



Dublin City University
Educational Trust



Governance Code

May 2021

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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, in March 2017, the Charities Regulator set up a Consultative Panel on the Governance of Charitable Organisations. The Panel's report was published in May 2018 and made 10 proposals including:

- There should be a new Governance Code for charities issued by the Charities Regulator to facilitate the better administration, management and governance of charitable organisations;
- The new Governance Code should be principles-based and should operate on a 'comply or explain' basis;
- The new Governance Code should be proportionate.

In November 2018 the Charities Regulator published the Charities Governance Code. An assessment was conducted to ensure the compliance of DCU Educational Trust by applying the principles outlined in the Charities Governance Code to the current operational practices of the organisation. The assessment was led by the CEO and The Risk, Compliance, and Governance sub-committee (RCGC), using the principles developed as a checklist. The six main Principles of the Charities Governance Code are:

1. Advancing Charitable Purpose
2. Behaving with integrity
3. Leading People
4. Exercising control over our organisation
5. Working effectively
6. Being transparent and accountable

The Purpose of this Handbook

This handbook sets out DCU Educational Trust policies and procedures in relation to all aspects of the charity's governance from the perspective of the Board of Directors. The handbook documents the legal obligations of the trustees as well as the processes that the charity has in place to meet good governance standards, including those set out in the Charities Governance Code.

This handbook will be reviewed every three years by the DCU ET RCGC and Board, although changes can be proposed at Board meetings and the handbook adapted accordingly. Any change that would affect the constitution of the charity must be ratified at an Annual General Meeting or Emergency General Meeting.

The Board of DCU Educational Trust is committed to the principles of the Charities Governance Code. As such, each member of the Board of DCU Educational Trust is understood to commit to these principles.

DCU Educational Trust is currently compliant with the Charities Governance Code.

About Us and Charitable Purpose

2.1 DCU Educational Trust – Charitable Purpose

Advancement of Education

At DCU Educational Trust, we are passionate about the power of higher education to transform lives and society. We believe great things are possible when philanthropy combines with a young, dynamic and ambitious university like DCU.

From enabling research to tackle global challenges like the provision of clean water for everyone to scholarships for talented youth, the generosity of our supporters has a huge impact. In 2015, we launched Shaping the Future: The Campaign for Dublin City University to raise funds for 20 inspirational projects to transform not only our students' education, but also the future of our country and our society. With more than €80 million already raised as part of that Campaign, we work every day to build relationships with DCU's friends, alumni and supporters to make these ambitions a reality.

This purpose falls under the definition of charitable purpose for public benefit as set out in the Charities Act 2009.

DCU Educational Trust is satisfied that any private benefit arising to anyone employed or providing services to DCU Educational Trust is reasonable, necessary and ancillary to the public benefit that we provide.

DCU Educational Trust conducts a strategic planning process involving the charity trustees, management, staff, and other stakeholders to develop a 3-year strategy and strategic implementation plan. This plan is supported by annual operational plans for each functional area (see Appendix 7). The Board of Directors commits to ensuring that DCU Educational Trust has the resources it needs to carry out planned activities.

The Board of Directors regularly review our work to ensure we continue to act in line with our charity's purpose and provide public benefit. We regularly review our constitution.

2.2 DCU Educational Trust Constitution

The Constitution of DCU Educational Trust is set out in Appendix 1.

2.3 Mission Statement

The mission of DCU Educational Trust is to develop philanthropic relationships to support DCU in its mission to transform lives and societies.

About Us and Charitable Purpose

2.3 Our Values

Integrity	We are guided by strong ethical principles and act with openness and honesty in all our interactions.
Collaboration	We believe in the power of working together to achieve transformative societal impact.
Agility	We thrive when faced with challenges and opportunities, moving quickly and creatively in our responses.
Passion for excellence	We are passionate about DCU's mission to transform lives and societies, and we strive to reach the highest standards in our work to make this mission possible.
Committed to impact	We focus, every day and in everything we do, on realising the full potential of philanthropy to make an impact and create a better world.

