

 <small>making positive life impacts for sick children</small>	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			



GOVERNANCE MANUAL

The Saoirse Foundation's Governance Manual is designed to provide assurance to all stakeholders that the Saoirse Foundation operates to the highest standards of Corporate Governance as a Non-Profit Organisation of its size.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

Contents

A.	General.....	1
1.	Introduction	1
2.	Purpose	1
3.	Objectives.....	2
4.	Governance Structure	4
B	Board of Directors	5
5.	Introduction	5
6.	Board of Directors	6
7.	Protocol for Board Meetings.....	14
C	Chief Executive Officer (CEO) Limitations Policy.....	16
D	Board and CEO Linkage & Relationship Policy	19

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

A. General

1. Introduction

This governance manual brings together some of the key materials and principals relevant to the roles of directors of the Saoirse Foundation (“the Charity”). Some of these requirements are mandated by law while others reflect guidelines for the operation, structure and composition of the Board of the Chairty. The purpose of the operating manual is to help the Charity achieve the highest standards of governance.

The Saoirse Foundation is a registered non-profit children’s charity established in March 2010 by Mary & Tony Heffernan and dedicated to Batten Disease under the Bee for Battens banner. The organisation is named after their daughter, Saoirse Heffernan, who suffered from this ultra-rare and fatal disease which claimed her life in January 2011. Her brother Liam also died from Batten Disease on May 4th 2014.

The charity is now pro-active in patient support, advocacy and promotion of rare and genetic disorders, and holds a number of positions in national and international charitable umbrella groups and collaborations. In 2013 the charity extended its remit to include BUMBLEance and Liams Lodge.

The Saoirse Foundation currently operates using three registered trading names namely Bee for Battens, BUMBLEance & Liam’s Lodge and has the following Charity registration numbers:

- CRO Reg # 418251;
- Charity Number CHY 19226;
- Charity Regulator ID: 20075163.

2. Purpose

Mission Statement

To Make Positive Life Impacts for Seriously Sick Children & Their Families by;

- supporting those affected by Batten Disease & other Rare & Genetic Disorders, and
- providing specialized transportation services via BUMBLEance to those seriously ill children .

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

Vision

To create an Ireland where children and families affected by rare and genetic disorders have the opportunity to enjoy the best quality of life and create an environment where the fear of travelling by ambulance for a sick child no longer exists by providing the safest child friendly ambulance transportation service available.

Values & Ethical Statement

- **Put Children First** - We put the happiness, delight and well-being of children first in everything we do.
- **Impact Driven** - We strive to maximize the impact in everything we do, to make positive life impacts in the lives of children affected by rare and genetic disease and those who use our BUMBLEance services.
- **Awareness Building** - We strive in every communication we make or deed we do to broaden the awareness of rare and genetic disease, and the challenges of those who use our BUMBLEance services.
- **Always Learning** - We are constantly seeking to improve our services, operations and approach. We take the feedback on-Board of all our stakeholders.
- **Partnership Approach** - We always seek to partner & develop long term relationships, particularly with those who know more and believe that together we can achieve more rather than working alone.
- **Respect and Dignity** - We aim to always treat our clients, staff, volunteers, partners and stakeholders with the respect and dignity they deserve.
- **Accountable and Transparent** - We will be honest & accountable to all our stakeholders and strive to operate our services, fundraising and resourcing openly and transparently.

3. Objectives

Key Objectives

The main object for which the Company is established is to preserve and protect the health and promote the welfare of those affected by Genetic & Rare Disease, & including all types of Neuronal Ceroid Lipofuscinosis (NCL) commonly known as Batten's Disease, & to provide special transportation services (via BUMBLEance) aimed at very seriously ill children.

