

## Code of Corporate Governance for Voluntary & Community Sector [C] Implementation & Monitoring Tool

				<b>U = Underway</b> <b>C = Completed</b> <b>A = Action required</b>		
<b>Heading</b>	<b>Sub-heading</b>	<b>Compliance</b>	<b>Action</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
<b>1. Agree vision, purpose &amp; values</b>	1.1 (a) Agree strategic plan including statements of vision, purpose or mission, values, aims, objectives.	<p>The Irish Red Cross has published a five-year strategic plan, <i>The Way to 2018</i>. The International Committee of the Red Cross (ICRC) has published a four-year strategy ratified by its General Assembly. The International Federation of the Red Cross has published its strategy running until 2020, <i>Saving Lives Changing Minds</i>.</p> <p>All strategies are guided by the Seven Fundamental Principles of the Red Cross: Humanity, Impartiality, Neutrality, Independence, Voluntary Service, Unity and Universality.</p>	<p>A) To review the implementation of the Strategy in preparation for beyond 2018.</p> <p>b) New plan under development to be launched 2019</p>	<b>C</b>		
	1.1(b) Make sure 1.1(a) is reflected in the governing document of the organisation (for example, memorandum and articles of association, deed or trust and constitution).	<p>The Irish Red Cross is registered and listed on the Charities Regulatory Authority's Register of Charities (Charity Reg. No. 2000946).</p> <p>It has a constitution approved by the democratically elected General Assembly and agreed with the IFRC. The Irish Red Cross also has a set of operating rules to govern the operations of the Society. The Strategic Plan "The Way to 2018" reflects the IRC Constitution and the guiding Principles of the Red Cross.</p>		<b>C</b>		
	1.1(c) Review at least every three years to make sure	The Irish Red Cross has a strategy in place and reviews its performance against the objectives of the strategy every five years with the members of the General Assembly. The	A) Review the IRC Strategic Plan to ensure	<b>C</b>		

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	that the organisation is still relevant.	strategy outlines the priorities for the Society and is developed following wide-ranging consultation with volunteers, staff, donors, partners and other stakeholders, setting out ambitious and achievable objectives.	an Operational Plan and budget is in place. B) Currently a new plan is being developed. Will need to be reviewed when new this strategy is agreed.	<b>U</b>	<b>A</b>	
	1.1(d) Review and agree written policy statements, where necessary, at least every three years.	Irish Red Cross has 23 written policies based on legal, regulatory, financial and statutory requirements. Policies such as Child Protection, Data Protection, Data Retention are published together with Codes of conduct for board members, and management. Also included is a Statement of Directors' Roles and Responsibilities, a Donor Charter with a Statement of Guiding Principles for Fundraising. There are written policies relating to first aid training and practice which complies with accreditation by such bodies as the Pre-Hospital Emergency Care Council, the Irish Heart Foundation, and Quality & Qualifications Ireland. The Irish Red Cross is also accredited by the Occupational First Aid Assessment Agent to run the Health & Safety Authority Occupational First Aid programme certified by QQI. A list of all written policies is available in the appendix of this document.	A) Ensure all relevant Policies are published on the Document Search section of the Irish Red Cross website.  B) Ensure there is an up-to-date -list of documents and/or sources (eg websites) outlining all regulatory and accreditation requirements adhered to by the Irish Red Cross.  C) All Policies to be reviewed every three years. Review completed in 2018 awaiting Board sign off	<b>C</b>  <b>U</b>  <b>U</b>	<b>A</b>  <b>A</b>  <b>A</b>	



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	1.2(d) Receive report from CEO on progress against agreed KPIs	The Secretary General and Senior Management report to the Board six times per year where monitoring and evaluation takes place.		<b>U</b>		
	1.2(e) Ensure discussion of strategic issues is a regular item on board agenda.	This happens via the Bi-Annual Review to the General Assembly		<b>C</b>		
<b>1.3 Managing, supporting and holding to account staff, volunteers acting on behalf of organisation.</b>	1.3(a) Give responsibility for implementation of board-approved human resource policies and employment contracts to CEO.	This responsibility has been assigned to the Secretary General.	Updated Job Descriptions to be prepared for all Senior Managers	<b>C</b>		
	1.3(b) Ensure: formal arrangements for supervision and development of staff; and formal arrangements are set up for the supervision and development of the CEO. This should include a yearly or twice-yearly appraisal.	There is a training budget available for staff and management. Senior Management and staff also attend meetings at national and international level which form part of their professional development. Topics covered include: Governance, fundraising, marketing, communications, international law, disaster/emergency relief, working during armed conflict, displacement and other topics as the necessity arises. Many of these are run by the International Red Cross Movement, support bodies like the Wheel, and professional training organisations. The Senior Management and the Secretary General meet formally twice a month and there is a formal, annual performance appraisal system in place.	Performance appraisals system in place for CEO and all staff	<b>C</b>		