Section 3 - Governance

3.1 Governance

The Governing Body of the Organisation is the DCU Educational Trust Company, a company limited by Guarantee which is controlled by the members of the company and managed by the Board of Directors in accordance with the Companies Act 1963. The members of the company are comprised of the Directors of the Company (hereinafter, 'The Board').

DCU Educational Trust has also delegated certain roles to two sub-committees as follows:

- Finance Committee
- Risk, Compliance & Governance Committee

The work of the DCU Educational Trust is guided by the board and our volunteer Council of Trustees who voluntarily give their time and expertise to guide the work of the organisation.

The Board takes 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 DCU Educational Trust 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 DCU Educational Trust 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.**

These principles are the bedrock of excellent governance and are continually practised to ensure the governance of DCU Educational Trust is appropriate at all times.

Section 3 - Governance

3.2 Council of Trustees

In addition to the Board, DCU Educational Trust maintains a Council of Trustees. This voluntary group offers expertise and guidance on the work and strategy of the organisation. The Council memberships comprises the Board plus a number of independent individuals who span a broad range of experience, skills, and ability to assist in the mission of the Trust

The Council of Trustees meets up to four times a year and is chaired by the chair of the board. Meetings are attended by the board, the CEO and the Finance Manager. Members of the staff team who do not normally attend Council 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. The Finance Committee and the Risk, Governance and Compliance Committee also report findings and recommendations directly to the Council of Trustees.

The role of the Council of Trustees is to consider information and proposals as provided by the CEO and the sub-committees and to provide recommendations to the Board.

The Board will consider such recommendations in a timely manner.

Section 4 - Operating Guidelines for the Board

4.1 Board Composition

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

- President of Dublin City University
- Four individual members

4.2 Board Meetings

The Board meets up to four times in each calendar year or more frequently, if required, with meetings planned a year ahead. The DCU Educational Trust constitution states that the minimum number of Trustees required for the Board to conduct business (the quorum) is three. Meetings may go ahead without a quorum but decisions made require ratification (either virtually or at the next meeting of the Board). Meetings are normally scheduled to last for approximately one hour, 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 directors 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 director 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.

A Register of Attendance is maintained by the Corporate Secretary. Meetings are attended by the CEO and the Finance Manager 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 Chair 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 5 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.

Section 4 - Operating Guidelines for the Board

Any difficulties with this process must be flagged to the Corporate Secretary. In agreeing the agenda, the Chair 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.

Section 5 - Selection and Election of Directors and Succession Planning

5.1 Selection and Election of Directors

Before recruiting a Director, the board will always consider what is working well with the current Board and what could work better. The Board will also be mindful of what skills, experience and knowledge are available to it already from existing trustees. This process is led by the Chairperson and should help to identify any competency / skills gaps on the board.

The board may appoint at any time any person as director. Any appointment will be effected in writing by the board and will take effect upon lodgement at the registered office.

5.2 Retirement of Directors and Succession Planning

The Board has developed a board succession plan that ensures that future recruitment:

- A. meets the need for a mix of skills and experience identified in the annual competency gap analysis;
- B. embraces the board's diversity and ethical culture; and
- C. sets director term limits to ensure board renewal cycles.

It considers the extent to which the board is made up of member representatives, beneficiaries or external representatives to avoid loyalty dilemmas and decide what the best mix is.

Section 6 - Induction

The overall strategic direction of DCU Educational Trust 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 DCU Educational Trust's key policies and work programme. The aim of induction is to enable and empower Directors of DCU Educational Trust 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:

1. clear on what is involved in being a Director of DCU Educational Trust;
2. know what commitment is required;
3. be informed of the legal obligations of Boards of Directors for the organisation;
4. be aware of its obligations as an employer;
5. be clear on what the individual and collective roles and responsibilities are;
6. realise the importance and value of utilising each member's skills and competencies;
7. 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:

