

DUBLIN ADULT LEARNING CENTRE

**CHARTER FOR COMPLIANCE WITH THE
GOVERNANCE CODE FOR COMMUNITY, VOLUNTARY AND CHARITY ORGANISATIONS IN
IRELAND**

As approved by the Board of Directors on 15th October 2012

*Last Reviewed by the Board of Directors on
23rd May 2016*

A. INTRODUCTION

The Governance Code for Community, Voluntary and Charity Organisations in Ireland (**Code**) requires DALC to communicate on all its public materials that it complies with the Code. The Board of Directors of DALC (**Board**) believe it is in the best interests of DALC to comply with Code and to make this public statement.

In order for DALC to be capable of making this statement of compliance, DALC is required to complete and review annually, the checklist of compliance in respect of the organisational sector in which DALC operates (at present Type C).

This Compliance Charter (**Charter**) details certain commitments of DALC in order to achieve compliance with the Code and has been approved by the Board.

It should be read together with the current Board manual and in conjunction with the relevant Code checklist.

This Charter is required to be reviewed annually by the Board or more frequently as when circumstances require. This review shall be in consultation with senior management where appropriate.

1 PRINCIPLE 1: LEADING OUR ORGANISATION

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

1.1.1 A Strategic Development Plan for DALC shall be drawn up by the senior management of DALC and approved by the Board. The Strategic Plan shall be for a 3 year period and shall be updated and approved annually (at the time of the Annual General Meeting) and more frequently as and when circumstances require. The senior management shall report on each aspect of the strategic plan at each meeting of the Board. (*Principle 1.1(a), 1.1(b), 1.1(c) and 1.1(d)*)

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

1.2.1 The Agenda for each meeting of the Board shall include a presentation by senior management in respect of (i) a work report in respect of the DALC strategic plan, objectives and goals and (ii) budget, income and expenditure. At each Board meeting the Board shall review the budget, income and expenditure both in the context of the proposed work plans and on a stand alone financial analysis basis. This is without prejudice to any delegated function of the Audit Committee and to the annual audit process. (*Principle 1.2(a), 1.2(b), 1.2(c), 1.2(d) and 1.2(e)*)

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

1.3.1 The senior management and in particular Mary Maher, Centre Director shall have day to day responsibility for HR policies and employment matters as well as staff supervision and training requirements. Any extraordinary matters shall be presented to the Board. Any matters which might reasonably impact on budgets, income and expenditure shall be presented to the Board who will conduct a twice yearly informal appraisal of senior management. Employment contracts, salaries, social insurance contributions, pensions policies and other benefits shall be kept under review by the senior management, particularly in the context of legal requirements, DALC's financial position, DALC's goals and objectives and expected resourcing requirements (*Principle 1.3(a), 1.3(b), 1.3(c), 1.3 (e) 1.3(d)*).

2 PRINCIPLE 2: EXERCISING CONTROL OVER OUR ORGANISATION

2.1 Identifying and complying with all relevant legal and regulatory requirements

2.1.1 The Board and senior management are committed to ensuring that DALC operates as a model of legal, regulatory and best practice requirements. In particular:

2.1.1.1 Senior management will be responsible for monitoring and reviewing compliance with legal and regulatory requirements including the Charities Act(2009) and the Lobbying Act (2015) and seek directions from the Board as needed in a timely manner. This includes without limitation terms and conditions of government and public funding, health and safety, employment, child protection in respect of the Crèche, food safety in the canteen equality and data protection, the policies and procedures for which are set out in the Board Manual under Section 4.

2.1.1.2 Where necessary senior management may seek external legal, financial and/or accounting advice in respect of legal and regulatory compliance and compliance with the Code

2.1.1.3 Any legal or regulatory issues which arise shall be reported to the Board at

the next Board meeting

2.1.1.4 Ongoing compliance with the Code shall be delegated to a Governance Code Sub-Committee which shall report to the Board.

2.1.1.5 Details of all government and public funding shall be discussed with the Board at each Board meeting

(Principle 2.1(a), 2.1(c), 2.1(d), 2.1(e), 2.1(g) and 2.1(h))

2.1.2 The Board shall appoint a Company Secretary in accordance with the Articles of Association. The Company Secretary may be a board member or non-board member, but not the Centre Director. Any change to the Company Secretary shall be approved by the Board. **(Principle 2.1(b))**

2.1.3 DALC has a health and safety policy in place (the **Safety Statement**) which is reviewed regularly and at least annually by senior management and reported on to the Board. The Safety Statement includes:

2.1.3.1 Compliance with all legal requirements in respect of health and safety

2.1.3.2 A member of staff with overall responsibility for health and safety compliance

2.1.3.3 Ensuring that a health and safety officer/fire warden is appointed for each floors

2.1.3.4 Ensuring that appropriate liability insurances are maintained at appropriate levels (in consultation with DALC's insurance advisers) and prompt notification of insured risks to the insurers

2.1.3.5 Reporting of material incidents to the Board

2.1.3.6 Ensuring appropriate signage and information is placed in the building.

(Principle 2.1(d))

2.1.4 DALC shall comply with all relevant data protection legislation and has two data protection policies in place, one for students of DALC and the other for staff of DALC. **(Principle 2.1(e) and 2.1(f))**

2.1.5 DALC shall comply with all relevant child protection legislation and guidance from the Health Service Executive in respect of the provision of crèche services.