We will achieve this by:

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- i. Creating a positive support network of parents, families and professionals in order to share ideas, experiences and give emotional support;
- ii. Advancing the education of the medical & care professions and the general public;
- iii. Promoting research into the management of Genetic & Rare Disease including Batten's Disease, publishing the results thereof and supporting charitable organisations which promote such research;
- iv. Operating & maintaining an appropriate web & media presence to promote generate awareness of the Charity;
- v. Recognising the emotional needs of children affected by Genetic & Rare Disease and encouraging the recognition of the depth of feelings experienced by their families and provide support;
- vi. Increasing the understanding of the relationship between the physical effects of Genetic & Rare Disease and learning development;
- vii. Aiding the development of beneficial therapies and learning programmes;
- viii. Helping parents obtain the best education and facilities for their children;
- ix. Supporting the parents in their right to be kept informed about the likely progression of their child's condition and of the outcomes of treatments offered at various stages;
- x. Promoting exercise and physical endeavours as a beneficial therapy;
- xi. Helping & supporting parents in obtaining financial aid, benefits and other services, and funding any shortfalls, if required; and
- xii. Promoting and supporting all activities leading to an improved quality of life, including respite care services.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

4. Governance Structure

Memoandum & Articles of Association		
Board of Directors	Finance & Risk Management	Operational Management
Governance Manual - CEO Linkage Policy - CEO Limitations & Relationship Policy Directors Code of Conduct Policy Conflict of Interest & Loyalty Strategic Planning	Finance & Risk Management Manual Annual Reports Annual Budget & Business Plan Risk Register Monthly Reporting KPI's Monitoring	Fundraising Manual Charity Research Activites Communication Policy Human Resources & Employee Guideline Policies & Procedures Operational Policies & Procedures Service User Policies & Procedures Complaints Policy
Statutory Compliance		

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

B Board of Directors

5. Introduction

The Board of Directors have overall responsibility for Governance of the Charity, including its strategic direction, reviewing the plans established by the CEO and management team and the monitoring of performance against plans. The Board are responsible for implementing and maintaining an up to date Governance Manual and ensuring that all policies and procedures for the Charity are in place to ensure full compliance with the statutory obligations, legal framework and the principles of the Governance Code.

Key Functions of the Board

Day to day responsibility for the management and running of the Charity rests with the CEO and staff of the charity. The Board's role is to provide strategic direction, oversight and self regulation.

Strategic Direction

Setting the strategic direction of the Charity consistent with its Mission, Vision and Objectives;

- Leading the development of a Strategic Plan;
- Developing and maintaining the Governance Structure of the Charity;
- Clearly delegate responsibility for implementing the Strategic Plan to the CEO and staff;
- Providing support to the CEO & staff in implementing the Strategic Plan;
- Being aware that all Directors are equally responsible in law for the actions of the Board and have equal status as Directors;
- Agreeing decisions only at Board meetings where a quorum is present;
- Approving, reviewing, and revising if necessary, the annual plan;
- Ensuring the Charity is solvent, well run and delivers the outcomes for which it was established;
- Ensuring that relations with all stakeholders are open and transparent and without favour; and
- Ensuring the Board and its members adhere to the principals of the Corporate Governance Code Developing strategies to ensure a continuous of eligible Board members.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

Oversight

- Delegate the day to day responsibility for management of the Charity to the CEO and the staff. Such delegation will set clear limits on matters such as expenditure, entering into contracts and decisions that can be made and may be in Board minutes, in terms of reference of sub-committees, in policy documents or in job descriptions.
- Refrain from giving instruction either formally or informally to any member of staff other than the CEO.
- Monitor and review operational performance.
- Ensure adequate resources are in place to allow the Charity achieve its objectives.
- Establish sub-committees as appropriate to assist the Board meet its objectives.
- Develop and manage the succession planning process maintain and regularly review the system of internal controls, policies and procedures.
- Ensure financial records are audited in accordance with accepted accounting standards.
- Approving the financial statements for each financial year.
- Monitoring, in conjunction with the CEO and staff, compliance with all relevant law and regulation.
- Supporting and promoting fundraising events.
- Using the expertise of individual Board members to enhance the effectiveness of the Board.
- Ensuring the principals of equality and diversity are upheld in all activities.

