

AONTAS

The National Adult Learning Organisation



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GOVERNANCE HANDBOOK

for the Board of Directors

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Introduction

The Charities Act 2009 aims to provide for the better regulation of charitable organisations in Ireland. The main provisions of the regulation were brought into effect on 16th October 2014. To comply with the Charitable Act, The Wheel formed part of a Working Group set up to create a process whereby NGOs and charities developed the **Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland**. They developed guidelines to assist the Boards of organisations to assess their compliance with the Code. According to Evelyn Fitzpatrick “The Code of Governance is a framework of Principles, and a process arising from adopting them, which will assist Community, Voluntary and Charity groups to perform to the highest possible standards. It is a voluntary code which is not about rules, but about the attitude, culture and the behaviour of those charged with leading an organisation” (Fitzpatrick, 2013).

An assessment was conducted to ensure the compliance of AONTAS by applying the standards outlined in the Code of Practice to the current operational practices of the organisation. The assessment was led by the Officer Board and one Executive member, using the guidelines developed as a checklist. The foundation of the guidelines are held within the **five main Principles of the Code of Practice**, and are:

- **Principle 1:** Leading our organisation
- **Principle 2:** Exercising control over our organisation
- **Principle 3:** Being transparent and accountable
- **Principle 4:** Working effectively
- **Principle 5:** Behaving with integrity

Principle 4 & 5 form the basis of the development of the Board of Directors Governance Handbook.

About Us

2.1 AONTAS – The Voice of Adult Learning

AONTAS is the National Adult Learning Organisation. We are a non government membership organisation established in 1969. The name AONTAS is an acronym in the Irish language; Aos Oideachais Náisiúnta Trí Aontú Saorálach, meaning 'national adult education through voluntary unification'. The word AONTAS itself is also the Irish word for 'unity' or 'union', so the intention of the founders was that AONTAS would be identified by its inclusiveness. We are a registered charity and a company limited by guarantee. We are core funded by SOLAS and we receive project funding from other sources from time to time.

2.2 AONTAS Constitution

A voluntary committee drew up the Constitution for the Association which was ratified in 1970 and redrafted in 1978. AONTAS has amended its Constitution over the years to reflect the changing nature of adult education.

2.3 Mission Statement

The mission of AONTAS is to advocate for the right of all adults in Ireland to quality learning throughout their lives, and to promote the value and benefits of lifelong learning.

Governance

3. Governance

The Governing Body of the Organisation is the Executive Committee, who also constitute the Board of Directors in accordance with the Companies Act 1963, and comprises:

- Ten organisational members
- Four Officers
- Two individual members

The four Officers constitute the Officer Board and includes the President, the Vice-President, the Honorary Secretary, and the Honorary Treasurer.

The Executive Committee, hereafter referred to as the Board, take on the responsibilities of Governance in conjunction with the CEO, to continually interrogate and update policies and procedures in line with current legislation. To develop and maintain a strong and sustainable organisation the Board has to possess the capacity and willingness to use their expertise to assist the organisation in meeting its policy and operational functions.

The key role of the Board of AONTAS is to provide efficient and effective leadership for the Organisation within a framework of practical controls. The Board performs three roles. It firstly provides strategic direction to AONTAS based on listening to, understanding and representing the needs of the members and relevant stakeholders. Secondly it has specific oversight responsibilities in respect of executive functions and thirdly it self-regulates and evaluates to ensure the Board functions efficiently and effectively.

In 1995 the Committee on Standards in Public Life (The Nolan Committee) drew up seven principles of conduct. The principles which are now widely used in relation to the directors of charitable organisations are: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, and Leadership (Nolan, 1995). These principles are the bedrock of excellent governance and should be practised to ensure the governance of AONTAS is continually striving to achieve the pinnacle of success.

Operating Guidelines for the Board

4.1 Board Composition

The composition of the Board is provided for in AONTAS's Articles of Association and is in accordance with the Companies Act 1963. The Board of Directors comprises:

- Ten organisational members
- Four Officers
- Two individual members

The four Officers constitute the Officer Board and includes the President, the Vice-President, the Honorary Secretary, and the Honorary Treasurer.

