

Deaf illage Ireland

In developing this handbook, Deaf Village Ireland sought to reflect the principles and standards of the Charities Governance Code and supporting guidance documents.

Board Handbook

Revised for Board approval May 2022

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The Purpose of this Handbook

This handbook sets out Deaf Village Ireland's policies and procedures in relation to all aspects of the charity's governance from the perspective of the Board of Trustees. The handbook documents the legal obligations of the charity trustees as well as the processes that the charity has in place to meet good governance standards, including those set out in the Charities Governance Code.

This handbook will be reviewed every three years, although changes can be proposed at Board meetings and the handbook adapted accordingly. Any change that would affect the constitution of the charity must be ratified at an Annual General Meeting or Emergency General Meeting.

Principles Guiding the Board of Charity Trustees of Deaf Village Ireland

The Board of Deaf Village Ireland is committed to the principles of the Charities Governance Code.

As such, each member of the Board of Deaf Village Ireland is understood to commit to:

1. Advancing the Charitable Purpose of Deaf Village Ireland
2. Behaving with integrity
3. Leading people within Deaf Village Ireland
4. Exercising control over Deaf Village Ireland
5. Working effectively.
6. Being accountable and transparent.

Deaf Village Ireland is currently working towards becoming compliant with the Charities Governance Code.

1. Advancing the Charitable Purpose of [Charity Name]

Charitable purpose has a specific meaning in charity law. The Charities Act 2009 sets out four categories of charitable purpose: prevention or relief of poverty or economic hardship; advancement of education; advancement of religion; and any other purpose that is of benefit to the community – Charities Governance Code.

1.1 The main objects of Deaf Village Ireland are:

The main object for which the Company is established is to establish, develop, maintain, operate and manage an inclusive centre for the Deaf community by supporting the provision of facilities, services and supports to tenant organisations working within the Deaf community to help achieve equal social participation and inclusion for Deaf people within Irish society.

2. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.

1. To benefit the Deaf community by supporting the provision of social, educational, cultural, economic, pastoral and recreational services.
2. To recognise, encourage and promote the use of Irish Sign Language and the development of Deaf Culture.
3. To provide participative programmes for Deaf children and adults and organisations to enable them to fulfil their own potential.
4. To provide a positive and inclusive learning environment for hearing people to develop an awareness and understanding of Deaf Culture and Irish Sign Language.

See Appendix 1 for a full copy of our constitution.

These objects fall under the definition of charitable purpose for public benefit as set out in the Charities Act 2009.

1.2 Deaf Village Ireland is satisfied that any private benefit arising to anyone employed or providing services to Deaf Village Ireland is reasonable, necessary, and ancillary to the public benefit that your charity provides.

1.3 Deaf Village Ireland conducts a strategic planning process involving the charity trustees, management, staff, volunteers and other stakeholders and develop a 3/5 year strategy and strategic implementation plan. This plan is supported by annual operational plans for each functional area.

1.4 The Board of charity trustees commits to ensuring that Deaf Village Ireland has the resources it needs to carry out planned activities.

1.5 The Board of charity trustees regularly review our work to ensure we continue to act in line with our charity's purpose and provide public benefit We regularly review our constitution.

2. Behaving with integrity

Ethics are fundamental in the charity sector. Statements about ethos can undoubtedly play an important role, but it is when these values are lived out that they are at their most powerful. Charity trustees have the power to create an ethical culture and set a tone where agreed values are reflected in everything the charity does. The behaviour of individual charity trustees is very important; they must lead by example – Charities Governance Code.

2.1 The Board of Trustees have agreed the values of Deaf Village Ireland and publicise them widely (for example, on our website, annual report, reception area). The values are:

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

2.2 Deaf Village Ireland has Conflicts of Interests and Conflicts of Loyalties policies which all charity trustees are required to sign on joining the Board of Deaf Village Ireland. See Appendix 2.

The purpose of these policies is to assist charity trustees of Deaf Village Ireland to effectively identify, record and manage any conflicts of interest or loyalty to protect the integrity of Deaf Village Ireland and to ensure that charity trustees act in the best interest of the charity.

A conflict of interest is any situation in which a charity trustee's personal interests or loyalties could, or could be seen to, prevent the charity trustee from deciding in the best interests of the charity. This personal interest may be direct or indirect and can include interests of a person connected to the charity trustee. These situations present the risk that a person will decide based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

2.3 Deaf Village Ireland has a Code of Conduct which all charity trustees are required to sign. This document sets out the standard of behaviour expected from trustees to ensure that:

- Deaf Village Ireland is effective, open and accountable
- the highest standards of integrity and stewardship are achieved

- the working relationship between charity trustees and any volunteers or employees is productive and supportive.

See Appendix 3.

3. Leading people within Deaf Village Ireland

The most essential resource of any charity is its people. This means people should feel valued and have clarity around their own roles and the roles of others. Charity trustees are responsible for providing leadership to volunteers, employees, and contractors. This includes taking their duty of care towards these people seriously and promoting a culture of respect – Charities Governance Code.

