



# Code of Governance

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## PART 1 – INTRODUCTION

### 1. Introduction, Overview and Governing Legislation

The Children's Sunshine Home (operating as LauraLynn, Ireland's Children's Hospice – the Service), was established in 1925 to provide services to children and their families. The service evolved over the years to support many different needs of the times. Following a strategic review in 2009, the services embarked on formalising its supports to children with life-limiting conditions and their families and opened LauraLynn House, Ireland's first children's hospice in September 2011. A range of services include:

- Respite Care
- 24 hour Crisis Care
- Family Supports
- Residential Care
- In-Home and Out-of-Home Hospice Care
- Transitional Care/Step-Down Services
- Palliative Care
- End of Life Care

Some of the original services (disability services) are funded under Section 38 of the Health Act 2004. We acknowledge that Corporate Governance refers to how the Organisation is run, directed and controlled. In order to achieve our mission, vision and objectives, we have put in place policies and procedures that ensure the organisation runs efficiently and effectively. The Service is committed to ensure that it operates with accountability, openness and transparency. To this end, the Service has adopted a corporate governance regime in accordance with best practice.

The Board and relevant Board Sub- Committees have been established in line with its Memorandum and Articles of Association. Relevant provisions of the Companies Act 1963 – 2013 and the Health Act 2004 (the "Acts") have been taken into account. The models of best practice that were consulted and used (except where provisions were clearly not applicable to a body such as LauraLynn) were:

- Health Service Executive – Code of Governance – *Framework for the Corporate and Financial Governance of the Health Services Executive* - 2011
- Department of Finance Code of Practice for the *Governance of State Bodies (2009)* and *Public Financial Procedures (2008)*
- The UK Corporate Governance Code (2010) and other best practice guidelines
- The Institute of Chartered Secretaries and Administrators and the Office of the Director of Corporate Enforcement (ODCE) – *Best Practice Standards for the Company Secretary*.
- The Charities Act 2009
- Ombudsman Act, 1980
- Freedom of Information Acts 1997-2003
- Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001
- Ombudsman for Children Act, 2002
- Comptroller and Auditor General (Amendment) Act, 1993

Where appropriate this Code is compliant with the requirements of the *Code of Practice for the Governance of State Bodies* (2009), *Public Financial Procedures, the Role and Responsibilities of Accounting Officers* (Mullarkey Report 2003) and *Risk Management Guidance for Government Departments and Offices* (2004).

In recent years, a number of reports have been commissioned in relation to corporate governance and as a result, a number of standards of best practice have emerged. The Service has adopted all relevant best practice guidance and will continue to do so through its periodic review of its Code of Governance.

*References to employee/s in the suite of documents forming The Service's Code of Governance relates to all employees directly employed by the Service (as defined under Section 22 of the Health Act, 2004). However, the Service expects those employed indirectly or providing services or advice to, or on behalf of, the Service to also meet the required high standards.*

## 2. Guiding Principles

Standards of governance should be underpinned by a set of key principles which promote transparency, efficiency and effectiveness, are consistent with the regulatory environment, and clearly articulate the division of roles and responsibilities within the service. Specifically, standards should provide that a publicly-funded health sector service:

- acts legitimately in compliance with legal requirements, within the authority conferred;
- observes due process in all its activities and respects the rights and aspirations of other stakeholders and the public;
- meets publicly-declared standards of performance particularly relating to quality, equity, Value for Money in the use of public resources, delivery of agreed outputs and achievements of targeted health and social gain outcomes; and
- Accounts to stakeholders and to the public for its actions relating to the principles set out in the National Health Strategy i.e. quality, accountability, equity and people centeredness.

Good governance will reflect the following key characteristics:

- *Propriety* – measured by the extent to which the Board and its management team carry out their duties with integrity and fairness and without self-interest or favouritism. It is reflected in the Service's decision making procedures, the quality of its financial and performance reporting, in guidance issued on governance and ethics as well as standards of conduct and behaviour.
- *Responsiveness* – measured by the ability of patients/clients and the public to secure performance to given standards and to obtain redress if these standards are not met.
- *Transparency* – measured by the extent to which patients/clients and the public are informed about the actions taken by the organisation and the rules governing these actions.
- *Public Accountability* – the extent to which a publicly-funded organisation accounts to government, the Oireachtas and the general public for the use of public resources whether statutorily funded or funded from fundraising initiatives.

### **3. Governance Documents**

In support of a cohesive best practice corporate governance infrastructure, the Service has developed policies, procedures and guidelines for use by the Board, the management team and all those working within the Service.

#### **LauraLynn Board Governance**

This Code is concerned with the governance structure of the Service, the working of the Board including the specific duties and responsibilities of the Chairman and Chief Executive Officer (CEO). Terms of Reference for standing committees of the Board as well as the Internal Audit Function are included in this section.

Board Terms of Reference (chapter 2) sets out the standards of behaviour for the Board and its members and how the business of the Board is conducted including communications and delegations of responsibilities.

The Board also appoints a number of Committees commensurate with the current needs of the service. This Committee structure is reviewed every three years by the Board, commencing in 2014 (Section 3).

