



Westmeath County Childcare
Committee CLG

Committee Handbook

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Section 1

Vision& Mission Statement

1.1 Vision

Westmeath County Childcare Committee CLG is committed to the development of high quality early childhood care and education services which support the holistic development of children through partnership with their families, communities and early years practitioners.

1.2 Mission Statement

To support “Better Outcomes Brighter Futures” for children through the local delivery of early childhood care and education programmes to early years practitioners and families in Westmeath on behalf of the Government and its Departments.

1.3 Your Role

As a Director or Member of Westmeath County Childcare Committee CLG, your role is to provide high level governance and strategic planning to ensure the sustainability of the organisation. This role involves attendance and decision making at Board Meetings, and the delivery of the Governance Code for the organisation. The overall functions of the Board are contained in our organisational constitution, and each individual Board Director/ Member has a responsibility to adhere to the highest level of corporate responsibility.

Section 2 Governance

2.1 Introduction to Governance

In any organisation, whatever its size or structure, there are three roles that need to be carried out:

- Governance - taking overall responsibility for the work of the organisation
- Management - organising the work and making sure that it happens
- Operations - carrying out the work.

These roles are complementary but different, and it is important that there is ongoing discussion and clarity within the organisation in relation to who is carrying out which role.

The principal responsibility of the board is always governance, but the way in which the other roles are carried out varies from one organisation to the next.

- In an all-volunteer group, for example, the board will need to fulfil all three roles. People will find themselves chiefly occupied at the level of management and operations but some time will need to be given to governance if the group is to prosper.
- If the group employs a member of staff to work at an operational level (for example, to do administrative work or deliver a service to clients) the board needs to think about the boundary between management and operations and ensure that its member of staff receives the appropriate level of guidance and support from the board. In this situation the board needs to keep the management role as well as the governance role.
- Once an organisation employs someone to take on a management role the board needs to think very carefully about the boundary between governance and management. The board should provide parameters for the work of the manager but leave the manager free to take decisions and act within those parameters. This can be a difficult balancing act and some organisations struggle, either because the board 'micro-manages' the manager and does not allow her/him to do her/his job, or conversely, because the board withdraws and leaves too much responsibility with its employee(s).

2.2 Governance

The board is the governing body of the organisation and therefore ultimately responsible for what happens within it ('the buck stops here'). The governance role can be broken down into four areas of responsibility:

- Keeping an overview of the organisation and its direction
- Ensuring that the assets of the organisation are protected
- Ensuring that the organisation is accountable
- Ensuring that the organisation is operating legally.

In addition, members of the board have a responsibility to ensure that they actively and positively promote the organisation and its work in all appropriate fora.

Section 3

3.1 An Overview of Westmeath County Childcare Committee CLG

Westmeath County Childcare Committee (WCCC) was established in May 2001 as a key element of the Government's co-coordinated strategy to develop quality childcare in Ireland. Westmeath County Childcare Committee will implement the highest standards of corporate governance complying with the Governance Code for the community and voluntary sector. The Board of WCCC is selected based on a skills based approach as WCCC is a not-for-profit community organisation governed by a voluntary management committee. WCCC report to Department of Childcare and Youth Affairs (DCYA) and

POBAL, we are registered with the Charities Regulator and submit returns to the Companies Registration Office on a yearly basis.

The purpose of Westmeath County Childcare Committee is to assist in the co-ordination of Childcare, both nationally and locally, and to assist in prioritising funding. The purpose is broadly under pinned by the new framework “Better Outcomes Brighter Futures”. WCCC receives funding from the DCYA Childcare Directorate for the operation of the Committee, allowing it to employ staff and implement actions contained in its Local Implementation Plans (LIPs) that are mandated by the Childcare Directorate as reflecting national policy objectives.

Westmeath County Childcare Committee CLG adopted a new constitution on 4th October 2016, and became a company limited by guarantee.

