

BOARD TRUSTEES HANDBOOK ON POLICY AND PROCEDURES



***PROMOTING
INCLUSION
&
PARTICIPATION***

Approved by Board June 2024

Company No 345726

Charity Regulator Authority No 20050436

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Introduction

The Purpose of this Handbook

This handbook sets out **Accessible Community Transport Southside CLG** policies and procedures in relation to all aspects of the charity's governance from the perspective of the Board of Trustees. The handbook documents the legal obligations of the charity trustees as well as the processes that the charity has in place to meet good governance standards, including those set out in the Charities Governance Code.

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

Principles Guiding the Board of Charity Trustees of Accessible Community Transport Southside CLG

The Board of **Accessible Community Transport Southside CLG** is committed to the principles of the Charities Governance Code.

As such, each member of the Board of **Accessible Community Transport Southside CLG** is understood to commit to:

1. Advancing the Charitable Purpose of **Accessible Community Transport Southside CLG**
 2. Behaving with integrity
 3. Leading people within **Accessible Community Transport Southside CLG**
 4. Exercising control over **Accessible Community Transport Southside CLG**
 5. Working effectively.
 6. Being accountable and transparent.
 7. Decision Making, Risk and Control.
- **Accessible Community Transport Southside CLG** is currently compliant with the Charities Governance Code.

1. Advancing the Charitable Purpose of Accessible Community Transport Southside CLG

1.1 The main objects of Accessible Community Transport Southside CLG

The main object for which the Company is established is to provide a flexible, customer focused accessible and affordable transport service for people with disabilities and persons with mobility difficulties.

These objects fall under the definition of charitable purpose for public benefit as set out in the Charities Act 2009.

1.2 **Accessible Community Transport Southside CLG** is satisfied that any private benefit arising to anyone employed or providing services to **Accessible Community Transport Southside CLG** is reasonable, necessary and ancillary to the public benefit that our charity provides.

1.3 **Accessible Community Transport Southside CLG** conducts a strategic planning process involving the charity trustees, management, staff, volunteers and other stakeholders and develop a 3-year strategy and strategic implementation plan. This plan is supported by annual operational plans for each functional area.

1.4 The Board of charity trustees commits to ensuring that **Accessible Community Transport Southside CLG** has the resources it needs to carry out planned activities.

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

2. Behaving with integrity

2.1 The Board of Trustees have agreed the values of **Accessible Community Transport Southside CLG** and publicise them widely (for example, on our website, annual report, employee handbook, reception area). The values are:

- Inclusivity and participation in society for all
- Supporting people to live an independent life.
- Respect for the needs of people with disabilities.
- Accessible affordable transport for all
- Equality, Diversity, and Inclusion

2.2 **Accessible Community Transport Southside CLG** has Conflicts of Interests and Conflicts of Loyalties policies which all charity trustees are required to sign on joining the Board of ACTS. **See Appendix 1.**

The purpose of these policies is to assist charity trustees of **Accessible Community Transport Southside CLG** to effectively identify, record and manage any conflicts of interest or loyalty in order to protect the integrity of **Accessible Community Transport Southside CLG** and to ensure that charity trustees act in the best interest of the charity.

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

2.3 **Accessible Community Transport Southside CLG** has a Code of Conduct which all charity trustees are required to sign. This document sets out the standard of behaviour expected from trustees in order to ensure that:

- **Accessible Community Transport Southside CLG** is effective, open and accountable.
- the highest standards of integrity and stewardship are achieved.
- the working relationship between charity trustees and any volunteers or employees is productive and supportive. **See Appendix 2 Code of Conduct.**

3. Leading people within Accessible Community Transport Southside (ACTS)

3.1 All new charity trustees joining the board of **Accessible Community Transport Southside CLG** receive an induction where their roles and duties as trustees are discussed. All new board trustees are given a formal letter of appointment which sets out their role, responsibilities and duties as trustees of **Accessible Community Transport Southside CLG** and their duties as directors (if the charity is a Company Limited by Guarantee) which is signed by the trustee and a copy returned to the Secretary. All staff members and volunteers are given a job description which sets out their role and responsibilities.

3.2 **Accessible Community Transport Southside CLG** has developed a Volunteer Management Policy, Volunteer Role Descriptions and a Volunteer Handbook in order that volunteers are clear about their roles have all the support they need in carrying out their duties.

3.3 **Accessible Community Transport Southside CLG** has arrangements in place that comply with employment legislation for staff members all of which are captured in our Employee Handbook which is approved by the Board and reviewed every 3 years.

3.4 In addition to policies contained within the Employee Handbook **Accessible Community Transport Southside CLG** has a comprehensive range of other operational policies. Trustees on the board of **Accessible Community Transport Southside CLG** are responsible for the development, approval and review of all the charity's policies. See List of Policies in **Appendix 3**.