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	1.3(c) Give responsibility for developing the volunteer policy to the CEO.	In this instance, as a volunteer body, the Irish Red Cross volunteer development is coordinated by the Membership Working Group and the Board with the support of a secretariat at Head Office. There is also a volunteer development and training function within Head Office led by a Senior Manager who is answerable to the Secretary General. Recently, the Irish Red Cross has developed and published a volunteer handbook.	a) Volunteer Handbook completed. Online E-Failte training available.  b) New generic policy relating to managing complains under construction.	<b>C</b>  <b>U</b>	<b>A</b>	
	1.3(d) Delegate responsibility for job descriptions and staff supervision to CEO.	This is the responsibility of the Secretary General and the Senior Management Team. This work is supported by Peninsula Business Services as required.	Job descriptions in place for all staff	<b>C</b>		
	1.3(e) Agree job description of CEO;	The Secretary General's job description is agreed by the Board. The appointment is reviewed every five years The Secretary General reports to the Board as outlined elsewhere in this document.	Job description in place for Secretary General	<b>C</b>		
<b>2.1 Identifying &amp; complying with all legal and regulatory requirements.</b>	2.1(a) Agree policies, procedures and reporting mechanisms to ensure compliance with legal and regulatory requirements.	There has been an ongoing process of renewing corporate governance which includes compliance with all regulatory and professional practice as outlined in section 1.1 above. All relevant Policies and Procedures are in place. A sample of which are reviewed by the Audit and Risk Committee and the External Auditors.	A review of the Policies and Procedures has taken place. Outcomes of review need to be signed off by the Board of Directors.	<b>U</b>	<b>A</b>	
	2.1(b) If the organisation is limited by guarantee, appoint a board member as Company Secretary.	The Irish Red Cross is a registered charity with the Charities Regulatory Authority and the Revenue Commissioner. It is not limited by guarantee but is subject to the Red Cross Act 1938, 1944 & 1954 as a voluntary aid society in accordance with the 1949 Geneva Conventions. It is a body corporate with perpetual succession and a common seal. The primary objects of the Irish Red Cross and its powers, organisation		<b>C</b>		

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		and procedures are as set out in the Acts, Statutory Instruments and the provisions of its Constitution. The Society has a National Secretary who is an Honorary Officer of the Board along with the Treasurer, Vice Chair and Chair. The Board is the 'custodian of governance' within the Irish Red Cross. Secretarial functions are provided to these officers by the PA to the Secretary General.				
	2.1(c) Receive reports on legal and regulatory compliance. Ensure issues identified and addressed	This is part of the monitoring and evaluation carried out by the Board. The committees and working groups, Senior Management Team and Secretary General report issues in respect of regulation and compliance as required, including when new obligations arise, e.g. The National Safeguarding Committee.	Reports Received annually from auditors safeguarding Committee training working group and governance committee	<b>U</b>		
	2.1(d) Ensure there is a health & safety policy, nominating a person responsible for compliance. Receive reports on health & safety matters that arise.	There is a Health and Safety policy in place and a reporting protocol by two nominated H&S officers. The compliance with Health and Safety legislation is independently checked every year. There is also a Health & Safety Committee which focuses on the H&S of the members and is supported by a staff member.	The H&S Committee needs to review the H&S policy for members especially in relation to the use of buildings outside of Merrion Square.	<b>C</b>		
	2.1(e) Ensure policies regarding: employment, equality and data protection are in place.	All such policies are in place see 1.1. (d) and appendix.		<b>C</b>		
	2.1(f) Keep contact details of beneficiaries with their permission in a safe place	We have a Data Protection and Data Retention policy and operate according to the Irish Red Cross Donor Charter with a Statement of Guiding Principles for Fundraising referred to in 1.1(d).	Recently conducted a GDPR Audit and resulting implementation plan	<b>U</b>	<b>U</b>	

