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To make it easier to read the practices, we have used the words 'board' and 'board member' instead of 'governing body' and 'member of the governing board'. If your organisation is not a Company Limited by Guarantee (CLG) it will not have board members. In this case, the words will refer to the governing body, committee, core group or relevant grouping. The practices stay the same.

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Principle 1. Leading our organisation.							
1.1 Agreeing our vision, purpose, mission, values and objectives and making sure that they remain relevant.							
1.1 (a) Develop and agree a written statement outlining the organisation's mission, values and objectives.							
1.1 (b) Make sure 1.1(a) is consistent with the governing document of the organisation (for example, constitution, memorandum and articles of association or deed of trust).							
1.1 (c) Review at least every three years so that the organisation is still relevant.							
1.1 (d) Work with staff to develop and agree written policy statements on how things should be done							

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where necessary. Review at least every three years.							
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1.2 Developing, resourcing, monitoring and evaluating a plan so that our organisation achieves its stated purpose and objectives.

1.2 (a) Work with staff to develop and agree a yearly work plan that sets out: <ul style="list-style-type: none"> objectives; timelines; targets; a budget; and a funding plan. 							
1.2 (b) Agree board and staff roles around: <ul style="list-style-type: none"> fundraising activities; funding applications; and contact with funders. 							
1.2 (c) Make sure there is a monitoring and evaluation system in place.							
1.2 (d) Ask manager to report							

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progress compared with objectives to board on a regular basis.							
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1.3 Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

<p>1.3 (a) Make sure contracts and employment policies are in place and that they cover:</p> <ul style="list-style-type: none"> • recruitment; • induction; • supervision; • appraisals; • grievance; and • disciplinary procedures. 							
<p>1.3 (b) Make sure:</p> <ul style="list-style-type: none"> • formal arrangements are set up for the ongoing supervision and development of staff; and • staff appraisals are carried out at least once a year. 							

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1.3 (c) If involving volunteers, put a volunteer policy in place. This policy should cover: <ul style="list-style-type: none"> • recruitment; • induction; • support; • supervision; and • what happens if problems arise. 	
1.3 (d) Make sure staff have up to date job descriptions.	

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Principle 2. Exercising control over our organisation.

2.1 Identifying and complying with all relevant legal and regulatory requirements.

<p>2.1 (a) Decide if the organisation's current legal form is appropriate.</p> <p>For example, is your group:</p> <ul style="list-style-type: none"> • an unincorporated association; • a company limited by guarantee; • a trust; or • a friendly society. <p>Comply with the relevant requirements.</p>							
<p>2.1 (b) If the organisation is a company limited by guarantee, appoint a board member to act as Company Secretary.</p>							

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<p>A non-board member, and possibly a member of staff, but ideally not the manager, may be considered for the Company Secretary role.</p> <p>The person appointed, regardless of their position in the organisation, must be competent to fulfil the role and have the necessary skills, time and access to resources to carry out the role.</p> <p>Where the manager is appointed as company secretary, include an explanation of this in the organisation's compliance statement. See Guidance note on the Code's website for further information. See guidance note on this point.</p>							

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<p>2.1 (c) Decide if your organisation is a charity as defined by the Charities Act 2009.</p> <p>If yes, then you must register with the Charities Regulatory Authority and follow their regulations.</p> <p>Display your official 'registered charity number' on all public documentation including website, emails, headed paper and so on.</p>							
<p>2.1 (d) Decide if you would like to have 'charitable tax exemption' for your group (that is a CHY number). If so, apply to the Revenue Commissioners Charity Section for a CHY number and make sure your organisation complies with any associated regulations.</p>							

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You may also need a Charities Regulator Authority (CRA) number.	
2.1 (e) Satisfy yourselves that your group is complying with all legal, regulatory and contractual obligations. And address any issues as they arise.	
2.1 (f) Make sure there is a Safety Statement. This should also identify the person responsible for health and safety in the organisation. Ask this person to report on health and safety matters that arise.	
2.1 (g) Make sure policies regarding: <ul style="list-style-type: none"> • employment; • equality; and • data protection 	

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<p>are in place.</p> <p>2.1 (h)</p> <ul style="list-style-type: none"> • Keep contact details of stakeholders with their permission in a safe place. • Do not give their details without their consent to someone outside the organisation. • Do not keep unnecessary personal information. • Make sure your organisation complies with data protection legislation. 							
<p>2.1 (i)</p> <p>Make sure other policies are in place to comply with other relevant law (for example, child protection or food safety).</p>							
<p>2.1 (j)</p> <p>Comply with the terms and conditions of public</p>							

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or private grants received, including governance requirements.							
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2.2 Making sure there are appropriate internal financial and management controls.

2.2 (a) Monitor income and expenditure against budget and cash-flow each quarter or more often.							
2.2 (b) Produce yearly accounts (audited or independently examined as appropriate). Sign off on these.							
2.2(c) Agree and put in place appropriate financial management procedures, systems and controls.							
2.2 (d) Agree spending limits for the manager.							

2.3 Identifying major risks for our organisation and deciding ways of managing the risks.

2.3 (a)							
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With the manager, develop a risk management policy and risk management plan for the year. This should identify the plan to deal with each risk identified. Review and update plan each year.							
2.3 (b) Take out appropriate insurance for example, public liability, buildings and employers insurance.							
2.3 (c) If the organisation owns property or any assets, make sure that legal ownership is in the name of the organisation and that the community interest is protected if the organisation ceases to exist. Take legal advice if necessary.							
Principle 3. Being transparent and accountable.							

