

Interim Café Steering Committee Terms of Reference
Approved by the Board of Directors on 12 October 2021

Board of Directors of the Deaf Village Ireland (DVI) set up the Interim Café Steering Committee for the purpose of providing direction and overseeing the development of the Café, for monitoring the Café's operations and to ensure the strong governance of the Café.

The Interim Café Steering Committee will remain in place until the establishment of a new company (which will likely be a DVI subsidiary) which will run the Café. At this time the new Café's board of directors will create their own governance structure which may include a new Café Steering Committee. It is thought that the Interim Café Steering Committee will be in place for the next 6 to 9 months.

The terms of reference of the Interim Café Steering Committee are as follows:

1. Rationale and Role of the Interim Café Steering Committee

- The role of the Interim Café Steering Committee is to (i) provide direction and oversee the development of the Café, (ii) monitor the Café's operations and (iii) ensure the strong governance of the Café, with the assistance of the project manager (Keith Adams), the Café's team leader (Breda O'Grady), and other Café employees as they are hired.
- The terms of reference for the Committee may at any time alter or revoke by the Board to ensure continuing appropriateness.
- The Committee is authorised by the Board to pursue and investigate any activity within its terms of reference and may require information and attendance at meetings of any employee.
- The Committee is authorised to obtain outside legal or other independent professional advice at the expense of the DVI subject to DVI board approval.

2. Membership, Appointment and Meeting Arrangements

- The committee will be comprised of at least two Directors with discretion to co-opt up to three additional non-director members with relevant skills and experience. The Chairperson of the Board may be a member of the committee but cannot chair it. The Committee will include over half Deaf community representation. Members of the committee shall be appointed by the board.
- One of the Directors will chair the Committee.
- It is expected that a member of the Audit Committee and the Project Manager will attend all meetings as guests.
- The attendance by the DVI Manager and the Café Team Leader at the Committee meetings shall be by invitation. The DVI Manager or any staff shall not be eligible for the membership of the Committee.
- The membership term of the Committee is expected to be 6 to 9 months, a period up until a new Café company is established and its directors put in place their governance structure.

- The quorum necessary for the transaction of business shall be any two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- In the absence of the committee chair, the remaining members present shall elect one member (other than the Chairperson of the Board) to chair the meeting.
- The Committee will determine its own procedures and the frequency and locations of meetings, save only that the Committee shall meet at least every 2 months. Additional meetings shall be held as the work of the Committee demands.
- Meetings of the Committee shall be called at the request of any of its members or at the request of the Board if considered necessary.
- Notification and documentation for meetings will issue where possible at least 3 working days in advance of the meeting.
- The proceedings of all meetings of the Committee, including recording the names of those present and in attendance shall be minuted. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee and approved for signing by the Chairperson after review.
- Reporting to the Board will be in the form of approved minutes of the meetings unless it would be inappropriate to do so in the opinion of the committee chair.
- If a committee member fails to attend three consecutive Committee meetings without a valid reason, this may result in disqualification from the Committee. The chair of the committee will make recommendation to the board for disqualification.

3. Conflicts of Interest

- Where a conflict of interest arises in the course of the work of the Committee, the member will bring this to the attention of the Chairperson and, where necessary, leave the meeting for the duration of the discussion and not take part in any decisions relating to the discussion. A note to this effect will be included in the minutes of the meeting.
- The Committee will decide if conflicted members must leave the meeting for the duration of discussions on such matters or if they may remain as guests.

4. Key Responsibilities

It is the Interim Café Steering Committee's responsibility to run the Café, this will include:

- Provide direction and oversee the development of the Café by -
 - Agreeing the Café's mission and vision statement.
 - Overseeing the design and development of the café in line with the agreed ethos, mission and vision for the Cafe.
 - Overseeing the design and development of the Atrium space.
 - Reviewing the Café's financial projections to determine the future financial viability of the Café verses possible levels of investment (assisted by the DVI Audit Committee representative)

- o Hiring management and staff and where necessary letting employees go
- Monitor the Café's operations by -
 - o Ensuring daily records of the Café's operations are maintained, this includes recording the Café's stock, expenses and revenue activity, and monitoring the number of customers and Deaf organisations using the Café.
 - o Putting in place procedures to ensure health and safety requirements are in place for employees and customers.
- Ensure strong governance over the Cafe by the Interim Café Steering Committee.

5. Resources

- The Board of the DVI will provide sufficient resources to enable the Interim Café Steering Committee to perform its functions satisfactorily.
- Current resources include (i) a project manager hired to support the Steering Committee and to drive the completion of Phase II of the Café's re-development plan, (ii) the hiring of a team leader to assist with the running of the Cafe. Other hires will include a professional Café manager, a number of Baristas and other paid/experienced staff.
- The Committee, following notification to the Chairperson of the Board, may seek such external professional advice as it deems necessary to discharge its responsibilities.

6. Proceedings of the committee

- The proceedings of the Committee are confidential, and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties.

7. Review and Reporting Procedures

- The Committee will report to the Board on the outcome of its meetings and following each meeting, forward a copy of the minutes to the Secretary of the Board.
- The committee will follow-up on any recommendations or requests from the Board arising from the work of the committee.