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	2.1(g) Make sure other policies are in place to comply with other relevant law (for example, child protection or food safety).	See 2.1(d) and the appendix attached to this document. Up to date Child Protection/Safeguarding Policies in place.	These policies are regularly reviewed	<b>C</b>		
	2.1(h) Ensure compliance with terms & conditions of public or private grants received, incl. governance requirements	Compliance is monitored by the grant awarding bodies such as the Department of Foreign Affairs, the Department of Defence and Department of Justice. Written reports are retained and acted upon as required. A recent audit by Irish Aid has confirmed compliance.		<b>C</b>		
<b>2.2</b> <b>Making sure that there are appropriate internal financial and management controls.</b>	2.2(a) Oversee income, expenditure, cash-flow and investments.	The Irish Red Cross publishes a consolidated annual audited set of accounts in its annual report which is signed by the Honorary Treasurer, the Board of Directors and the external auditors. They are also reviewed prior to publication by the Audit and Risk Committee before being formally signed by the Board of Directors and adopted by the members of the General Assembly. Monthly accounts are prepared and overseen by the Honorary Treasurer and the Board As part of the audit process, controls and procedures are reviewed by the external auditors before sign off. The Audit and Risk Committee periodically review the current implementation of controls such as expenses etc.	Planned review of financial controls December 2018	<b>U</b>	<b>A</b>	
	2.2(b) Sign off on yearly audited accounts.	Compliant see 2.2.	The accounts are approved and published each year, normally in July	<b>C</b>	<b>A</b>	

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	2.2(c) Agree and put in place appropriate financial management procedures, systems and controls.	Internal monthly management accounts are prepared and provided to the Board at each meeting. See 2.2. (a) above New procedures are in place to report on bank balances restricted reserves, operational funds and cash flow at each Board meeting		<b>C</b>		
	2.2(d) Agree level of financial authority given to CEO, finance sub-committee and senior staff.	The Secretary General has permission to spend up to €5,000 and senior managers up to €2,500 without seeking authorisation from the Board, provided the expenditure is within the budget. The Finance sub-committee has no spending powers but recommends EXPENDICURE to the Board. There is a Delegated Authorities Policy in place and a policy on current limits of payment authority: <ul style="list-style-type: none"> <li>- All payments up to and including €15,000 must be authorised by the relevant Senior Manager or in his/her absence another Senior Manager</li> <li>- Payments ranging above €15,000 and up to and including €75,000 must also be countersigned by the Secretary General</li> <li>- Payments greater than €75,000 must be further countersigned by a member of the Board</li> <li>- Senior Finance Staff (Branch Finance Officer, Consolidation Accountant, and Commercial Accounts) are authorised to make on line payments for authorised invoices up to and including €1,000.</li> </ul>	The delegated authorities policy is under review by the Board	<b>U</b>	<b>A</b>	