3.1 All new charity trustees joining the board of Deaf Village Ireland receive an induction where their roles and duties as trustees are discussed. All new Board trustees are given a formal letter of appointment which sets out their role, responsibilities, and duties as trustees of Deaf Village Ireland and their duties as directors (because our charity is a Company Limited by Guarantee) which is signed by the trustee and a copy returned to the Secretary. All staff members and volunteers are given a job description which sets out their role and responsibilities.

3.2 Deaf Village Ireland has developed a Volunteer Management Policy, Volunteer Role Descriptions, and a Volunteer Handbook in order that volunteers are clear about their roles have all the support they need in carrying out their duties.

3.3 Deaf Village Ireland has arrangements in place that comply with employment legislation for staff members all of which are captured in our Employee Handbook which is approved by the Board and reviewed every 3 years.

3.4 In addition to policies contained within the Employee Handbook Deaf Village Ireland has a comprehensive range of other operational policies. Trustees on the Board of Deaf Village Ireland are responsible for the development, approval, and review of all the charity's policies. See List of Policies in Appendix 4.

4. Exercising control over [Charity Name]

All charities, no matter what their complexity, must abide by all legal and regulatory requirements that are relevant to the work they do. The charity trustees are responsible for making sure this happens. Charity trustees must understand that the governing document of a charity is a legally binding document. The trustees are also responsible for a charity's funds and any property or other assets that it holds. As much as is possible, they must also consider and reduce risks to which their charity is exposed – Charities Governance Code.

4.1 Deaf Village Ireland is a non-profit organisation and is registered as a charity. As such, it is governed by the Charities Act 2009. The Board is responsible for ensuring it

remains aware and informed of future changes to the Act. It is the responsibility of the manager to keep the Board updated on this.

Deaf Village Ireland is a company limited by guarantee not having share capital.

As per the legal requirement of a company, the constitution of Deaf Village Ireland is comprised of a Memorandum and Articles of Association, which comprise the governing documents for Deaf Village Ireland.

All trustees are provided with a copy of Deaf Village Ireland constitution on joining the Board. In line with legal requirements, the constitution is lodged with the Companies Registration Office (CRO) and Charities Regulatory Authority (CRA) and is publicly available. The Board of Deaf Village Ireland is responsible for ensuring the constitution accurately describes the organisation's structure and activities.

Where there is a change in charity mission, objectives or structure, or a significant change in activities or governance procedures, the constitution is reviewed and amended if necessary. Legal advice may be sought where any significant changes are made, and changes are made at an AGM or EGM. The Company Secretary ensures the CRA and the CRO is informed of any changes.

4.2 The Manager of Deaf Village Ireland provides a full compliance report to Trustees once a year. The Manager may provide updates on some items during the year if needed. The compliance report includes updates on the following topics:

- Health and Safety
- Complaints
- Child Protection
- Staff Performance Management /Human Resources issues
- Data Protection
- Compliance with funders reporting requirements
- Any other issues in relation to risk management
- Compliance Requirements – CRO
- Compliance Requirements – CRA
- Standard Operating Compliance Requirements
- Employment Law Compliance Requirements
- Finance Compliance Requirements
- Register of Lobbying compliance Requirements

The Manager is responsible for informing the Board of any significant issues in a timely manner, determined by the nature of the issue. In serious or urgent matters requiring Board input, the Chairperson is informed as soon as possible. The Chairperson in conjunction with the Manager then determines the next steps in resolving the issue and ensures the Board is updated within an appropriate timeframe.

4.3 Deaf Village Ireland will create a Fundraising Policy & Procedures Strategy document.

4.4 Financial Controls – Deaf Village Ireland takes seriously its duty to maintain proper books of account and does so in accordance with the Financial Management Policy of the charity. The Manager presents management accounts to the Board monthly for consideration and discussion. The Audit & Finance sub-committee receives copies of the management accounts monthly and reviews the finances of the organisation regularly and in advance of the board meetings. Due to the nature of the Audit & Finance sub-committee's work, at least one member must have a financial qualification and experience as a financial manager, in financial accounting or similar. See Appendix 5.

Filing Accounts

Ensuring that the filing of accounts takes place at the appropriate time is the responsibility of the Secretary. Deaf Village Ireland takes seriously its duty to file an Annual Return and Annual Accounts, which are true copies as laid before the AGM and include:

- Balance sheet
- Statement of financial activities
- Directors' report
- Auditor's report

Trustees are responsible for approving the Financial Management Policy of Deaf Village Ireland which outlines all financial procedures, systems, and controls. This policy includes clarity on the level of financial authority given to the Manager and other staff as applicable. Other finance relates policies which Deaf Village Ireland has in place include Reserves policies. See List of Policies in Appendix 4.

Auditing

As per the legal requirements of a company, Deaf Village Ireland accounts are audited annually. The audit is an examination of Deaf Village Ireland financial statements, providing an informed statement regarding to what extent the financial statements:

- have been prepared according to the companies acts, relevant legislation and standard accounting practices, and:
- give a true and fair view of the state of the company's affairs, profit or loss for the financial year and assets and liabilities at the end of that year.

The Board of Deaf Village Ireland is responsible for ensuring there are adequate internal financial controls and risk management systems including: budgeting and planning, appropriate financial procedures, monitoring of these and adherence to relevant legislation. Specific tasks are delegated to the Audit and Finance sub-committee on behalf of the Board. See Appendix 5.