6. Board of Directors

Structure and Composition of the Board

The number of Directors on the Board shall not be less than two or more than fifteen.

The Board members should, where possible, have backgrounds and expertise relevant to the business of the Foundation, in the following areas:

- Finance/Audit;
- Fundraising & Marketing;
- Public Relations;
- Education and Research;
- Medical & Patient Interests;
- Legal/Regulatory/Human Resources; and
- Personal experience of dealing with challenges as covered by the charity's objectives.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

Diversity in Board composition and gender representation is an important factor in ensuring its effectiveness, providing opportunities for debate, consideration of all aspects of issues and prevents complacency. The priority in creating an effective Board shall be to ensure that a broad range of skill sets are available to the Charity.

The Secretary is appointed by the Board and can only be removed by the Board.

Evaluating the performance of the Board

An effective process to evaluate the performance of the Board will provide invaluable feedback to improve Board effectiveness and will highlight strengths and areas where gaps still may exist. The Chairperson should have overall responsibility for the process.

External facilitation may be used to evaluate Board performance. The evaluation should explore the effectiveness of the Board as a whole and the contribution of individual directors.

The Board and individual members should be assessed against a range of agreed criteria covering:

- A mix of skills, experience, knowledge and diversity on the Board;
- Leadership;
- Succession and development plans;
- Quality of information for decision making;
- Clarity of decision making process;
- Process for identifying risks and monitoring risks; and
- Board communication.

Tenure of Board Members

- In accordance with the Memorandum & Articles of Association of the Charity one third of the Directors should retire by rotation every year, but may offer themselves for re-election.
- When existing directors are seeking re-election, the Chairperson should confirm to Board members that, following formal performance evaluation, the individual's performance continues to be effective and that the individual demonstrates commitment to the role.
- Any term beyond 6 years should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the Board.
- Directors should serve no- longer than 9 years, and are subject to annual re-election. Serving more than 9 years could cast doubt over the ability of a director to remain

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

independent.

Induction of new members to the Board

Prior to acceptance of a position on the Board , a person should carry out their own due diligence on the Charity. The Chairperson of the Foundation should encourage potential directors to ensure that they are fully informed on the financial and operational aspects of the Charity prior to accepting the position.

It is recommended that each new Board member receives an information pack containing:

- History of Foundation;
- Up to date copy of governing documentation (Memorandum and Articles of Association);
- Charity Governance Manual;
- Meeting of Minutes for the previous two years;
- Copy of Strategic plan and annual business plan;
- Financial budget plan for year;
- Copy of last three sets of audited accounts;
- Details of projects underway and planned;
- Organizational chart; and
- Copy of the Governance Code Handbook.

New directors should confirm receipt of the induction pack and confirm that the contents have been explained to them.

After a new Director has been accepted and approved by the Board, a letter of appointment should be sent to them by the Secretary confirming their appointment and should contain:

- Confirmation of appointment;
- Relevant papers to be signed and returned to Company Secretary for filing with Companies Registration Office; and
- Details of sub-committees, if any, on which the new Director is required to participate.

Role of the Chairperson

The Chairperson should demonstrate ethical leadership, the highest standards of integrity and should set the style and tone of Board meetings. The Chairperson's role includes:

- Being a director of the Charity;
- Fostering a strong relationship of mutual trust with the CEO;

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- Being available for consultation with the CEO (preferably on a face to face basis) if requested;
- Chair meetings of the Board in a firm and fair manner;
- Prepare, in consultation with the CEO and Secretary, the agenda and when necessary liaise with the CEO regarding any follow-up work to be carried out;
- Ensuring appropriate interaction & adequate operational support between the Board and the stakeholders of the Charity including the CEO and key staff members;
- Ensuring that a process is put in place to assess the performance of the Board;
- Representing the Board to outside parties in announcing Board-stated positions;
- Setting up sub-groups of the Board and participate in an ex-officio capacity on each such sub-groups;
- Encouraging all Board members to contribute during meetings;
- Harnessing the diverse skills and expertise of everyone on the Board;
- Deliberate and discuss meeting content that is for the Board and not the CEO to decide upon and to provide his/her views in an open, thorough and orderly manner; and
- Conducting on behalf of the Board an annual review of the Chief Executive's performance.