4. Exercising control over Accessible Community Transport Southside (ACTS) CLG

4.1 **Accessible Community Transport Southside CLG** is a non-profit organisation and is registered as a charity. As such, it is governed by the Charities Act 2009. The Board is responsible for ensuring it remains aware and informed of future changes to the Act. It is the responsibility of the CEO and Chairperson to keep the Board updated on this.

Accessible Community Transport Southside CLG is a company limited by guarantee not having share capital.

As per the legal requirement of a company, the constitution of **Accessible Community Transport Southside CLG** is comprised of a Memorandum and Articles of Association, which comprise the governing documents for. **Accessible Community Transport Southside CLG**

All trustees are provided with a copy of the Accessible **Community Transport Southside CLG** constitution on joining the Board. In line with legal requirements, the constitution is lodged with the Companies Registration Office (CRO) and Charities Regulatory Authority (CRA) and is publicly available. The Board of **Accessible Community Transport Southside CLG** is responsible for ensuring the constitution accurately describes the organisation's structure and activities.

Where there is a change in charity mission, objectives or structure, or a significant change in activities or governance procedures, the constitution is reviewed and amended if necessary. Legal advice may be sought where any significant changes that are required are presented and approved made at an AGM or EGM. The Company Secretary ensures the CRA and the CRO is informed of any changes.

4.2 The CEO and the Chairperson of **Accessible Community Transport Southside CLG** provides a full compliance report to Trustees once a year. The CEO and the Chairperson may provide updates on some items during the year if needed. The compliance report includes updates on the following topics:

- Health and Safety
- Complaints
- Child and Vulnerable Adult Protection
- Staff Performance Management /Human Resources issues
- Data Protection
- Compliance with funders reporting requirements.
- Any other issues in relation to risk management
- Compliance Requirements – CRO
- Compliance Requirements – CRA
- Standard Operating Compliance Requirements
- Employment Law Compliance Requirements
- Finance Compliance Requirements
- Register of Lobbying compliance Requirements

The CEO and Chairperson is responsible for informing the Board of any significant issues in a timely manner, determined by the nature of the issue. In serious or urgent matters requiring Board input, the Chairperson is informed as soon as possible. The Chairperson in conjunction with the CEO then

determines the next steps in resolving the issue and ensures the Board is updated within an appropriate timeframe.

4.3 **Accessible Community Transport Southside CLG** has a Fundraising Policy & Procedures Strategy document (if applicable) which reflects the Charity Regulator's Guidelines for Charitable Organisations on Fundraising from the Public, and the CEO of **Accessible Community Transport Southside CLG** reports to the Board on all fundraising issues. **See List of Policies in Appendix 3.**

4.4 Financial Controls **Accessible Community Transport Southside CLG** takes seriously its duty to maintain proper books of account and does so in accordance with the Financial Management Policy of the charity. The CEO and Chairperson presents management accounts to the Board on a monthly basis for consideration and discussion. The Audit & Finance sub-committee receives copies of the management accounts monthly and reviews the finances of the organisation regularly and in advance of the board meetings. Due to the nature of the Audit & Finance sub-committee's work, at least one member must have a financial qualification and experience as a financial manager, in financial accounting or similar. **See Appendix 4 Sub Committees**

Filing Accounts

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

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

Trustees

Trustees are responsible for approving the Financial Management Policy of **Accessible Community Transport Southside CLG** which outlines all financial procedures, systems and controls. This policy includes clarity on the level of financial authority given to the CEO and Chairperson Other finance related policies which **Accessible Community Transport Southside CLG** has in place include Reserves and Investment policies. **See List of Policies in Appendix 3 List of Policies .**

Auditing

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

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

The Board of Accessible Community Transport Southside CLG

is responsible for ensuring there are adequate internal financial controls and risk management systems including: budgeting and planning, appropriate financial procedures, monitoring of these and adherence to relevant legislation. Specific tasks are delegated to the Audit and Finance sub-committee on behalf of the Board. **See Appendix 5.**

Auditor

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

Remuneration and Charity Trustees

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

4.5 Risk Management

The Board of **Accessible Community Transport Southside CLG** is responsible for ensuring that the charity has a risk management system in place including a business continuity plan. **Accessible Community Transport Southside CLG** risk management system consists of:

Risk Management Officer: CEO/Chairperson
Risk Management Policy
Risk Register

Business Continuity Plan

The Risk Register is reviewed annually by the Board of **Accessible Community Transport Southside CLG** and is updated as required.