Auditor

The appointment, remuneration and removal of the auditor is dealt with by the Finance and Audit sub-committee in the first instance, but approval for any such decision must

be granted by Board. The removal of the auditor needs to be passed by ordinary resolution at a general meeting of the company.

Remuneration and Charity Trustees

Charity trustees on the Board of Deaf Village Ireland are entirely voluntary and receive no payment for their work. Expenses are reimbursed in accordance with the Financial Management Policy of Deaf Village Ireland. Charity trustees can choose not to reclaim expenses if they so wish. Trustees will not receive payment for a professional service from Deaf Village Ireland.

4.5 Risk Management – The Board of Deaf Village Ireland is responsible for ensuring that the charity has a risk management system in place including a business continuity plan. The Deaf Village Ireland risk management system consists of:

Risk Management Officer: Manager
Risk Management Policy
Risk Register
Business Continuity Plan

The Risk Register is reviewed annually by the Board of Deaf Village Ireland and is updated as required.

4.6 Deaf Village Ireland takes advice on insurance needs as needed and has appropriate and adequate cover in place including Public Liability, Employers Liability, Professional Indemnity, Directors & Officers Liability, Cyber Risk, Personal Accident.

5. Working effectively

Running a charity well means you need capable charity trustees who work together as an effective team. Board meetings are especially important, as this is where charity trustees exercise their collective authority. It is also important that there is a good mix of skills, experience and background amongst charity trustees and that these are refreshed on an ongoing basis. It is vital that new charity trustees receive a proper induction to the charity – Charities Governance Code.

5.1 Charity trustees are appointed to the Board of Deaf Village Ireland in accordance with Deaf Village Ireland's constitution and the Charities Act 2009. When recruiting new charity trustees Deaf Village Ireland also follows the guidance from the Charities Regulator as set out in their documents:

- Succession Planning
- Due Diligence for prospective Charity Trustees
- Recruitment and Induction of Charity Trustees and
- Induction Pack Checklist

Before recruiting a new charity trustee, the Board of Deaf Village Ireland will always consider what is working well within the current Board and what could work better. The Board will also be mindful of what skills, experience and knowledge are available to it already from existing charity trustees. This process is led by the Chairperson and should help to identify any competency / skills gaps on the board.

5.2 The Board of Deaf Village Ireland meets 6-8 times a year with meetings planned a year ahead. Deaf Village Ireland constitution states that the minimum number of Trustees required for the Board to conduct business (the quorum) is 50%. Meetings may go ahead without a quorum, but decisions made require ratification (either virtually or at the next meeting of the Board).

Board members are expected to attend all meetings, although it is understood that there may be times where other events prevent attendance. Where appropriate, participation by conference call will be arranged. Where a Board member cannot attend, they are asked to send apologies in advance to the Chair as far as possible in advance.

If a specific decision must be made/ input is required, but the Board member cannot attend the meeting, the Chair may invite the Board member to indicate their position, which will be reported to the meeting.

Board members who miss three meetings in a row or four meetings in a rolling 12-month period will be contacted by the Chair. Non-attendance may result in a requirement to resign from the Board.

5.3 Agenda setting

The Chair of the Board should consult (in person or via telephone or email) with the Manager in advance of the Board meeting to discuss any issues arising and develop the agenda for the Board meeting.

Board members can propose items for the agenda by communicating directly with the Chairperson, Company Secretary, or the Manager.

The Manager or the Company Secretary will ensure that the agenda for the upcoming meeting is communicated to the members of the Board and any additional attendees (normally by e-mail).

Supporting material should be circulated with the agenda to provide background to any topics included, i.e., minutes of previous meetings, agreed actions, management accounts, and relevant reports at least five days prior to the meeting.

Members of the Management Team wishing to address the Board should apply in the first instance to the Manager at least 14 days in advance of the Board convening, outlining the nature of their request.

The Manager will discuss the request with the Chair of the Board in advance of the agenda being developed

The Chair of the Board will then decide whether to include the request/issue on the agenda.

Where it is not appropriate to apply to the Manager, a Management Team member should apply in the second instance to the Chairperson outlining the nature of their request.

In agreeing the agenda, the Chair of the Board and the Manager should confirm the appropriate members of the Management Team to attend specific Board meetings.

The Chair has discretion as to whether items can be raised under Any Other Business (AOB) section of the meeting agenda. Items that require a Board decision should not be taken as items under AOB, unless in exceptional circumstances and there is unanimous agreement by all Board members present that a Board decision can be taken on the item raised under AOB. It is good governance practice to restrict items raised under AOB to matters of information and not matters requiring a Board decision.

5.4 A Board pack with the necessary supporting board papers is prepared and issued 7 days before the meeting.

Minutes and Action Items

The Company Secretary, or a designated individual approved by the Board, will be responsible for taking the minutes:

- Minutes are a record of key actions and decisions discussed and agreed at the meetings.
- Before the meeting concludes, the Company Secretary or designated individual may be asked by the Chair to provide a summary of meeting's captured main points
- The Chair of the Board will review the minutes once they are drafted, prior to circulation.