The Chairperson's term should not exceed a maximum of 6 years (2 terms of 3 years). Following the completion of the term of office as Chairperson, the person may remain on the Board for a maximum of 3 years providing they have not breached the 9 year rule of Board membership.

It is important that the Chairperson can commit sufficient time to the role. The Board should be satisfied that the Chairperson's other commitments would not prevent him providing the commitment and capability to make himself available under unforeseen circumstances, should the need arise.

The job result of the chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organisation.

Role of the Secretary

The Board must appoint a Secretary who may be a member of the Board of Directors and support that individual with external expertise if required.

The role of the Secretary includes:

- Ensuring, in collaboration with the CEO, that advice and guidance is provided to the Board on obligations arising under the Memorandum & Articles of Association of the Charity, company law and other laws and regulations;
- Acting as the principal compliance officer;
- Ensuring compliance with the Companies Act 2014;
- Ensuring all statutory returns are filed before their due date;

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- Maintaining the statutory books;
- Ensuring AGMs are held within time limits specified;
- Ensuring that the register of members is maintained and up to date;
- Recording accurate minutes of Board meetings; and
- Admitting changes to the Memorandum & Articles of Association.

The Secretary's term should not exceed a maximum of 6 years (2 terms of 3 years). Following the completion of the term of office as Secretary the person may remain on the Board for a maximum of 3 years providing they have not breached the 9 year rule of Board membership.

Role of the Treasurer

The main role of the Treasurer is to maintain a financial oversight of the organisation. The Treasurer must be appointed by the Board.

Responsibilities include:

- Overseeing and approving budgets, accounts and financial statements;
- Preparing and presenting in conjunction with the CEO understandable financial reports to the Board;
- Ensuring that the financial resources of the organisation meet its needs;
- Ensuring that appropriate accounting procedures and financial controls are in place;
- Advising on the financial implications and requirements of any new projects;
- Having the annual accounts and supporting files prepared for submission to the independent auditor;
- Presenting the annual accounts at the AGM; and
- Engaging external support and advice to support this role where necessary.

Board Subgroup Structures & Terms of Reference

The Chairman will appoint members to sub groups of the main Board. The role of the sub groups is to support the main Board.

The Chairman of each sub group will be appointed by the Board and shall be a member of the Board of the Charity.

All sub-groups are advisory in nature and are therefore not a decision-making Board. Members of staff of the Charity may be appointed to these sub groups.

The Chairman of the Board and the Chairman of the Governance Policy & HR, and Finance, Risk & Audit subgroups together constitute the Remuneration Subgroup. It is the only subgroup which has decision-making authority as delegated by the Board in the form of the Remuneration Policy.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

The quorum for each subgroup is a minimum of 2 Board members. The CEO & the Chairperson are ex-officio members of all sub-groups. The membership of each subgroup shall be captured and recorded in the minutes of meetings and registered in the Sub Group membership register.