3.2 Key Pillars

1. To support DCYA in the delivery the national childcare programmes, including any extensions or amendments to these programmes.
2. To support the delivery of Access and Inclusion Model and related initiatives
3. To support the Department in building a national profile of services, needs and capacity, to better target investment and initiatives
4. To co-ordinate and administer small grants programmes and report to Pobal and DCYA
5. To provide support to all childcare service providers (community, private, childminders, parent and toddler groups, after-schools) in accordance with all statutory regulations, national policy and quality standards

3.3 Accountability

As a Board Member of Westmeath County Childcare CLG, your responsibility is in all cases for the governance and sustainability of this organisation, even though you may be representing another body.

All decisions made by the Board should be made in the best interests of the company and all members are required to acknowledge conflicts of interest that may occur.

The Board are the legal entity and governance structure of the WCCC CLG and are mandated by the WCCC's memorandum and articles of association. The associated legal responsibilities of these should be acknowledged by all members.

Directors/Members of WCCC Board individually and collectively are subject to governance responsibilities and accountabilities under common law in general and the Companies Act 2014. The DCYA, as the original sponsor and primary funder of WCCC, also attaches accountabilities to standards of governance, performance, accounting and reporting related to its funding. Similar accountabilities are expected by other associated funding or oversight organisations including Pobal, Controller & Auditor General, Regional Assemblies, European Union, Revenue, and Office of the Director of Corporate Enforcement, among others.

3.4 Functions of the WCCC Board

- Establish policy and ensure delivery of the key pillars of the WCCC as outlined by key priorities of the DCYA in any given year.
- Stewardship and accountability of funds and resources;
- Employing and managing staff and resources to implement approved programmes of work;
- Ensuring HR policies in relation to WCCC staff are in place and that standards and responsibilities of the company, pertaining to being an employer, are met;
- Providing strategic direction and continuity to WCCC towards delivering its objectives and programmes;
- Informing government, policy makers and service providers;
- Promoting and influencing a long-term vision of working effectively to improve outcomes for children, families and service providers.

- Carefully selecting and supporting new Board members so as to ensure quality of governance and leadership.
- Carrying out board business efficiently by conducting productive meetings.
- Understanding and respecting the relationship between board and staff.

3.5 Membership

The WCCC Board, through its membership, needs to represent and ensure appropriate expertise, skills and knowledge in relation to the governance of the organisation. Choosing representatives of the Board should always involve selection of the best and most appropriate people to govern the organisation, and at all times the potential for conflict of interest should be acknowledged. All members will be required to adhere to the section under 'Members' in the Constitution of Westmeath County Childcare Committee CLG. All new Directors/ Members will be briefed and required to read and sign a declaration that they have read and understood the Committee Handbook, Constitution and the Child Protection Policy for the Organisation

3.6 Company Details

- Registered company number 636684R
- Charitable status: No. CHY 14993
- Westmeath County Childcare Committee Limited was incorporated under the Companies Acts 1963 to 1999 on 21st of August 2001.
- Change of Constitution on the 4th October 2016 - Company Limited by Guarantee

3.7 Staff Structure

Manager – Full Time; Development Officer – Full Time; Clerical Officer – Full Time; Clerical /Aim Contract Worker; 2 Fixed Term Contract Development Officers
Tus Worker Part Time. This list is subject to change, contingent on funding and is correct

as of September 2018

3.8 Legal Duties

As part of its governance role, Directors/Members have to ensure that all legal requirements are met. It is outside the scope of this handbook to discuss all the laws that might be applicable to an organisation.

Company Law

Many organisations have adopted the legal structure of a company limited by guarantee without share capital, as defined under section 5(2) of the Companies Act 1963. This structure has the advantage of limiting the personal liability of the individual members of the organisation. However, it does mean that they have to comply with company law. WCCC is such a company.

Members and Directors

A company limited by guarantee will have members and directors. In accordance with sections 6(3) and 207(1) of the Companies Act 1963, each member undertakes to pay the company a fixed, usually token amount (for example, €1) in the event of it being wound up and having debts to pay.

