supports its ethos, vision, purpose and aims.

Accountability:

The board shall account for everything the organisation does, including its spending and activities. The board is accountable to all key stakeholders such as the members, staff, and regulatory authorities. The board monitors and evaluates all areas of the organisation's performance.

Legal Matters:

The board shall ensure compliance with all relevant legal and regulatory requirements and seek guidance around any uncertainties. All activities and processes of the board and the organisation shall be in line with its Memorandum and Articles of Association.

Financial Responsibilities:

The board shall 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.

Managing Staff and Volunteers:

The board has full responsibility as an employer. This involves ensuring that appropriate policies and procedures are in place for staff (including volunteers, students etc.), and that staff are properly managed and supported. The board, represented by the chairperson, will line manage and ensure suitable supervision for the Vision and Leadership.

As a Director of the Deaf Village Ireland (DVI), I have a legal responsibility to act in the best interests of the organisation. Abiding by this Code of Conduct and the Governance Code for nonprofit organisations describes how I will do that. If any of these commitments, cause me to come in conflict with my legal obligations then these latter will take precedence.

Code of Conduct for Board members

Organisational Values

As a board member of DVI I promise to abide by the fundamental values that underpin all the activities of our organisation.

Accountability

Everything DVI does will be able to stand the test of scrutiny by members of the public, the media, members, beneficiaries, stakeholders and the regulatory authorities.

Integrity and Honesty

These will be the hallmarks of all conduct within DVI, particularly when dealing with colleagues (board and staff) and external individuals and agencies.

Transparency

DVI will strive to promote an atmosphere of openness throughout the organisation in order to promote confidence to members of the public, staff, beneficiaries and regulators and also to promote strategic and operational effectiveness.

Governance Code

I will support DVI's adoption of, and compliance with, the Governance Code for Community, Voluntary and Charitable organisations and its associated implementation actions.

In addition to the above I agree to the following:

Law, mission, policies

- In my role as board member I will not break the law or act against any regulation in force.
- I will support the organisation's mission and actively promote it.
- I will abide by organisational policy and procedure.
- I will seek to maintain and promote integrity, good governance, effectiveness and efficiency for the delivery of the organisation's mission.

Conflicts of Interest

- I will always act in the best interests of the organisation.
- I will do my work in accordance with DVI's 'Management of Conflict of Interests policy' (page 13) and declare any conflict of interest or any such circumstance as may be viewed by others as conflicting as soon as it arises.
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

Person to Person

- I will act in regard of organisational policies in my relationships with fellow board members, staff, volunteers, beneficiaries or anyone I come into contact with in my role as board member.

Guardian of the organisation's reputation

- I will not speak as a board member to the media or any public forum without the prior knowledge and approval of the Chair or Manager.
- When I am asked to represent the organisation, any comments I make will reflect current policy even if I do not agree with them.
- When speaking as a private citizen I will aim to uphold the reputation of the organisation and those who work and volunteer for it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the organisation's public image.

Personal Gain

- I will not personally gain from my role as a board member nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to agreed procedure.
- I will not accept gifts or hospitality without the consent of the Chair.
- I will use organisational resources responsibly, when authorised in accordance with procedure.

At board level

- I will embody the principles of good governance in all my actions and live up to the trust placed in me by DVI.
- I will abide by the board governance procedures and practice.
- I will commit to attend all board meetings, and in the event of unavoidable inability to attend will observe the Board Attendance Policy (on page 19).
- I will strive to be familiar with all agenda items sent to me in good time and be prepared to contribute my opinions during meetings.
- I will honour the authority of the Chair.
- I will maintain a respectful attitude to the opinions of others.
- I understand that decisions will ideally be made by consensus, but may be by vote. I will consider any majority vote as a corporate decision, and will accept and support it.
- I will maintain confidentiality unless authorised to speak on matters outside board meetings.

Enhancing governance

- I commit to supporting DVI's compliance with the Governance Code for Community, Voluntary and Charitable Organisations.
- I will participate in appropriate induction, training and development board activities.
- I will support the Manager in his/her executive role and the Chair in his/her leadership role.

Leaving the board

- I understand that any substantial breach of this code may result in my removal from the board.
- Should I wish to resign I will observe the termination of board membership policy (on page 23).
- I will participate in an exit interview if requested.