2.2 Making sure there are appropriate internal financial and management controls

2.2.1 The Board shall appoint a sub-committee of the Board (being not less than three directors) to act as the Audit Committee. The Chairperson of the Board may sit on the Audit Committee but may not be the Chairperson of the Audit Committee. At least one of the Audit Committee must have relevant finance experience. The Audit Committee shall act in accordance with the written terms of reference approved by the Board in Section 2.6 of the Board Manual and is to be available on our website.

2.2.2 Income, expenditure, cash-flow and investments shall be reported to and discussed with the Board at each Board meeting. Where appropriate specific or extraordinary matters shall be first delegated to the Audit Committee. All items of material expenditure (being in excess of €5,000) shall be considered by the Audit Committee and recommendations made to the board on this basis thereof. Expenditure below €5,000 may be undertaken by senior management who are mandated as signatories on the DALC bank accounts (without prejudice to the income, expenditure, cash-flow and investments reporting obligations). **(Principle 2.2(a), 2.2(b), 2.2(c) and 2.2(d))**

- 2.2.3 The Board shall be responsible for appointing an appropriately qualified, independent external auditor and for approval of the auditor's terms of engagement following recommendation by the Audit Committee. The Board following recommendation by the Audit Committee shall be required to approve the annual accounts. (**Principle 2.2(b) and 2.2(e)**)

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

- 2.3.1 The agenda for each Board meeting shall include a work report, assessment of actual income and expenditure against budgeted income and expenditure, an update on issues affecting or likely to affect the organisation and its funding and mitigating measures to be adopted, interaction with government and other funding agencies, any other business (including any matters required to be brought to the attention of the Board in accordance with this Charter). (**Principle 2.3(a), 3.1(d) and 4.1(g)**)
- 2.3.2 Senior management shall be responsible for ensuring that appropriate liability and property insurances are in place at levels of coverage and on terms appropriate for DALC and the premises at which it operates. Senior management shall act on the advice of reputable insurance brokers. Senior management may seek Board approval for renewal of policies should they wish and shall if required by the Board. (**Principle 2.3(b)**)
- 2.3.3 Senior management shall ensure that all material property and premises owned by DALC is clearly in the name of DALC and shall take appropriate legal advice to ensure this is the case. Insofar as is reasonably possible and in its control and in compliance with laws, DALC shall have regard to the community interest when divesting assets or property. (**Principle 2.3(c)**)
- 2.3.4 DALC shall have in place a robust, workable continuity and disaster recovery plan. This shall be reviewed annually or more frequently should circumstances require. (**Principle 2.3(d)**)

3 PRINCIPLE 3: BEING TRANSPARENT AND ACCOUNTABLE

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

- 3.1.1 DALC recognises that it has a number of key stakeholders, including its students, its staff and the funding entities. It is DALC policy insofar as it is possible to maintain open and frequent lines of communication with all stakeholders. Senior management and staff are to be open and approachable with students, while recognising professional and legal obligations, duties and where applicable confidentiality obligations. The Centre Director shall be the official spokesperson for the organisation. The Centre Director may delegate this as s/he think fit or appropriate in relevant circumstances. (**Principle 3.1(a) and 3.1(b)**)
- 3.1.2 Recognising that DALC is a wholly publicly funded organisation with no private funding or fundraising, DALC accounts will be available to the public directly on request or can be accessed through the accounts and annual returns filed with the Companies Registration Office. DALC will comply with the terms and conditions of its public funding/grants. (**Principle 3.1(c)**)
- 3.1.3 There is currently a biannual progress report which will be produced annually going forward.
- 3.1.4 The Agenda for each board meeting shall include an update from senior management in respect of interactions with government or other funding agencies as well as

matters which will affect or are likely to affect such funding. (**Principle 3.1(d)**)

3.1.5 The Company Secretary will be responsible for ensuring that the Annual General Meeting is held in accordance with DALC's Articles of Association. (**Principle 3.1(e)**)

3.1.6 DALC shall, when appropriate having regard to the then current compliance status in respect of the Code, comply with the public statement requirements in section 3.1(f) of the Code (for Type C Organisations). The Directors' statements referred to in section 3.1(f) of the Code (for Type C Organisations) shall, when appropriate having regard to the then current compliance status in respect of the Code, be included in (i) the DALC website (ii) the audited financial statements and (iii) in the DALC reception area. (**Principle 3.1(f) and 3.1(g)**)

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

3.2.1 This is addressed in DALC's strategic Development plan.

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

3.3.1 Engagement with the students is encouraged in relation to certain aspects of DALC'S Strategic Plan. On a day to day basis DALC encourages an "open door" policy and classroom engagement in relation to every aspect of the organisation.