The Company Secretary or Manager will ensure that the minutes are circulated (within two weeks of the Board meeting). The minutes will include a summary document (1-2 pages) outlining key issues discussed, key decisions made, key actions agreed and associated completion responsibility and timeframe and a detailed minute of the meeting:

- These key actions agreed should be the fourth item agenda item at the next sitting of the Board (following apologies, declarations of any conflicts and previous meeting minutes).

Every effort should be made to ensure that key decisions have the full support of the board members. However, where necessary key decisions will be made using a majority of votes:

- Every Board member shall have one vote

- Where there is an equality of votes, the meeting Chair shall be entitled to a casting vote
- Attendees and ex-officio members do not have voting rights. They may be asked to leave the meeting if a vote is deemed necessary.

Board decisions/approvals in between scheduled meetings

There may from time-to-time be a requirement for the Board to decide or approval a matter outside of a normal scheduled meeting. In situations where the Manager requests a Board decision or approval for a matter that cannot wait until the next scheduled Board meeting, the Manager should contact the Chairperson setting out the background to the matter and outlining why a decision or approval is required before the next scheduled meeting of the Board.

The Chairperson may decide depending on the nature of item requiring decision/approval to call a special Board meeting where Board members are physically present at the meeting or via conference call. The required quorum of 6 Board members also applies to this type of meeting. If it is not practical to call a meeting, he/she may alternatively ask the Manager or Company Secretary to email the Board members setting out the matter requiring the decision/approval. A minimum of 6 Board members must give their consent by email for the approval to be valid. The matter must then be formally ratified and minute at the next meeting of the Board.

The use of the email to Board members procedure for Board approvals in between scheduled meetings should only be used in exceptional circumstances and should not become standard practice for making Board decisions.

5.5 Charity trustees are appointed to the Board of Deaf Village Ireland for a term of 3 years. For further details on term limits see Deaf Village Ireland's constitution.

5.6 The induction process for new charity trustees to the Board of Deaf Village Ireland involves the provision of an induction pack, and meetings with the existing charity trustees, the Chairperson and other key employee(s) or volunteer(s) within the charity. An induction pack will also be given to each new trustee which will include the following key documents:

- A letter of welcome and appointment (from Chairperson)
- The charity's governing document
- A brief history of the charity and an outline of the current work
- A recent progress report describing the charity's position in relation to any targets or goals
- An organisation charts
- A list of current charity trustees and the Chairperson, the charity secretary and their contact details
- The minutes of recent Board meetings
- A schedule of forthcoming Board meetings
- A list of the Board sub-committees, names of trustees serving on the sub-committees and their meeting schedule

- The annual report and accounts for the past two years
- The charity's Code of Conduct for charity trustees
- A Register of Interests form (See Appendix 6)
- All policies within the charity, or a list of such policies and an indication of where they can be obtained
- Details of the guidance documents available on the Charities Regulator's website
- The Charities Governance Code.

5.7 Board of Charity Trustee Roles - The Board of Deaf Village Ireland has both the authority and responsibility to carry out the following roles:

Leadership

- To define, uphold and work towards the vision, mission, values, and objectives of Deaf Village Ireland and to fully comply with Deaf Village Ireland constitution, charitable purpose, and public benefit
- To provide overall strategic direction and leadership for Deaf Village Ireland by developing and approving a strategic plan in line with the constitution of Deaf Village Ireland
- To monitor progress against the strategic plan through regular reporting from the Manager and Board sub-committees as relevant and to review the plan periodically
- To ensure that an appropriate system is in place to assess the impact of the work of Deaf Village Ireland
- To approve all policy, systems, and controls necessary to govern the activity and maintain the ethos of Deaf Village Ireland.

Roles

- To appoint a manager, agree the Manager's job description and put appropriate systems in place for their support and performance management
- To ensure that appropriate systems are in place for the support and supervision of all staff by delegating the responsibility for other staff management to the Manager
- To establish and agree the terms of reference of any sub-committees that may be necessary
- To agree a schedule of matters specifically reserved for decision-making by the Board. (See Appendix 7)

Resources

- To ensure that Deaf Village Ireland has the financial and human resources needed to implement its strategic plan and to promote the prudent and effective management of those resources.
- To ensure that appropriate financial management procedures are in place and are being implemented.
- To agree a risk management policy for the organisation.

Accountability

- To agree an appropriate process for communicating with and being accountable to funders, stakeholders, and the public.
- To identify and comply with all relevant legal, regulatory, and funding requirements as outlined in this Board Handbook.
- To carry out Board business efficiently and effectively.