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	<p>2.2(e) Appoint an audit committee of three or more directors. The chair of the organisation's board can be an audit committee member but cannot chair the audit committee. At least one of this committee should have recent and relevant financial experience.</p> <p>Have written terms of reference which describe the role of the committee and its responsibilities. The terms of reference should be available on your website.</p> <p>Include specific terms of reference for Monitoring and review:</p> <ul style="list-style-type: none"> <li>of the accuracy of the financial statements of the organisation;</li> <li>announcements about the organisation's financial performance and financial controls;</li> <li>control and risk management systems;</li> </ul>	<p>The Irish Red Cross has appointed an audit and risk committee of finance accounting professionals in tandem with a professional internal audit team. There are 4 members on the Committee.</p> <p>Written terms of reference are available.</p> <p>The Audit and Risk Committee conducts regular reviews of the internal controls and reporting arrangements which includes financial performance and controls; and control and risk management systems.</p> <p>The Audit Committee has conducted investigations when required, recommends the appointment of the external auditors and their remuneration. These recommendations are then proposed to the Board.</p> <p>The Audit Committee have reflected concerns on occasion to the Board and in co-operation with the Board has agreed a review of Governance.</p> <p>The Board has appointed a professional internal audit group to review the finances and controls within a selected number of Branches and Areas each year.</p> <p>The Audit and Risk Committee meet the external auditor twice a year and receive updates and reports on the audit process, financial management and review the draft management letter</p>	<p>a) Publish Audit and Risk Committee Terms of Reference on website.</p> <p>b) Governance Review currently underway.</p> <p>c) Branch and Area internal Audit review taking place each year</p> <p>D) meetings with Auditors taking place</p> <p>e) The Audit and Risk Committee report on their work to the GA and/or in the annual report each year</p>	<p><b>C</b></p> <p><b>U</b></p> <p><b>C</b></p> <p><b>C</b></p> <p><b>A</b></p>	<p><b>A</b></p>	
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	<p>the effectiveness of the organisation's internal audit role;</p> <p>the external auditor's independence and the effectiveness of the audit process; arrangements by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.</p> <p>(The audit committee should make sure that there are arrangements for independent investigation of such matters and for appropriate follow-up action).</p> <p>Approval: approving the terms of engagement of the external auditor.</p> <p>Recommendations: making recommendations to the board about the appointment, pay and conditions of the external auditor. The board then puts these recommendations to the</p>	<p>The Audit and Risk Committee recommend the accounts to the Board for signing and the Board presents the accounts to the General Assembly for adoption.</p>				
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	members for their approval in a general meeting. The organisation's annual report should include a description of the audit committee's work.					
<b>2.3 Identifying major risks for our organisation and deciding ways of managing the risks.</b>	2.3(a) Do a full risk assessment each year. This will involve: identifying and understanding the risks facing the organisation; assessing and mitigating the risks to ensure they are within the organisation's risk appetite as set by the board and; ensure the processes, accountability and resources are in place to manage the organisation's exposure to risk.	A risk matrix has been prepared which assesses the level of threat to the society in areas such as financial, legal reputation and regulatory risk. It is updated annually and checked quarterly by the management team and reported on to the Board twice a year.	Risk Matrix in place	<b>C</b>		
	2.3(b) Delegate the responsibility of making sure there are appropriate levels of insurance and other risk treatments in place. Receive report each year.	The Irish Red Cross has appointed an insurance broker to oversee the Society's level and extent of the cover. Each year quotes from a number of insurance companies are sought to ensure competitive rates.	In place 2018	<b>C</b>		
	2.3(c) If the organisation owns property or any assets make sure that legal ownership is clearly in the name of the	A property register is held by Head Office and all properties are held in the name of the Irish Red Cross. Irish Red Cross Branches and Units use property regionally for training and as a base for their vehicles and equipment. The deeds for	Property register review in 2018 and updated quarterly by Secretary General	<b>C</b>		

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	organisation and that the community interest is protected if the organisation ceases to exist. Take legal advice if necessary.	all properties are held by the Irish Red Cross. The Irish Red Cross Head Office in Dublin is owned by the Office of Public Works and leased to the Society for nominal rent.				
	2.3(d) Delegate the responsibility of developing, testing and updating continuity plans to the CEO. These plans will help to minimise disruption of services in a crisis.	A business continuity plan is in place which is approved at Board level annually. A Disaster Recovery Plan is also in place.		<b>C</b>		
<b>3.1 Identifying those with a legitimate interest in the work the organisation (stakeholders) and ensure there is regular and effective communication with them.</b>	3.1(a) Identify your key stakeholders and make sure there is a strategy in place for communicating with them appropriately.	The Irish Red Cross has a full-time Communications Officer responsible for implementing a strategy that focuses on stakeholders such as: the general public, young people, students, donors and the volunteer members of the Irish Red Cross. The members receive regular newsletters to keep them informed of national and international developments. The Fundraising team keeps donors informed of appeals and how the funds from these appeals are used. The information provided will often include feedback from clients in relation to the support they have received e.g. Niger programmes. Stakeholders such as Government Departments, local authorities, public representatives, other NGOs and the International Red Cross Movement receive briefings periodically from the Secretary General.		<b>C</b>		

