

Thrombosis Ireland CLG

The Role of Directors & The Board

Introduction

The key purpose of a board of directors is to ensure an organisation's prosperity by collectively directing the organisation's affairs while meeting the appropriate interests of its shareholders and other relevant stakeholders, and complying with all necessary legislation and regulation. High standards of governance, transparency and accountability are expected of all organisations, with charity and not-for-profit organisations being no exception.

Even though a board may serve on a voluntary basis, the directors, officers or trustees of charitable and not-for-profit organisations are obliged to make themselves aware of the organisation's obligations and to ensure that it operates effectively and efficiently and that they behave with integrity. Legislation does not distinguish between those directors who are volunteers and those who are remunerated, with the same duties and responsibilities applying in terms of compliance with corporate governance requirements and legislation, such as the Companies Act 2014 and Charities Act 2009 most recently captured in the Charity Governance code, published by the Charity Regulator Authority (CRA) in 2018

A key aim of the CRA, which was established in October 2014, is to increase public trust and confidence in the management and administration of charitable trusts and charitable organisations, and to promote compliance by charity trustees with their duties in the control and management of organisations.

The CRA expects charities to be controlled and managed in a way that protects the charity's reputation and encourages public trust and confidence in the sector.

Boards of charitable and not-for-profit organisations also have a role to play by employing and practicing the highest standards of corporate governance, relevant to the size of their organisation. Good governance practices will not only increase transparency by informing the public and funders about how the organisation is being run but will also contribute to managing risks to the organisation, achieving goals and optimising the use of all resources. The CRA also requires trustees to be able to explain and justify their approach in controlling and managing the charity especially if it deviates from CRA guidance.

This document outlines a number of key considerations for the directors of Thrombosis Ireland.

Getting the board right - composition, skills, diversity & rotation

Boards should be structured so that they provide a balance, not only in terms of skills and experience but also with respect to age, gender, ethnicity, background and physical abilities. The constitution of Thrombosis Ireland CLG ("Thrombosis Ireland") is reviewed to ensure that there are provisions in place to encourage diversity of board membership.

There is an open and transparent process of appointment for new board members and board members fully understand their duties and responsibilities and have a clear expectation of the time commitment is required, in accepting the role.

Thrombosis Ireland regularly examines the procedure for the rotation of various positions to allow for the introduction of new board members (Appendix 1). There is an established ethos within the organisation of board renewal.

Thrombosis Ireland reviews any weaknesses on the board, for instance, a skills gap or lack of

expertise with regard to corporate governance. Such weaknesses, once identified, can be easily addressed through appointing directors who possess the required skills and through the provision of suitable training for board members, in line with the size and complexity of the organisation.

Getting the most from the board

- Thrombosis Ireland has defined its mission statement, ethos and constitution of the organisation
- Developed a high ethical standard within the organisation and has ensured that everyone involved acts with integrity at all times
- Encouraged a culture of openness, responsiveness and accountability
- Developing a strategic plan
- Has taken measures to safeguard the organisations' assets
- Monitors the efficient use of resources
- Thrombosis Ireland has in place Financial planning, including liaising with fund providers and identifying new sources of funding
- Encourages the best possible service provision in line with the constitution of the organisation
- Ensures compliance and keeping up-to-date with changes
- Monitors risk for the organisation
- Communicates with stakeholders and the public – and ensures Thrombosis Ireland CLG is open and accountable

Thrombosis Ireland ensures that all board members demonstrate active commitment and participate fully at board meetings. Board members must also have a clear understanding of the their own and others role and the responsibilities, demonstrate leadership qualities and the ability to constructively challenge other board members and the Founder / Chief executive (Annmarie O'Neill).

Maximising board effectiveness - training, education & evaluation

An induction pack is provided to all board members. Further specific training may be relevant for the Founder, the Board and those holding sub-committee roles.