The members of the company elect a number of people to be directors of the company and they are responsible for the governance of the organisation. It is sometimes thought that only the directors elected by the members and registered as directors at Companies Registration Office are legally responsible for the organisation. However, the Office of the Director of Corporate Enforcement states that anyone who takes part in decision-making about the management of a company may be deemed to be a non-executive director or a 'de facto' director and, as such, shares in the legal responsibilities of the registered directors. WCCC Board has both Directors and members (who for the purposes of the company are

likely to be deemed non-executive directors).

Legal Responsibilities of Directors/Members

Directors of the company (both registered and 'de facto') are legally obliged to do the following:

- To act in the best interests of the organisation. This means that individual directors may not act in their own interests or in the interests of another organisation. This becomes particularly important if some directors come from external organisations. If a director becomes aware of a conflict of interest at a meeting s/he should declare it, and withdraw from the discussion/meeting while that issue is being dealt with.
- To avoid running the organisation in a fraudulent or reckless manner. Such conduct will result in the board members incurring personal liability under Section 297 of the Companies Act 1963 (as amended) "for all or any of the debts or other liabilities of the company as the court may direct". Such a situation might occur if the directors allowed their organisation to run up debt, knowing that there were no funds to meet the debt.
- To comply with the duties imposed by Section 205 Companies Act 1963 whereby the directors of the company are precluded from (1) exercising their powers in a manner oppressive to any member of the company, (2) conducting the affairs of the company in a manner oppressive to any member of the company or (3) exercising their powers or conducting the affairs of the company in disregard of the interests of any member/members of the company.
- To ensure board members/directors do not receive payment for board membership (this is so if the organisation is a registered charity as well as a

company limited by guarantee).

- To appoint a company secretary in line with section 175 Companies Act, 1963.
- To comply with all the relevant requirements regarding financial accountability, the running of the organisation, record keeping and reporting pursuant to Part V of the Companies Acts 1963 (as amended). Further guidelines can be found in Operational Handbook.
- To ensure that the organisation complies with ongoing legal requirements, for example, employment, health and safety, equality and data protection legislation.
- To comply with the requirements of the organisation's memorandum and articles of association.

Memorandum and Articles of Association

The Constitution was amended in 2016. The provisions contained within them are binding on the company and its Members/ Directors and are therefore the legal boundaries within which the company is required to act. All board Members /Directors will be given a copy of the Constitution as part of their induction and they have a responsibility to familiarise themselves with these.

Employment law

If the organisation employs staff, the board is the employer and must act in accordance with employment legislation, which is extensive. A sample of areas

covered by applicable laws includes:

- Minimum notice and terms of employment
- Payment of wages
- Organisation of working time
- Unfair dismissals
- Leave (adoptive, carer's, jury, parental, etc.)
- Pensions
- Protection of young persons
- Industrial relations

Whilst it is not necessary to have an employment specialist on the board, it is important that all board Members/Directors are aware of the main implications of employment legislation and undergo training in this area if necessary.

It is worth noting that employers in the community and voluntary sector do sometimes get taken to the labour court by employees and cases are usually decided by the fairness of the policies and procedures in place and the degree to which they were followed. In order to fulfil their legal responsibilities in this area and safeguard themselves against legal action, the board must ensure that appropriate employment policies and procedures and an appropriate staff management system are in place.

Some organisations are tempted to contract a self-employed person to undertake work for them, hoping that this will absolve them of the responsibility to pay tax and PRSI and deal with other administrative matters. However, this is rarely the case and unless the organisation can meet six control tests set out in law to prove that the work is a contract for service, it will have to create a contract of employment, with all the legal responsibilities that go hand in hand with that.

Health and Safety Law

The Safety, Health and Welfare at Work Act 2005 requires all employers to prepare

a written safety statement. The board must ensure that the safety statement is in place, that the policies and procedures outlined in the statement are adhered to and that changes in legislation are reflected in the statement, policies and procedures.

Equality Law

Equality legislation impacts on the board in two main ways. The Employment Equality Act 1998 governs its actions as an employer. The Equal Status Act 2000 governs its actions as a provider of services. The board is legally obliged to ensure that no-one is denied access to the organisation's services because of their gender, marital status, family status, sexual orientation, religion, age, disability race or membership of the traveller community.