1) Marketing, PR and Fundraising Sub-group – Terms of Reference

The role of the sub-group is:

- To develop, oversee and recommend marketing and PR campaigns and to make recommendations for best practice and measure impacts;
- To recommend and monitor PR activities of the charity and engage with third party providers as appropriate;
- To oversee the terms and effectiveness of PR and marketing agents engaged with the Charity;
- To monitor the marketing, PR and fundraising associated controls and budgets on behalf of the Charity and to advise the Board regarding its findings;
- To monitor systems for appropriate accountability and accuracy and to make recommendations as per best practice;
- To recommend and monitor the appropriate annual & event budgets and engage with third party providers as appropriate;
- To oversee the terms and effectiveness of the fundraising employees and set objectives and targets for same;
- To oversee the risk management processes relating to marketing, PR & fundraising and an annual review of same by the Board of Directors; and
- To oversee the media management activities and alert important events to all charity partners corporates and appropriate members of the Board of Directors.

2) Finance, Risk and Audit Committee Sub-group – Terms of Reference

The role of the sub-group is:

- To monitor the financial activities, controls and budgets of the Charity and to advise the Board regarding its findings;
- To ensure financial control procedures are adequate;
- To monitor the progress of income-raising plans;
- To recommend and monitor the annual budget;
- To oversee the terms and effectiveness of the annual audit and any other internal or external audits as may be judged necessary;

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- To oversee and monitor the risk management process and to compile and update the Risk Register and submit same to the Board for consideration; and
- To ensure that there are arrangements in place by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

3) Governance, Policy & HR Sub-group – Terms of Reference

The role of the sub-group is:

- To identify and advise in relation to critical issues affecting the Community and Voluntary Sector;
- To make recommendations to the Board for approval regarding policy objectives and priorities that can be achieved by Charity;
- To monitor and recommend improvements to the processes by which members are included in the role of policyformation in the Charity;
- To support policy and advocacy work and the staff associated with it in the Charity office;
- To oversee development of collaborative partnerships with 3rd parties;
- To oversee the Board nominations, and other processes for Board membership;
- To evaluate the Board’s performance and to ensure orientation & induction for new members;
- To conduct an annual review of Charity’s governance structure and processes;
- To oversee implementation of the Governance Code;
- To advise the Board with respect to policies and procedures relating to the management of staff and volunteers working within the Charity office and in the Charity’s name;
- On behalf of the Board to liaise with the CEO regarding amendments to appropriate policies and procedures for the working environment and development of staff and volunteers;
- To advise on sources and methods for obtaining professional advice where and if necessary; and
- Where necessary to act as an appeals resource to the CEO with respect to grievance and disciplinary procedures.

Operation of the Board and Reserve Powers

The Board holds the powers to conduct the affairs of the Charity under the Memorandum and Articles of Association. Many of these powers can be delegated to management. However, the Board should retain and reserve for itself a certain amount of these powers especially the most significant decisions when dealing with governance.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

The day-to-day management of the Charity is entrusted to the CEO except for those matters that remain the sole preserve of the Board.

The Board must provide clear direction on what those “matters reserved for the Board” are. The Board must also have in place an effective reporting and monitoring process through which the CEO and management report on actions taken to implement the Board’s decisions.

Board Members have a responsibility to each other, the members of the Charity and to the employees of the Charity:

- They shall become familiar with this Board Governance manual and associated policies and procedures relating to and sub group position they hold;
- They shall be properly prepared for meetings of the Board including prior review and consideration of the Agenda, draft Board Minutes and other materials communicated to them in advance of the Board meeting;
- They shall make informed decisions by insisting on sufficient and accurate information and then support all decisions once they have been fully discussed and resolved by the Board;
- They shall show respect for other Board Members, Officers and the CEO and their opinions and respect the right of others to disagree;
- They shall actively regulate themselves and other members of the Board by identifying Board actions and conditions that run counter to these policies;
- They shall bring to the Chairperson’s immediate attention any condition or action that they believe exceeds the CEO’s role of responsibility or is in non-compliance with Board policy or the Memorandum and Articles of Association of the Foundation; and
- Board Members should not interfere in duties delegated to staff without prior consent or knowledge of the CEO unless mandated by the Board.