- A. An overview, brief biographies and contact details of current Board of Directors;
- B. Organisation chart including sub-committees;
- C. Stakeholders Map;
- D. Code of Conduct;
- E. Conflict of Interest Policies for Directors/Trustees and Staff;
- F. Activity Calendar;
- G. Schedule of matters reserved for the board;
- H. Terms of Reference for Sub-Committees;
- I. Letter of agreement to becoming a Board Member;
- J. Board Papers for the previous three Board Meetings;
- K. The Organisation's Memorandum and Articles of Association;
- L. The current Strategic Plan;
- M. The previous year's financial accounts & Current budget;
- N. Banking arrangement signing authorities;
- O. All Board policies and procedures;
- P. A copy of the Governance handbook;
- Q. The Charities Governance Code;
- R. Staff Organisation Chart and Contact List;

Where the board or director believes that a director has a competency gap, it should be brought to the attention of the Risk, Compliance and Governance sub-committee who have the remit for addressing these matters.

Section 7– Conflict of Interest and Code of Conduct

7.1 Conflict of Interest

DCU Educational Trust has a Conflict of Interest policy (see Appendix 3) which all charity trustees and directors are required to sign on joining DCU Educational Trust.

The purpose of this policy is to assist charity trustees and directors to effectively identify, record and manage any conflicts of interest or loyalty in order to protect the integrity of DCU Educational Trust and to ensure that trustees act in the best interest of the charity.

A conflict of interest is any situation in which a charity trustee's personal interests or loyalties could, or could be seen to, prevent the charity trustee from making a decision in the best interests of the charity. This personal interest may be direct or indirect, and can include interests of a person connected to the charity trustee. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

Trustees and directors 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 minutes. Where a material conflict of interest arises, the person concerned should not participate in discussions nor, may the person 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 person has a major or ongoing conflict of interest, she or he should offer to resign from the Council / 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 may be taken personally by the director involved.

7.2 Code of Conduct

DCU Educational Trust has a Code of Conduct (see Appendix 4) which all trustees, directors and staff are required to sign. This document sets out the standard of behaviour expected in order to ensure that:

1. DCU Educational Trust is effective, open and accountable;
2. The highest standards of integrity and stewardship are achieved;
3. The working relationship between charity trustees and any employees is productive and supportive.

Section 8 - Key Responsibilities of the Board

8.1 Strategic Functions

The strategic functions of the Board include:

- Setting the strategic direction for DCU Educational Trust, 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 DCU Educational Trust, 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 DCU Educational Trust 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 DCU Educational Trust membership;
- Nurturing and developing an interest in Board membership among DCU Educational Trust 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.

Section 8 - Key Responsibilities of the Board

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 DCU Educational Trust 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 DCU Educational Trust 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 Chair;
- 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 DCU Educational Trust's system of internal controls and policies and procedures;
- Ensuring DCU Educational Trust '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 DCU Educational Trust'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.

Section 8 - Key Responsibilities of the Board

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 DCU Educational Trust as appropriate, in consultation with the Chair/CEO, and, subject to confidentiality constraints, communicating any relevant information /developments to the Board;
- Operating as a collective voice for Dublin City University and its Students;
- Promoting and communicating, both internally and externally, the vision and mission of DCU Educational Trust;
- Supporting and promoting DCU Educational Trust 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.

Section 8 - Key Responsibilities of the Board

8.4 Responsibility of Individual Directors

- Comply with the Trusts constitution
- Ensure that the Trust is carrying out its charitable purposes for the public benefit
- Act in the best interests of the Trust
- Act with reasonable care and skill
- Manage the assets of the Trust
- Make appropriate investment decisions
- Ensure that the Trust is compliant with GDPR and that Finance and IT systems are safeguarded
- Ensure that the Trust is registered on the Charities Regulator's Register of Charities
- Ensure that the Trust keeps proper books of account
- Ensure that the Trust prepares and furnishes financial accounts to the Charities Regulator
- Ensure that the Trust prepares and furnishes an annual report to the Charities Regulator
- Ensure the Charities Regulator is informed if you are of the opinion that there are reasonable grounds for believing a theft or fraud has occurred (Disclosure obligation)
- Ensure that you comply with directions issued by the Regulator

8.5 Reserved Functions

The Board assures itself that it has clearly documented the range of responsibilities that it reserves to itself (see Appendix 2). At a minimum these include;

