Care Alliance Ireland

Board of Directors Terms of Reference

1. Purpose

These Terms of Reference ("ToR") set out the authority, role, responsibilities and membership of the Board of Directors (the "**Board**") of Care Alliance Ireland Limited ("**CAI**" or the "**Company**").

Directors are the charity's trustees as defined by the Charities Act 2009, responsible for the charity's governance and compliance. A further summary on the role of the individual trustees is outlined in CAI's Governance Handbook.

The ToR operates in conjunction with the company's Constitution and the Charities Governance Code.

These Terms of Reference will be reviewed by the Board at least bi-ennually, or as required by changes in governance standards.

2. Authority

The Directors' appointment and authority is granted in the Company's constitution as further outlined in the Governance Handbook

- The Board is authorised to investigate any activity within its ToR and seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Board and/or its Committees. Requests for information from employees should be made via the CEO or appropriate line management.
- The Board may appoint external advisors or consultants for legal, internal Audit and Risk or other professional advice, at CAI's expense with Board approval and in line with the Board's Expenditure and Payment Policy when it judges it necessary to do so.

2 Director Appointments, Removal and Tenure

- The Board shall consist of a minimum of 5 and up to 10 elected Directors. The Board has the option to co-opt Directors between AGMs.
- The Directors may co-opt new Board Members to fill vacancies that may occur. The appointment of these new Directors is subject to ratification at the next AGM.
- At the AGM, those Directors who have served a three-year-term shall retire from office. All retiring Directors shall be eligible for re-election, provided that no Director shall serve for more than 2 consecutive terms of 3 years (so a maximum term of 6 years).
- Applicants should be apprised of the responsibilities and commitments in advance of offering their name for election. This procedure outlines a process for ensuring prospective Directors are briefed on the aims of the organisation and the responsibilities associated with being a Board Director.
- Member organisations may nominate individuals for election to the Board by notifying the CEO or any Director. Individuals who are not nominated by member organisations may also put themselves forward by expressing interest to the CEO or any Director. The Board should vet all prospective nominees to ensure they understand the role and meet any set criteria, before their names go forward for election at the AGM.
- The Board will seek to recruit Directors to maintain an appropriate mix of skills, experience, and diversity, in line with the needs of CAI.

- A Director can also serve as the Company Secretary or the Treasurer, but not both. Both the Company Secretary and Treasurer are appointed by the Board and can only be removed by the Board.

3 Responsibility

The Board has both the authority and responsibility to carry out the following responsibilities:

Leadership and Strategy

- To define, uphold and work towards the vision, mission, values and objectives of CAI and to fully comply with CAI's constitution, charitable purpose and for the public benefit.
- To provide overall strategic direction and leadership for CAI by developing and approving a strategic plan in line with the company's constitution.
- To monitor progress against the strategic plan through regular reporting from the CEO and Board committees as relevant, and to review the plan and the external environment periodically, to ensure CAI is positioned to adapt its strategy as needed.
- To ensure that appropriate discussions are held to assess the impact of the work of CAI.
- To approve all policies, systems and controls necessary to govern the activity and maintain the ethos of CAI.

Governance and Controls

- To appoint a CEO, agree the CEO'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 CEO.
- To establish and agree the Board's ToR and any committees that may be established as necessary.
- To agree a schedule of matters specifically reserved for decision-making by Board. (See Appendix I).
- To ensure that an appropriate system of internal controls are in place and are being implemented.
- To ensure the integrity of financial management reporting.
- To design and oversee the delivery of an appropriate risk management framework for the organisation.
- To ensure that CAI has appropriate and adequate insurance cover for its operations and Board.

Resources

- To ensure that CAI has the financial, technological and human resources needed to implement its strategic plan and to promote the prudent and effective management of those resources.
- To actively monitor CAI's financial health and staffing to ensure the strategic plan can be delivered.

Accountability

- To agree an appropriate process for communicating with and being accountable to funders, stakeholders and the general public.
- To review and approve the annual financial statements and Directors report ensuring transparency around CAI's activities and finances.
- To identify and comply with all relevant legal and regulatory requirements, including timely filing of all required returns (annual reports, financial statements) to regulators.
- To carry out Board business efficiently and effectively.