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		Staff members manage relationships with some of the above agencies and conduct meetings and conferences hosted by the Irish Red Cross or jointly with other stakeholders.			
	3.1(b) Appoint an agreed spokesperson for the organisation.	The Irish Red Cross communications strategy involves spokespersons selected on the basis of their expertise. The Secretary General and the Chairperson are the principal spokespersons.		<b>C</b>	
	3.1(c) Ensure the organisation's annual report and accounts are widely available and easy to access on the organisation's website and elsewhere. The annual report should identify the: Chair, Vice Chair, the CEO and any other members of the board and the chairs of subcommittees. It should also set out the number of meetings of the board and its committees and individual attendance by directors.	The Irish Red Cross has a document search function on its website where all policies and reports are available. Chair, Vice Chair, Treasurer, Secretary, members of the Board and the Secretary General are named in the annual report and on the website. The number of meetings of the board (8 annually) and individual attendance by Board members is published. The Annual Report of the Society is published with the Consolidated Accounts in normally July each year. This report includes an analysis of the activities of the members during the year.		<b>C</b>	
	3.1(d) Receive report from CEO on compliance with reporting requirements of relevant regulators and funders.	All conditions of compliance with accrediting legal statutory and regulatory bodies are met. The Board receives reports from the Secretary General in relation to compliance in all areas including training standards, first aid, ambulance standards, vehicle		<b>U</b>	<b>A</b>

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		suitability standards, and an annual independent audit of finances and the business process of the organisation as well as external audit reports on its international services. The Training Working Group manager the compliance for the Training functions of the IRC. The Governance Committee meets twice a year to review corporate governance requirements, i.e. Governance Code, and compliance with Charities Regulator requirements, Fundraising standards, Dóchas compliance statement and the SORP financial reporting standards.				
	3.1(e) Make sure the AGM is held in line with the governing document.	Compliant per Constitution of the Irish Red Cross via the General Assembly and the auditing standards set out under the SORP.		<b>C</b>		
	3.1(f) State publicly that you comply with the Governance Code, making sure: Your organisation's board of directors signs and displays the one-page document outlining the five principles of the Code. This document should be displayed publicly, e.g. on your website; in your annual report and; in your reception area. Your organisation is working on the relevant actions to put these principles in place (use the checklists). Where you are	Compliance with the Governance Code identified on the IRC Website.	Statement of compliance published on website.	<b>C</b>		

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	<p>not as yet working on required actions, explain why. As a result of both action points above, insert the following statement into the Directors report (or other relevant place) in your audited accounts: “We comply with the Governance Code for community, voluntary and charitable organisations in Ireland. We reviewed our organisation’s compliance with the principles in the Code on [provide date]. We based this review on an assessment of our organisational practice against the recommended actions for each principle. Our review sets out actions and completion dates for any issues that the assessment identifies need to be addressed.”</p>					
	<p>3.1(g) Make sure all the codes and standards of practice to which the organisation subscribes are publicly stated and are available.</p>	<p>A list of all codes, standard policies is on our website and in the appendix of this document.</p>	<p>Policy documents reviewed and updated in 2018 awaiting Board sign off</p>	<p><b>U</b></p>	<p><b>A</b></p>	

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<b>3.2 Responding to stakeholders' questions or views about the work of our organisation and how we run it.</b>	3.2(a) Make sure the AGM is run so that it allows beneficiaries to express their views about the work of the organisation.	<p>The Irish Red Cross operates under Governance structures reflected in its' Constitution. The General Assembly of the Irish Red Cross is democratically elected by members and meets biannually. Feedback from the membership of the organisation is obtained from this forum. Communications initiatives such as regular updates from the Secretary General and a monthly newsletter also provides for membership feedback while newsletters and updates for donors and stakeholders in areas such as- International Humanitarian Law and International programmes is also a feature of standard Irish Red Cross communication practice. Public meetings in respect of advocacy, programme development and Vulnerability &amp; Capacity Assessments (VCA) also give the public and stakeholders an opportunity to feed into Irish Red Cross policy making. Reporting on Irish-based programmes such as the CBHFA prison programme and VCA also feature in this feedback all of which includes feedback from beneficiaries. At international level, feedback from beneficiaries is a feature of regular programme reporting most recently in Niger with a participatory diagnostic and a separate vulnerability assessment. The Members also receive audited accounts and reports feedback and reporting on annual activity spanning all Irish Red Cross initiatives. This happens through the Area structure which is linked to the General Assembly and the Board. All of the training programmes offered by the IRC to the general public and businesses</p>	Consultation with members, donors and stakeholders took place in 2018	<b>C</b>		