Data Protection Law

Many organisations collect and store information about service users and others. Because of this, the board must ensure that all information is collected, stored and disclosed in a way that complies with the Data Protection Acts, 1988, 2000 & 2018.

Section 4: Board of WCCC

4.1 Role of the Board Members

- Attend Meetings (regular, AGM and EGM) as necessary
- Make decisions in the best interests of the organisation
- Ensure confidential information of the organisation is not disclosed to the general public. All confidential documentation that refers to WCCC should be stored in a locked filing cabinet, where data is held on computers please ensure that these are protected appropriately.
- To implement the Governance Code
- To be ambassadors of WCCC.

4.2 Chairperson

The key responsibilities of the Chairperson are to:

- Provide leadership and direction for the Board;
- Chair meetings of the Board and manage the proceedings;
- Ensure the effectiveness of the Board in all aspects of its role, particularly in relation to HR issues and financial probity;
- Take a lead role in determining and reviewing the process regarding the composition, structure and performance of the Board;
- Ensure that the Board and CCC undertakes a thorough analysis of all issues and concerns;

- Exploit the knowledge of Board members and ensure active participation and contributions by Board members during all meetings;
- Ensure that all members of the Board have access to accurate, timely and relevant information;
- Ensure that the Committee develops and implements a Local Implementation Plan;
- To mentor and monitor the Manager in her/his delivery of the Local Implementation Plan and national projects and initiatives.
- Ensure the Board is true to the code of conduct and to the guiding principles and values of CCC both in its internal and external operations.
- The Chairperson attends the DCYA/Pobal bi-annual events and represents WCCC on Childcare Committees Ireland.
- The Chairperson must ensure that all directors are aware of the Board's commitment to the Governance Code and the high standards and responsibilities that each individual member/director is held accountable for.
- Demonstrate leadership in facilitating the Board to implement change when necessary and, in close liaison with the officers, address conflict within the Board and within the organisation.
- Ensure the Board annually reviews its structure, its role and its relationship to staff and implements agreed changes as necessary.

In relation to the Manager/staff:

- Participate on recruitment and selection panels for the Manager.
- Ensure there are appropriate line management arrangements in place for all staff

- Supports the Manager with any difficult situations that may occur.
- Liaise with the Manager to develop the Board, ensuring all board members receive appropriate advice, training and information regarding their role.
- Liaise with the Manager to keep an overview of the organisation's affairs and to provide support and supervision.
- Lead the process of appraising the performance of the Manager. Oversee disciplinary procedures, when appropriate, as outlined in the staff handbook
- Bring impartiality and objectivity to decision-making.

Person Specification of the Chairperson

- Experience of leading committee work, particularly in the voluntary/community sector
- Direct knowledge and experience of the work of CCC would be desirable
- Tact and diplomacy
- Good communication and interpersonal skills
- Impartiality, fairness and the ability to respect confidence
- Experience of Childcare and related issues
- Socially and politically conscious
- Facilitation skills
- Understanding and ability to manage a power dynamic which can sometimes emerge in partnership work
- Strategically focused
- Decision maker

The Chairperson will be supported in their role by the Board and the manager who will complete the day to day management functions of the company.

4.3 Role of Treasurer of CCC

- As well as participating as an active member of the Board, the overall role of the treasurer is to maintain an overview of the organisation's financial affairs, ensuring its financial viability and ensuring that proper financial records and procedures are maintained. This is supported through work with the Manager of WCCC.

Responsibilities of Treasurer

- Oversee and present budgets, accounts and financial statements.
- Ensure that the financial resources of the organisation meet its present and forecasted future needs.
- Ensure that the organisation has appropriate reserves and an appropriate reserves policy.
- Present financial reports to the Board as required.
- Ensure that appropriate accounting procedures and controls are in place.
- In agreement with the Manager liaise with any paid staff and volunteers about financial matters.
- Advise on the financial implications of the organisation's strategic plan.
- Ensure that there is no conflict between any use of funding and the aims and objectives of WCCC.
- Monitor the organisation's activity and ensure its consistency with the organisation's policies and legal responsibilities.
- Ensure the organisation's compliance with fiscal legislation.