4 PRINCIPLE 4: WORKING EFFECTIVELY

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

4.1.1 DALC shall have a Board approved Directors' induction and information pack (**Board Manual**), prepared with the assistance of external legal advisers. This shall be made available to all new and existing directors. This shall be reviewed by the Governance Sub-Committee at least annually or more frequently should circumstances require. (**Principle 4.1(a), 4.1(b), 4.1(g), 4.3(g), 5.2(a), 5.2(d)**)

4.1.2 The Board Manual contains an approved Code of Conduct which shall be signed by each newly appointed Director. (**Principle 4.1(g) and 4.3(c)**)

4.1.3 The Board shall appoint a sub-committee (known as the Governance Code Sub-Committee) comprised of at least 2 directors and the Company Secretary to review all matters in relation to compliance with the Code. This review shall be carried out at least annually and more frequently should the circumstances require. (**Principle 4.1(c)**)

4.1.4 There shall be approved at each Annual General Meeting a list of matters reserved to the Board. This shall be included in the then current Directors' Information Pack. (**Principle 4.1(d)**)

4.1.5 There is a documented statement of division of responsibility between the Chairman and the Centre Director. (**Principle 4.1(e)**)

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

4.2.1 The Board shall meet at least once every two months and shall be chaired efficiently and effectively by the then appointed Chairperson. Meetings shall be held in accordance with DALC's Articles of Association. The Agenda for each meeting shall contain at least those matters referred to in 'Principle 2, section 1 of the section

entitled 'Identifying major risks for our organisation and deciding ways of managing the risks' above. Minutes of the previous board meeting confirming to good company secretarial practice shall be circulated to the directors for approval and kept with the company books (**Principle 4.2(a), 4.2 (b), 4.2(c), 4.2(d), 4.2(e)**),

4.2.2 DALC recognises and agrees that individual members of the Board or the Board collectively may need to seek independent legal advice and/or training where necessary so as to be aware of and to fulfil their responsibilities and this shall be facilitated upon request. (**Principle 4.2(f), 4.3(c), 4.3(d)**)

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

4.3.1 The composition of the Board shall be reviewed annually at the Annual General Meeting and on an as needs be basis in the case of resignations, retirements or the Board is of the view that there are additional or different requirements having regard to the mix of skills and experience relative to the functions of the Board and the organisation and to the need for appropriate Board diversity. The Board shall also review sub-committee composition at least annually and more frequently as and when needed. All resignations and appointments shall be processed by the Company Secretary and if required approved by the Board in accordance with the DALC Articles of Association. (**Principle 4.3(a), 4.3(b)**)

5 PRINCIPLE 5: BEHAVING WITH INTEGRITY

5.1 Being honest, fair and independent

5.1.1 The Director's Information Pack shall contain an approved Code of Conduct which shall be signed by each newly appointed Director. The Code of Conduct shall include a requirement for each Director to act (within the confines of directors' duties) in accordance with the values and goals of the organisation, expected standards of behaviour and consequences of failure to meet these standards, receipt of hospitality and gifts, disclosure of conflicts of interests and conflicts of loyalty, not to do anything which may damage the reputation of DALC, Board confidentiality and safeguarding DALC's reputation. The principles in the Code of Conduct shall be consistently applied. The Code of Conduct shall be reviewed annually. **Code of Conduct to contain a statement that they have read the induction pack and raised any queries (Principle 5.1(a), 5.1(b), 5.1(c), 5.1(d), 5.1(e) and 5.1(f), 5.2(a), 5.2(d), 5.3(a), 5.3(b), 5.3(c) and 5.3(d))**

5.2 Understanding and Managing Conflicts of Interest

5.2.1 The Company Secretary shall establish and maintain a register of directors' interests with the company register and minute book. Each Director must notify the Board of any conflicts of interest and changes in interests when they happen.

5.3 Protecting and promoting our organisation's reputation

5.3.1 The Code of Conduct shall require each Director to acts as champions for DALC by promoting its work and reputation. (**Principle 5.3(a)**)

2.4 Schedule of Matters reserved for Board decision

To comply with the requirements of Section 4.1 (d) of The Governance Code, the Board is required to review, on a periodic basis, the issues reserved for its decision which are as follows;

- (a) overseeing corporate governance;

- (b) appointment and removal of service providers (if any);
- (c) expenditure (in excess of €5,000);
- (d) control systems and risk management;
- (e) approval of financial statements;
- (f) DALC's pension arrangements;
- (g) determination and approval of appropriate levels of insurance in relation to the activities undertaken by, and property of, DALC; and
- (h) any other decisions of a strategic nature.