4.6 **Accessible Community Transport Southside CLG** takes advice on insurance needs as needed and has appropriate and adequate cover in place including Public Liability, Employers Liability, Professional Indemnity, Directors & Officers Liability, Cyber Risk, Personal Accident.

5. Working effectively

5.1 Charity trustees are appointed to the Board of **Accessible Community Transport Southside CLG** in accordance with the **Accessible Community Transport Southside CLG** constitution and the Charities Act 2009. When recruiting new charity trustee **Accessible Community Transport Southside CLG** also follows the guidance from the Charities Regulator as set out in their documents:

- Succession Planning
- Due Diligence for prospective Charity Trustees
- Recruitment and Induction of Charity Trustees and
- Induction Pack Checklist

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

5.2 The Board of Accessible Community Transport Southside CLG

meets 6-8 times a year with meetings planned a year ahead. **Accessible Community Transport Southside CLG** constitution states that the minimum number of Trustees required for the Board to conduct business (the quorum) is 4 *. Meetings may go ahead without a quorum, but decisions made require ratification (either virtually or at the next meeting of the Board).

Board members are expected to attend all meetings, although it is understood that there may be times where other events prevent attendance. Where appropriate, participation by conference call will be arranged. Where a Board member cannot attend, they are asked to send apologies in advance to the Chair as far as possible in advance.

In the event that a specific decision must be made/ input is required, but the Board member cannot attend the meeting, the Chair may invite the Board member to indicate their position, which will be reported to the meeting.

Board members who miss three meetings in a row or four meetings in a rolling 12-month period will be contacted by the Chair. Non-attendance may result in a requirement to resign from the Board.

5.3 Agenda setting

The Chair of the Board should consult (in person or via telephone or email) with the CEO in advance of the Board meeting to discuss any issues arising and develop the agenda for the Board meeting. Board members can propose items for the agenda by communicating directly with the Chairperson, Company Secretary or the CEO.

The Chairperson or the Company Secretary will ensure that the agenda for the upcoming meeting is communicated to the members of the Board and any additional attendees (either by e-mail or post).

Supporting material should be circulated with the agenda to provide background to any topics included, i.e. minutes of previous meetings, agreed actions, management accounts, and relevant reports at least five days prior to the meeting.

Members of the Management Team wishing to address the Board should apply in the first instance to the CEO at least 14 days in advance of the Board convening, outlining the nature of their request. The CEO will discuss the request with the Chair of the Board in advance of the agenda being developed.

The Chair of the Board will then decide whether to include the request/issue on the agenda. Where it is not appropriate to apply to the CEO, a management team member should apply in the second instance to the Chairperson or Company Secretary outlining the nature of their request.

In agreeing the agenda, the Chair of the Board and the CEO should confirm the appropriate members of the Management Team to attend specific Board meetings.

The Chair has discretion as to whether or not items can be raised under Any Other Business (AOB) section of the meeting agenda. Items that require a board decision should not be taken as items under AOB, unless in exceptional circumstances and there is unanimous agreement by all Board members present that a Board decision can be taken on the item raised under AOB. It is good governance practice to restrict items raised under AOB to matters of information and not matters requiring a board decision.

5.4 A board pack with the necessary supporting board papers is prepared and issued approx. 7 days before the meeting.

Minutes and Action Items

The Company Secretary, or a designated individual approved by the Board, will be responsible for taking the minutes:

- Minutes are a record of key actions and decisions discussed and agreed at the meetings.
- Before the meeting concludes, the Company Secretary or designated individual may be asked by the Chair to provide a summary of meeting's captured main points.
- The Chair of the Board will review the minutes once they are drafted, prior to circulation.

The Company Secretary or Chairperson will ensure that the minutes are circulated (within two weeks of the Board meeting). The minutes will include a summary document (1-2 pages) outlining key issues discussed, key decisions made, key actions agreed and associated completion responsibility and timeframe and a detailed minute of the meeting:

- These key actions agreed should be the fourth item agenda item at the next sitting of the Board (following apologies, declarations of any conflicts and previous meeting minutes).

Every effort should be made to ensure that key decisions have the full support of the board members. However, where necessary key decisions will be made using a majority of votes:

- Every board member shall have one vote.
- Where there is an equality of votes, the meeting Chair shall be entitled to a casting vote
- Attendees and ex-officio members do not have voting rights. They may be asked to leave the meeting if a vote is deemed necessary.

Board decisions/approvals in between scheduled meetings.

There may from time-to-time be a requirement for the Board to decide or approval a matter outside of a normal scheduled meeting. In situations where the CEO/Chairperson requests a board decision or approval for a matter that cannot wait until the next scheduled Board meeting, the CEO should contact either the Chairperson, Vice Chair or Treasurer setting out the background to the matter and outlining why a decision or approval is required before the next scheduled meeting of the Board.