4 Board Meetings

- The Board meets at least 4 times a year with meetings planned a year ahead. Board meetings may be held in person or via suitable teleconference/video conference means, as decided by the Chair, to facilitate maximum participation.
- The minimum number of Directors required for the Board to conduct business (the quorum) is 5. Meetings may go ahead without a quorum but decisions made require ratification (either virtually or at the next meeting of the Board). If a quorum of 5 is not present, the meeting may proceed informally for discussion purposes, but any decisions must be ratified subsequently at a quorate meeting (or via the interim decision process outlined below).
- Directors are expected to attend all meetings, although it is understood that there may be times where other events prevent attendance. Where a Director cannot attend, she or he is asked to send apologies to the Chair as far as possible in advance. Persistent poor attendance may result in a resolution of the Board to recommend the Director's removal. The CEO may attend Board meetings as a standing observer, given his/her CEO role responsible for implementing CAI's strategy, however, the CEO is not a Board Director and therefore does not have voting rights.
- In the event that a specific decision must be made/input is required, but a Director cannot attend the meeting, the Chair may invite the Director to indicate her or his position, which will be reported to the meeting.
- Directors who miss two meetings in a row will be contacted by the Chair. Non-attendance at Board meeting may result in a requirement to resign from the Board.
- Other members of staff may be asked by the Chair to attend Board meetings to provide greater detail on specific agenda items.
- The Chair will ask for any conflicts of interest to be declared at the start of each Board meeting, as required by the Charities Governance Code.

4.1 Agenda Setting

- The Chair may consult with the CEO in advance of the Board meeting to discuss any issues arising and develop the agenda for the Board meeting.
- Directors may propose items for the agenda by communicating directly with the Chairperson or the CEO at least 2 weeks before the meeting.
- The CEO or the Chairperson will ensure that the agenda for the upcoming meeting is communicated to the Board Directors by e-mail.
- The agenda will typically include review of the minutes and action log, CEO's update on activities, financial reports, committee updates, and Any Other Business (AOB). A standing agenda item at each meeting will be declarations of any conflict of interest; any conflicted Director will abstain from related decisions, and this will be recorded in the minutes. The CEO or the Chair will circulate supporting material with the agenda at least business five days prior to the meeting to provide background to any topics included.
- Staff wishing to address the Board should apply in the first instance to the CEO at least 14 business days in advance of the Board convening, outlining the nature of their request. The CEO will discuss the request with the Chair in advance of the agenda being developed. The Chair is responsible for deciding whether to include the request/issue on the agenda, taking into account the Board's time and the strategic relevance of the topic. Where it is not appropriate to apply to the CEO, the staff member may apply in the second instance to the Chairperson outlining the nature of his or her request.
- In agreeing the agenda, the Chair and the CEO will confirm the appropriate staff members to attend specific Board meetings.
- The Chair has discretion as to whether or not items can be raised under the 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 Directors present that a Board decision can be taken on the item raised under AOB. CAI will adhere to good governance practices to restrict items raised under AOB to matters of information and not matters requiring a Board decision.
- In the case where the Chairperson is aware that he or she will be unable to attend a Board meeting, he/she will appoint another Director to chair the meeting in his or her absence. In the case where

the Chairperson is unable to attend and does not give advance notice of same, the Directors who are in attendance may approve one Director from their number to chair the meeting.

4.2. Decisions, Minutes and Action Items

- Every effort should be made to ensure that key decisions have the full support of the Directors. However, where necessary, key decisions will be made using a majority of votes.
- Every Director shall have one vote.
- Where there is an equality of votes, the meeting Chair shall be entitled to a casting vote.
- Only Directors have voting rights. Standing observers and other attendees may be asked to leave the meeting if a vote is deemed necessary.
- The Board may also request any non-Directors in attendance to leave the meeting for particular closed agenda items (e.g., discussions of confidential matters). The Board may may also request any Directors in attendance to leave the meeting (e.g., discussions where a conflict of interest arises).
- The Company Secretary (or another individual designated by the Board, such as the CEO) will be responsible for recording minutes. Minutes-taker should not be a voting Director.
- The CEO will ensure that the minutes are circulated as soon as possible (ideally within two weeks of the Board meeting). The minutes will outline key topics discussed and decisions made, key actions agreed and associated completion responsibility and timeframe. Minutes will also note any conflicts of interest disclosed and whether the interested party was absent during related discussions/decision.
- The Chair will review the minutes once they are drafted, prior to circulation. These minutes will be labelled as “draft” until formally approved by the Board at the next meeting.

4.3 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. This process should be used for exceptional circumstances; routine matters should wait for a scheduled Board meeting.
- In situations where the CEO requests a Board decision or approval for a matter that cannot wait until the next scheduled Board meeting, the CEO will contact the Chairperson (or Treasurer if the Chair is unavailable), and inform the Board Secretary, 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 or Treasurer may decide, depending on the nature of item requiring decision/approval, to call a special Board meeting. The required quorum of 5 Directors also applies to this type of meeting. This meeting may be virtual.
- If it is not practical to call a meeting, the Chair or Treasurer may email the Board Members setting out the matter requiring an offline approval. A minimum of 5 Directors must give their consent by email for the offline approval to be valid. Any Director voicing a challenge or objection will trigger the need for a meeting. The matter must then be formally considered, and if thought fit, approved and minuted at the next Board meeting.
- The use of email in communicating to Board Members to consider, and if thought fit, approve a decision, in between scheduled meetings should only be used infrequently and should not become standard practice for making Board decisions.
- If email or WhatsApp messages are being used to make a request for a Board decision to be made, all Directors must be contacted.