4.2 Board Meetings

The Board meets up to six times in each calendar year or more frequently, if required. Meetings are normally scheduled to last for approximately three hours, but from time to time it may be necessary for meetings to be extended. Extensions and frequency of meetings is agreed at Board level.

It is a requirement of the members of the committee to commit to and attend Board meetings. It is however understood, that occasionally agreed dates will collide with other commitments. It is incumbent on that member to inform the meeting of non-attendance, through the agreed channels. Failing to attend more than three consecutive meetings without an appropriate reason will result in disqualification from the Board.

Meetings are attended by the Director and the Head of Organisational Development who acts in the capacity of Corporate Secretary. Members of the staff team who do not normally attend Board meetings may be asked to attend a meeting or part of it, from time to time, to provide greater detail on specific operational, policy or agenda items.

4.3 Agenda Setting

The CEO in consultation with the President is responsible for developing a draft agenda in advance of each Board meeting. In developing the draft agenda, care will be taken to ensure the Board has sufficient time and opportunity to discuss the agenda issues and any other issues which may arise. The draft agenda is circulated to the Board at least 7 days in advance of each meeting. The Board may then request additional items to be placed on the agenda. Supporting material is circulated in advance of the meetings to provide background to any topics included on the agenda. Supporting material is circulated electronically and it is the responsibility of the committee member to access the material and bring it to the meetings. Any difficulties with this process must be flagged to the Corporate Secretary. In agreeing the agenda, the President and CEO will confirm the members of staff required to attend the Board meetings and for which agenda items.

4.4 Minutes of Meetings

Draft minutes are recorded by the Corporate Secretary and circulated to the Board for review, prior to the next meeting. Any issues arising from the draft minutes are discussed and recorded in the minutes of that meeting. Where no issues arise the draft minutes are approved by the Board.

Selection, Induction & Conflict of Interest

5. Selection and Election of Directors

Contained within the AONTAS constitution is a mechanism whereby representatives from the membership are elected to become a member of the Executive Committee and Officer Board. In the case of all elected positions not being filled, there is an additional mechanism whereby the elected Board can co-opt a person to fill the vacancy. Candidates for co-option must be agreed by the Board and will be selected on the basis of relevant skills and expertise required to allow the Board to function at the optimum level of excellence.

6. Induction

The overall strategic direction of AONTAS is the collective responsibility of the Board. The Board also have significant legal and managerial responsibilities to statutory authorities as well as to their staff, volunteers, funders and other stakeholders.

As soon as possible following their appointments, all new Board members will receive an induction during which they will be advised about AONTAS's key policies and work programme. The aim of induction is to enable and empower Directors of AONTAS to manage and direct the Organisation. Strong, knowledgeable Boards help the Organisation meet their governance requirements, manage their staff effectively and give effective leadership.

Time will be spent outlining the core aspects of Board membership to ensure that all Board members are:

- clear on what is involved in being a Director of AONTAS;
- know what commitment is required;
- be informed of the legal obligations of Boards of Directors for the organisation;

- be aware of its obligations as an employer;
- be clear on what the individual and collective roles and responsibilities are;
- realise the importance and value of utilising each member's skills and competencies;
- understand the way in which a Board works to fulfil its role.

A Board Manual will be presented to each new Director to include the following information:

- An overview, brief biographies and photographs of current Board of Directors;
- Director's role description;
- Letter of agreement to becoming a Board Member;
- Board Papers for the previous three Board Meetings;
- The Organisation's Memorandum and Articles of Association;
- The current Strategic Plan;
- The previous year's financial accounts & Annual Report;
- All Board policies and procedures;
- A copy of the Governance handbook.

7. Conflict of Interest

Board members should identify and promptly declare any actual or potential conflicts of interest. Such declarations should be made at the meeting at which the matter is discussed and should be recorded in the Board minutes. Where a material conflict of interest arises, the Board member concerned should not participate in discussions nor, may the Board member participate in any vote in respect of any contract in which he or she has an interest. He or she should also offer to withdraw from the meeting, and the Board should decide if this is required. Where a Board member has a major or ongoing conflict of interest, she or he should offer to resign from the Board, or step aside as appropriate. Where there is an element of doubt, it is advisable for the Board to rule that there is a conflict of interest and carry out procedures as outlined. However, should a director dispute this, then legal advice should be taken personally by the director involved. While recognising the right of individuals to personal political expression, AONTAS will remain politically impartial.