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		have inbuilt feedback mechanisms which are reported to the Training Department.				
	3.2(b) Make sure there is a clear method whereby stakeholders can communicate with the organisation throughout the year.	Compliant. See 3.2(a) The IRC has three National Directors i.e. Units, Health & Social Care and Youth. These Directors receive feedback from members and stakeholders which they report to the Chairperson and the General Assembly.	Stakeholder meetings were conducted in 2018	<b>C</b>		
	3.2(c) Receive yearly reports on complaints received, and action taken, to make sure that the complaints system is working.	A formal procedure for making complaints of service is published on our website. Complaints received are escalated to the relevant member of the Senior Management Team in the first instance and referred to the voluntary structure as appropriate. There are a number of complaints procedures on the IRC website relating to each of the areas we work in i.e. fundraising, safeguarding etc.	a) Approve and publish a new generic Complaints of Service procedure on website.  b) New Matrix of complaints reported to all Board meetings	<b>U</b>  <b>U</b>	<b>A</b>	
	3.2(d) Monitor key stakeholders' views on the organisation's reputation and take remedial action when necessary.	This is done through the procedures outlined in 3.1(a); and regular meetings and audits with funder stakeholders. Media and parliamentary monitoring is a weekly feature of our Communications practice.	Need to put in place an annual review of all feedback received from the training programme assessment sheets and recent stakeholder interviews	<b>C</b>	<b>A</b>	
<b>3.3 Encouraging and enabling the engagement of those who benefit from our</b>	3.3(a) Make sure that your beneficiaries are consulted during the strategic planning process.	This is a feature of practices outlined in 3.2(a + b).	Occurred in 2018	<b>C</b>		

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<b>organisation in the planning and decision-making of the organisation.</b>						
	3.3(b) Make sure beneficiaries are involved appropriately in decision-making processes.	This is a feature of practices outlined in 3. 2 (a) in relation to ensuring the projects or programmes at home and abroad are only developed in response to the stated needs of the beneficiaries. All international projects are operated in partnership with the local Red Cross.	Recent examples; Nepal and Gaza projects	<b>U</b>		
<b>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.</b>	4.1(a) Make sure the board induction process includes an overview of the role of the board and individual board members, the Governance Code and the organisation's governing document.	Each Board member receives an induction pack, with the Constitution of the Red Cross, its Operating Rules, a Statement of Roles and Responsibilities of Board members and a Code of Conduct. The Board has committed to abide by the Code of Governance and to undertake a structured induction programme facilitated by senior staff and an independent Governance expert	a) The Code of Governance declaration to be agreed with each New Board	<b>U</b>	<b>A</b>	
	4.1(b) Make sure that board members understand that they have a duty to act independently in a personal capacity in promoting the aims of the organisation in line with its governing document. While board	Board members are provided with an induction pack which includes the Volunteer Handbook, Code of Conduct, Statement of Responsibilities which includes the requirement in respect of Board confidentiality. These documents are signed by each Board Director at the beginning of each of their terms of office. The Constitution of the Irish Red Cross and its Operating rules which reflect these principles. All of the Policies of the Irish Red Cross		<b>C</b>		

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	members may be nominated by particular groups, they must not act as a representative of that group in acting as a board member. Board members must at all times respect board confidentiality.	are available to each Board member – see appendix of this document.				
<b>4.1(c) Appoint a sub-committee with a governance remit to do a yearly review of:</b>	4.1(c) Appoint a sub-committee with a governance remit to do a yearly review of: board roles; terms of reference and; membership of sub-committees	Compliant. A Governance committee is established.	Meetings planned in 2019	<b>U</b>	<b>A</b>	
	4.1(d) Make sure there is a copy of the schedule of matters reserved to the board in the board handbook.	These are set out in the roles and responsibilities of the Irish Red Cross Board and the Constitution of the Irish Red Cross.		<b>C</b>		
	4.1(e) Make sure there is a written statement of the division of responsibilities between the chair and CEO including the CEO's delegated authorities.	Compliant per the Constitution of the Irish Red Cross and the Operating Rules of the Irish Red Cross.		<b>C</b>		
	4.1(f) Make sure that board members do not interfere in duties properly delegated to	Staff contracts indicate their responsibility to line managers not Board members but agree to liaise with the membership as often as is required. There are support functions provided to the Chairperson of the Board and the		<b>C</b>		