The Chairperson, Vice Chair or Treasurer may decide depending on the nature of item requiring decision/approval to call a board meeting where board members are physically present at the meeting or via conference call. The required quorum of 6 board members also applies to this type of meeting. If it is not practical to call a meeting, he/she may alternatively ask the CEO or Company Secretary to email the board members setting out the matter requiring the decision/approval. A minimum of 6 board members must give their consent by email for the approval to be valid. The matter must then be formally ratified and recorded in the minutes at the next meeting of the Board.

The use of the email to board members procedure for board approvals in between scheduled meetings should only be used infrequently and should not become standard practice for making board decisions.

5.5 Charity trustees are appointed to the Board of **Accessible Community Transport Southside** At the AGM in every year, one-third of the Directors for the time being or, if there number is not three or a multiple of three then the number nearest one-third shall retire from office. - For further details on term limits see the constitution.

5.6 The induction process for new trustees to the Board of **Accessible Community Transport Southside CLG** involves the provision of an induction pack, and meetings with the existing charity trustees, the Chairperson and other key employee(s) or volunteer(s) within the charity. An induction pack will also be given to each new trustee which will include the following key documents:

- A letter of welcome and appointment (from Chairperson)
- The charity's governing document
- A brief history of the charity and an outline of the current work
- A recent progress report describing the charity's position in relation to any targets or goals
- An organisation chart.
- A list of current charity trustees and the Chairperson, the charity secretary and their contact details
- The minutes of recent board meetings
- A schedule of forthcoming board meetings
- A list of the board sub-committees, names of trustees serving on the sub-committees and their meeting schedule
- The annual report and accounts for the past two years
- The charity's Code of Conduct for charity trustees
- A Register of Interests form (**See Appendix 5**)
- All policies within the charity, or a list of such policies and an indication of where they can be obtained.
- Details of the guidance documents available on the Charities Regulator's website
- The Charities Governance Code.

5.7 Board of Charity Trustee Roles - The Board of **Accessible Community Transport Southside CLG** has both the authority and responsibility to carry out the following roles:

Leadership

- To define, uphold and work towards the vision, mission, values and objectives of **Accessible Community Transport Southside CLG** constitution, charitable purpose and public benefit.
- To provide overall strategic direction and leadership for **Accessible Community Transport Southside CLG** by developing and approving a strategic plan in line with the constitution of **Accessible Community Transport Southside CLG**.
- To monitor progress against the strategic plan through regular reporting from the CEO/Chairperson and Board sub-committees as relevant and to review the plan periodically.
- To ensure that an appropriate system is in place to assess the impact of the work of **Accessible Community Transport Southside CLG**.
- To approve all policy, systems and controls necessary to govern the activity and maintain the ethos of **Accessible Community Transport Southside CLG**

Roles

- To appoint a CEO, agree the CEO's job description and put appropriate systems in place for their support and performance management.
- To ensure that appropriate systems are in place for the support and supervision of all staff by delegating the responsibility for other staff management to the CEO/Chairperson/Operational Manager .
- To establish and agree the terms of reference of any sub-committees that may be necessary.
- To agree a schedule of matters specifically reserved for decision-making by Board - For the following (for further information see Appendix 6)
 1. **Business Purpose and Strategic Focus**
 2. **Finance and Risk**
 3. **Employment**
 4. **Board Membership and Governance**
 5. **Membership of the Charity**

Resources

- To ensure that **Accessible Community Transport Southside CLG** has the financial and human resources needed to implement its strategic plan and to promote the prudent and effective management of those resources.
- To ensure that appropriate financial management procedures are in place and are being implemented.
- To agree a risk management policy for the organisation.

Accountability

- To agree an appropriate process for communicating with and being accountable to funders, stakeholders and the general public.
- To identify and comply with all relevant legal, regulatory and funding requirements as outlined in this Board Handbook.
- To carry out board business efficiently and effectively.

Role of Individual Charity Trustees

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

Role of the Chairperson

Each board of charity trustees should have a chairperson whose duties include:

- Leading the Board of charity trustees
- Promoting good governance among fellow trustees

To ensure smooth running of Board meetings:

- Liaising with the CEO and Company Secretary to ensure all relevant items are on the agenda.
- Consulting with other trustees to ensure concerns are reflected in the agenda.
- Allowing sufficient time for discussion and ensuring that meetings are kept to time (prioritising discussions when necessary).
- Ensuring adequate information is available for productive discussion.
- Promoting maximum participation from all elected executive board members and non-executive board members .
- Ensuring decisions are understood, recorded, implemented and/or followed up on.

To promote good governance:

- Initiating annual performance reviews/skills audits/etc.