Chairperson:

There are two separate parts to the role of chairperson as follows:

- 1 Planning and running meetings:
 - Ensuring everything is covered and decisions are made when required
 - Keeping order and encouraging everyone to express their views
 - Delegating and sharing responsibility among the group
 - Working to resolve difficulties and conflicts in a sensitive manner
 - Ensuring that everyone wants to or has a chance to speak
 - Taking responsibility for helping everyone in the group to work well towards achieving its aims
 - Having an overview of all that is happening
 - Being objective and listening to all points of view
 - Motivating board members and encouraging participation by all
 - Ensuring meetings commence and finish on time

- 2 Ensuring the group as a whole makes and sticks to its ethos, policies and procedures by:
 - Acting as a spokesperson for the organisation
 - Making essential or emergency decisions between board meetings
 - Helping others in the group deal with difficult situations

Secretary:

There are two elements to the role of secretary:

1. Secretary

The role of the secretary at its most basic is to keep accurate minutes of meetings, although its responsibilities are frequently wider and more substantial.

The responsibilities of the secretary are to:

- 1 Help the chairperson to plan board meetings
- 2 Organise the logistics of meetings
- 3 Take and distribute minutes
- 4 Deal with board correspondence

For points 1, 2 and 4 above the Secretary will be responsible but will be assisted by the DVI Manager in executing these responsibilities.

This role is critical, and someone, who is efficient, pays attention to detail and has good administrative skills are required. Keeping accurate minutes is a learned skill. Minute takers do not need to record every word said, yet they need to record more than just the decisions made.

The role and responsibilities of the company secretary for DVI will be filled by the same person as the secretary, but the roles could be separated.

2. Company Secretary

The only legally required position for companies limited by guarantee is that of company secretary to be appointed by the DVI, who may be a board member, member of staff or an external person as their company secretary with the roles, which consists of:

- Making sure that the full name of the DVI is displayed outside its' registered office and that a change is notified to the Companies Registration Office (CRO) within 14 days;
- Seeing to it that the certificate of incorporation is displayed;
- Ensuring that the company name, registered number, place of registration, registered office and directors' names (and nationality if not Irish) appear on the organisation's letterhead;
- Maintaining the DVI's registers (all members and directors) up-to-date and at the DVI;
- Notifying the CRO of any change in director, company secretary or home address within 14 days;
- Ensuring that all legal agreements and contracts are properly discussed, agreed by directors and kept in a safe place;
- Ensuring that the annual AGM is held at least every 15 months;
- Calling general meetings (AGM and EGM) at the request of the directors and/or members, according to the rules in the Articles of Association;
- Ensuring that due notice, in accordance with the DVI's Articles of Association, for general meetings is given and that they are run according to the Articles of Association;
- Ensuring an independent auditor is appointed at the AGM;
- Ensuring that the accounts are properly prepared and audited (in conjunction with the Audit committee);
- Keeping the minute's book (AGM and EGM minutes and the minutes of the board of directors and any subcommittees); general meeting minutes should be open for inspection by members;
- Complete, sign and send in the Annual Return to the CRO by the relevant Annual Return date;
- Notifying the CRO within 15 days of passing special resolutions such as changes to the Memorandum and Articles of Association or a change to the DVI's name;
- Keeping copies of all annual returns and accounts;
- Complying with any other duties as imposed by the Companies Acts 2014

Principal Responsibility

The Manager is responsible (i) for the overall management and day-to-day operations of Deaf Village Ireland in accordance with the policies, procedures and controls set out by the Board and (ii) the delivery of the strategic plan including providing leadership and direction to enable Deaf Village Ireland to achieve its vision, mission and strategy.

The Manager will carry out Deaf Village Ireland's business efficiently and effectively, will safeguard its assets and reputation and will seek to achieve the key performance indicators set out in its strategic and operational plans.