Role of Individual Charity Trustees

- Comply with Deaf Village Ireland's constitution
- Ensure that Deaf Village Ireland is carrying out its charitable purposes for the public benefit
- Act in the best interests of Deaf Village Ireland
- Act with reasonable care and skill
- Manage the assets of Deaf Village Ireland
- Make appropriate investment decisions
- Ensure that Deaf Village Ireland is registered on the Charities Regulator's Register of Charities
- Ensure that Deaf Village Ireland keeps proper books of account
- Ensure that Deaf Village Ireland prepares and furnishes financial accounts to the Charities Regulator
- Ensure that Deaf Village Ireland prepares and furnishes an annual report to the Charities Regulator
- Ensure the Charities Regulator is informed if you are of the opinion that there are reasonable grounds for believing a theft or fraud has occurred (Disclosure obligation)
- Ensure that you comply with directions issued by the Regulator

Role of the Chairperson

Each board of charity trustees should have a chairperson whose duties include:

- Leading the Board of charity trustees
- Promoting good governance among fellow trustees

To ensure smooth running of Board meetings:

- Liaising with the Manager and Company Secretary to ensure all relevant items are on the agenda.
- Consulting with other trustees to ensure concerns are reflected in the agenda.
- Allowing sufficient time for discussion and ensuring that meetings are kept to time (prioritising discussions when necessary).
- Ensuring adequate information is available for productive discussion.
- Promoting maximum participation from all directors.

- Ensuring decisions are understood, recorded, implemented and/or followed up on.

To promote good governance:

- Initiating annual performance reviews/skills audits/etc.
- Leading on recruitment of new trustees.
- Supporting new trustees' thorough induction.

To supervise and provide support to the Manager:

- The Manager reports to the Board, and the Chairperson is line manager to the Manager.
- To support the Manager in leading Deaf Village Ireland at the strategic level.
- To act as a Spokesperson for the Board or for Deaf Village Ireland if required (e.g. The Chairperson of the Board may be required to act as media spokesperson, supported by the Manager.)

In the case where the Chairperson is aware that they will be unable to attend a Board meeting he/she will appoint another trustee to chair the meeting in their absence, as set out in Deaf Village Ireland's constitution. In the case where the Chairperson is unable to attend and does not give advance notice of same, the trustees who are in attendance may approve one trustee from their number to chair the meeting.

Where there is an unexpected or ongoing vacancy in the position of Chairperson the existing trustees may nominate from their number an interim Chairperson, for a period of up to six months.

Role of the Company Secretary

As per the legal requirements of a registered company, Deaf Village Ireland has a Company Secretary. The Company Secretary will be one of the trustees of the company supported by a member of staff who is not the Manager. However, it is the Company Secretary's responsibility to ensure duties are completed. The duties of the Company Secretary follow the guidelines and requirements of the Companies Registration Office.

Role of the Secretary

The secretary of Deaf Village Ireland is a trustee with a specific role on the board whose duties include:

- Administration and compliance
- Preparing for Board meetings
- Notification of Board meetings
- Circulation of papers prior to Board meetings
- Taking meeting minutes
- Keeping an action log of all decisions taken
- Attending other meetings

Deaf Village Ireland's Trustees must ensure that the person has the skills and resources to perform these duties.

Sub-committees

Sub-committees of the Board are established, when deemed necessary by the Board, to deal with ongoing areas of work or to progress specific pieces of work. The following sub-committees are currently in place:

- Governance Committee
- Audit Committee
- Three Chairs Committee
- Steering Group Committee

All sub-committee members are appointed by the Trustees and all Trustees can be members of sub-committees. Each sub-committee will have a minimum of two Trustees with one of them chairing the sub-committee. External individuals may be invited to join based on their skills and/or experience. The Audit & Finance sub-committee should have a minimum of two Trustees and at least one with recent and relevant financial experience. Each sub-committee will nominate a Chair and their appointment will be approved by Board. The Chairperson of Deaf Village Ireland does not chair the Audit & Finance sub-committee.

At the behest of the Manager and approval of the Chair of the sub-committee, members of staff may also be asked to attend sub-committee meetings but are not considered members of the sub-committee. Any Trustee, including the Chair, may attend any sub-committee meeting and may be invited by the sub-committee to do so.

Meetings of sub-committees may take place in person or virtually (e.g. via conference calls). All sub-committee members, apart from any additional Trustees in attendance, have voting rights on sub-committees.

Sub-committees always have Terms of Reference agreed by the full Board and detailing the name, purpose, membership and authority of the group. Sub-committees deliberate issues within their remit separately from the full Board, and present recommendations to the full Board for ratification. See Appendix 5 for the Terms of Reference of sub-committees. The Manager of Deaf Village Ireland may be invited to attend sub-committee meetings. All sub-committees report in writing to the Board.

Working Groups

From time to time, Board working groups may be established to progress specific pieces of work. The following working groups are currently in place.

- Hub Steering Group - 2022

5.8 Trustees are committed to resolving problems and emerging issues as quickly as possible and in the best interests of Deaf Village Ireland. This is achieved by:

- Effective engagement in the strategic planning process

- Holding regular Board meetings and ensuring that emerging problems or issues are included in the Manager's report or put on the meeting agenda
- Board sub-committees reviewing and assessing emerging issues or problems
- The development and review of the Risk Register and
- Comprehensive financial management

5.9 Review of the Board – Good practice recommends that the performance of the Board should be formally appraised on an annual basis. The Chair of the Board of Deaf Village Ireland will ensure that a process is put in place with the approval of the Board to assess the performance of the Board.

The Chair will recommend an appropriate approach for conducting this performance appraisal.