- Leading on recruitment of new trustees.
- Supporting new trustees' thorough induction.

To supervise and provide support to the CEO:

- The CEO reports to the Board, and the Chairperson is line manager to the CEO.
- To support the CEO in leading **Accessible Community Transport Southside CLG** at the strategic level.
- To act as a Spokesperson for the Board of **Accessible Community Transport Southside CLG** if required (e.g. The Chairperson of the Board may be required to act as media spokesperson, supported by the CEO)

In the case where the Chairperson is aware that they will be unable to attend a Board meeting he/she will appoint another trustee to chair the meeting in their absence, as set out in the **Accessible Community Transport Southside CLG** constitution. In the case where the Chairperson is unable to attend and does not give advance notice of same, the trustees who are in attendance may approve one trustee from their membership to chair the meeting.

Where there is an unexpected or ongoing vacancy in the position of Chairperson the existing trustees may nominate from their membership an interim Chairperson, for a period of up to six months.

Role of the Company Secretary

As per the legal requirements of a registered company, **Accessible Community Transport Southside CLG** has a Company Secretary. The Company Secretary will be one of the directors of the company supported by a member of staff who is not the CEO. However, it is the Company Secretary's responsibility to ensure duties are completed. The duties of the Company Secretary follow the guidelines and requirements of the Companies Registration Office.

Role of the Secretary

The secretary of **Accessible Community Transport Southside CLG** is a trustee with a specific role on the board whose duties include:

- Administration and compliance
- Preparing for board meetings
- Notification of Board meetings
- Circulation of papers prior to Board meetings
- Taking meeting minutes
- Keeping an action log of all decisions taken
- Attending other meetings
- **Accessible Community Transport Southside CLG** trustees must ensure that the person has the skills and resources to perform these duties.

Sub-committees

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

- Governance Code implementation committee

All sub-committee members are appointed by the trustees and all trustees can be members of sub-committees. Each sub-committee will have a minimum of two trustees with one of them chairing the sub-committee. External individuals may be invited to join based on their particular skills and/or experience.

The Audit & Finance sub-committee should have a minimum of two trustees and at least one with recent and relevant financial experience. Each sub-committee will nominate a Chair and their appointment will be approved by Board. The Chairperson of **Accessible Community Transport Southside CLG** does not Chair of the Audit & Finance sub-committee.

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

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

Sub-committees always have Terms of Reference agreed by the full Board and detailing the name, purpose, membership and authority of the group. Sub-committees deliberate issues within their remit separately from the full Board, and present recommendations to the full Board for ratification.

See Appendix 4 for the Terms of Reference of sub-committees. The CEO of **Accessible Community Transport Southside CLG** may be invited to attend sub-committee meetings. All sub-committees report in writing to the Board.

Working Groups

From time to time, Board working groups may be established to progress specific pieces of work. The following working groups are currently in place:

- Funding and Fundraising

5.8 Trustees are committed to resolving problems and emerging issues as quickly as possible and in the best interests of **Accessible Community Transport Southside CLG**. This is achieved by:

- Effective engagement in the strategic planning process
- Holding regular board meetings and ensuring that emerging problems or issues are included in the CEO/Chairperson's report or put on the meeting agenda
- Board sub-committees reviewing and assessing emerging issues or problems
- The development and review of the Risk Register and
- Comprehensive financial management

5.9 Review of the Board

Good practice recommends that the performance of the Board should be formally appraised on an annual basis. The Chair of the Board of **Accessible Community Transport Southside CLG** will ensure that a process is put in place with the approval of the Board to assess the performance of the Board.

The Chair will recommend an appropriate approach for conducting this performance appraisal.

Examples of possible approaches include:

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

6. Being accountable and transparent

6.1 **Accessible Community Transport Southside CLG** displays our RCN, CRO and CHY numbers on our official Charity letterheads, website, emails, annual report and social media platforms.

6.2 **Accessible Community Transport Southside CLG** stakeholders are any individuals or groups of people who have a legitimate interest in our work. Identifying who they are is important before in order for us to consider how we might communicate with them and how they might communicate with us.

Accessible Community Transport Southside CLG stakeholders include:

- Beneficiaries
- Members
- Employees and volunteers
- Partner organisations and supporters
- Funders and donors
- Regulators
- Public representatives
- The general public

Accessible Community Transport Southside CLG has a Communications Strategy in place to ensure that all stakeholders are communicated with and can easily communicate with **Accessible Community Transport Southside CLG** .

6.3 **Accessible Community Transport Southside CLG** involves relevant stakeholders in the strategic planning process and, where appropriate and possible, involves stakeholders in other significant decisions involving . **Accessible Community Transport Southside CLG**

6.4 **Accessible Community Transport Southside CLG** has a Complaints policy in place detailing the procedure to be followed in the event of a complaint being made. The policy is displayed on the website. See List of Policies in **Appendix 4**.