Key Responsibilities of the Board

The ultimate responsibility and overall maintenance and well-being of the organisation rest solely with the Executive Committee. The responsibilities of the Board are categorized under three functions; its strategic function, its oversight function and its self-regulatory function. In fulfilling these functions, the Board will organise its work to ensure Board members are actively engaged, and that it makes the most effective use of the time, skills and knowledge of Board members.

8.1 Strategic Functions

The strategic functions of the Board include:

- Setting the strategic direction for AONTAS, consistent with the Organisation's vision, values and expressed mission;
- Taking a lead role in the development of the Strategic Plan;
- Developing and approving policies, taking policy decisions and monitoring performance against them;
- Delegating responsibility for those decisions to staff to allow the focus and responsibility of the board to concentrate on strategic matters;
- Being aware that all directors are equally responsible in law for the Board's actions and decisions, and have equal status as directors;
- Agreeing decisions only at formal meetings where a quorum is present. In rare circumstances where a quorum is unattainable, agreement will be reached by email. All decisions will then be ratified at the next Board meeting;
- Aiming to be a think tank for vision rather than a reviewer of staff decisions and activities;
- Providing support to the CEO and the staff team in implementing the Strategic Plan;
- Approving, reviewing, revising as necessary, and monitoring the implementation of the Organisation's operational plan on a regular

- basis;
- Formally reviewing the strategic direction of AONTAS, on an annual basis, in conjunction with the management and staff of the Organisation, and using the results to inform positive change and innovation;
 - Directing the affairs of AONTAS to ensure it is solvent, well-run, and delivers the outcomes for which it has been established;
 - Encouraging and enabling the engagement of key stakeholders in the strategic planning, policy-making and decision-making of the organisation;
 - While recognising that board decisions may affect different members differently, the Board should seek to treat all members fairly and the advocacy agenda should reflect the needs and priorities of the broad affiliated AONTAS membership;
 - Nurturing and developing an interest in Board membership among AONTAS members;
 - Ensuring that the appointed directors are suitably qualified to become a Board member, who can contribute knowledge and expertise on local and national issues;
 - Ensuring that relations with Government officials and its Agencies, especially in the context of advocacy, should be open and transparent and remain non-partisan.

8.2 Oversight Functions

The oversight functions of the Board include:

- Delegating to the CEO and the staff team the day-to-day responsibility for the management and implementation of the Strategic Plan through its operational plan. Such delegation will set clear limits on matters such as expenditure, authority and decisions that can be made. Delegations may be written in Board minutes, in terms of reference for sub-committees, or in staff job descriptions which are approved by Board;
- Refraining from giving instructions, either formally or informally, directly to any member of staff other than the CEO;
- Approving, monitoring and reviewing organisational performance;

- Ensuring adequate resources are in place, through the annual budgetary process and annual review of the operational plan, to enable AONTAS achieve its objectives and that those resources are used effectively in the management of the organisation;
- Establishing sub-committees, as appropriate, to assist the Board in its work and ensuring that those committees will have clear written terms of reference;
- Receiving regular updates from Board sub-committees and the management of AONTAS to ensure the objectives of the organisation are achieved;
- Dealing with the appointment of the CEO and delegating performance management of the CEO to the President;
- Developing and managing the succession planning process;
- Agreeing not to undertake any decisions or actions which might create undue risk to the organisation's staff, membership, property, assets, reputation or otherwise;
- Maintaining and regularly reviewing AONTAS's system of internal controls and policies and procedures;
- Ensuring AONTAS's financial records are audited in accordance with accepted accounting standards and policies;
- Approving the financial statements for each financial year;
- Monitoring, in conjunction with AONTAS's staff team, compliance with all relevant laws and regulations;
- Taking ultimate responsibility for dealing with and managing conflicts that may arise within the organisation. This includes conflicts arising between directors, staff, the CEO or members.