#### **General Operational Policies, Procedures, Codes etc.**

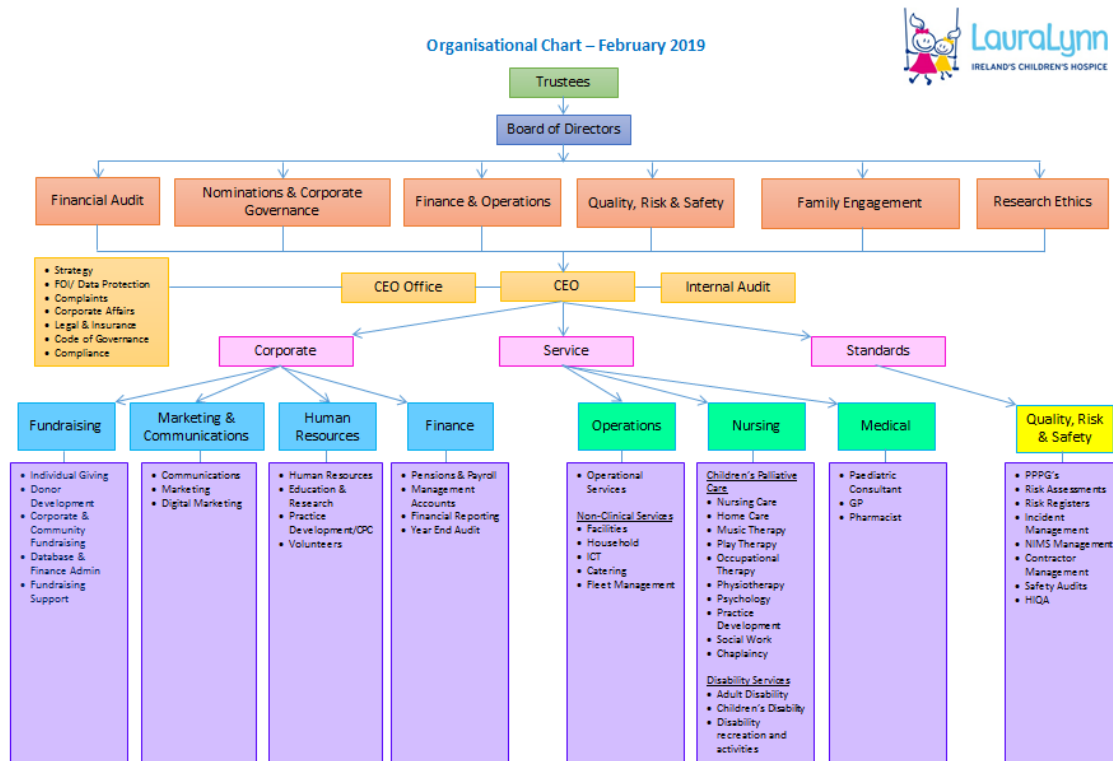
The Code is concerned with specific internal financial and operational control procedures. These include a wide range of written policies, procedures, guidelines, codes and standards applicable to all Service employees and volunteers and are essential to ensure that organisational governance is robust and effective. The full content of these documents is available on the internal shared folder of the Service's network.

The Service's Policy Statement on Fraud is detailed in Appendix 4.

Section 4 outlines the assurance framework in place within the Service to support the implementation of the Code of Governance. This includes the four levels of assurance common in most organisations and clearly demonstrates the linkages between the various assurance practices currently in use in the Service.

## 4. LauraLynn Organisation

### Roles of Departments



### Finance Department

The overall aim of the Finance Department is to maintain an efficient and effective system of internal financial control to ensure the Board and external stakeholders that the Service is operating in a financially compliant manner in line with legislation. In addition the Finance Department aims to ensure that value for money is obtained in financial transactions that are transparent and accountable and that value is added to the Service by the provision of accurate and timely financial and management reporting. This is achieved by a continuous evaluation of the team structure, I.T. systems and the requirements of the Service.

### Human Resources

The overall aim of the Human Resources Department is to maintain a fair, equitable and positive working environment for all employees, in support of the LauraLynn mission.

This is based upon the belief that the success of the Service and its ultimate value, is primarily dependent upon its employees and that the development of potential for each employee will create job satisfaction and career opportunities for individuals and provide maximum benefit to the Service.

Clinical Education and Research also falls under the HR department and the overall aim is to support the strategic aims of the service by ensuring the provision of a confident, proficient and safe workforce to care for children and adults with life limiting conditions. Through the provision of specific evidence based programmes and workshops, internal and external learners will be supported to obtain the required clinical competencies and statutory training required for their role.

The department is also tasked with undertaking significant national research projects within the specialty of children's palliative care. Resources to assist with professional clinical development and learning are sourced through the library. The department also disseminates knowledge through papers /articles /posters for publication.

### **Operations**

The Operations Department is responsible for overseeing several core supporting services and programs to ensure business continuity, and the smooth, efficient running of all units in LauraLynn. The Operations department promotes the development and maintenance of high standards of care, and ensures that the quality of the service is fitting with the resources available. The Head of Operations, in collaboration with the Director of Nursing and Consultant Paediatrician, reviews existing services, monitors service activity, and is involved in the strategic development of new programmes as needs emerge and growth demands. The Operations department works closely with the Finance Department in the development and management of the non-pay budget in respect of facilities and general service expenditure; in identifying opportunities for cost improvements and income generation, and in matters pertaining to procurement.

Reporting the Head of Operations, the Facilities Manager oversees the Facilities Department, which is responsible for ensuring that all stakeholders in receipt of services are supported in facilities that are well maintained, homely and appropriate to their needs, and to ensure that staff and volunteers have a safe working environment to fulfil their role. The Facilities Manager supervises the Facilities and Household staff, and manages the onsite catering, cleaning and security contractors, as well as all maintenance and service contractors. The Facilities department maintains a close working relationship with the quality, risk and safety department regarding all aspects of environmental hygiene, health and safety. The Operations and Facilities departments also hold responsibility for the management of the information technology support contract, and the electronic medical records system.

### **Nursing**

The overall aim of the Nursing Department is to ensure safe and effective nursing care and support for children and adults in line with best practice and regulatory requirements. The Nursing Department support children and families from the point of referral to the service and is dedicated to providing the highest standards of care for every child/adult and their family.

This team also ensure the holistic needs of the families attending our service are addressed, including daily symptom management as well as spiritual, behavioural and psychosocial needs. The team lead the provision of bereavement and family support programmes, and are involved in training programmes for both families and staff. The team is committed to continuous professional development and research, striving for clinical excellence to ensure the provision of the highest possible standards of paediatric palliative care



### **Medical Department**

The overall aim of the Medical Department is to provide high quality medical care to the children accessing the Service. The consultant paediatrician and general practitioners work closely with all members of staff, both clinical and non-clinical, to meet the needs of children and families and to ensure excellent paediatric palliative care and general paediatric care.

The medical department is also involved in the education of under and postgraduate medical students and from nursing and allied health professionals. The Consultant paediatrician is a member of the Management team and contributes to the strategic development of the service

### **Fundraising**

The overall aim of the Fundraising Department is to achieve ongoing financial income targets, as identified by the Board of Directors, to ensure the organisation has the resources it needs to fulfil its objectives. In addition, to achieve a fundraising model that enhances financial sustainability and future growth; motivate and inspire individuals, organisations and companies to adopt a regular giving approach; and to be ethical, fair and transparent with donors and the public.