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	staff but should hold staff to account through the CEO.	various National Committees, Taskforces and Working Groups. Each Board member also signs a code of conduct				
	4.1(g) Make sure newly appointed board members, sign a code of conduct and terms of reference setting out their 'fiduciary duties'. These are the legal duty of one party to act in the best interests of another. These duties relate mainly to assets, property, statutory obligations and the organisation's expectations of board members.	Board members undergo an induction process which includes being provided with a written outline of their roles and responsibilities as trustees of the organisation.  The Senior Management Team provide an induction training day to each new Board member.	a) Completed  b) To be arranged	<b>C</b>	<b>A</b>	
<b>4.2 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective.</b>	4.2(a) Make sure that the board meets regularly and in line with your governing document.	The Board meet on average eight times a year.		<b>C</b>		
	4.2(b) The chair and CEO agree the agenda of board meetings.	The Chair is ultimately responsible for finalising the agenda per the Irish Red Cross Constitution, following discussion with the Secretary General.		<b>C</b>		

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	4.2(c) Agenda, minutes of last meeting and reports or papers outlining proposals to be sent before meeting in an accurate, timely and clear manner.	Compliant in all respects.		<b>C</b>		
	4.2(d) Make sure board minutes follow standard practice, for example, advice sheets from the Office of the Director of Corporate Enforcement.	Compliant in all respects.		<b>C</b>		
	4.2(e) Chair is responsible for ensuring board meetings run to time, enough time is allowed for discussion, maximum participation, adequate information is available and decisions are made and implemented.	Compliant in all respects.		<b>C</b>		
	4.2(f) Make sure individual board members have reasonable access to independent professional advice (for example, financial or legal advice) where they think it necessary to fulfil their responsibilities.	This is available to the Board of Directors at their request and there is a budget line to reflect this each year.		<b>C</b>		

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<p><b>4.3</b> <b>Making sure that there is suitable board recruitment, development and retirement processes in place.</b></p>	<p>4.3(a) Agree a yearly board review process. This process will include a review of: the board; the performance of the chair; the performance of individual board members; the sub-committees' performance, structure, size, make up and; adequacy of information for board meetings. The Company Secretary to make sure that any changes agreed are in line with the governing document.</p>	<p>Compliant per the Irish Red Cross Constitution, which includes the re-election of one third of the Board annually. Members may only serve for three years per term and no more than two consecutive terms. (currently under review) The membership of all National Committees, Working Groups and Taskforces are agreed by the Board of Directors. The Board has agreed a biannual review process to give feedback on its efficiency, this will be facilitated by an independent volunteer advisor. The National Secretary is responsible for all Board changes.</p>	<p>Constitution to be review in 2019</p>		<b>A</b>	
	<p>4.3(b) Agree a strategy for board recruitment which meets the need for a mix of skills and experience, promotes equal opportunities and diversity at board level and is in line with the governing document. Consider the extent to which your board is made up of member representatives, beneficiaries or external</p>	<p>The Board is elected via the General Assembly, with two nominees of the Chair appointed for their particular competencies. The Chair is also responsible for ensuring adequate diversity of skills and experience on the Board. The Nomination Committee of the Irish Red Cross coordinates this process.</p>	<p>The Board skills matrix in place. To be updated every three years</p>	<b>C</b>		<b>A</b>