6.5 **Accessible Community Transport Southside CLG** is committed to following the reporting requirements of all of our funders and donors, both public and private.

1. Purpose

The purpose of this policy is to assist charity trustees of [insert name of charity] to effectively identify, record and manage any conflicts of interest in order to protect the integrity of **ACCESSIBLE COMMUNITY TRANSPORT SOUTHSIDE CLG** and to ensure that the charity trustees act in the best interest of their charity.

2. Objective

The [insert name of charity] [board, committee of management or other governance structure as relevant] (called the 'board of charity trustees' in this policy) aims to ensure that the charity trustees are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of **ACCESSIBLE COMMUNITY TRANSPORT SOUTHSIDE CLG**

3. Scope

This policy applies to the trustees of [insert name of charity]. [It may be appropriate for your policy to apply to other people who work within, or for, the charity, for example, senior staff members. If you include people other than the board of charity trustees, you will need to amend the policy to take this into account.

4. Definition of conflicts of interests

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

5. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the charity if they are openly and effectively managed. It is the policy of the [insert name of charity] as well as a responsibility of its charity trustees, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with their obligations to [insert name of charity]. [insert name of charity] will manage conflicts of interest by requiring charity trustees to: avoid conflicts of interest where possible identify and record any conflicts of interest carefully manage any conflicts of interest, and follow this policy and respond to any breaches.

5.1 Responsibility of the board of charity trustees

The board is responsible for: establishing a system for identifying, disclosing and managing conflicts of interest across the charity; monitoring compliance with this policy; and reviewing this policy on an annual basis to ensure that the policy is operating effectively. The charity trustees should ensure they are aware of their legal obligations in the management and control of their charity and should refer to the Charities Regulator's 'Guidance for Charity Trustees' for further information on this see the Charities Regulator website.

5.2 Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into [insert name of charity]'s register of interests, as well as being raised with the board of charity trustees. The register of interests must be maintained by [insert person/role], and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Confidentiality of disclosures

[In order to support charity trustees to disclose their conflicts of interest, the level of confidentiality associated with any disclosure should be set out. Include details of who will have access to the information disclosed, such as restricting this to the board of charity trustees and the secretary to the board. It may also be necessary to provide for an alternative disclosure mechanism if additional restrictions on disclosure are required.]

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of members of the board of charity trustees Once the conflict of interest has been appropriately disclosed, the board of charity trustees (excluding the disclosing charity trustee and any other conflicted person) must decide whether or not a conflicted charity trustee should: vote on the matter (this is a minimum), participate in any debate, or be present in the room during the debate and the voting. In exceptional circumstances, such as where a conflict is very significant or likely to prevent a charity trustee from regularly participating in discussions, it may be worth the board of charity trustees considering whether it is appropriate for the person with the relevant conflict to resign from the board of charity trustees.

6.2 What should be considered when deciding what action to take In deciding what approach to take, the board of charity trustees will consider whether the conflict needs to be avoided or simply documented whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making alternative options to avoid the conflict the charity's objects and resources, and the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity. The approval of any action requires the agreement of at least a majority of the board of charity trustees (excluding any conflicted charity trustee) who are present and voting (if applicable) at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

7. Compliance with this policy If the board of charity trustees has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the board of charity trustees may take action against the person. This may include seeking the person's resignation from the charity. [Insert any other relevant sanctions that are proportionate to the seriousness of a breach] If a person suspects that a charity trustee has failed to disclose a conflict of interest, they must [insert relevant action, such as: discuss with the person in question, notify the board of charity trustees, or the person responsible for maintaining the register of interests].

Contacts

For questions about this policy, contact the Chairperson Accessible Community Transport Southside Board by emailing andy@dignityireland.ie

ACCESSIBLE COMMUNITY TRANSPORT SOUTHSIDE (ACTS) CLG

By reading this document and accepting the role of a charity trustee of **ACCESSIBLE COMMUNITY TRANSPORT SOUTHSIDE CLG**, all charity trustees agree to the following responsibilities:

General Conduct

- Charity trustees are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which charity trustees do not have relevant expertise.
- Charities trustees are required to act in the best interests of the charity at all times.

Independence

- Charity trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- Charity trustees should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the charity or its volunteers and employees. More specifically charity trustees:
 - should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties.
 - must avoid actual impropriety and any appearance of improper behaviour.
- Charity trustees must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
- Charity trustees should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as charity trustee. Any gifts or hospitality received in any connection to [insert Charity Name] should not exceed the value of €XXX and should be declared to the Board.