8.3 Self-Regulatory Functions

The self-regulatory functions of the Board include:

- Ensuring that all information discussed at Board meetings remains confidential unless otherwise stated and agreed;
- Representing AONTAS as appropriate, in consultation with the President/CEO, and, subject to confidentiality constraints, communicating any relevant information /developments to the Board;

- Operating as a collective voice for adult and community education;
- Promoting and communicating, both internally and externally, the vision and mission of AONTAS;
- Supporting and promoting AONTAS events;
- Placing the Organisation's interests above any other personal, professional or organisational interests;
- Developing recruitment strategies to ensure the continuous resource of eligible Board members;
- Using the expertise of individual members to enhance the effectiveness of the Board;
- Engaging in training and induction which will form the basis of becoming a new Board member;
- Engaging with outside consultants who may, from time to time, be charged with examining the Governance body;
- Allowing no officer, or executive member to disrupt the board's work commitment;
- Enforcing corrective action, if and when required, to ensure the Board governs with excellence;
- Be understanding of performance issues in relation to staff, or other Board members without compromising on integrity and supporting them to address those issues;
- Engaging in discussions to continually improve the governance process;
- Attending and actively contributing to Board meetings and other ad-hoc meetings as may be required;
- Precluding personal profit from the role of Board member under any circumstances;
- Ensuring that the principles of equality and diversity are upheld in all activities.

Roles and responsibilities of the President & CEO

The President as the lead officer of the Board and the CEO constitute a leadership partnership. The effectiveness and success of this partnership depends upon the development of a professional, honest and open relationship based on trust, and a clear understanding and respect for respective roles and boundaries.

Role of the President

9.1.1 General

- Model, uphold and promote the highest standards of integrity;
- Agree with the CEO, representation and roles prior to AONTAS events;
- Liaise with key stakeholders and influencers and lead delegations in partnership with the CEO;
- Be a general advocate for AONTAS;
- Act as spokesperson for AONTAS policies and for Adult and Community Education in partnership with the CEO;
- Ensure that AONTAS complies with the Governance Code.

9.1.2 Regarding the Membership

- Lead AONTAS for the period of the Presidency;
- Listen to and reflect members' concerns and represent the collective interests of membership;
- Ensure that membership receives up to date and relevant information/materials;
- Act as advocate for AONTAS and AONTAS policies;
- Ensure the efficient conduct of business at the AONTAS General meetings.

9.1.3 Regarding the Board

- Lead the Board for the tenure of the Presidency;
- Build an effective and complementary Board, initiating change and planning succession in Board appointments;
- Ensure accurate and timely reporting about the organisations performance to the Board so as to enable the Board make informed decisions;
- Set the agenda for meetings in collaboration with the CEO;
- Chair Board meetings to agreed agenda to achieve efficient meeting outcomes;
- Ensure the Chairs of sub-committees are fully briefed on objectives and expected outcomes;
- Ensure Board sub-committee Chairs report at timely intervals to Board meetings;
- Encourage Board members compliance with their role;
- Monitor compliance with the Code of Governance;
- Encourage active participation of all Board members.

9.1.4 Regarding CEO

- Establish a close relationship of trust with the CEO
- Provide guidance, support and advice to the CEO
- Set annual performance targets with CEO
- Meet with CEO regarding supervision, performance appraisal and personal development
- Meet regularly with CEO to review AONTAS performance against operational plan and agreed key performance indicators
- Clearly identify and outline the role and responsibilities of the CEO to the Board
- Set and agree in conjunction with the Board, a mechanism for setting the remuneration, terms and conditions and contract of the CEO.

Role of the Chief Executive Officer

The CEO has overall responsibility for the day to day delivery of AONTAS's strategic plan. The CEO provides leadership and direction, and co-ordinates and manages all delegated activities of AONTAS, in accordance with the organisation's vision, mission and strategy.

Role of the CEO

10.1 Regarding Members

- Represent the views of members in line with AONTAS policy;
- Ensure that all decisions and actions are made in the best interest of membership;
- Ensure members are informed and consulted on the organisation's plans and proposed developments which may affect them;
- Inform the members of procedures in place to deal with feedback;
- Provide members with regular inputs on the organisation's performance;
- Liaise with members through regular, relevant and informative reporting;
- Respond to all reasonable requests from members to meet their needs;
- Clearly inform members of the services on offer;
- Identify and promote new member services;
- Provide networking, consultation and research seminars where appropriate;
- Adhere to the Articles of Association with regard to General meetings;
- Ensure that the methods of collecting, using and storing membership data is safe and compliant with Data Protection;
- Front AONTAS activity as required, in consultation with the President.