Examples of possible approaches include:

- Self-Assessment Questionnaire completed by Board members. Under this approach, the questionnaire to be circulated to board members is developed and analysed by the Chair, the Vice Chair or agreed person/organisation.
- Interviews with Board and Sub-Committee members - would be conducted by the Chair or an external (independent) third party to bring increased objectivity
- Board / Sub-Committee group discussion – this could be led by the Chair of the Board, or one of the Chairs of the Sub-Committees or by an independent facilitator.

6. Being accountable and transparent

Accountability for your charity does not just mean accounting for the money you have brought in and spent (although that is clearly very important). It involves being open and transparent about all charity matters. It is about being able to: stand over what your charity does and how it does it; and justify this to any person or group who queries what your charity has done or is doing. As an organisation set up to provide public benefit, this means you should be able to explain this to anyone who asks – Charities Governance Code.

6.1 Deaf Village Ireland displays our RCN, CRO and CHY numbers on our official Charity letterheads, website, emails, annual report and social media platforms.

6.2 Deaf Village Ireland stakeholders are any individuals or groups of people who have a legitimate interest in our work. Identifying who they are is important before in order for us to consider how we might communicate with them and how they might communicate with us. Deaf Village Ireland stakeholders include:

- Beneficiaries
- Members
- Employees and volunteers
- Partner organisations and supporters
- Funders and donors
- Regulators

- Public representatives
- The general public

Deaf Village Ireland will implement a Communications Strategy in place to ensure that all stakeholders are communicated with and can easily communicate with Deaf Village Ireland.

6.3 Deaf Village Ireland involves relevant stakeholders in the strategic planning process and, where appropriate and possible, involves stakeholders in other significant decisions involving Deaf Village Ireland.

6.4 Deaf Village Ireland has a Complaints policy in place detailing the procedure to be followed in the event of a complaint being made. The policy is displayed on Deaf Village Ireland's website. See List of Policies in Appendix 4.

6.5 Deaf Village Ireland is committed to following the reporting requirements of all our funders and donors, both public and private.

Appendix 1 - Constitution

[Insert the Constitution of Deaf Village Ireland]

1. Purpose

The purpose of this policy is to assist charity trustees of Deaf Village Ireland to effectively identify, record and manage any conflicts of interest in order to protect the integrity of Deaf Village Ireland and to ensure that the charity trustees act in the best interest of their charity.

2. Objective

The Deaf Village Ireland [board, committee of management or other governance structure as relevant] (called the ‘board of charity trustees’ in this policy) aims to ensure that the charity trustees are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Deaf Village Ireland.

3. Scope

This policy applies to the trustees of Deaf Village Ireland.

4. Definition of conflicts of interests

A conflict of interest is any situation in which a charity trustee’s personal interests or loyalties could, or could be seen to, prevent the charity trustee from deciding in the best interests of the charity. This personal interest may be direct or indirect and can include interests of a person connected to the charity trustee. These situations present the risk that a person will decide based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

5. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the charity if they are openly and effectively managed. It is the policy of Deaf Village Ireland as well as a responsibility of its charity trustees, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with their obligations to Deaf Village Ireland. Deaf Village Ireland will manage conflicts of interest by requiring charity trustees to: avoid conflicts of interest where possible identify and record any conflicts of interest carefully manage any conflicts of interest and follow this policy and respond to any breaches.

5.1 Responsibility of the board of charity trustees

The board is responsible for: establishing a system for identifying, disclosing, and managing conflicts of interest across the charity; monitoring compliance with this policy; and reviewing this policy on an annual basis to ensure that the policy is operating effectively. The charity trustees should ensure they are aware of their legal obligations in the management and control of their charity and should refer to the Charities

Regulator's 'Guidance for Charity Trustees' for further information on this see the Charities Regulator website.

5.2 Identification and disclosure of conflicts of interest

Once an actual, potential, or perceived conflict of interest is identified, it must be entered into Deaf Village Ireland's register of interests, as well as being raised with the board of charity trustees. The register of interests must be maintained by Deaf Village Ireland, and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Confidentiality of disclosures

[In order to support charity trustees to disclose their conflicts of interest, the level of confidentiality associated with any disclosure should be set out. Include details of who will have access to the information disclosed, such as restricting this to the board of charity trustees and the secretary to the board. It may also be necessary to provide for an alternative disclosure mechanism if additional restrictions on disclosure are required.]

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of members of the board of charity trustees Once the conflict of interest has been appropriately disclosed, the board of charity trustees (excluding the disclosing charity trustee and any other conflicted person) must decide whether a conflicted charity trustee should: vote on the matter (this is a minimum), participate in any debate, or be present in the room during the debate and the voting. In exceptional circumstances, such as where a conflict is very significant or likely to prevent a charity trustee from regularly participating in discussions, it may be worth the board of charity trustees considering whether it is appropriate for the person with the relevant conflict to resign from the board of charity trustees.

6.2 What should be considered when deciding what action to take In deciding what approach to take, the board of charity trustees will consider whether the conflict needs to be avoided or simply documented whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making alternative options to avoid the conflict the charity's objects and resources, and the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity. The approval of any action requires the agreement of at least a majority of the board of charity trustees (excluding any conflicted charity trustee) who are present and voting (if applicable) at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

7. Compliance with this policy If the board of charity trustees has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the board of charity trustees may act against the person. This may include seeking the person's resignation from the charity. If a person suspects that a charity trustee has failed to disclose a conflict of interest, they must discuss with the person in question, notify the board of charity trustees, or the person responsible for maintaining the register of interests].