### **Marketing and Communications**

The overall aim of the Marketing and Communication's Department is to ensure a robust corporate affairs and engagement plan is in place to ensure the organisation is communicating its mission effectively in order to achieve its objectives. In addition, to leverage marcomms and advocacy to support the delivery of funding requirements; maintain and grow our reputation with donors, healthcare professionals and other internal and external stakeholders; and increase the general understanding of Children's Palliative Care.

### **Quality, Risk and Safety**

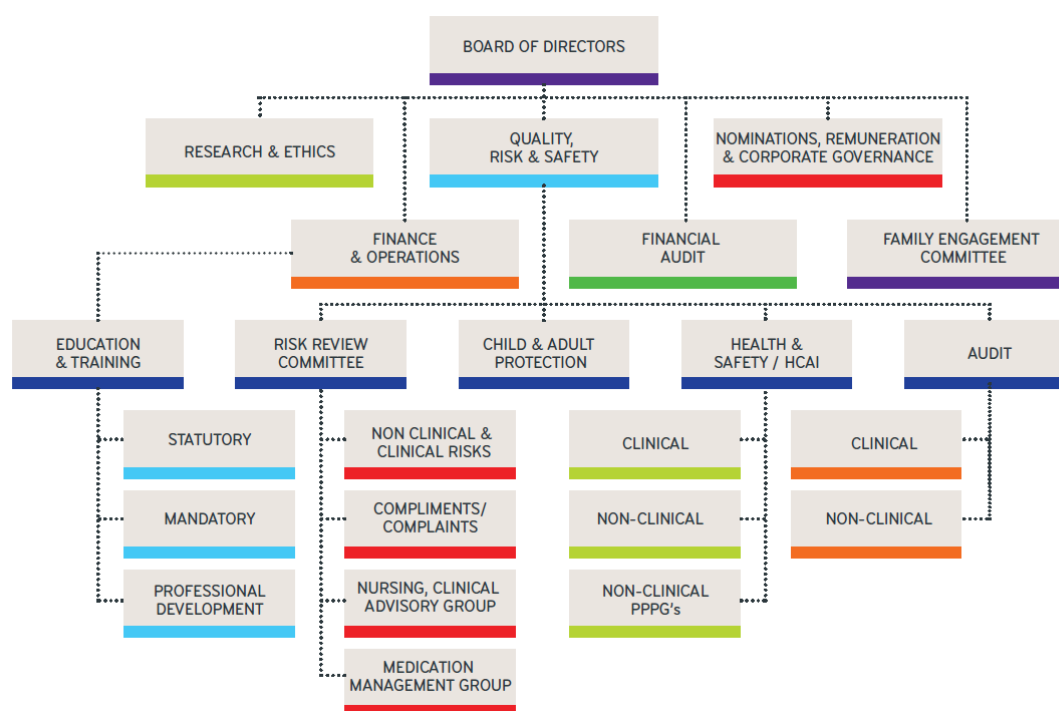
The overall aim of the Quality, Safety and Risk Department is to ensure that there is an appropriate framework for quality, safety and risk management in place across the organisation to support and drive improvements in the provision of a safe, effective and high quality service. In addition, to drive core programmes of work in quality, safety and risk management, including: clinical effectiveness; risk management and client safety; continuous professional development; service improvement; and ensure that appropriate accountability and oversight arrangements are in place to monitor quality, safety and risk management performance and to support the provision of assurances to the CEO and the Board.

## PART 2 – BOARD OF DIRECTORS

### 1. The Board and its members

New Board and Board Committee members of LauraLynn are co-opted by the Board following recommendation from the Nominations, Remuneration and Corporate Governance Committee in accordance with its Memorandum and Articles of Association and then approved at the following AGM (See Appendix 1. for Articles of Association).

The following organogram sets out where the Board of LauraLynn and its Sub-Committees sit in the context of the overall Service.



### 2. Role of the Board

The Board must at all times:

- Place the Service User at the centre of everything that the Service does and ensure that systems and structures are in place to ensure the delivery of integrated health and personal social services.
- Observe the highest standards of propriety in relation to the stewardship of funds and the management of the Service.
- Maximise value for money through ensuring that services are delivered in the most economical, efficient and effective way, within available resources and with independent validation of performance achieved wherever practicable
- Ensure key performance targets have been met and have regard to the policies and objectives of the statutory and relevant health agencies to the extent that these policies and objectives may affect or relate to the functions of the Service.
- Fully discharge its function as set out in section 2.6.

### 3. Chairman

The Board shall appoint the Chairman of the Board. The appointment shall be for a period not exceeding three years and at the end of that term, may be reappointed for a further maximum term of three years.

The Chairman must oversee the orderly operation of the Board and ensure that there is appropriate interaction between the Board and the Chairperson and the Board and the Chief Executive Officer. The Chairman shall take primary responsibility for setting the objectives and monitoring performance of the CEO and shall report back to the Board on all relevant matters arising from the performance of this role.

The roles of Chairman and Chief Executive Officer shall not be exercised by the same person.

### 4. Directors of the Board

The role of all Directors of the Board is to:

- Provide an independent value-added input to Service's strategy;
- Act as a catalyst for change;
- Challenge the status quo and any planned developments when appropriate;
- Advise and support the Chief Executive Officer and the Executive;
- Satisfy themselves that financial controls and all risk management systems are robust and defensible.
- Keep the Chairperson apprised of significant issues at an early date, in keeping with best practice governance and policy requirements
- 

Newly appointed members shall be provided with appropriate induction training in relation to their responsibilities as a member. Subsequent training for all Board members takes place particularly in relation to new laws and regulations.

### 5. Code of Standards and behaviour for Board members

It is the individual and collective responsibility of Board members to set the right tone at the governance level of the Service that clearly and unambiguously portrays a culture and ethos for the organisation in keeping with its responsibility to be accessible to all children and families who need our Services.

Members should respect the highest standards of honesty and integrity. To ensure this they should adhere to the principles set out within the code of conduct, Appendix 3.

### 6. Reserved functions of the Board

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

- Putting in place a clear scheme of delegation of accountability from the Board to the CEO;
- Approval of annual budgets;
- Significant procurement contracts, acquisitions, disposals and retirement of assets of the Service or its subsidiaries. The Board should specify clear quantitative thresholds for contracts above which Board approval is required and should approve the terms of major contracts;
- Risk management policies;
- Senior management remuneration and compliance with public pay policy and the Department of Health Consolidated Pay scales for the health sector;
- Ensuring the Service complies with health sector pay policy;
- Approval of annual reports and audited financial statements which are available on the Service's website;
- Approval of the Annual Compliance Statement prior to submission to the HSE;
- Appointment of the CEO, assessment of the performance of and succession planning for the CEO and Senior Management Team.