Day to day duties

- Be the voice and champion of Deaf Village Ireland
- Maintain and develop the Ethos & Values of the Organisation
- Prepare a strategic plan and annual budget for the approval of Board Directors
- Operate within annual budget and ensure accounts and policies are up to date
- Build and have good working relationships with all tenant organisations on campus
- Establish and monitor key performance indicators to track the organisation's impact and financial health
- Maintain awareness of the risks and changes in the external environment that affects the organisation
- To co-ordinate and manage the Community Employment Scheme
- Ensure the staff and CE Participants are focused on achieving its mission and aims
- Ensure that the organization fulfils its legal, statutory and regulatory responsibilities
- Manage and control the general administration and business of the organization, ensuring efficient use of resources; and ensuring systems, procedures and best practices are in place
- Build and maintain positive relationships with stakeholders and the Deaf community in Ireland and abroad
- Maintain the highest ethical standards in dealing with the Board, colleagues and the Deaf community
- Build an effective working relationship with the chairperson of the board including providing support and keeping them informed of all material matters on an ongoing basis
- Supply reports to the board of directors and sub-group committee meetings as required
- Formally report at board meetings on the business of the Organisation, including reports on performance against the annual business plan and bringing to the attention of the Board material matters that impact DVI
- Ensure fiduciary and governance protocols are addressed and keep the Board apprised of regulatory changes and governance best practice
- Undertake any other duties that are assigned by the Board provided reasonable knowledge and training was provided in respect of such tasks.
- To ensure that the property of DVI is kept safe and well maintained
- To welcome Deaf and hearing people into the Centre.

Management of Conflicts of Interest policy

A general understanding of conflicts of interest for board members is where a conflict arises between the private interest and the official responsibilities of a person in a position of trust on the board of directors.

In legal terms a conflict of interest arises, where any individual could privately gain financially from their position on a voluntary board.

Board members can generally take for granted that an individual appointed to a voluntary board is neither there to pursue their own individual interests or the sole interests of the constituent base (the member firm) which nominated them to the board.

Board member are required to declare (to the board) any conflicts of interest or any such circumstance as may be viewed by others as conflicting, as soon as it arises. The board members will then make a judgement on the best course of action regarding the potential conflict of interest.

Who owes the Duties?

Chapter 1 of Part 5 of the Companies Act provides that those persons, who are shadow directors and de-facto directors, shall equally be bound by this provision, in the same manner as directors, who have been formally appointed. These concepts are not necessarily new. It refers to directors, who act as such or in accordance with whose instructions the directors are accustomed to act. The duties as set out in this part of the Companies Act can be broadly broken down into fiduciary duties and general duties.

General Duties of Directors:

The general duties, which directors owe to the Deaf Village Ireland (DVI) in the performance of their role include:

Compliance with legislation:

Directors must ensure compliance by the DVI with the Companies Act. A breach of this duty will not invalidate any contract or agreement or affect its enforceability. This is without prejudice to the principles of liability of a third party where he or she has been an accessory to a breach of duty or has knowingly received a benefit from such a breach.

Interests of members and employees:

Directors must take into account the interests of the members of the DVI and have regard to the interests of the employees in the performance of their functions. It is worth noting that this duty is owed by the directors to the DVI, not to the employees.

Compliance statement:

Directors are required to acknowledge the existence of their duties by signing a declaration to that effect in the form of a compliance statement. Directors of all public limited companies and of private companies, which meet certain financial thresholds, shall be required to include a directors' compliance statement in their directors' report.

Appointment of company secretary:

There is an obligation on directors to ensure that the DVI secretary is suitably qualified for the role. In appointing a company secretary, the directors shall have a duty to ensure that he or she has the skills necessary to enable him or her to maintain the records of the DVI necessary under the Companies Act.

Directors' duty to disclose any interests in contracts made by the DVI:

A director who is, in any way, directly or indirectly interested in a contract or proposed contract to which his or her company is a party, shall have a duty to disclose the nature of that interest at a meeting of the directors. This is, in the main, a restatement of the existing law.

Breach of duty liability to account and indemnify:

The Companies Act provides that breaches of certain director duties shall result in the director, who is in breach being liable to account to the company for any gain made by him or her and to indemnify the DVI against any loss made by it as a result of any such breach.

Fiduciary Duties of Directors:

The eight principal fiduciary duties of directors are set out at section 228 of the Companies Act as follows:

1. **Act in good faith:**
Each director is obliged to act in good faith in what the director considers to be the best interests of the DVI. This is a subjective test and recognises that two directors can have two different but equally legitimate opinions as to what constitutes the best interests of the DVI.
2. **Act honestly and responsibly:**
Directors must act honestly and responsibly in relation to the conduct of the affairs of the DVI. While this was not a common law duty, it was deliberated on by the courts on numerous occasions in the context of imposing restrictions on directors.
3. **Act within powers:**
Directors must act in accordance with the DVI's Memorandum and Articles of Association and exercise his or her powers only for the purposes allowed by law.
4. **Use of company property:**
A director is not permitted to use the DVI's property, information or opportunities for his or her own or anyone else's benefit unless this is expressly permitted by the DVI's Board of Directors or the use has been approved by the board.
5. **Independent judgement:**
A director shall not agree to restrict his or her power to exercise independent judgement unless this is expressly permitted by the DVI's Board of Directors; or the director believes, in good faith, that to fetter his or her discretion is in the best interests of the DVI.
6. **Avoid conflicting interests:**
A director is obliged to avoid any conflict which may arise between the duties the director owes to the DVI and the director's other interests, unless the director is released from his or her personal duty to the DVI in relation to the matter concerned by DVI Board of Directors.
7. **Due care, skill and diligence:**
A director must exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having the knowledge and experience that may reasonably be expected of a person in the same position as the director and who also possesses the equivalent level of knowledge and experience, which the director has.
8. **Regard to members' interests:**
In addition to the general duty as referred to above, directors have a fiduciary duty to have regard to the interests of the members of the DVI.