Charity Trustee Roles

Charity trustees should:

- Understand and perform their roles and responsibilities to the best of their abilities at all times.
- Be prepared to provide adequate time and commitment as required to fulfil the role of charity trustee, adequately preparing for meetings and participating in committees and special events when required.

Board Meetings

Charity trustees should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the Chairperson of the board, and the Chairperson of any meeting.
- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the charity.
- Bring a genuinely independent perspective to enhance decision-making, given that charity trustees share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other charity trustees.

Volunteers/Employees within the Charity

Charity trustees should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.

- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the board on the one hand and volunteers and any employees on the other, ensuring that the board, volunteers and any employees work effectively and cohesively for the benefit of the charity and develop a mutually supportive and loyal relationship by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements.
 - not interfering in the performance by volunteers or employees of duties delegated to them within the charity while ensuring that volunteers and any employees working for the charity are held to account through the manager/CEO, as appropriate.

Legal Requirements and Policies

Charity trustees must:

- Act in accordance with the charity’s governing document and ensure that the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality about sensitive board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the charity trustee to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.
- Abide by the charity’s conflict of interests or loyalties policy and ensure the charity’s conflict of interest register is completed and updated as required.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the board.
- Ensure that claims for out of pocket expenses are made in accordance with agreed procedures.

Where a charity trustee is found to be in breach of the standards outlined by the board in its Code of Conduct he or she will be asked to meet with the Chairperson of the board to assess his or her suitability for the role. Consistent breach of the Code of Conduct by a charity trustee may result in the trustee’s tenure being terminated.

The board of charity trustees should review this Code of Conduct for trustees at 3-year intervals or as appropriate.

Signed

Name Andrew Noon Chairperson

Date June 2024

Accessible Community Transport Southside ACTS CLG

For Trustees

- Governance Handbook
- Operating Guidelines for the Board
- Recruitment & Induction Policy
- Code of Conduct
- Conflict of Interest/Loyalty Policy

Organisational Policies

- Financial Management Policy
- Reserves Policy
- Risk Management Policy
- Fundraising Policy
- Investment Policy
- Business Continuity & Disaster Recovery Plan
- Communications Policy
- Crisis Communications Plan
- Complaints Policy
- Data Protection Policy
- Lobbying Policy
- Safeguarding Children Policy
- Safeguarding Vulnerable Adults Policy
- Vetting Policy

For Employees & Volunteers

- Employee Handbook
- Equality Policy
- ICT Policy
- Dignity & Respect Policy
- Health & Safety Policy
- Alcohol Substance Abuse Policy
- Environmental Policy
- CCTV Policy
- Whistleblower Protection/Protected Disclosure Policy
- Recruitment Policy

ACCESSIBLE COMMUNITY TRANSPORT SOUTHSIDE (ACTS) CLG

Governance sub-committee

Purpose, role and remit:

- To lead the Board in its compliance with Charities Governance Code
- To advise on Board succession planning and recruitment of new Trustees and the CEO
- To advise Board on induction of new Trustees and on-going training
- To evaluate the Board's performance and to ensure orientation for new Trustees.
- To conduct an annual review of governance structures and processes
- To advise the board on all matters related to governance.
- To conduct an annual review of compliance with the Charities Governance Code

Membership, attendance and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the Governance sub-committee meets at least once a month or as necessary to discharge its duties.

Authority: the Governance sub-committee will operate in accordance with the terms of reference agreed by the Board. The Board remains ultimately responsible for all governance matters and is advised by the sub-committee. The sub-committee may invite any director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Governance sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Governance sub-committee and determine any changes required.

Finance sub-committee.

Purpose, role and remit: To ensure financial accountability and transparency of Accessible Community Transport Southside (ACTS) through:

Recommending:

- key financial projections and financial performance indicators with the CEO
- annual budget to the Board
- the annual contribution that should be made to the reserve based on projected surplus less prioritised spend.
- negotiating the terms of engagement of the external auditor and make recommendations to the Board about the appointment, pay and conditions of the external auditor.

Monitoring and reviewing:

- financial performance indicators and management accounts
- the accuracy of the financial statements of the organisation and announcements about the organisation's financial performance and financial controls
- control and risk management systems.
- effectiveness of and compliance with Accessible Community Transport Southside (ACTS) internal financial systems
- arrangements by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensuring that there

are arrangements for independent investigation of such matters and for appropriate follow-up action.