### Strategic Function:

- Set the appropriate strategic direction for the Service (in conjunction with the CEO and the Executive), bearing in mind the ethos, culture and vision that underpin the Service;
- Review, approve and monitor the implementation of strategic and service plans for Service on a regular basis;
- Meet with the Management Team at least once a year to formally review the strategic direction of the Service;

### Control Function:

- Ensure adequate resources are put in place to enable the Service to continue its work and that those resources are utilized most effectively in the management of the Service;
- Take such reasonable measures so as to ensure that the CEO and Executive adhere to and implements policies and procedures as advised;
- Monitor and review organizational performance through appropriate Board sub-committees [and in particular the performance of the CEO and the Senior Executives.
- Ensure that the financial records are audited in accordance with accepted accounting standards and policies;
- Monitor legal, ethical and environmental compliance, in conjunction with the CEO and the Executive and appropriate Board Sub-Committees;
- Approve in keeping with the quantitative thresholds, contracts, acquisitions, disposals and retirement of assets;

## 7. Performance of functions

The performance of the functions delegated by the Board to the CEO should be undertaken in accordance with the following:

1. All relevant policies, protocols, directions, circulars, and guidelines or documents of a similar nature specified by the Board or that issued or may issue from time to time by the Service or any relevant statutory agency;
2. The approved Code of Governance of the Service;
3. The provisions of the Service's Strategic Plan for the time being in force;
4. Any relevant amendment to any law/act/legislation that impacts on the provision of services;
5. The CEO must perform these functions in accordance with the role and responsibilities as outlined in his/her job description.

### **8. Delegation of responsibilities to the Chief Executive Officer (CEO)**

The Board delegates operation responsibility for the day-to-day running of the Service to the Chief Executive Officer (CEO). As head of the Service, the CEO is accountable to the Board. S/he is not a member of the Board.

The Board appoints a Chief Executive Officer (CEO), recruited in accordance with the Public Service Management (Recruitment and Appointments) Act 2004. Appointment of the CEO is approved by the Board as supported by the Nominations, Remuneration and Corporate Governance Committee.

If the CEO is absent or the position of CEO is vacant, the functions of the CEO may be performed by such employee of LauraLynn as may be appointed by the Board as an acting or interim CEO. In the event of such an appointment that person carries the same authority as the CEO in exercising his/her acting role.

The CEO will:

- Operate, manage and control generally the administration and business of the Service;
- Be accountable to the Board;
- Implement the strategic and service plan;
- Put in place, and sustain, a unified management structure to manage the work of the organisation;
- Agree individual plans including performance targets with his/her management team;
- Delegate authority and accountability to his/her management team for operational matters;
- Monitor performance and hold his/her management team accountable;
- Ensure that the Board has timely and accurate information to fulfil the objectives and functions of the Service;
- Ensure that the Board has timely and accurate information on the performance of management;
- Ensure that the Board has sufficient information on risk identification, measurement and mitigation strategies for the Service;
- Ensure economy and efficiency in the use of resources;
- Ensure systems, procedures and practices of the Service are in place for evaluating the effectiveness of its operations.

In addition, the CEO will inform the Chairperson of the Board and the Chairpersons of the Financial Audit and Quality, Risk and Safety Committees in a timely manner of any material breaches of internal controls.

### 9. Board Secretary

The Board Secretary is a Board appointment. The role of the Board Secretary is to advise and guide members on their obligations under appropriate legislation and regulations, to act as the corporate governance officer and to organise and administer Board meetings. This role may be administered by a member of the Executive other than the CEO.

Specifically the Board Secretary must:

- Be responsible for the care and use of the seal of the Service in accordance with the Companies Act 1963 to 2013;
- Ensure that all statutory books are maintained and statutory reporting is carried out;
- Maintain appropriate registers and reporting mechanisms as a required to comply with the reporting of interests of Board members as “Designated Directors” under the Ethics in Public Office Acts 1995 to 2001;
- Bring to the attention of Board members:
  - Legal and other changes that affect their duties and responsibilities;
  - Material Changes to corporate governance standards and best practice – with suitable recommendations for change, if appropriate;
  - Recommendations on suitable training opportunities that may benefit members.
- Organise and attend Board and/or relevant sub-committee meetings:
  - Properly notify members in advance.
  - Prepare, following consultation with the Chairperson and the Chief Executive Officer the agenda and collate supporting papers;
  - Prepare minutes of the meeting, set out action points with assigned responsibilities and note the unresolved matters to be brought forward to subsequent Board agendas until resolved;

All members have direct access to the Board Secretary in relation to Board business.

### 10. Board Communications

Day-to-day representation of the Service regarding operational matters is delegated to the CEO who may subsequently appoint spokespersons for the Service.

The Chairperson/designate shall be the spokesperson for the Board on all other matters.

Members will direct their communication to LauraLynn via the Chairperson or CEO (or via the Chairpersons of the relevant Committees in relation to the investigation of matters under either Committee’s remit).

Members shall observe absolute confidentiality in relation to the Service’s Board matters.

### 11. Board Meetings

In accordance with best practice and Articles of Association (Appendix 1) the Board shall hold as many meetings as are necessary for performing its functions, but, in each year it shall hold not fewer than five meetings per calendar year.

A member's participation in a meeting by video link or audio link shall be regarded as valid attendance at meetings. Attendance at Board and Committee meetings is disclosed in the minutes of the Board meeting dealing with the evaluation of Board performance.

Attendance at Board and Committee meetings by non-members is at the discretion or direction of the Chairperson of the Board or Committee as appropriate.

### 12. Board Agenda and Papers

The Chairperson, supported by the CEO and Secretary, is responsible for setting the agenda of the Board. The Chairperson may from time to time consult with other Board members on items to include on the agenda. The agenda with supporting papers should be given to members at least five working days in advance of a Board meeting. At the Chairperson's discretion late papers may be added.