- Ensure the equipment and assets are adequately catalogued and insured.
- Ensure that the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies.
- Ensure that the accounts are scrutinized in the manner required (independent examination or audit) and any recommendations are implemented.
- Keep the Board informed about its financial duties and responsibilities.
- Make a formal presentation of the accounts at the Annual General Meeting and draw attention to important points in a coherent and easily understandable way.

Person Specification of the Treasurer

- Financial knowledge and experience.
- Some experience of charity finance, fundraising and pension schemes.
- A preparedness to make unpopular recommendations to the Board.
- The Treasurer will be supported in their role by the manager through the financial procedures guidelines.

4.4 Role of the Company Secretary

- The roles of Chairperson, Secretary to the Board and Treasurer are honorary roles. The role of company secretary is the only one legally required under company law.

Responsibilities of the Company Secretary

- Keep the company's register (that is, lists of all members and directors) up to date
- Make sure that the annual general meeting is held within the appropriate time frame
- Make sure that the proper notice for general meetings is given and that they are run in accordance with the company's articles of association
- To ensure that minutes' books (AGM minutes and the minutes of the meetings of the board) are kept on file.
- To ensure that the accounts are prepared and audited in line with CRO and DCYA requirements.
- File the annual return with the Companies Registration Office (CRO) by the annual return date
- To ensure all copies of all annual returns and accounts are filled.
- To ensure the CRO of any change of company directors or change of their home addresses
- To ensure that the certificate of company incorporation is displayed
- To ensure that the name of the company is displayed outside the premises
- To ensure that the company name, registered number and directors' details appear on the letterhead (unless an exemption is obtained from the CRO)
- Notify the CRO of any amendment to the memorandum and articles of association

- To ensure that all legal agreements or contracts are properly discussed and agreed by the members of the board and are kept in a safe place
- Comply with any other duties as imposed by the Companies Acts

Person Specification of the Company Secretary

- Experience and knowledge of committee work, particularly in the voluntary/community sector.
- Direct knowledge and experience of the work of CCC and a clear understanding of good corporate governance.
- Knowledge of the Committee Handbook
- Good communication skills.
- The Secretary will be supported in their role by the manager. The Manager will ensure that correct company procedures are in place to ensure compliance with company law.

4.5 Role and Responsibilities of the Staff Liaison Officer

- Acts as a communication channel between staff and management where disputes or issues arise.
- Participate in staff meetings, recruitment and disciplinary panels as required. If there are issues which need to be referred back to the WCCC Board the staff liaison officer of WCCC will bring that issue to the next committee meeting, if requested to do so by the full staff team.
- The full staff team may request the attendance of the Staff Liaison Officer at a staff meeting to discuss any issues they may have. The Staff Liaison Officer will require 5 working days' notice prior to the proposed meeting.

- The Staff Liaison Officer is nominated by consensus of all staff, and then this request is brought to the Director who will confirm if they are in a position to fulfil this role.

Person Specification of the Staff Liaison Officer

- Experience and knowledge of committee work, particularly in the voluntary/community sector.
- Direct knowledge of WCCC Staff Handbook and associated staffing procedures.
- Good communication skills and ability to clearly define the facts of any particular HR issue that may arise.
- The Staff Liaison will be supported in their role by the manager or chairperson, as appropriate, using the Employee Handbook and advice in relation to compliance with employment law.

The Role of the Manager

- To report directly to the Chairperson or Designated Officer of WCCC
- To develop and ensure delivery of the Local Implementation Plan for Westmeath County Childcare Committee Ltd.
- To carry out all duties and responsibilities as outlined in the Manager's Job Description.
- To represent WCCC at meeting with CCI, Pobal, and DCYA as required or delegated by the Board of WCCC.
- To liaise with local agencies around a co-ordinated approach to the development of childcare services in the County.
- Performance monitoring and reporting to funders on annual budgets.
- To support the Officers of the Company by ensuring the operational handbook is regularly reviewed and the procedures are updated and followed through.