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

3.1 (a) Identify your key stakeholders and decide how the organisation will communicate with them.							
3.1 (b) Appoint an agreed spokesperson for the organisation.							
3.1 (c) Produce a yearly activity report. Make it as widely available as possible (for example, on your organisation's website).							
3.1 (d) Meet the reporting requirements of any funder and the relevant regulator.							
3.1 (e) Make sure that the annual meeting is held in line with your governing document. Consider other ways in which members and							

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stakeholders can be kept informed, such as a newsletter or through your website.							

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3.2 Responding to stakeholders' questions or views about the work of our organisation and how we run it.

3.2 (a) Use the annual meeting to listen to the views of stakeholders about the work of the organisation.							
3.2 (b) Put a clear system in place for dealing with correspondence, feedback and complaints to the organisation.							

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

3.3 (a) Actively seek feedback from the stakeholders of your organisation.							
3.3 (b) Consult with stakeholders if significant changes to the organisation are being planned.							

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Principle 4. Working effectively.

4.1 Making sure that our governing body, individual board members, committees, staff and volunteers understand their: role, legal duties and delegated responsibility for decision-making.

<p>4.1 (a) Make sure that all board members and sub-committee members (if any) understand and are familiar with the Governance Code and the organisation's governing documents.</p>							
<p>4.1 (b) Make sure that board members understand that while they were nominated by a particular group, they must not act as a representative of that group in acting as a board member. Instead, they should promote the aims of the organisation in line with its governing document. Board members must at</p>							

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all times respect board confidentiality.	
4.1 (c) Agree and document the roles of the officers and ordinary board members and the terms of reference for any sub-committees.	
4.1 (d) Agree and write up a process for decision-making between meetings. Agree the decisions that can be delegated and the decisions that must be taken by the board. Make sure that this is in line with the governing document and get advice if not.	
4.1 (e) Clarify the differences between the responsibilities of the board and the manager.	
4.1 (f) Make sure that board members do not interfere in duties	

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delegated to staff. However, staff should be accountable to the board through the manager.							
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4.2 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective.

4.2 (a) Make sure that the board meets regularly and in line with your governing document.							
4.2 (b) The chair with the manager or secretary sets the agenda of board meetings.							
4.2 (c) Agenda and minutes of last meeting to be sent before meeting.							
4.2 (d) Start and finish meetings on time. Chair is responsible for: <ul style="list-style-type: none"> keeping order at meetings; encouraging maximum participation; and 							

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<ul style="list-style-type: none"> ensuring that decisions are made and implemented. 							
4.2 (e) Make sure board minutes follow a consistent and standard practice.							
4.3 Continually reviewing board recruitment, development and retirement processes to ensure relevant competencies are in place to realise the organisation's objectives.							
4.3 (a) Take time once a year to review the way that the board works and identify improvements.							
4.3 (b) Review the skills, attributes and experience that are needed on the board each year. Decide how you will develop existing board members or recruit new members to meet these needs. Select new board							

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<p>members according to the rules laid out in your governing document and the need to promote equal opportunities and diversity at board level.</p> <p>Consider the extent to which your board is made up of member representatives, beneficiaries or external representatives to avoid loyalty dilemmas and decide what the best mix is.</p>							
<p>4.3 (c) Welcome new board members, explain the work of the board and its committees and help them to get involved.</p> <p>Make sure new board members are given a copy of the governing document, yearly work plan, policy positions, recent board minutes and this Governance Code.</p>							

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4.3 (d) Provide appropriate training for board members.							

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Principle 5. Behaving with integrity.							
5.1 Being honest, fair and independent.							
5.1 (a) Make sure the chair leads the board in developing an ethical culture in line with the values of the organisation.							
5.1 (b) Develop and agree a code of conduct for board members that outlines the expected standards of behaviour and what happens if they are not met.							
5.1 (c) Make sure the code of conduct gives clear guidelines on the receipt of gifts or hospitality by board members.							
5.1 (d) Make sure all board members sign a							

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commitment to follow the code when they are appointed.							
5.1 (e) Review your code of conduct every three years.							
5.1 (f) Be fair by consistently applying the same ethical standards to every person and situation.							
5.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalties.							
5.2 (a) Hold a discussion about the issues of 'conflict of interest' and 'conflict of loyalty.' Develop a policy on each of these.							
5.2 (b) Each board member and anyone else present must tell the board if they believe they have a conflict of interest on a matter to be decided at							

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<p>the meeting. Unless the board decides otherwise, they must leave when the board is discussing or deciding on that matter. The person concerned should be told what decision was reached.</p> <p>Conflicts of interest must be recorded in the minutes.</p> <p>Conflicts of loyalty may be serious enough to be conflicts of interest.</p>							
<p>5.2 (c) Establish a register of directors' interests. Update it each year.</p> <p>Board members must notify the board of any relevant changes in their interests when they happen. These should be recorded in the register.</p>							
5.3 Protecting and promoting our organisation's reputation.							

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5.3 (a) Make sure all board members understand their responsibility to act as champions for the organisation by promoting its work and reputation.							
5.3 (b) Make sure the code of conduct clarifies that board members have a duty to maintain the confidentiality of board meetings.							