The standing Board agenda includes:

- Approval of minutes from previous meeting;
- Consideration of matters arising/unresolved items from the previous meeting;
- Reports from Committees of the Board as set out in the Annual Work Plan;
- Performance report from the Chief Executive Officer or designate on strategic developments and operational issues. Departmental reports from the responsible member of the Executive Management Team;
- Updates at every meeting on Service User Complaints;
- Specific matters referred to The Service by the Chairperson;
- Matters that need to be brought to the attention of the Chairperson.

The Board also has an Annual Work Plan of reports and matters for consideration throughout the year on the agenda.

Maintenance of this programme is the responsibility of the CEO and Secretary in consultation with the Chairperson.

Information for the Board should follow these principles:

- All members of the Board should have equal access to information that informs Board decisions;
- Information should be supplied in a timely, accurate and appropriate manner.

### 13. Board Committees

The Board may, from time to time, establish such Committees/Working Groups of the Board as are necessary to assist it in the performance of its duties. They may include members who are not members of the Board if specialist skills are required, provided their appointment is approved, in advance, by the Board.

Where a Committee is established:

- The terms of reference are specified in writing and approved by the Board and reviewed annually;
- The Board, on the nomination of the Chairperson, appoints its members;
- The Board receives regular reports from the Committee;
- All protocols concerning the operation of the Board are applied to a Committee;
- Minutes of Committee meetings are available to all Board members.

Attendance at Board Committees by key Service employees is necessary in order for the Committee members to be fully briefed on their area of responsibilities. The Committee Chairperson advises the CEO in advance of required attendees and it is the CEO's responsibility to ensure their attendance. In some cases it is likely that key employees will be required to attend certain Committees on an ongoing basis.

The current Committees are as follows and are approved by the Board:

#### 1. Financial Audit Committee

Terms of Reference sets out the role of the Financial Audit Committee established by the Board to assist it, in fulfilling its duties, by providing an independent and objective review of the:

- financial reporting process;
- process relating to the Service's management of financial risks, prevention of corruption and waste and the system of internal control;
- internal and external audit processes;
- Promotion and auditing of Value for Money Management (VFM) throughout the Service.

#### 2. Quality, Risk and Safety Committee

Terms of reference of the Risk Committee established by the Board to assist it in fulfilling its duties by ensuring:

- the principles and standards of clinical governance are applied to all aspects of the service with the ultimate goal of improved care to children and young people;
- the systems and processes relating to quality, safety and the measurement of non-financial risk are in place;
- processes and mechanisms are deployed to ensure integration of LauraLynn's approach to the management of non-financial risks and day-to-day operational activities;
- The promotion of a risk management culture across LauraLynn.



### 3. Finance and Operations Committee

Terms of reference of the Finance and Operations Committee established by the Board to assist the Board in its oversight of the finance and operations. The Finance and Operations Committee is responsible for approving the overall plans and budgets, in conjunction with the Board, for the various operational divisions that are represented at Committee meetings. It is also responsible for ensuring the successful delivery of services and special projects as allocated to budget holders by the Board.

### 4. Nominations, Remuneration and Corporate Governance Committee

Terms of Reference sets out the role of the Nominations and Corporate Governance Committee established by the Board to:

- monitor and review the structure and composition of the Board;
- deal with matters of Board succession ;
- keep matters of Corporate Governance under review;
- deal with succession planning and disciplinary issues at a senior executive level.

### 5. Research Ethics Committee

Terms of Reference sets out the role of the Research Ethics Committee established by the board to deal with Non Clinical Research Applications. In the event that an application for the conduct of Clinical Trials of Medicinal Products for Human Use is received, the Committee will seek a policy decision from the Board of Directors before proceeding with the application. The Committee will respond to any new statutory or professional responsibility that may affect its work and will update its procedures as appropriate.

### 6. Fundraising and Marketing Committee

Terms of Reference sets out the role of the Fundraising and Marketing Committee established by the Board to continually review and evaluate the activities/work of the fundraising & marketing teams.

### 7. Family Engagement Committee

The Terms of Reference sets out the role of the Family Engagement Committee as having regard to the best interests of children, young people and families in each strand of the Service : - (respite and residential services)

- To provide an effective representative body for families (parents, siblings, grandparents, guardians, carers);
- To communicate effectively with the Board of Directors and staff to families/carers;
- To develop and foster communications within the 'Families Groups';
- To allow for greater openness for communication and put forward suggestions, issues and concerns for the improvement of the service in an open and constructive manner.
- To agree on the key actions and deliverables of the sub-committee and to review and monitor the implementation of these actions.

### **14. Independent professional advice**

The resources of the Service are available to the Board and its members to assist them in performing their duties. Members may also take independent professional advice in the furtherance of their duties at the reasonable expense of the Service. Taking independent professional advice must be approved in advance by the Chairperson and proceed in accordance with the Service's procurement policy.

### **15. Review of Board Performance**

At the beginning of each year the Board shall prepare a set of key performance indicators and measures for itself for the forthcoming year. The annual report states how performance evaluation of the Boards, Board Committees and individual members was conducted and give an outline of the outcomes of such evaluations.

At the end of each year the Board shall prepare a report on its role and responsibilities and the actions it has taken to discharge those responsibilities for inclusion in the annual report. The Board carries out an annual review of its effectiveness and recommends any necessary changes to the Chairperson.

## **PART 3 – GENERAL GOVERNANCE DOCUMENTS**

Part 3 of the Code is concerned with the organisational financial and operational control procedures. These include a wide range of written policies, procedures, protocols and guidelines (PPPGs). These PPPGs and standards of behaviour, applicable to all employees and in some cases volunteers, are essential to ensure that organisational governance is robust and effective.

To ensure these activities are controlled the Service has a range of policies and reporting arrangements. This chapter provides an overview and introduction to these documents. The full version of the Service PPPGs is contained on the Services network.

### **1. Human Resource Management**

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

The Service's Conduct in the Workplace Policy defines the overall framework within which all employees are expected to work. It sets out the principles which should govern the behaviour of employees and the values which the Service espouses.

### **2. Financial Management**

Financial Management is the system by which the financial aspects of the Service are directed and controlled to support the delivery of the Service's goals. The key performance criterion in relation to financial management is that the Service has in place robust financial management systems and an effective system of internal control over the use of its financial resources. Effective internal financial control encompasses safeguarding the Service's assets from losses of all kinds and ensuring that value for money is achieved in the use of financial resources.