10.2 Regarding President and Board

- Support the President in fulfilling his/her role;
- Keep the President informed of all material matters on an ongoing basis;
- Support all Board members in fulfilling their roles;
- Develop draft strategic and annual operational plans for approval of Board and to work, with the guidance and support of President and Board, to implement such plans;
- Report to the Board at each meeting on the activities of AONTAS, including reports on performance against the operational plan;
- Develop and submit, on approval, yearly financial budget plans to funders;
- Manage expenditure for the organisation;
- Maintain and develop funding streams to support the work;
- Ensure timely presentation of accounts;
- Ensure financial audit is completed and all procedures adhered to;
- Accompany the President and/or Board members to key external stakeholder meetings as appropriate;
- Highlight any concerns or issues that may impact on the organisation or members;
- Advise the board of relevant trends and changes which may affect the organisation or membership;
- Advise the board of non-compliance issues;
- Ensure all regulatory and governance protocols are addressed.

10.3 Regarding AONTAS Staff

- Model inspiring leadership to AONTAS staff;
- Create a performance ethos to achieve delivery of the organisation's strategic objectives;
- Prepare annual operational plans with staff team and delegate upon approval of the Board;
- Ensure services are delivered to highest possible standard;
- Create a motivational climate where staff take responsibility for their own motivation and performance;
- Align the skills, expertise, knowledge and competencies of each member of staff with the organisational needs and requirements;
- Create a learning environment with a view to enhanced job performance and to contribute to relevant personal/ professional development of staff;
- Ensure that staff receive induction and job orientation training;
- Continually evaluate and enhance systems for identifying and prioritising staff and organisational needs;
- Continually evaluate and enhance methods to ensure that identified gaps in the organisation are filled;
- Provide one-to-one support, mentoring, coaching in a confidential space for individuals to discuss and identify work objectives;
- Have twice yearly reviews of the annual operational plan against objectives with staff team;
- Conduct yearly appraisal for each person;
- Develop cultural behaviour by engaging in new ways of working, managing change, encouraging creativity and initiative and responding to needs identified;
- Be responsible for the promotion of consistent and agreed codes of conduct and standards of behaviour within the organisation;
- Ensure that the grievance/disciplinary is in line with the Human Resources policy and adheres to current legislation.

10.4 Regarding External Bodies

- Professionally represent AONTAS and seek to advocate and protect the organisation's interests;
- Be the primary media spokesperson for AONTAS's messages and policies;
- Represent AONTAS with relevant external bodies;
- Engage with funders and prospective funders;
- Network at local, regional and national levels to promote AONTAS' policies;
- Network at European and International fora to promote AONTAS as an organisation and its policies.

Role of the Corporate Secretary

The Head of Organisational Development is a senior member of the AONTAS staff team and acts as Corporate Secretary to the AONTAS Board. The role of the Corporate Secretary is:

- To ensure, in collaboration with the CEO, that advice and guidance is provided to the Board on obligations arising under AONTAS's Articles of Association, company law, and other laws and regulations, including health and safety requirements;
- To act as AONTAS's principal legal and compliance officer;
- To ensure, along with Board, that the requirements of the Companies Acts 1963 – 2009 are complied with by the organisation;
- To co-sign, along with the CEO, AONTAS's annual return and certify, along with the CEO, copies of the documents to be annexed to the Annual Return as being a true copy;
- To maintain the statutory books of AONTAS;
- To ensure that all statutory forms, including the annual return, the director and auditor reports are filed promptly with the Registrar of Companies;
- To ensure that AONTAS's AGM is held within the time limits specified;
- To ensure that any registers that need to be inspected by Board or members are available;
- To record accurate minutes of Board meetings and to make them available to the auditors as required;
- To be accountable to the Board of AONTAS;
- To advise the Board annually on the availability of Director's & Officer's liability insurance and the level of cover afforded by such policy;
- To administer changes to the Memorandum & Articles of Association of the Organisation.

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