*As per Job Description/ Personal Specification

Section 5: Code of Business Conduct for the Directors of Westmeath County Childcare Committee Ltd (WCCC).

Introduction

This policy constitutes the Code of Business Conduct for the Directors/Members of WCCC.

- This Code has been prepared through a consultation with Directors/Members, and has been approved by the Board taking into account the implications of the Ethics in Public Office Act.
- The policy outlines the general principles that govern the operation of the Board of WCCC. In general, the following Code sets out the basic objectives of Directors/Members including:
 - The establishment of an agreed set of ethical principles;
 - The promotion and maintenance of confidence and trust;

The document is not intended to be an exhaustive list of guidelines and will be subject to review on a regular basis. It is not foreseen that any guidelines contained in this document will cause difficulties to the Directors/Members as the WCCC Board has always operated with the highest standard of integrity and professionalism.

WCCC will take all necessary measures to ensure that the Code of Conduct receives the widest possible publicity. A copy will be given to existing and new Directors/Members of the Board and the document will also be made available on the WCCC website www.westmeathchildcare.ie. WCCC will make this code available to interested parties, as a recommended best practice document. Directors/Members will be required to indicate

in writing that they have received and understood the document. Breaches of the code may result in the Director/Member ceasing to be a member of the Board.

GENERAL PRINCIPLES

The following principles underpin the ethos of this code:

Loyalty

The Directors/ Members shall acknowledge the responsibility to be loyal to WCCC's aims and objectives and be committed to its activities, while also being mindful that the organisation must take into account the interests of lead departments, beneficiaries and the public;

The Board should acknowledge the duty to conform to the highest standards of business ethics.

Integrity

Individual responsibility as a Director/Member of the board to act ethically and honestly;

Directors/ Members will ensure that the accounts/reports accurately reflect their business performance and are not misleading or designed to be misleading;

Directors/ Members will not use WCCC resources or time for personal gain, for the benefit of persons/organisations unconnected with WCCC or its activities or to provide favour or unfair advantage to any other party;

Directors/ Members will disclose any outside employment/business interests in conflict or in potential conflict with the business of WCCC.

Disclosure of Interests

In compliance with the Ethics in Public Office, each Director will, on a regular basis, furnish a statement of interest to the Secretary of WCCC

This statement should include details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board. Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed. For this purpose persons and bodies connected with a member should include:

- (a) a spouse, parent, brother, sister, child or step-child;
- (b) a body corporate with which the member is associated;
- (c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
- (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) – (c) above, is connected with the member.

Each Director/Member should furnish to the Secretary details of business interests of which he/she becomes aware during the course of his/her directorship;

Where it is relevant in any matter which arises, the member should indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined above and should recuse themselves from any related board activities;

If a member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairperson;

Details of the above interests should be kept by the Secretary in a confidential register and should be updated on an annual basis. Changes, in the interim, should be notified to the Secretary as soon as possible. Only the Chairperson, Secretary and Manager of the body should have access to the register;

Should a matter relating to the interests of the Chairperson arise, he/she should depute the Deputy Chairperson or another Director to chair the pertinent section of the Board meeting. The chairperson should absent himself/herself when the Board is deliberating or deciding on a matter in which he/she, or a person or body connected with the Chairperson, has an interest;

Board or Company documents on any case that relate to any dealings with the above interests should not be made available to the member concerned prior to a decision being taken (such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions, once taken, should be notified to the member;

As it is recognised that the interests of a Director/Members and persons connected with him/her can change at short notice, a Director/Members should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary at the earliest opportunity;

A Director/Member should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Director would not have access) should be maintained;

Where a question arises as to whether or not a case relates to the interests of a Director/ Member or a person or body connected with that Director the Chairperson of the Board should determine the question.