The Board of Thrombosis Ireland :

- Clearly defines the role of board members – including distinguishing between the role and responsibilities of the Founder / Chief Executive, The chair, the secretary, treasurer and other Board member roles (Appendix 2).
- Ensures that key positions such as chairperson, chief executive, treasurer and secretary are always filled (Appendix 1).
- Adequately plans for succession and ensure handovers take place (Appendix 1)
- Keeps an attendance sheet for each board meeting
- Circulates board papers, including the agenda, minutes of the previous meeting and management accounts, as applicable, at least five working day in advance of meetings
- Consult with specialists, as appropriate

Thrombosis Ireland regularly reviews and assess its performance, and that of its sub-committees, where relevant, and utilises the results to instigate positive change and innovation

Keeping the board focused – strategy and risk

The board of Thrombosis Ireland has developed a strategic plan for the organisation and monitors and evaluates this plan annually, with the Founder / Chief executive. The performance

Thrombosis Ireland CLG – The Role of Directors & The Board

of the organisation is assessed and monitored against the strategic plan. Sustainability is the greatest risk facing most not-for-profit organisations. Thrombosis Ireland balances managing operations effectively and efficiently while ensuring compliance with legislation and corporate governance requirements so that sustainability is not jeopardised. Effective risk management is integral to good organisational management and all organisations. Thrombosis Ireland undertakes a risk assessment, which is aligned to the strategy of the organisation, on a proportionate basis.

References

- CRA Charities Governance Code, 2018.
- Guidance for Charity trustees – CRA, Published June 2017.
- CRA Guidance note on succession planning (SE GLS 8.2.1 023)
- CRA Induction pack Checklist
- CRA Recruitment and induction of prospective charity trustees
- Thrombosis Ireland Constitution

Supporting Documents

- Board membership and position timelines (Appendix 1)
- Board Directors Job Specifications (Appendix 2)
- Director recruitment process (Appendix 3)
- Code of conduct for board members (Policy no.10)
- Director induction pack

Document History

Adopted by the Board on: 27 November 2017

Reviewed by the Board 28th May 2018, Dec 1st, 2018 and on 26th August 2019 and 24th of August 2020

Review

This policy will be reviewed annually

Annemarie O'Neill, Founder	Mel Duignan, Chairman / Treasurer (until role filled)	Lauren Carey, Company Secretary
Karen Collins	Ann O'Sullivan	Garrett Brennan
Barbara Wiseman	Gordon Stewart	Brian Carberry
William Morrin	Noel Carberry	Guvanch Meredov
	Deirdre Kelly	Stephen Dowdall Treasurer

Appendix 1: Board membership and position timelines

General Membership of the Board:

- Directors of the board of Thrombosis Ireland may remain on the board assuming annual approval at the AGM for a maximum of 9 years.
- Only under exceptional circumstances, may a director serve for greater than 9 years. In addition to exceptional circumstances, the majority of other directors (over 67%) must approve the continuation and the continuation / exceptional circumstances to be reviewed and renewed annually. The role of CEO is exempt from this provision.
- At least one third of directors must retire at each AGM, the third must be those directors who have been longest in office. The retiring directors are eligible for re-election.
- The retiring director may put him / herself forward for re-election, and can be elected unless the at such meeting, it is deemed that the position should not be filled or the resolution for the re-election of the director does not achieve agreement from 50% or more of the other directors.
- This process is not relevant where a director has substantially breached any part of the thrombosis Ireland code of conduct and can be removed from the board.
- Each director is obligated to take the lead in overseeing a key area of the Thrombosis Ireland organisation.

Pivotal Board Positions (Chair, Secretary, Treasurer)

- These roles are important roles within the organisation and require some continuation whilst encouraging new ideas.
- On appointment, it is encouraged that those who take up the position of Chair, Treasurer or Secretary remain in position for two years with a view to an additional two years if desired and approved at the AGM as per the process for reapproving board directors.
- It is recommended that there is a succession plan in place, each position has a nominated back up board member who will take on the role in case of an emergency or who may be considered as the next appointee.
- If practicable, the holder of each position gives Thrombosis Ireland at least six month notice of their desire to step down so that an alternate can be found.