Breach of Duties:

As in the case of a breach by directors of their general duties, a breach of any of the fiduciary duties will not invalidate the validity of any contract or transaction or its enforceability, other than by the director in breach.

However, this is without prejudice to the principles of liability of a third party where he or she has been an accessory to a breach of duty or has knowingly received a benefit from the breach in question. Where an officer of the DVI is shown to have acted honestly and reasonably the court may grant relief to that officer in any proceedings for negligence, default, breach of duty or breach of trust. Likewise, a court may grant relief, where an officer has acted honestly and reasonably in relation to any anticipated future claim for negligence, default, breach of duty or breach of trust.

Charities Act

The Board of Directors is responsible for ensuring that Deaf Village Ireland (DVI) is compliant with the provisions of the Charities Act 2009. The Charities Regulatory Authority (CRA) maintains a Register of Charities, including the DVI, which is accessible by the public. The primary responsibilities for DVI under the Act is as follows:

- Ensure the particulars relating to DVI are correctly entered on the register;
- State on its public literature that DVI is a registered charity;
- Keep proper books of account;
- Submit Annual Reports to the Charities Regulator detailing DVI activities during the year;
- Ensure both cash and non-cash charitable fundraising from the public receives a permit from the Gardaí;
- Have sealed collection boxes for collections in public areas and the boxes shall display the name and charity number of DVI. The Regulator has the discretion to make an exception to the sealed collection box rule to facilitate the making of change for token sellers.
- Comply with the non-statutory Statement of Fundraising Principles and Codes of Good Practice for Fundraising;
- DVI is not and will not be permitted to pay directors for their work in their capacity as a director. DVI may pay a board member for work that is not related to their role as a director;
- Purchase directors' insurance to indemnify them for liabilities relating to acts done or omitted by the director in good faith and in performance of their functions as a board member.

Meeting Frequency and Structure

Frequency:

The board meets a minimum of 6 times during the year.

Notification of meetings:

The meeting schedule shall be agreed at the beginning of the year. Board members shall be notified of any changes by email. A copy of the agenda and minutes of the last meeting shall be sent out one week before the scheduled meeting date. This is the responsibility of the manager.

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 in conjunction with the secretary. Board members can request to have issues included on the agenda by contacting the chairperson two weeks prior to the meeting. The chair reserves the right to postpone any issues as seen fit. The agenda shall be circulated a minimum of one week in advance of the meeting.

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

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 committee meetings as an accurate reflection of proceedings. Minutes are kept in soft copy format in the organisation and will be sent out one week before the meeting.

Board Attendance policy and Quorum

Board attendance policy:

It is the expectation of DVI that all board members will attend all board meetings. The attendance by board members at all board meetings and subgroup meetings will be published annually in the annual.

Prior to Board meetings members will review and be familiar with the agenda and other information circulated to the directors in good time and be prepared to contribute their opinions during meetings.

In the event of unavoidable inability to attend a board meeting, apologies must be sent to the CEO, Company Secretary and Chairperson. In this case, board members must undertake to read all meeting materials and make their views known in advance to the Chair about any item requiring a decision.

As per the Articles of Association paragraph 39(h) – the office of director shall be vacated if the director is absent from three consecutive meetings without permission of the Board and without good cause in which case such director shall be replaced by another person nominated by the relevant organisation.

In addition, all board members should note that if they miss three or more board meetings in a 12 month period without due cause, the agreed policy is that the chair shall contact them to explore the director's commitment to DVI and whether membership as director should be continued.

Quorum:

The quorum for the board is 50% of the Board Directors presence.