- Changes to DCU Educational Trust mission and its constitution;
- DCU Educational Trust strategy statements;
- Putting in place a clear scheme of delegation of accountability from the Board to the CEO;
- Approval of annual budgets;
- Appointment of the Board Chairperson;
- The co-option of new board members to fill vacancies that may occur;
- Appointment of the Company Secretary;
- Risk management policies;
- Senior management remuneration and compliance with DCU pay policy;
- Approval of audited financial statements which are available on the Trust website;
- Setting Terms of Reference for sub-committees;
- Appointment of the CEO, assessment of the performance of and succession planning for the CEO and Senior Management Team.

Section 8 - Key Responsibilities of the Board

8.6 Board Performance

The Board will adopt a yearly board review process which includes, but is not be limited to, an assessment of the effectiveness of:

1. the board as a whole;
2. the chair;
3. individual board members;
4. committees including structure, size, and charters; and
5. director training and succession planning.

The primary purpose of this review is to assess how well the board has formulated, resourced and overseen the achievement of the annual milestones in the board's strategic plan.

The Board will recommend an appropriate approach for conducting this performance appraisal. Examples of possible approaches include:

- Self-Assessment Questionnaire completed by Board members. Under this approach, the questionnaire to be circulated to board members is developed and analysed by the Chair, or agreed person/organisation.
- Interviews with Board and Sub-Committee members - would be conducted by the Chair or an external (independent) third party to bring increased objectivity.
- Board / Sub-Committee group discussion – this could be led by the Chair of the Board, or one of the Chairs of the Sub-Committees or by an independent facilitator.

Section 9 - Roles and Responsibilities of the Chair

The Chair 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 Chair

9.1.1 General

- Model, uphold and promote the highest standards of integrity;
- Agree with the CEO, representation and roles prior to DCU Educational Trust events;
- Liaise with key stakeholders and influencers and lead delegations in partnership with the CEO;
- Be a general advocate for DCU Educational Trust;
- Act as spokesperson for DCU Educational Trust policies and for Dublin City University and its Students in partnership with the CEO;
- Ensure that DCU Educational Trust complies with the Governance Code.

9.1.2 Regarding the Trustees

- Lead DCU Educational Trust for the period of the Chair;
- Listen to and reflect trustees' concerns and represent the collective interests of trustees;
- Ensure that trustees receive up to date and relevant information/materials;
- Act as advocate for DCU Educational Trust and DCU Educational Trust policies;
- Ensure the efficient conduct of business at the DCU Educational Trust 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.

Section 9 - Roles and Responsibilities of the Chair

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 DCU Educational Trust 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.

Section 10 - Role of the CEO

The CEO has overall responsibility for the day to day delivery of DCU Educational Trust's strategic plan. The CEO provides leadership and direction, and co-ordinates and manages all delegated activities of DCU Educational Trust, 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 DCU Educational Trust 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;
- Develop a Volunteer Policy
- 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;
- Develop, test and update business continuity plans;
- Ensure that the methods of collecting, using and storing membership data is safe and compliant with Data Protection;
- Front DCU Educational Trust activity as required, in consultation with the Chair.

10.2 Regarding Chair and Board

- Support the Chair in fulfilling his/her role;
- Keep the Chair 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 Chair and Board, to implement such plans;
- Report to the Board at each meeting on the activities of DCU Educational Trust, including reports on performance against the operational plan;
- Develop and submit, on approval, yearly financial budget plans to the Board;
- Manage expenditure for the organisation;
- Maintain and develop funding streams to support the work;
- Ensure timely presentation of accounts;

Section 10 - Role of the CEO

- Ensure financial audit is completed and all procedures adhered to;
- Advise the board of relevant trends and changes which may affect the organisation or membership;
- Advise the board of relevant trends and changes which may affect the organisation or membership;
- Accompany the Chair 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;
- Provide a full compliance report on an annual basis;
- Ensure all regulatory and governance protocols are addressed.

10.3 Regarding DCU Educational Trust Staff

- Model inspiring leadership to DCU Educational Trust 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.