The schedule of matters reserved for the Board’s consideration include:

- Monitoring of the financial and operational activities of the Foundation;
- Development of strategic plans;
- Approving the annual budget;
- Projects outside the scope of the strategic plan;
- Issues of regulation and control (e.g. statutory matters);
- Litigation;
- Approval of new Directors;
- Approval of Sub group Terms of Reference;

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- Appointment/Removal of Subgroup Chairs and Members;
- Appointment/ Removal of Auditors;
- Approval of Borrowing Facilities;
- Approval of Contracts with term exceeding one year or binding the Charity to financial liability exceeding €7,500;
- Annual review of Risk Registers; and
- Approval of new staff positions.

7. Protocol for Board Meetings

Time & Frequency of Board Meetings

Prior to the commencement of each year, The Board of Directors shall endeavour to fix a schedule of Board meetings for that year. There should be no less than six Board meetings in any calendar year and additional meetings may be convened by the Chairperson if required.

Meetings of the sub groups are to be held separately from the main Board meetings.

Board of Director meetings cannot be held outside of Ireland, however conference call facilities may be utilised for members who are unable to attend in person.

Agenda

The Secretary shall prepare the agenda for Board meetings in consultation with the CEO and the Chairperson. The Secretary should email the Board members and attendees the agenda and supporting papers for the upcoming meeting, not less than seven days prior to the meeting.

A standard agenda incorporating the following items should be followed:

- Roll Call, Introductions and Apologies;
- Previous Minutes;
 - Approval of the minutes of the last Board meeting;
- Matters Arising;
- Financial update;
 - Year to date performance versus the annual budget;
 - Update against the strategic Plan;
 - Projects / Financial requests requiring approval by the Board;
 - Target, KPI's and progress achieved;
- CEO Report;
 - Operational, procedural and legal/compliance issues;
 - Project update;

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- Update on new Initiatives;
- Events;
 - Event Schedule;
 - Event Results;
- Strategic Issues;
- Health & safety;
- Questions & Any other Business; and
- Confirmation of Date of Next Meeting (s).

Interim Meetings

If circumstances demand it, The Chairman may convene an interim meeting of the Board and waiver of the notice period is valid if agreed to by two thirds of the Board.

Minutes of Board Meetings

Minutes of the meetings of the Board shall be kept at the Registered Office of the Charity.

The minutes shall be signed by the Chairperson of the Board and the Secretary or acting Secretary. If the Chairperson of the Board of Directors has not presided over the meeting, the minutes shall be signed by the acting Chairperson.

Minutes will be prepared by the Secretary and should be circulated to the Board within one week of the meeting.

Minutes of meeting contents (including subcommittee meetings)

The following items will be recorded in the minutes of each meeting of the Board and sub group as applicable:

- Date, time and location of the meeting;
- Names of the Directors and Secretary present;
- Persons from whom apologies for inability to attend have been received;
- Name of the person chairing the meeting (Chairperson);
- Names of other persons present and the capacity in which they are in attendance;
- Approval of minutes of previous meeting and any corrections requested;
- Details of any documents or papers tabled for consideration by the members, including the title and author of any such documents. Documents that will form the basis of decisions (resolutions) at the meeting, such as the financial statements and auditor's report (where applicable), must be circulated to the members before the meeting to afford them an opportunity to study them;

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- Details of proposals put before the members for vote, the names of the persons proposing and seconding the proposals;
- Details of any conflicts of interest declared by directors and whether, for example, they refrained from participating in any discussions, abstained from any vote taken or absented themselves from the meeting for any discussions on the matter;
- The agenda, as circulated to those attending the meeting should be appended to the minutes (each item on the agenda should be sequentially numbered for ease of reference); and
- Table of financial and / or projects approvals made by the Board. The details of any new financial or project approval must be circulated in advance of the meeting to allow sufficient time for the proposal to be reflected.

