

# GLENCREE CENTRE FOR PEACE & RECONCILIATION

BOARD ROLES &  
RESPONSIBILITIES  
POLICY





## **Glencree Centre for Peace and Reconciliation**

### **Policy on**

- **Board Roles and Responsibilities**
- **Reserved Decision Making of Board**
- **Procedure for dealing with Exceptional/Urgent Matters**
- **CEO Delegated Authority**
- **Role of Board Chair**
- **Role of Company Secretary**

**Agreed at Glencree Centre for Peace and Reconciliation's  
Board Meeting 27th November 2020**

**For Review November Board Meeting 2023.**

## **1. Purpose and scope of this policy**

This policy details Glencree’s commitment to provide an induction or orientation of new Board members. This induction process is seen as an opportunity for new Board members to be welcomed, to learn about their Board role and about Glencree’s work and for Glencree to support the person as they assume governance responsibilities.

## **2. Responsibility**

It is the lead responsibility of the Chair of the Board, with the Chair of the Board’s Governance Sub-Committee, the CEO and the Company Secretary to ensure that Glencree Board members and relevant appropriately implement the procedures and responsibilities outlined in this policy

## **3. Collective Responsibility of the Board**

Board members share formal responsibility for the Glencree Centre for Peace and Reconciliation and must act in its best interests.

Members of the Board are responsible to the Chair of the Board and membership, and are responsible for the governance and strategic direction of Glencree. The overall and specific responsibilities are detailed below.

### **a. Overall role of the Board**

- Lead Glencree Centre for Peace and Reconciliation (Glencree) innovatively within a framework of sound governance, continuous improvement and prudent and effective financial control, which enables risks to be properly assessed and managed
- Carry out the functions of the Board set out in the Memorandum and Articles

including managing the business of the company, manage the finances and keep proper accounts.

### **b. Governance, compliance, strategic direction, aims and objectives**

- Set Glencree’s mission, values and standards and ensure that obligations to its stakeholders and others are understood and met.
- Set key objectives for Glencree, and the strategies and priorities that will enable those objectives to be met, including ensuring that the necessary financial and human resources are in place.
- Establish a framework for approving policies and plans to achieve the agreed objectives.
- Review the performance of Glencree against its business plan, budget and targets, and its plans for continuous performance.
- Promote the highest standards of corporate governance and ensure compliance with the Charities Governance Code, its Guidance Note for Charity Trustees and all relevant legislation and regulations
- Work in accordance with the Board Members’ Code of Conduct
- Act in the best interest of Glencree at all times and not on behalf of any constituency or interest group.
- Delegate any of its powers to a sub-committee and/or the Chief Executive Officer.
- Meet at least every three months with a quorum of at least three directors.

### **c. Communication and culture**

- Promote and develop Glencree, its policies, its ethos, and quality standards in order for it to, grow,

continually improve and maintain its relevance.

- Question intelligently, debate constructively, challenge rigorously and decide dispassionately on all matters presented to the Board
- Consult and listen sensitively to the views of members, staff, stakeholders and others, both within and outside Glenree and understand their priorities
- Gain the trust and respect of other board and committee members and the Chief Executive
- Constantly seek to establish and maintain confidence in the conduct of Glenree.

#### **d. Organisational management**

- Establish and oversee a framework of internal control and effective delegation including establishing a risk management strategy that ensures the board takes or ratifies decisions on matters that carry the highest risks.
- Review Glenree's use of public funds, and ensure it maintains sound financial management of these and other resources
- Approve the annual business plan, budget and, prior to publication, the final accounts
- Ensure expenditure is controlled whilst Glenree's objectives are met, and activities meet accepted standards and policies
- Adopt a management structure designed to implement the Glenree's objectives.
- Keep abreast of relevant political, business, and peace-building issues.