Appendix 2: Job Specifications

2.1: Chairperson

Primary Function: Secure good corporate governance by ensuring that the board is in full control of the charity's affairs and its obligation to stakeholders.

Position: In partnership with other board members and the Chief executive officer, the Board Chair will lead Thrombosis Ireland (TI) in educating and creating awareness amongst the general public and health care professionals regarding the prevention, diagnosis, management / treatment of thrombosis and supporting patients and their families who have suffered from thromboembolic events. Specific responsibilities include:

Leadership, governance, and oversight

- Lead the board to ensure the board manages its affairs effectively.
- Controls and prepares the board agenda, ensure it runs smoothly and sufficient information is available to make well informed decisions.
- Chairs the annual general meetings and board meetings.
- Ensures that TI adheres to its strategic objectives and is in sound financial health.

- As a board member, approving TI annual budget, audit reports, appointment of auditor and other agencies, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Reviewing outcomes and metrics created by TI for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics.
- In conjunction with the CEO, monitoring the board composition and ensure it remains fit for purpose
- Evaluate the boards effectiveness and identify development / training needs.
- Works with the CEO on identifying gaps in the boards expertise and driving the recruitment of suitably qualified board members.
- Periodically consulting with committees on objectives and progress.

External Stakeholder engagement

- Supports and provides back up for the CEO as an ambassador for the organization, supporting interactions with other stakeholders such as the DoH, HSE.
- Oversees the development and management of relationships with lead sponsors and affiliates.

Delegation of Power

- Delegates the payment of invoices to the treasurer.
- Terms of reference / outputs from the various committees who report back at each general meeting.

Board terms

Board Chair will serve a two year term with an option to run an additional two year term subject to board agreement and is eligible for re-appointment as a board member. Board meetings are held at least quarterly.

Service on Thrombosis Ireland board of directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to board members' duties.

2.2: Company Secretary

Primary Function: To work with the chair on ensuring adequate administration and oversight of the workings of the board and board meetings.

Position: To ensure the due administration of the board

Key Duties

- To organise board meetings dates and support the chair in the running of the meeting.
- In conjunction with the chairperson to develop and communicate board agenda / pre reads with sufficient detail at least 5 days in advance so as to facilitate timely and efficient decision making
- To record, gain agreement on and archive all board meetings minutes in a secure location.
- To maintain a register of members and board directors, including service contracts, board members interests.
- To file company returns to the CRO and register with the RBO
- Taking responsibility for compliance with regulations, laws and the constitutional documents.
- To maintain up to date constitutional documents and recommend amendments for agreement by the board and approval by special resolution at the AGM.

Board terms

Board Secretary will serve a two year term with an option to run an additional two year term subject to board agreement and is eligible for re-appointment as a board member. Board meetings are held at least quarterly.

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2.3: Treasurer

Primary Function: To manage or oversee the management of the financial affairs of TI, often including such tasks as selecting a bank, reconciling bank statements, and managing cash flow.

Position: Promote the financial health and adequate financial controls of TI, working closely with other board members to safeguard TI finances. The treasurer typically acts as an information and reference point, clarifying financial implications of proposals; outlining the current financial status; and retrieving relevant documentation.

Key Duties:

- Oversee and present budgets, accounts and financial statements to the boards.
- Sets up / ensures that appropriate financial systems and controls are in place
- Ensure that record-keeping and accounts meet the conditions of statutory bodies and adhere to relevant legislation.
- Present revised financial forecasts based on actual spend and regular reports on TI's financial position.
- Prepare accounts for audit and liaising with the auditor, as required
- Present accounts at the AGM
- Manage bank accounts
- Ensure adequate record keeping of invoices, contracts etc and that proper records are kept.
- Provide recommendations to the board on whether Director and Officer insurance is required and monitors on an ongoing basis.