Section 10 - Role of the CEO

10.4 Regarding External Bodies

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

Section 11– Role of the Corporate Secretary

The Finance Manager is a senior member of the DCU Educational Trust staff team and acts as Corporate Secretary to the DCU Educational Trust 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 DCU Educational Trust's Articles of Association, company law, and other laws and regulations, including health and safety requirements;
- To act as DCU Educational Trust'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 Chair, DCU Educational Trust's annual return and certify, along with the Chair, copies of the documents to be annexed to the Annual Return as being a true copy;
- To maintain the statutory books of DCU Educational Trust;
- 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 DCU Educational Trust'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 DCU Educational Trust;
- To advise the Board annually on the availability of Directors & Officers liability insurance and the level of cover afforded by such policy;
- To administer changes to the Memorandum & Articles of Association of the Organisation.

Section 12 - Sub Committees

Sub-committees of the Board are established, when deemed necessary by the Board, to deal with ongoing areas of work or to progress specific pieces of work. The following sub-committees are currently in place:

- Finance Committee
- Risk, Compliance and Governance Committee

All sub-committee members are appointed by the Directors and all Directors can be members of sub-committees. Each sub-committee will have a minimum of one Director who will chair the sub-committee. External individuals may be invited to join based on their particular skills and/or experience. The Finance sub-committee should have a minimum of two Directors and at least one with recent and relevant financial experience. Each sub-committee will nominate a Chair and their appointment will be approved by the Board. The Chairperson of the trust does not Chair of the Finance sub-committee.

At the behest of the CEO and approval of the Chair of the sub-committee, members of staff may also be asked to attend sub-committee meetings but are not considered members of the sub-committee. Any trustee, including the Chair, may attend any sub-committee meeting and may be invited by the sub-committee to do so.

Meetings of sub-committees may take place in person or virtually (e.g. via conference calls). All sub-committee members, apart from any additional trustees in attendance, have voting rights on sub-committees.

Sub-committees always have Terms of Reference agreed by the full Board and detailing the name, purpose, membership and authority of the group. Sub-committees deliberate issues within their remit separately from the full Board, and present recommendations to the full Board for ratification. See Appendix 5 and 6 for the Terms of Reference of sub-committees. The CEO of the trust will be invited to attend sub-committee meetings. All sub-committees report in writing to the Council of Trustees and the Board.

Working Groups

From time to time, Board working groups may be established to progress specific pieces of work.

Section 13 - Organisational Financial and Operational Controls

DCU Educational Trust is committed to maintaining organisational financial and operational control. This control is exercised through the adoption of a wide range of written policies, procedures, protocols and guidelines (PPPGs). These Code of Governance PPPGs and standards of behaviour, applicable to all employees, are essential to ensure that organisational governance is robust and effective.

To ensure these activities are controlled the trust has a range of policies and reporting arrangements.

13.1 Human Resource Management

The Trust has in place a wide range of written policies and guidelines that are applicable to all employees and are essential to support administrative personnel functions, performance management and employee relations.

The Trust relies on the Human Resource function of Dublin City University and adheres to the many policies and procedures that Dublin City University has adopted.

The key policies and procedures are contained within a Staff Handbook that is issued to all employees.

13.2 Financial Management

Financial Management is the system by which the financial aspects of the Trust are directed and controlled to support the delivery of the Trust's goals. The key performance criterion in relation to financial management is that the Trust has in place robust financial management systems and an effective system of internal control over the use of its financial resources.

Effective internal financial control encompasses safeguarding the Service's assets from losses of all kinds and ensuring that value for money is achieved in the use of financial resources.

It is the responsibility of all Budget Holders, managers and staff in the delivery of day-to-day operations and corporate activities that the financial regulations are fully complied with.

The trust takes seriously its duty to maintain proper books of account and does so in accordance with its Financial Management Policy. The Finance Manager presents management accounts to the Finance Committee on a monthly basis for consideration and discussion. The Finance Committee reports on a Quarterly Basis to the Council of Trustees.

Due to the nature of the Finance Committee's work, at least one member must have a financial qualification and experience as a financial manager, in financial accounting or similar.