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

#### **Procurement:**

The Service's policies, procedures, standard templates & forms, guidance and applicable legislation are designed to ensure that the Service applies the highest standards of integrity, fairness, legality, confidentiality, and disclosure of interest to all procurement related transactions. All relevant procurement regulations are applied so that competition is promoted, value for money secured, equal access to publicly funded contracts is afforded to all taxpaying suppliers, and openness and transparency assured. Where relevant, the Service's procurement decisions should take account of prevailing social and environmental ethical standards.

The primary objectives of the Service's policies are to ensure that all transactions:

- Meet the requirements of Service Users

- Give best value for money
- Utilise the Service's purchasing power
- Are totally transparent and proportional
- Ensure equality of access to qualified suppliers
- Are formally contracted
- Fully comply with Government Guidelines and EU Directives applicable to state bodies
- Are undertaken in a professional manner
- Where possible to gain support from donors for product/services in-kind as a substitution for purchasing

### 3. Quality, Risk and Safety

The Service is committed to the provision of safe, high quality health and social services. Raising and maintaining the quality and safety of care requires sustained commitment to continuous improvement from *everyone* involved in the health and personal social care system.

The Service has a Risk Management Strategy and a Clinical Governance Strategy that includes a Risk Management Framework that enables the Service to measure performance in quality and risk management against best practice standards including national standards issued by regulators and professional bodies. A consistent and structured approach to quality and risk management is essential to successfully managing quality and safety at all levels and areas within the Service.

The Service faces a wide range of strategic, operational, reputational and financial risks, from both internal and external factors. Risk Management is the planned and systematic approach to identifying, evaluating and responding to these risks and providing assurances that responses are effective. The Service has in place a comprehensive integrated risk management policy with related procedures and guidance and reporting and monitoring mechanisms. A detailed description of the Service's operational approach is given in the Risk Management Policy document. The Service has in place a Risk Management Process document, Emergency Plan Documentation Contingency Plan, and a Risk and Incident Escalation Procedure. The Risk Register is a key tool for the management and communication of risk information in the Service. Guidance on developing and populating the Service's risk register is also provided.

### 4. Advocacy and Service User Care

The Service is committed to supporting children/adults and their families in a quality Service User focused manner and by using systems and services available to the Service for patient/client advocacy as well as internal mechanisms for promoting and valuing the views of Service Users. The Service promotes of Service User involvement throughout the organisation through the concept of 'Your Service Your Say' and we provide Compliments, Comments and Complaints facilities in each location to ensure each person can have their say.

The use of family handbooks, annual Service User evaluations and routine Person Centred Planning meetings for children/adults and families, promotes positive opportunities for stakeholders to voice their opinions and advocate on their own behalf.

The Service has developed and will maintain a Policy and Procedure for the Management of Service User Feedback. It is the policy of the Service to elicit views from patients/Service Users, carers, visitors and the community about the services provided by the Service. Any complaint is viewed as an opportunity to inform service provision, to continuously improve the quality of the services that are provided and to learn lessons, so as to prevent similar occurrences in the future. Complaints, criticisms or suggestions, whether oral or written, are taken seriously and handled appropriately and sensitively.

### **5. Information and Communications Technology**

The provision of health and personal social services is driven to a large extent by the quality of the data that is available at the point of care and the quality of the information used to make decisions that impact upon people and society. Care outcomes are directly related to the quality, reliability, access, security, confidentiality, safety, cost-effectiveness and effective use of information and information technology.

The Service has in place a comprehensive set of information security policies which outline the correct and proper use of the organisations information and I.T. (Information Technology) resources. Compliance with these policies is mandatory for all staff and others that use I.T resources to process or store the Service's patient, client or staff information.

### **6. Facilities Management**

Management of the overall facilities including maintaining existing plant and buildings as well as acquisition of new facilities needs to be managed efficiently and effectively.

The Service has developed a system of review of all facilities to ensure that children and adults and their families are cared for in safe and secure accommodation and that staff can effectively carry out their work in a safe manner.

The Service also operates an effective waste management system to ensure assets are managed in an efficient, environmentally friendly and cost effective way.

### **7. Communications**

A key objective for LauraLynn is to work to integrate all inter-related communications functions within the Service. These communications functions encompasses press and media engagement, internal communications, public communications, advertising, social marketing, branding, launches, media monitoring, web-development, publications and digital media. The role of the Marketing and Communications Department is to provide guidance, oversight, and set quality standards to be met by all service communications projects.

This process brings together all service functions engaging in communications projects, and will standardise and integrate all of the communications activities of the organisation. This will ensure strategic focus and purpose, increase economies of scale, prevent duplication and waste of valuable resources and allow integration of messages with service provision.

### **8. Planning and Performance Reporting**

High quality corporate planning and performance reporting are fundamental requirements of the Service. There are both statutory planning / reporting obligations to meet the needs of external stakeholders and internal management reporting obligations which support good governance and control processes within the Service.

Each manager must be aware of Service's Strategic Plan and the specific departmental targets and plan for their area of responsibility and acknowledge their responsibility and accountability for developing and implementing that plan.

Performance is reported throughout the year via monthly departmental reports and departmental quarterly reviews with the CEO. These reports monitor progress against agreed objectives and targets as set out at the beginning of the year. These are reported to the Board at each Board meeting throughout the year.

## **PART 4 – ASSURANCE FRAMEWORKS**

The Code of Practice for the Governance of State Bodies 2009 sets out the corporate governance responsibilities of the various parties responsible for the successful operation of all state bodies and agencies. As the Service is partly financed by the HSE and receives substantial donations via fundraising, there is an obligation on Board to be satisfied that comprehensive strategies, policies, and procedures comprising the code of governance are in place, are implemented and their effectiveness demonstrated. The Assurance Framework provides the Service with a comprehensive method for providing this assurance to the Board. This Code of Governance has now been reviewed to ensure that it meets with all of the requirements as set out in the Code of Practice for the Governance of State Bodies 2009.

All managers in the Service have a central role in emphasising the importance of control and must take a visible leadership role in ensuring that there is compliance with the control procedures.

The control framework of the Service is composed of 4 levels.