#### **e. The Board, Committees and Chief Executive**

- Ensure the Board and its committees have the capacity, commitment and experience to control Glenree.
- Ensure the Chief Executive has the capacity, commitment, skills and experience to implement the Board's decisions effectively.
- Plan the succession of, appointment and where necessary removal of the Chief Executive.
- Determine appropriate levels of remuneration including benefits and terms of employment of the Chief Executive and appraise their performance.
- Determine the extent to which authority is to be delegated to Committees and the Chief Executive and monitor decisions taken under that delegated authority (see below)
- Undertake any activity reserved for board members in the rules, or required of board members by statute or regulation, including the signing of cheques and the witnessing of the use of Glenree's seal.
- Participate in the Board's reviews, its self-performance, its Committees and that of the Chief Executive.
- Review Glenree's compliance with relevant Codes of Governance.

#### **4. Board's Reserved Decision Making**

Exclusively the Board at properly convened Board meetings must undertake the following decisions/approvals:

- a. Appointment of Chair, Secretary and other such Officers of the Board as required.
- b. Expansion of Glencree's operations into new activities.
- c. Decisions to cease a material part of Glencree's operations.
- d. Changes to the corporate structure, including setting up any subsidiaries.
- e. Approval of Resolutions to be submitted by the Board to the Membership at general meeting, annual general meeting or extraordinary general meeting.
- f. Changes to the size, structure and composition of the Board.
- g. Appointment or removal of any Board Member, including co-optees to Committees and the Board.
- h. Appointment to and removal from the Boards of subsidiaries or other such organisations.
- i. Appointment and, if necessary, the removal of the CEO.
- j. Approval and monitoring of major capital expenditure programmes.
- k. Ensuring adequate succession planning for Board Members and the Chief Executive.
- l. Approval of all organizational policies
- m. Approval of remuneration package, contract of employment and other employment related matters for the CEO

- n. Decisions on conflicts of Interest arising for individual Board Members
- o. Set the strategic direction for Glencree
- p. Approval of the instigation of any legal action or contribution to the costs of a legal action
- q. Approval of all loans by way of mortgages, bonds, or other such facilities, substantial financial expenditures on land and property, development, investments and other such transactions as required

## **5. Dealing with Exceptional/Urgent Matters**

Where a quorate Board is unable to meet to discuss an urgent matter, the Chairperson will invoke the written procedure provided for in paragraph 62 of Glenree's Articles of Association [ref: Glencree Constitution Art 62

*A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.]*

The Chair will ensure that this procedure is balanced with the overriding principle that each Board member is given as much information as possible, the time to consider it properly, and an opportunity to discuss the matter with all the available Board members prior to the commitment of a Board decision.

## 6. CEO Delegated Authority

The CEO is accountable for the performance of Glencree within the bounds of the delegated authority specified below. Beyond this, the Glencree Board is otherwise accountable. This delegated authority means that the CEO can get on with the job without the requirement to refer to the Board to seek permission to carry out operational functions. The CEO has delegated authority in the following areas.

- a. Day to day management, administration and control of the affairs of Glencree.
- b. Authorised to take all necessary action for the effective operational management and supervision of Glencree in accordance with its values, ethos and business objectives.
- c. The role and responsibilities of the CEO as set out in the post holder's Job Description.
- d. Financial management, including budgeting, day-to-day financial management, procurement limits, operation of capital and revenue expenditure within approved expenditure limits and internal controls, as outlined in Glencree's Financial Policies and Procedures Manual.
- e. Administrative management including organisational structures, allocation of resources and operational arrangements.
- f. Human Resource management including appointments, dismissals, performance management and development and disciplinary actions.

- g. Programme management in accordance with approval Board strategic objectives and priorities.
- h. Policy formulation and approval by Board if required, and implementation.
- i. Establishment of contracts, undertakings and other such activities in accordance with Delegated Authorities or otherwise approved by the Board.
- j. Business development within Board approved business objectives and priorities including new schemes and services consistent with these.
- k. Development, with the Board of organisational strategic business plans and annual operational business plans.
- l. Stakeholder relations.
- m. Public relations and communications, including acting as spokesperson for Glencree, as appropriate.

## 7. Role of the Board Chairperson

The Chair, working with the Board, accepts responsibility for leading the governance of the organisation and ensuring its effectiveness.