C Chief Executive Officer (CEO) Limitations Policy

Treatment of Service Users

With respect to interactions with service users or those seeking support from the Charity services, the CEO shall not cause or allow conditions, unduly complex procedures, or decisions that are unsafe, undignified, disempower, are unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, the CEO shall:

- Maintain and agree rights and responsibilities for service users;
- Not use application forms that elicit information for which there is no clear necessity;
- Not use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited;
- Maintain facilities and operational processes that provide a reasonable level of privacy, security and safety within the resources available;
- Not fail to establish with service users and/or their guardians a clear understanding of what may be expected and what may not be expected from the service offered;
- Not fail to inform service users and/or their guardians of this policy, or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy;
- Not allow to be compromised the health, welfare and well being of service users; and
- Develop, activate and manage the culture of the Foundation on a continuous basis.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

Treatment Of Personnel

With respect to the treatment of personnel, the CEO shall not cause or allow conditions that are not compliant with existing employment legislation and the policies and values of the organisation.

Accordingly, the CEO shall not:

- Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and preferential treatment for personal reasons;
- Prevent staff from contacting officers of the Board when (1) internal grievance procedures have been exhausted and (2) the employee alleges either that (a) Board policy has been violated to his or her detriment or (b) Board policy does not adequately protect his or her rights; and
- Fail to acquaint personnel with their rights under this policy.

Financial & Business Planning and Budgeting

The CEO in setting the direction and action plans for the Foundation which are derived from the charity objectives, shall not allow the organisation to operate with a Strategic Plan that has a time frame of less than three years, that is not reviewed annually for adequacy and that is not responsive to changes in the environment.

Financial and business planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Accordingly, the Chief Executive shall not allow budgeting that:

- Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
- Plan the expenditure in any fiscal year of more funds than are conservatively projected to the received in that period; and
- Allows plans that would result in cash dropping below a safety reserve of less than the Boards approved level.

With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board approvals.

Accordingly, the CEO shall not:

- Without express Board approval indebt the organisation;

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

- Without express Board approval use any reserves;
- Without express Board approval approve terms of major contracts;
- Fail to settle payroll and debts in a timely manner;
- Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
- Without express Board approval acquire, encumber, or dispose of fixed assets;
- Fail to aggressively pursue receivables after a reasonable grace period; and
- Without express Board approval deviate from budget heads lines.

Communication and Support to the Board

The CEO shall not permit the Board to be uninformed or unsupported in its work. Accordingly the CEO shall not:

- Neglect to submit monitoring data which focuses on relevant key performance indicators (KPIs) and provides insightful analysis required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored;
- Allow the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any Board policy has previously been established;
- Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and the CEO;
- Fail to marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board choices;
- Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other;
- Fail to provide a mechanism for official Board, Officer, or Committee communications;
- Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to Officers or Committees duly charged by the Board;
- Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board; and
- Fail to supply for the consent agenda all items delegated to the CEO yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.

	Document Reference	Version:	D
	SFDN - G - M - 0009	Issue Date:	28/11/2018
		Expiry Date:	28/11/2023
Document Title: SFDN Governance Manual			

D Board and CEO Linkage & Relationship Policy

Relationship Policy

The Board's sole official connection to the operational organisation, its achievements, and conduct will be through the Chief Executive.

Accordingly, the CEO shall not be a Director but shall be required to attend Board Meetings unless excused, and shall participate in the preparation of the draft agenda for Board Meetings for approval by the Chairperson.

Unity of Control

Only decisions of the Board acting as a body are binding on the CEO.

Accordingly, decisions or instructions of individual Board members, Officers, or Committees are not binding on the CEO, except in rare instances when the Board has specifically authorised such exercise of authority for specific purposes in relation to decisions appropriate to the Board.

In the case of individual Board members or Committees requesting information or assistance without Board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive or relate to matters which will be for discussion by the Board.

Accountability of the CEO

The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

- The Board will never give instructions to persons who report directly or indirectly to the CEO; and
- The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.