### **Level I - Procedures and policies established and implemented by an organisation.**

► The Service has established policies, procedure and guidelines across all functions and service delivery areas. This comprehensive suite of policies and procedures is the fundamental basis for good governance and control and must be regularly reviewed and updated as required. The Policy and Procedure documents are available on the Service's network. Each employee is required to comply with these.

The HR department is responsible for ensuring that staff are made aware of their responsibilities when commencing employment. Each Head of Department and Manager is responsible for ensuring the Code of Governance including all the relevant policies, procedures and guidelines are understood and implemented for their area of responsibility on an ongoing basis.

### **Level II – Line and Operational management oversight and review of adherence to organisational procedures**

► All managers must be satisfied that their departments are fully and properly implementing and complying with the Service's policies and procedures. To achieve this, managers are responsible for carrying out such checks to satisfy themselves of compliance and to take necessary corrective action to address any deficiencies identified.

Inspections undertaken / commissioned by management and reviews/health care audits carried out by external agencies such as HIQA also form part of the Level II controls.

### **Level III – Internal Audit**

► Internal Audit reviews systems, processes and controls on a sample basis. Investigations and reviews are also undertaken by Internal Audit.

All findings and recommendations identified by Internal Audit are reported to management, and the relevant committees responsible for different functions. Management is responsible for

implementing Internal Audit recommendations in a timely manner. Internal Audit also provides advice to management.

### **Level IV – External Audit**

► External Audit can relate to Financial or Health Care Audit. The auditing firm appointed by the Financial Audit Committee, carries out an annual audit on the Annual Financial Statements in order to determine if the accounts provide a true and fair view of the transactions of the organisation. Transactions are reviewed on a sample basis. The Financial Audit Committee reports its findings to the Board.

External Regulatory bodies also carry out audits and reviews within the health care arena e.g. HIQA.



## APPENDICES

Appendix 1:	Articles of Association
Appendix 2:	Register of Interest
Appendix 3:	Code of Conduct
Appendix 4:	Policy on Fraud

## Appendix 1:

### Articles of Association

**COMPANIES ACTS, 1963 to 2009**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**-of-**

**THE CHILDREN'S SUNSHINE HOME**

**(as amended by special resolution dated 17<sup>th</sup> June 2014)**

#### **Preliminary**

1. In these Articles, unless there be something in the subject or context inconsistent therewith;  
"the Act" means the Companies Act, 1963;  
"the Acts" means the Companies Acts, 1963 to 2009;  
"the Company" means the above named company;  
"the directors" means the directors for the time being of the Company or the directors present at a meeting of the board of directors and includes any person occupying the position of a director by whatever name called;  
"the Secretary" means any person appointed to perform the duties of the Secretary of the

Company.

"the Seal" means the common seal of the Company.

"the Office" means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography or any other modes of representing or reproducing words in visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act, 1963, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

In these Articles the masculine includes the feminine and neuter and vice versa and the singular includes the plural and vice versa.

Reference to any statute or statutory provision includes reference to any statutory modification, extension, renewal or re-enactment thereof.

### **Members**

2. The Subscribers to the Memorandum of Association of the Company and such other persons as shall be admitted to membership in accordance with these Articles, and none others, shall be members of the Company and shall be entered in the register of members accordingly.
3. The members of the Company shall be the subscribers to the Memorandum of Association and such other persons as the directors shall from time to time admit to membership and shall sign the register of members kept in accordance with Section 116 of the Act and shall sign a written consent to become a member.
4. Membership of the Company shall cease:-
  - (a) On the member's death;
  - (b) If the member resigns by notice in writing to the Secretary.
5. For the purposes of registration the number of members of the Company is taken to be 50 but the Company may from time to time register an increase of members.

### **General Meetings**

6. All general meetings of the Company shall be held in the State.
7. (a) Subject to paragraph (b), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
  - (b) Subject to Article 6, the Annual General Meeting shall be held at such time and at such place in the State as the directors shall appoint.
8. All general meetings other than Annual General Meetings shall be called Extraordinary

### General Meetings.

9. The directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 132 of the Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as near as possible as that in which meetings may be convened by the directors.

### **Notice of General Meetings**

10. Subject to Sections 133 and 141 of the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an Annual General Meeting or a Meeting for the passing of a Special Resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day for which it is served or deemed to be served and of the day on which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.
11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
14. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
15. The Chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
16. If at any meeting no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
17. The chairman may with the consent of any meeting at which a quorum is present (and shall,

if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business then unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution put to the vote of the meeting shall be decided upon a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman; or
- (b) by at least three members present in person.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

19. Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. Where there is an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
21. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded will be proceeded with pending the taking of the poll.
22. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution.

### **Votes of Members**

23. Every member present in person at a meeting of the Company shall have one vote.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

### **Directors**

25. "Unless and until otherwise determined the number of directors shall be not less than eight nor more than twenty".

26. No person shall be entitled to any remuneration for acting as a director or as a member of any committee of the directors but the board of directors or any committee of the directors may pay to any member thereof reasonable out-of-pocket expenses which such member, on the authority or with the sanction of the directors or such committee as the case may be, but not otherwise, may incur in or about the ordinary business of the Company.
27. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
28. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Acts or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
30. The directors shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) of all resolutions and proceedings at all meetings of the Company and of the directors and of any committee of the directors.
31. The office of director shall be vacated if the director:-
  - (a) is adjudged bankrupt in this State or in Northern Ireland or Great Britain or makes any arrangements or composition with his creditors generally; or
  - (b) becomes prohibited from being a director by reason of any Order made by the Court; or
  - (c) becomes of unsound mind; or
  - (d) resigns his office by notice in writing to the Company; or
  - (e) is convicted of an indictable offence unless the directors otherwise determine.
32. A director may not vote in respect of any contract which he is interested in or any matter arising thereout.

### **Election of Directors and Term of Office**

33. The directors shall have power to elect their own members, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. The

Nominations Committee shall make recommendations to the directors concerning the election of new directors. Subject to Article 36, no person shall be eligible for election to the board of directors unless recommended by the Nominations Committee.

34.