The Chair is elected by the Board, who share collective responsibility and authority and the Chair has no additional authority.

The role of the Chairperson is to ensure the orderly operation of the Board and to drive its corporate governance framework. In addition to the general responsibilities of a Board member, the

duties of the chairperson of the Glencree Centre for Peace and Reconciliation include the following.

- a. Provide leadership to Glencree and the board by ensuring that everyone remains focused on the delivery of the organisation's charitable purposes in order to provide greater public benefit
- b. Take a lead role in determining and reviewing the composition, structure and performance of the Board
- c. Chair and facilitate board meetings
- d. Check and sign Board minutes
- e. Give direction to board policy-making
- f. Check that decisions taken at meetings are implemented
- g. Represent Glencree at functions and meetings, and acting as a spokesperson as appropriate
- h. Bring impartiality and objectivity to decision-making
- i. May serve as a member of any formal Board (sub) committees, but not act as Chair of any
- j. May attend in an ex-officio capacity of any Board (sub) committee of which the Chair is not otherwise a member
- k. Foster a strong relationship of mutual trust with the CEO and act as her/his line manager
- l. With the CEO:
  - o Plan the annual cycle of board meetings and other general meetings where required, for example annual general meeting
  - o Set agendas for board and other general meetings
  - o Develop the board including induction, training, appraisal and succession planning
  - o Address conflict within the board and within Glencree, and liaise with the chief executive (if staff are employed) to achieve this
- m. Where staff are employed:
  - o Liaise with the chief executive to keep an overview of the organisation's affairs and to provide support as appropriate
  - o Lead the process of supporting and appraising the performance of the chief executive
  - o Sit on appointment and disciplinary panels.
- n. The Vice-Chair acts for the chair when the Chair is not available and undertakes assignments at the request of the Chair.

## 8. Role of the Company Secretary

The Company Secretary supports the Chair and Chief Executive by ensuring the smooth functioning of the Board, to provide administrative functions and ensure Board compliance with relevant legislative and regulatory requirements.

	<b>Tasks</b>
<b>Meetings (AGM, General &amp; Board Meetings)</b>	Circulate Notices, Agendas and Minutes of AGM, Special or Extraordinary Meetings of the Board
	Prepare Agendas in consultation with the Chair.
	Circulate Notices, Agendas and supporting papers in good time, but at least five working days in advance.
	To receive Agenda items from Board members.
	Ensure that all meetings are quorate in accordance with the Rules of Association.
	To minute meetings and circulate draft minutes to Board Members within one week of Board meeting.
	Ensure all approved Minutes are signed by the Chair.
	Ensure that all Board meetings are conducted in accordance with Glencree's governance and with legal and regulatory requirements
<b>Registers</b>	Keep and maintain registers of board members, declarations of interest, seals books and tender opening records.
<b>Statutory books and returns</b>	To keep, maintain and present where required books of accounts
	Annual Returns to Charities Regulator.
	Annual Returns to Company Registrations Office.
	Annual Returns to funding bodies.
<b>The following books of record must be kept (this is not an exhaustive list):</b>	Register of members of Glencree.
	Register of Board Members and Secretary.
	Disclosure of interests by board members.
	Minutes of board meetings and notices thereof.



	Updated organisational policies
	Books of account including signed audited accounts.
	Seal Register (the Secretary holds the Company Seal).
	Tender Opening Book.
	Register of securities and bonds (where appropriate).
	Register of mortgages and charges on land.
<b>Legal matters</b>	<p>Making sure that all actions are legal and within the policies of Glencree, compliance with requirements for grant aid, charitable rules, borrowing papers etc.</p> <p>Provide advice and guidance to the Board on company law and other relevant laws and regulations</p> <p>Provide advice and guidance to the Board on their obligations under the Company's Memorandum and Articles of Association</p>
<b>Board administration</b>	<p>To ensure that all reasonable arrangements for meetings are completed as required</p> <p>Serve on the Audit and Risk Board Sub-Committee and other relevant Sub-Committees as designated by the Board or CEO</p>