Contacts

For questions about this policy, contact the board of charity trustees or Sylvia Nolan, Manager of DVI.

Deaf Village Ireland

By reading this document and accepting the role of a charity trustee of Deaf Village Ireland, (DVI) all charity trustees agree to the following responsibilities:

General Conduct

- DVI trustees are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which charity trustees do not have relevant expertise?
- DVI trustees are required to always act in the best interests of the charity.

Independence

- DVI trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- DVI trustees should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the charity or its volunteers and employees. More specifically charity trustees:
 - should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties.
 - must avoid actual impropriety and any appearance of improper behaviour.
- DVI trustees must not act to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
 - DVI trustees should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as charity trustee. Any gifts or hospitality received in any connection to Deaf Village Ireland should not exceed the value of €100 up to a value of €500 will be considered by the Audit Subcommittee.
 - Gifts with a value above €500 must come to the Board of Management's attention by the Audit Subcommittee. This should be declared to the Board.

Charity Trustee Roles

DVI trustees should:

- Always understand and perform their roles and responsibilities to the best of their abilities.
- Be prepared to provide adequate time and commitment as required to fulfil the role of charity trustee, adequately preparing for meetings, and participating in committees and special events when required.

Board Meetings

DVI trustees should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the Chairperson of the board, and the Chairperson of any meeting.

- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the charity.
- Bring a genuinely independent perspective to enhance decision-making, given that charity trustees share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other charity trustees.

Volunteers/Employees within the Charity

DVI trustees should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves to reflect the values of the charity.
- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the board on the one hand and volunteers and any employees on the other, ensuring that the board, volunteers, and any employees work effectively and cohesively for the benefit of the charity and develop a mutually supportive and loyal relationship by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements.
 - not interfering in the performance by volunteers or employees of duties delegated to them within the charity while ensuring that volunteers and any employees working for the charity are held to account through the manager, as appropriate.

Legal Requirements and Policies

DVI trustees must:

- Act in accordance with the charity's governing document and ensure that the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality about sensitive board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the charity trustee to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.
- Abide by the charity's conflict of interests or loyalties policy and ensure the charity's conflict of interest register is completed and updated as required.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the board.
- Ensure that claims for out-of-pocket expenses are made in accordance with agreed procedures.

Where a DVI trustee is found to be in breach of the standards outlined by the board in its Code of Conduct, he or she will be asked to meet with the Chairperson of the board to assess his or her suitability for the role. Consistent breach of the Code of Conduct by a charity trustee may result in the trustee's tenure being terminated.

The board of DVI trustees should review this Code of Conduct for trustees at 3-year intervals or as appropriate.

Signed

Name

Date

Appendix 4 – Policies

Deaf Village Ireland

For Trustees

- Governance Handbook
- Operating Guidelines for the Board
- Recruitment & Induction Policy
- Code of Conduct
- Conflict of Interest/Loyalty Policy

Organisational Policies

- Financial Management Policy
- Reserves Policy
- Risk Management Policy
- Fundraising Policy
- Investment Policy
- Business Continuity & Disaster Recovery Plan
- Communications Policy
- Crisis Communications Plan
- Complaints Policy
- Data Protection Policy
- Lobbying Policy (not applicable for DVI)
- Safeguarding Children Policy
- Safeguarding Vulnerable Adults Policy
- Vetting Policy

For Employees & Volunteers

- Employee Handbook
- Equality Policy
- ICT Policy
- Dignity & Respect Policy
- Health & Safety Policy
- Alcohol Substance Abuse Policy
- Environmental Policy
- CCTV Policy
- Whistle-blower Protection/Protected Disclosure Policy
- Recruitment Policy

Appendix 5 - Sub-committees & their Terms of Reference

Deaf Village Ireland

Governance sub-committee

Purpose, role, and remit:

- To lead the Board in its compliance with Charities Governance Code
- To advise on Board succession planning and recruitment of new Trustees and the Manager
- To advise Board on induction of new Trustees and on-going training
- To evaluate the Board's performance and to ensure orientation for new Trustees
- To conduct an annual review of governance structures and processes
- To advise the board on all matters related to governance
- To conduct an annual review of compliance with the Charities Governance Code

Membership, attendance, and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the Governance sub-committee meets at least 3 times a year with a maximum of 6 times a year or as necessary to discharge its duties.

Authority: The Governance sub-committee will operate in accordance with the terms of reference agreed by the Board. The Board remains ultimately responsible for all governance matters and is advised by the sub-committee. The sub-committee may invite any director, employee, or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Governance sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Governance sub-committee and determine any changes required.