Board terms

Board Treasurer will serve a two year term with an option to run an additional two year term subject to board agreement and is eligible for re-appointment as a board member. Board meetings are held at least quarterly.

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1.4: Other General Charity Directors

Primary Function: To work alongside other directors as equal members of the Board. They share responsibility with the other directors for the decisions made by the Board and for the success of Thrombosis Ireland.

Position: Ensure the adequate and appropriate operational and financial performance and satisfy themselves as to the integrity of same. Charity directors with the appropriate skills and experience can be Chair or members of other TI committees or represent TI on relevant external bodies.

Key Duties

- Work closely with members and the board to develop clear strategies for the success of Thrombosis Ireland.
- To take the lead or responsibility for driving and overseeing one area of the Thrombosis Ireland organisation.
- Represent TI at events / bodies as agreed with the board.

- Take on activities or other programs to drive the success of the organisation.

1.5: Executive Position - Role: Chief Executive Officer, Thrombosis Ireland

Primary Function: Full time permanent role, based out of the Thrombosis Ireland office at Terenure Enterprise centre, Dublin 6. This role will involve some travel within Ireland.

Background:

In Ireland, blood clots affect around 11,000 people in Ireland every year and are the biggest cause of preventable death in hospitals. Thrombosis can affect people of any age, gender or health status but is most common in patients during or post their hospital stay.

Thrombosis Ireland aims to promote awareness of and information on thrombosis, specifically the signs, symptoms and treatment of thrombosis and how to reduce the incidence through the promotion of effective prevention strategies.

Position: Reporting to the Board, the CEO will be a confident, innovative leader with a talent for developing and maintaining effective relationships and a track record in developing engaging advocacy and awareness programmes.

This is a great opportunity for an experienced and dynamic individual to lead and expand Thrombosis Ireland into the future – the successful candidate will work closely with the Board to develop and deliver a new strategic plan focusing on a broad set of deliverables whilst managing the overall operations of the organisation.

The successful candidate will be someone who has proven themselves as a successful Senior Manager with excellent leadership and partnership building skills. Knowledge and experience of the not-for-profit sector would be a distinct advantage, particularly some direct experience of health, social issues and policy matters. Financial acumen, governance knowledge and experience in operating effectively at strategic level are essential.

Key Duties / Accountabilities: The CEO main responsibilities will be:

- Building and enhancing positive relationships with stakeholders, the media and the public.
- Setting the strategic direction of Thrombosis Ireland with the approval of the board.
- Successfully developing and implementing organisational goals whilst forging change and innovation.
- Managing a small team successfully.
- Management of the budget and ensuring Key Performance indicators are met.
- Keeping up to date on the environment and policy changes that may impact Thrombosis Ireland's (TI) plans or strategies and adapting accordingly.
- Inspiring all stakeholders to progress the TI vision and mission.
- Ability to understand sustainable funding and capitalise on income generation opportunities
- Collaborating with the media and other related organization both at a national and European level.

Appendix 3: Recruitment of board directors

- The decision to recruit additional members to the board is based on gap analysis of the skill / diversity / experience of the existing board and should follow a robust board review process.
- The decision to recruit additional directors is to be agreed by the board with agreement on the skill set required. The board should always consider if the gap could be addressed by volunteers – it may not always necessitate the addition of a board member.
- The process of recruiting and interviewing should be driven by the chair and CEO, and focussed on recruiting a director that meets the skill gap.
- Board membership should not exceed 14 directors but no less than 3 directors.
- The board search primary will be through “Board Match” but should consider contacts of existing directors and volunteers.
- All potential directors who have passed initial screening or prior to appointment should be given the code of conduct and conflicts of interest policy so that they can satisfy themselves that they can work to the requirements of the role or are in a position to take on the role.