Information

The Board of Directors will conduct its activities in a confidential and objective manner;

The Directors/Members will support the Management and employees of WCCC relating to the body's activities in a way that is open and that enhances its accountability to the general public;

Directors/ Members have a commitment not to acquire information or business secrets by improper means;

Directors/Members of the Board are not permitted to disclose any confidential information obtained while performing or as a result of performing any activities on behalf of WCCC. The above requirements do not apply to information already in the public domain or in the possession of the person prior to undertaking the activities;

The Directors/Members will comply with relevant statutory provisions (e.g. Data Protection Act, Freedom of Information Act);

Based on the latter, Directors/Members will respect the confidentiality of sensitive information held by WCCC excepting where there is an overriding requirement (e.g. Child Protection) to share such sensitive information with relevant authorities. This would constitute material such as:

- Commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring);
- Personal information; and
- Information received in confidence by WCCC

Directors will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;

Former Directors should treat commercial information received while acting in that capacity as confidential.

Legal Obligations

Directors of State funded bodies incorporated under the Companies Acts have duties under these Acts and it is the responsibility of each Director to act in conformity with the applicable provisions of those Acts;

The Directors/ Members are responsible for ensuring the Board fulfils all regulatory and statutory obligations imposed on WCCC;

The Directors/ Members of the Board of WCCC shall act according to law and apply the rules and procedures laid down in Irish and relevant European legislation. They shall take due care that decisions which affect the rights or interests of individuals have a basis in law and that their content complies with the law;

Where individual Board members become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified;

Directors/ Members shall comply with WCCC tendering and purchasing policies when conducting business on behalf of WCCC. They must also comply with prescribed levels of authority for sanctioning any relevant expenditure.

Board Operation

Directors/Members should endeavour to attend every Board meeting;

The Board should meet at least 5 times a year, retain full and effective control over the body and monitor the executive management and performance of WCCC;

A Director who absents himself/ herself from three consecutive Board meetings without special leave of absence from the Board of Directors shall cease to be a member of the company. This is on the understanding that the Director will be notified in advance of this taking effect;

A member who wishes to resign from the Board of the Company may do so by letter addressed to the Secretary. Such member shall cease to be a member of the Board upon receipt of such letter by the Board of the company;

At each Annual General Meeting, one third of the Directors of the company shall be required to retire with effect from the end of the meeting.

The Directors to retire in every year shall be those who have been longest in office since their last appointment and as between persons who become directors on the same date, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

Retiring Directors shall be eligible for re-nomination and appointment.

The Board of WCCC will develop a succession plan for the retention and recruitment of Board Members and Directors; this will be completed bi-annual basis. The recruitment and selection of voluntary management committee members is a key function of the Board.

The quorum of directors necessary for the transaction of business may be fixed by the Directors and, unless so fixed, shall be no less than one third plus one of the Directors/Members of the company at the time of the meeting.

The Board has a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the body is firmly in its hands. This schedule includes the following:

- Significant acquisitions, disposals and assets of the body
- approval of major investments and capital projects, delegated authority levels, treasury policy and risk management policies;

- approval of terms of major contracts;
- approval of annual budgets and corporate plans;
- Production of annual reports and accounts;
- appointment, remuneration and assessment of performance of Manager;
- amendments to pension benefits of Manager and staff.

The collective responsibility and authority of the Board should be safeguarded. Excessive influence on Board decision-making by individual members should be avoided, while allowing Board members opportunity fully to contribute to Board deliberations;

In the event of an equality of votes, the Chairman of the Board of Directors shall have the casting vote.

Fairness

The Directors/ Members are committed to fairness in all business dealings and will value and treat all clients equally;

Directors must comply with employment equality and equal status legislation;

When taking decisions, the Board of WCCC shall ensure that the principle of equality of treatment is respected. The Board shall, in particular, avoid any unjustified discrimination based on gender, marital status, family status, sexual orientation, religion, age, disability, race or membership of the Travelling community;

WCCC is an equal opportunities employer and requires that staff appointments are made based upon demonstrably objective criteria and that recruitment procedures are always adhered to.

Impartiality and Independence

When taking decisions WCCC Directors/Members must always act in the interest of the Company as a whole.