Purpose of the Annual General Meeting (AGM):

The purpose of the AGM is to:

- See reports from the Board of Directors on the achievements and the work of the DVI over the year;
- Elect the board for the next year;
- Make any changes to the Memorandum and Articles of Association
- Conduct any other special business

Organising and running the AGM:

The AGM is held once a year. The DVI'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.

The quorum for AGMs is 50% of the members need to be present in person.

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

If any directors or members wish to propose changes to the Memorandum and Articles of Association, 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 Memorandum and Articles of Association.

At least 21 days prior to the AGM the directors must have the previous financial year, including:

- Income and Expenditure Account
- Cash Flow Statement
- Balance Sheet

These accounts must be audited and give a true and fair view of the assets, liabilities and financial position of the DVI for the previous financial year. At the AGM, two of the directors sign these accounts on behalf of all the directors.

Extraordinary General Meetings (EGMs):

EGMs are formal meetings of the membership that are called outside of AGMs. The purpose of these meetings are to agree DVI 's Memorandum and Articles of Association or to conduct any business that requires the passing of a resolution by the DVI members.

The period of notice, quorum and requirements for taking minutes are the same as that of the AGM.

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 a vote, where consensus cannot be reached after adequate discussion, however, it is considered that this would be a rarity. Voting must be organised in the way outlined below.

Voting and Proxy Votes:

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

DVI management and staff in attendance at meetings will not have voting rights.

Sub-committees:

Subcommittees may be established to progress specific pieces of work. Each sub-committee will:

- Have a Chair from amongst board members, who will be appointed by the Chair of the board.
- Have at least 2 of its membership from Board members.
- Have a term of reference.
- Be advisory in nature to the full Board and are therefore not decision-making bodies on the board's behalf. Subcommittees shall present recommendations to the board, which shall be responsible for approving any recommended actions.

DVI currently has three sub-committees:

Audit Committee:

Committee:

John Cradden
Brendan Lennon
Kevin Lynch
Feargal O Reilly

Policy Governance

Committee

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Strategic Planning:

The strategic plan sets out where the Deaf Village Ireland (DVI) is going and how it plans to get there. The strategic plan describes the DVI's goals, visions and areas of action for a period of two to five years. Strategic planning has the following characteristics:

- A clear and transparent process shall be adopted that ensures clear pathways of communication with any group invited to participate in the formulation of the strategic plan;
- Organisational review and/or evaluation shall inform the strategic plan;
- The process shall include a draft phase whereby selected groups can provide input into content prior to final sign off;
- The plan shall be clearly written;
- The plan shall also identify key performance indicators (ways of proving that the DVI has achieved its objectives), so that it can be determined whether the goals have been met;
- The plan shall outline the resources that are required for it to be carried out

Annual Planning:

The DVI shall have an annual plan, which sets out the work plan for each area of operation. The annual plan shall include clear goals or key performance indicators that form the basis of service review and evaluation. Annual plans shall be developed in line with the longer term strategic plan of the organisation.

Termination of Board Membership

Resignation Procedure:

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

- Notification should be made in writing to the chairperson;
- The period of notification is two months, so as to allow for a new director to be recruited;
- If the director is either in the position of Chairperson or Secretary, it is requested that three months' notice be given to enable other directors to be inducted into the role;
- The resigning director must complete their details on the appropriate CRO form (B10) so they can be deregistered as a board director with the Companies Registration Office

Termination Procedure:

As per the Articles of Association paragraph 39(h) – the office of director shall be vacated if the director is absent from three consecutive meetings without permission of the Board and without good cause in which case such director shall be replaced by another person nominated by the relevant organisation.

In addition, all board members should note that if they miss three or more board meetings in a 12 month period without due cause, the agreed policy is that the chair shall contact them to explore the director's commitment to DVI and whether membership as director should be continued.

Termination of tenure shall be by letter from the chairperson.

Induction of New Directors

Induction to the DVI board shall occur as soon as possible after a new director agrees to join the board. In all cases, this shall take place before attendance at the first meeting. Induction is the responsibility of the chairperson and shall involve a meeting in which the following will be introduced:

- The role and aims of the organisation
- Its core activities
- Its history

Also covered shall be an introduction as to how the board functions, as well as the role and responsibilities of becoming a member of the board

The new board member shall receive an induction pack, which shall include at a minimum:

- A copy of the board handbook
- A copy of a confidential consent form
- A copy of the mission statement
- A copy of the strategic Plan
- A copy of the Memos and Articles of Association
- Minutes of the previous 3 board meetings