5 Committees

The Board may establish committees of the Board, when deemed necessary by the Board, to deal with ongoing areas of work or to progress specific pieces of work. The following committees (the Board’s ‘Committees’) are currently in place:

- The Finance, Quality, Audit and Risk Committee (‘FQARC’)
- The Research Committee

- All Committee members are appointed by the Directors and all Directors can be members of Committees.
- Each Committee will have a minimum of two Directors with one of them chairing the Committee. External individuals may be invited to join a Committee as a member based on their particular skills and/or experience. External individuals will be required to adhere to CAI's confidentiality standards.
- Each Committee will nominate a Chair and their appointment will be approved by Board. The Chairperson of Care Alliance Ireland will not Chair the FQARC.
- The FQARC should have a minimum of two Board Members with the Chair requiring recent and relevant financial experience.
- The CEO of Care Alliance Ireland may be invited to attend Committee meetings, as a standing observer.
- At the behest of the CEO and approval of the Chair of the relevant Committee, CAI's staff members may also be asked to attend Committee meetings to provide greater detail on specific agenda items or as standing observers.
- Committees must establish ToR which are reviewed and approved by the Board and detail the name, purpose, membership, quorum and authority of the group.
- Committees deliberate issues within their remit separately from the full Board, and present recommendations to the full Board for approval or ratification. Matters for noting may also be presented.
- Committee Chairs' shall provide an executive summary of their meetings to the Board, with Committees' meeting minutes circulated as part of the Board meeting materials.

Working Groups

- From time to time, the Board may establish short-term working groups (which may include Directors, staff or external experts) to progress specific projects or pieces of work that do not fall under an existing Committee's remit
- Working groups will report their findings or proposals to the Board or relevant committee; they are advisory in nature.
- Each working group will have a clear scope, objectives, and a defined duration, as set by the Board.
- At least one Director will participate in each working group and report on progress.

6 Board Assessment

- The Board will conduct a self-assessment of its performance at least every two years. The Chair will ensure that a process is put in place with the Board's approval to assess the Board's performance.
- The assessment could involve surveys, facilitated workshops, or external evaluators if needed.
- The performance review will consider the effectiveness of the Board as a whole, and the effectiveness of any Board Committees or working groups. It will also review compliance with the Board's Code of Conduct.
- Findings from the Board assessment will be discussed by the Board and an action plan will be agreed to address any recommendations or areas for development.

7 Skills and Training

- As part of Board development, the Directors are encouraged to seek training to fill any competency gaps identified.

8 Compliance

- The Board will confirm its compliance with the Charities Governance Code (by completing the Compliance Record Form) and address any gaps identified on an annual basis.

Appendix I- Schedule of Matters reserved for the Board

Care Alliance Ireland

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

(1) Business purpose and strategic focus

- Changes to Care Alliance Ireland's vision, mission, values and its constitution
- Care Alliance Ireland strategy statements
- Any major strategic partnership or merger

(2) Finance and Risk

- Annual income and expenditure budget, including all major capital expenditures
- Expenditure of a single budgeted expenditure item over €15,000
- Expenditure on a single non-budgeted expenditure item over €5,000
- Care Alliance Ireland Finance Policy (which includes the Expenditure and Payment Policy, the Expense Policy, the Deferred Income Policy, the Reserves Policy and the Investment Policy)
- Opening or closing of bank accounts
- Annual audited accounts
- The Risk Register, risk mitigation measures and risk management policy

(3) Employment

- Appointment of the CEO and the remuneration of the CEO
- Any new permanent staff position that would increase the authorised headcount (i.e., positions not already in the approved budget/structure).

(4) Directorship and Governance

- Appointment of the Board Chairperson
- Appointment of the Company Secretary and Treasurer. The Company Secretary and Treasurer can only be removed by the Board.
- The co-option of new Directors to fill vacancies that may occur (subject to a limit of three co-opted Directors). The appointment of these new Directors is subject to ratification at the AGM following their co-option.
- The establishment of Board committees and setting the committees' terms of reference
- Corporate Governance policy and the code of conduct for Directors (the Governance Handbook)
- Ensuring and declaring compliance with the Charities Governance Code annually.

(5) Membership of the Charity

- Setting the criteria for membership in CAI, and approving applications for membership

(6) Other matters as may arise from time to time and require review and action by the Board. Examples of other matters include significant legal actions, major reputational issues, or any matter which the CEO or Chairperson deems appropriate for Board consideration.