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	representatives and what the best mix is.					
	4.3(c) Agree and put a comprehensive induction programme in place for new board members. Make sure new members develop a clear understanding of their roles and responsibilities including compliance with the principles of this Governance Code. Agree a skills development programme to fill gaps in the new board member's competencies that may be needed for their role.	A comprehensive induction process and pack is in place including a training day with a Governance expert and operation meetings with Senior management.	a) Induction pack and Governance training  b) Operational training with senior management	<b>C</b>	<b>A</b>	
<b>5.1 Being honest, fair and independent.</b>	5.1(a) Make sure the chair leads the board in developing an ethical culture in line with the values of the organisation.	All members of the International Red Cross Movement including Board members must abide by the Seven Fundamental Principles of the Red Cross which require the highest standards of ethical behaviour. These Principles are supplemented by a range of obligations contained in the Code of Conduct and the Statement of Director Responsibilities. It is intended that all Board Directors will, at least once during their tenure, meet with representatives of the International Committee of the Red Cross (ICRC) and International Federation of the Red Cross (IFRC) to develop their understanding of the values of the organisation.	a) Red Cross Principles read at every Board meeting  b) Meeting with international federation to be arranged	<b>C</b>	<b>A</b>	

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	5.1(b) Develop and agree a code of conduct for board members that outlines the expected standards of behaviour and what happens if they are not met.	Compliant. A Code of Conduct is in place and signed by all Directors.		<b>C</b>		
	5.1(c) Make sure the code of conduct gives clear guidelines on the receipt of gifts or hospitality by board members.	Compliant. There is a policy on conflicts of interest which Board members must sign.		<b>C</b>		
	5.1(d) Make sure all board members sign a commitment to follow the code on appointment.	Compliant. The Code of Conduct is signed by each Board Director at the beginning of each term of their office.		<b>C</b>		
	5.1(e) Review your code each year to ensure it meets developing ethical standards expected by stakeholders and society.	The Secretary General reports to the Board and the Governance Working Group on any issues or new requirements in respect of compliance and regulation. Stakeholder and public expectation of the conduct of the Society is a regular feature of meetings of the Board and the General Assembly.		<b>C</b>		
	5.1(f) Be fair by consistently applying the same ethical standards to every person and situation.	Compliant. See 5.1(a)		<b>C</b>		
<b>5.2 Understanding, declaring and managing conflicts</b>		Compliant. There is a policy on conflicts of interest which Board members must sign which is reflected in the Statement of Board members' roles and responsibilities.		<b>C</b>		

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of interest and conflicts of loyalties.						
	5.2(a) Hold a discussion about the issues of 'conflict of interest' and 'conflict of loyalty'. Develop a policy on each of these.	The Statement of Board members' roles and responsibilities requires and a commitment to the "highest standards of corporate governance" including a requirement to act independently and declare receipt of gifts or benefits which could arise and an acknowledgment of any conflicts of interest as set out in the Irish Red Cross Constitution.		<b>C</b>		
	5.2(b) Each board member and anyone else present must tell the board if they believe they have a conflict of interest on a matter to be decided at the meeting. Unless the board decides otherwise, they must leave when the board is discussing or deciding on that matter. The person concerned should be told what decision was reached. Conflicts of interest must be recorded in the minutes. Conflicts of loyalty may be serious enough to be conflicts of interest.	Compliant, see above.		<b>C</b>		
	5.2(c) Establish a register of directors' interests. Update it each year. Board members	Compliant. This is established at the beginning of each term of office.		<b>C</b>		

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	must notify the board of any relevant changes in their interests when they happen. These should be recorded in the register.					
	5.2(d) Make sure the board induction process includes information and policies about conflicts of interest and conflicts of loyalty.	Compliant. See reference to Board Induction pack and induction process		<b>C</b>	<b>A</b>	
<b>5.3 Protecting and promoting our organisation's reputation.</b>	5.3(a) Make sure all board members understand their responsibility to act as champions for the organisation by promoting its work and reputation.	Compliant. Ultimately, this is in line with obligations as a member Society of the International Red Cross Movement.		<b>C</b>		
	5.3(b) Make sure the code of conduct makes it clear that each board member has a duty not to do anything that may damage the reputation of the organisation.	Compliant per the Code of Conduct.		<b>C</b>		
	5.3(c) Make sure the code of conduct clarifies that board members have a duty to maintain the confidentiality of board meetings.	Compliant per the Code of Conduct.		<b>C</b>		



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	5.3(d) Make sure the safeguarding and promoting of the organisation's reputation is dealt with in the communications and risk management strategies.	Compliant per the roles and responsibilities of the Board of Directors and identified in the Corporate Risk Matrix		C		