Section 13 - Organisational Financial and Operational Controls

Filing Accounts

Ensuring that the filing of accounts takes place at the appropriate time is the responsibility of the Secretary. The trust takes seriously its duty to file an Annual Return and Annual Accounts, which are true copies as laid before the AGM and include:

- Balance sheet
- Statement of financial activities
- Directors' report
- Auditor's report

The Board is responsible for approving the Financial Management Policy of the trust which outlines all financial procedures, systems and controls. This policy includes clarity on the level of financial authority given to the CEO and other staff as applicable. Other finance policies which the trust has in place include an Investment policy and a Disbursement policy.

Auditing

As per the legal requirements of a company, the trusts accounts are audited annually. The audit is an examination of the trusts financial statements, providing an informed statement regarding to what extent the financial statements:

- have been prepared according to: the companies acts, relevant legislation and standard accounting practices, and;
- give a true and fair view of the state of the company's affairs, profit or loss for the financial year and assets and liabilities at the end of that year.

The Board is responsible for ensuring there are adequate internal financial controls and risk management systems including: budgeting and planning, appropriate financial procedures, monitoring of these and adherence to relevant legislation. Specific tasks are delegated to the Finance sub-committee on behalf of the Board.

Auditor

The appointment, remuneration and removal of the auditor is dealt with by the Finance sub-committee in the first instance, but approval for any such decision must be granted by Board. The removal of the auditor needs to be passed by ordinary resolution at a general meeting of the company.

Section 13 - Organisational Financial and Operational Controls

Remuneration and Charity Trustees

Charity trustees on the Board of the trust are entirely voluntary and receive no payment for their work. Expenses may be reimbursed in accordance with the Financial Management Policy of the Trust. Charity trustees can choose not to reclaim expenses if they so wish. Trustees will not receive payment for a professional service from the trust.

Fraud

The trust is committed to preserving the highest standards of honesty, transparency, probity and accountability, and recognises that staff play a key role in achieving these aims. Wrongdoing such as fraud, corruption or malpractice, or the covering up of these, can have a devastating effect on our professional reputations, working relationships and morale. Often, staff can be the first to know when someone inside or connected with their organisation is involved in illegal or improper activity and practices, but often they feel apprehensive about reporting their concerns.

The trust has adopted the Anti-Fraud Policy as implemented by Dublin City University.

13.3 Risk Management

The Board is responsible for ensuring that the charity has a risk management system in place including a business continuity plan. The DCU Educational Trust risk management system consists of:

- Risk, Compliance & Governance sub-Committee
- Risk Register
- Business Continuity Plan

The Risk Register is reviewed annually by the Board and is updated as required.

13.4 Communications

The DCU Educational Trust displays our RCN and CHY numbers on our official Charity letterheads, website, emails, annual report and social media platforms.

The DCU Educational Trust stakeholders are any individuals or groups of people who have a legitimate interest in our work. Identifying who they are is important before in order for us to consider how we might communicate with them and how they might communicate with us The DCU Educational Trust stakeholders include:

- Regulators
- Public representatives
- The general public

Section 13 - Organisational Financial and Operational Controls

- The general public
- Beneficiaries
- Dublin City University
- Employees and volunteers
- Partner organisations and supporters
- Funders and donors

The DCU Educational Trust has a Communications Strategy in place to ensure that all stakeholders are communicated with and can easily communicate with The DCU Educational Trust.

The trust involves relevant stakeholders in the strategic planning process and, where appropriate and possible, involves stakeholders in other significant decisions involving The DCU Educational Trust.

The trust has a Complaints policy in place detailing the procedure to be followed in the event of a complaint being made. The policy is displayed on the The DCU Educational Trust website.

The trust is committed to following the reporting requirements of all of our funders and donors, both public and private.



Dublin City University
Educational Trust

Dublin City University Educational Trust

Mac Cormac Building, DCU, Glasnevin, Dublin 9.

T: +353 1 7005467

E: edtrust@dcu.ie

W: www.dcu.ie/trust

DCU Educational Trust is a registered charity (CHY 8960) established in 1988 to advance the development of Dublin City University.