Audit and Finance sub-committee

Purpose, role and remit:

To ensure financial accountability and transparency of Deaf Village Ireland through:

Recommending:

- key financial projections and financial performance indicators with the Manager
- annual budget to the Board

- the annual contribution that should be made to the reserve based on projected surplus less prioritised spend
- negotiating the terms of engagement of the external auditor and make recommendations to the Board about the appointment, pay and conditions of the external auditor

Monitoring and reviewing:

- financial performance indicators and management accounts
- the accuracy of the financial statements of the organisation and announcements about the organisation's financial performance and financial controls
- control and risk management systems
- effectiveness of and compliance with Deaf Village Ireland internal financial systems
- arrangements by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensuring that there are arrangements for independent investigation of such matters and for appropriate follow-up action
- Recommendations from the auditors on financial procedures including treasury and management
- Deaf Village Ireland financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations
- the external auditor's independence and effectiveness of audit process
- the organisation's accounting policies and reporting requirements
- the implementation of recommendations made by the auditors
- the organisation's procedures for detecting fraud
- effectiveness of the internal audit role

Ensuring:

- compliance with terms and conditions of public and private grants received.
- financial reports comply with all statutory accounting requirements
- that the reports issued by auditors to management are those being received by the board

Membership, attendance and appointments: as per the guidelines outlined in the handbook. The Audit and Finance committee should have a minimum of two directors and at least one with recent and relevant financial experience. The Chair of the organisation's board can be an Audit and Finance committee member but cannot chair the committee.

Frequency of meetings: the Audit and Finance sub-committee meets at least monthly, or as necessary to discharge its duties. The sub-committee will meet privately with the external auditor.

Authority: the Audit and Finance sub-committee will operate in accordance with the terms of reference agreed by the Board. The Board remains ultimately responsible for all financial and audit matters and is advised by the sub-committee. The Manager may be invited to attend meetings as appropriate.

The sub-committee may invite any other director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Audit and Finance sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board. A description of the Audit and Finance committee's work during the year is included in the Annual Report.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Audit and Finance sub-committee and determine any changes required.

Human Resources and Remuneration Sub-Committee

Purpose, role and remit:

- to ensure that Deaf Village Ireland is a good employer of staff and complies with all legal requirements and best practice in relation to Human Resources.
- ensure effective implementation of any HR or volunteer plan, which is approved by Board
- oversight of HR policy, handbook, and volunteer policy and implementation and review of same.
- oversight of recruitment and selection
- partake in disciplinary and grievance procedures as appropriate
- to ensure that Deaf Village Ireland adheres to best practice in Volunteer recruitment and management

Membership, attendance and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the HR and Remuneration sub-committee meets annually or more often if required to discharge its duties.

Authority: As a sub-committee of the Board, the HR and Remuneration sub-committee has a non-executive role. This sub-committee will operate in accordance with the terms of reference agreed by the Board. The sub-committee may invite any director, employee, or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the HR and Remuneration sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the HR and Remuneration sub-committee and determine any changes required.

Safeguarding Sub-Committee

Purpose, role and remit:

- to ensure that Deaf Village Ireland adheres to its own Safeguarding Policies.
- to review Deaf Village Ireland's Safeguarding Policies regularly against new developments/legislation and refer policy recommendations to the Board.
- to be available to the Management Team to discuss safeguarding issues.

Membership, attendance and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the Safeguarding sub-committee meets at least quarterly per year or as necessary to discharge its duties.

Authority: the Safeguarding sub-committee will operate in accordance with the terms of reference agreed by the Board. The sub-committee may invite any director, employee, or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Safeguarding sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Safeguarding sub-committee and determine any changes required.

Appendix 6 - Register of Interests Template – from Charities Regulatory Authority

Deaf Village Ireland

Name of charity trustee	Date of appointment	Description of interest	Has the board of charity trustees been notified of the interest?	Date of disclosure

Signed:

Date: [/ /]

Deaf Village Ireland

Appendix 7 - Schedule of Matters reserved for the Board

Deaf Village Ireland

Board approval (minuted) is required for the following matters:

(1) Business purpose and strategic focus

- Changes to Deaf Village Ireland's mission and its constitution
- Deaf Village Ireland strategy statements

(2) Finance and Risk

- Annual income and expenditure budget
- Expenditure of a single budgeted item over €20,000
- Expenditure on a single non-budgeted item over €10,000
- Multi-annual service contracts that have provided for in the annual budget and where the total value of the contract is greater than €40,000
- Investment policy and investment decisions where the sum involved is in excess of €50,000
- Deaf Village Ireland's reserves policy
- Annual audited accounts
- The Risk Register and risk mitigation measures

(3) Employment

- Appointment of the Manager and the remuneration of the Manager
- New/additional permanent staff posts that increases Deaf Village Ireland headcount.
- Employment contracts for management grade and above.

(4) Board membership and governance

- Appointment of the Board Chairperson
- Appointment of the Company Secretary. The Company Secretary can only be removed by the Board. The Company Secretary does not have to be a member of the Board of Directors
- The co-option of new board members to fill vacancies that may occur (subject to a limit of four co-opted board members. The appointment of these new board members would be subject to ratification at the next AGM
- The establishment of sub committees of the board and setting the terms of reference of the committees
- Corporate Governance policy and the code of conduct for Board members (the board members handbook)

- Compliance with the Charities Governance Code

(5) Membership of the Charity

- Membership criteria
- Applications for Membership