- Recommendations from the auditors on financial procedures including treasury and management.
- Accessible Community Transport Southside (ACTS) financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations
- the external auditor's independence and effectiveness of audit process
- the organisation's accounting policies and reporting requirements.
- the implementation of recommendations made by the auditors.
- the organisation's procedures for detecting fraud.
- effectiveness of the internal audit role

Ensuring:

- compliance with terms and conditions of public and private grants received.
- financial reports comply with all statutory accounting requirements
- that the reports issued by auditors to management are those being received by the board

Membership, attendance and appointments: as per the guidelines outlined in the handbook. The Audit and Finance committee should have a minimum of two directors and at least one with recent and relevant financial experience. The Chair of the organisation's board can be an Audit and Finance committee member but cannot chair the committee.

Frequency of meetings: the Audit and Finance sub-committee meets at least monthly, or as necessary to discharge its duties. The sub-committee will meet privately with the external auditor.

Authority: the Audit and Finance sub-committee will operate in accordance with the terms of reference agreed by the Board. The Board remains ultimately responsible for all financial and audit matters and is advised by the sub-committee. The CEO may be invited to attend meetings as appropriate.

The sub-committee may invite any other director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Audit and Finance sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board. A description of the Audit and Finance committee's work during the year is included in the Annual Report.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Audit and Finance sub-committee and determine any changes required.

Human Resources and Remuneration Sub-Committee

Purpose, role and remit:

- to ensure that Accessible Community Transport Southside (ACTS) is a good employer of staff and complies with all legal requirements and best practice in relation to Human Resources;
- ensure effective implementation of any HR or volunteer plan, which is approved by Board
- oversight of HR policy, handbook, and volunteer policy and implementation and review of same.
- oversight of recruitment and selection
- partake in disciplinary and grievance procedures as appropriate.
- to ensure that Accessible Community Transport Southside (ACTS) adheres to best practice in Volunteer recruitment and management.

Membership, attendance, and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the HR and Remuneration sub-committee meets annually or more often if required to discharge its duties.

Authority: As a sub-committee of the Board, the HR and Remuneration sub-committee has a non-executive role. This sub-committee will operate in accordance with the terms of reference agreed by the Board. The sub-committee may invite any director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the HR and Remuneration sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the HR and Remuneration sub-committee and determine any changes required.

Safeguarding Sub-Committee

Purpose, role and remit:

- to ensure that Accessible Community Transport Southside (ACTS) adheres to its own Safeguarding Policies.
- to review [Charity Name] Safeguarding Policies regularly against new developments/legislation and refer policy recommendations to the Board;
- to be available to the CEO/Management Team to discuss safeguarding issues.

Membership, attendance and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the Safeguarding sub-committee meets at least quarterly per year or as necessary to discharge its duties.

Authority: the Safeguarding sub-committee will operate in accordance with the terms of reference agreed by the Board. The sub-committee may invite any director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Safeguarding sub-committee ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the sub-committee may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Safeguarding sub-committee and determine any changes required.

ACCESSIBLE COMMUNITY TRANSPORT SOUTHSIDE (ACTS) LTD.,

Board approval (minuted) is required for the following matters:

(1) Business purpose and strategic focus

- Changes to Accessible Community Transport Southside (ACTS) mission and its constitution
- Accessible Community Transport Southside (ACTS) strategy statements

(2) Finance and Risk

- Annual income and expenditure budget
- Expenditure of a single budgeted item over €20,000
- Expenditure on a single non-budgeted item over €10,000
- Multi-annual service contracts that have provided for in the annual budget and where the total value of the contract is greater than €40,000.
- Investment policy and investment decisions where the sum involved is in excess of €50,000.
- Accessible Community Transport Southside (ACTS) reserves policy
- Annual audited accounts
- The Risk Register and risk mitigation measures

(3) Employment

- Appointment of the CEO and the remuneration of the CEO
- New/additional permanent staff posts that increases Accessible Community Transport Southside (ACTS) headcount.
- Employment contracts for management grade and above.

(4) Board membership and governance

- Appointment of the Board Chairperson
- Appointment of the Company Secretary. The Company Secretary can only be removed by the Board. The Company Secretary does not have to be a member of the Board of Directors
- The co-option of new board members to fill vacancies that may occur (subject to a limit of four co-opted board members. The appointment of these new board members would be subject to ratification at the next AGM
- The establishment of sub committees of the board and setting the terms of reference of the committees
- Corporate Governance policy and the code of conduct for Board members (the board members handbook)
- Compliance with the Charities Governance Code

(5) Membership of the Charity

- Membership criteria
- Applications for Membership

Appendix 7- Acronyms and Abbreviations sd

CLG – Company Limited by Guarantee

CRA – Charities Regulatory Authority

AGM – Annual General Meeting

EGM - Emergency General Meeting

CEO - Chief Executive Officer

AOB – Any other Business

RCN – Registration Charity Number

CRO – Company Registration Office

ICT – Information and Communication Technology

HR – Human Resources