The Board shall be impartial and independent. Members shall abstain from any preferential treatment on any grounds whatsoever;

They shall not be guided by any inappropriate influences of whatever kind, including political influences, or by personal interests;

When taking decisions, Directors shall take into consideration the relevant factors and give each of them due weight in the decision, whilst excluding any irrelevant element from consideration.

Absence of Abuse of Power

Director's powers shall be exercised solely for the purposes for which they have been conferred. Directors shall in particular avoid using those powers for purposes which have no basis in the law or which are not motivated by any public interest.

Hospitality

Directors/ Members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions;

WCCC Directors/ Members may not approach any business with which they have contact through their official duties seeking sponsorship or support for any club, association, trade union or other organisation;

It is impossible to lay down hard and fast rules covering the acceptance of hospitality in all possible circumstances. The overriding concern is that the actions of WCCC

Directors/Members be above suspicion and not give rise to any conflict of interest or perception of a conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny. It is accepted that Directors/Members should not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. That being said, in their contacts with outside organisations or persons, every care must be taken by WCCC Directors/Members to ensure that their acceptance of hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official functions.

The following general guidelines provide a framework within which decisions in this area can be made:

- No objection would normally be taken to the acceptance of what is regarded as routine hospitality, the most obvious example being a business lunch. What may be regarded as “routine” for this purpose will depend on a number of factors such as the value of the hospitality offered, the frequency of offers, whether there is an element of reciprocity and the circumstances in which it is offered (for example whether it is offered by a company to all its customers or is directed at specific customers or potential customers). Certain types of hospitality (for example involving travelling abroad or holiday weekends) should not be regarded as routine.
- Director/Members should not accept offers of hospitality which go beyond the routine practices referred to above, except where acceptance of such an offer can be clearly shown to be in the interest of WCCC and has been approved by the Board WCCC.

Work/External Environment

The Board will place the highest priority on promoting and preserving the health and safety of WCCC employees;

Responsibility

The Chairperson of the Board will ensure circulation of this Code of Business Conduct to all Directors for their retention;

The Directors must acknowledge in writing receipt of the code and understanding of same.

Review

The Members/Directors should review frequently the effectiveness of the body's system of internal controls, including financial, operational and compliance controls.

The Directors have a commitment to review the Code of Conduct every three years.

The Members/ Directors should update all Company Handbooks every three years or where legislative changes require amendments.

SECTION 6: THE GOVERNANCE CODE

The Governance Code:

Principles of Good Governance which We, The Board of Westmeath County Childcare Committee Limited commit to:

Principle 1.

Leading our organisation. We do this by:

Agreeing our vision, purpose and values and making sure that they remain relevant;

Developing, resourcing, monitoring and evaluating a plan to make sure that our organisation achieves its stated purpose.

Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

Principle 2.

Exercising control over our organisation. We do this by:

Identifying and complying with all relevant legal and regulatory requirements;

Making sure that there are appropriate internal financial and management controls;

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

Principle 3.

Being transparent and accountable. We do this by:

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

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

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

Principle 4.

Working effectively. We do this by:

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

Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective.

Making sure that there is suitable board recruitment, development and retirement processes in place.

Principle 5.

Behaving with integrity. We do this by:

Being honest, fair and independent;

Understanding, declaring and managing conflicts of interest and conflicts of loyalties;

Protecting and promoting our organisation's reputation.

We confirm that our organisation is committed to the standards outlined in these principles. We commit to reviewing our organisational practice against the recommended actions for each principle every year.

Noel O Callaghan

Dave Raftis

Chairperson of Board [Date]

Secretary of the Board [Date]

SECTION 7: CONSTITUTION
PDF Document Attached

SECTION 8: DECLARATION

I _____ HAVE READ AND FULLY UNDERSTAND THE COMMITTEE HANDBOOK AND CONSTITUTION OF WESTMEATH COUNTY CHILDCARE COMMITTEE CLG.

I WILL UNDERTAKE TO GOVERN THE ORGANISATION TO THE HIGHEST POSSIBLE STANDARDS.

I WILL DISCLOSE ANY CONFLICT OF INTEREST OR LOYALTY TO THE ORGANISATION.

SIGNED

DATE

WITNESS

DATE