### 34.1

“For newly appointed directors from this date onwards, each director shall retire upon the expiry of the term of three years from the date of his appointment and provided he/she is recommended by the Nominations Committee, he/she shall be eligible for re-election for a further two consecutive terms of three years (maximum nine years in total). Upon the date of completion of three terms of office, newly appointed director shall automatically retire from office (a‘cessation’’) and shall not be eligible to hold office again until a period of two years has elapsed following the date of cessation and then only if the Nominations Committee has recommended him/her for re-appointment by election of the directors. A director co-opted to the Board during the year will be presented to the following AGM for approval and will commence their first term of office from the date of that AGM. A director appointed following a cessation shall continue to be subject to the rules set out in this Article regarding re-election, cessation and re-appointment *seriatim*.”

### 34.2

“All directors appointed prior to the June 2014 AGM who are due for retirement under the pre-existing rules of the company at the 2015 AGM (hereinafter referred to as “Existing Directors”). It is agreed that the existing Directors will be divided into two groups so that approximately half will be due for retirement or re-election in 2015 and the remainder in 2016. At that stage each director will be considered to have served one term of office. Each existing Director will then be eligible for re-election for a second term under the terms of Article 34.1 and from then on the rules of Article 34.1 will apply. The Board is authorised to approve which existing Directors will fall due for retirement (and re-election) at the 2015 AGM and which will fall due for retirement (and re-election) at the 2016 AGM to give effect to these transitional arrangements.”

35. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such director.
36. The Company may by ordinary resolution appoint another person in place of the director removed under Article 35 and the Company in general meeting may appoint any person to be a director, either to fill such a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director and shall be subject to the rules set out in these Articles regarding re-election, cessation and re-appointment.

## **Proceedings of Directors**

37. The directors may meet for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of the directors to any director who being resident in the State is for the time being absent from the State.
38. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be three.
39. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of the directors, the continuing directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company but for no other purpose.
40. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
41. The directors may delegate any of their powers to committees consisting of such persons (whether directors or not) as they think fit; any committee so formed shall, in the exercise of the powers so delegated, comply with any terms of reference and conform to any regulations that may be imposed on it by the directors. The standing or permanent committees to be established by the directors shall include the following, without limitation:-
- Nominations, Remuneration & Corporate Governance Committee
  - Financial Audit Committee
  - Finance & Operations Committee
  - Fundraising Committee
  - Quality, Risk & Safety Committee Committee
  - Clinical Ethics Committee
  - Family Engagement Committee
42. The directors shall have power to elect the chairman of a committee; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting. A chairman of a committee need not be a director.
43. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
44. All acts done by any meeting of the directors or of any committee or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such persons had been duly appointed and was qualified.
45. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the directors.
46. Any director or member of a committee of the directors not physically attending a meeting of



the directors or such committee may participate in such meeting by means of conference telephone or other means of telephone, audio or video communication whereby all the persons participating in the meeting can hear each other. Any such person participating in a meeting by such means will be deemed to be present in person at such meeting save that he or she shall not be counted in the quorum.

### **Secretary**

47. The Secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
48. A provision of the Acts or of these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a director and as, or in place of, the Secretary.

### **Seal**

49. The Seal shall be used only by the authority of the directors or of a committee authorised by the directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for that purpose.

### **Accounts**

50. The directors shall cause proper books of account to be kept relating to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Company; and
  - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books and accounts as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

51. The books of account shall be kept at the Office or, subject to Section 147 of the Act at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors for the time being.
52. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the directors or by the Company in general meeting.
53. The directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the

Act cause to be prepared and laid before the Annual General Meeting such profit and loss accounts, balance sheets and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company.

54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the report of the directors and the report of the auditors shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

### **Audit**

55. Auditors shall be appointed and their duties regulated in accordance with Sections 160 and 163 of the Act.

### **Notices**

56. A notice may be given by the Company to any member either personally or by sending it by post, fax, electronic mail or other means of communication approved by the directors to the member at his or her registered address, fax number or email address (or, if not so registered, then to the address, fax number or email address of the member last known to the Company). Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, repaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case the time at which the letter would be delivered in the ordinary course of post. A notice shall be deemed to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of personal service, and at the expiration of 12 hours after despatch in the case of fax, electronic mail or other method of communication approved by the directors.

57. Notice of every general meeting shall be given in any manner hereinbefore authorised:-

- (a) To every member;
- (b) The auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

### **Winding Up or Dissolution**

58. The provisions of Clause 8 of the Memorandum of Association of the Company relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in full in these presents.

## Appendix 2: Register of Interest

 <b>LauraLynn</b> <small>IRELAND'S CHILDREN'S HOSPICE</small>	<b>Register of Interest</b> <i>Please refer to accompanying notes overleaf:</i>
---	--

**NAME:** \_\_\_\_\_ **ADDRESS:** \_\_\_\_\_

\_\_\_\_\_

**CONSULTANCIES AND/OR DIRECT EMPLOYMENT (PAST THREE YEARS TO DATE)**

Any paid consultancy, employment, partnership, directorship or position in (or for) any organisation either directly or indirectly related to the work of **LauraLynn, Ireland's Children's Hospice**.

*Declared interests (List companies / organisations):*

**SHAREHOLDINGS**

Any shareholdings or other financial or beneficial interests in private company or body that may give rise to a conflict of interest.

*Declared interests (List companies / organisations):*

**MEMBERSHIPS OF VOLUNTARY BODIES OF OTHER ORGANISATIONS (PAST THREE YEARS TO DATE)**

Any other outside interests which may be relevant to you appointed role in **LauraLynn, Ireland's Children's Hospice**. e.g. unremunerated posts, honorary positions and other connections that may

give rise to a conflict of interest or of trust.

*Declared interests:*

**OTHER PERSONAL INTERESTS NOT COVERED ABOVE**

*Declared interests:*

**SIGNED:** \_\_\_\_\_ **DATE:** \_\_\_\_/\_\_\_\_/\_\_\_\_

*Accompanying notes:*

*Purpose of the register*

The organisation intends that the following provisions for declarations of interests and withdrawal from meetings would prevent individuals from being influenced, or appearing to be influenced, by other interests in the execution of their duties on behalf of the Service.

*Who is required to declare interests?*

Those required to declare interests include:

- Chairperson
- Board Members
- Chief Executive Officer

*What interest(s) must be declared?*

All personal or business interests that may, or may be perceived by reasonable individuals outside the Service, to influence their judgement should be declared. Such interests will include, but not be limited to, (description of interests).

Members must also declare their relevant interests in issues that arise for discussion at formal meetings of the Board, standing committees and other committees and meetings.

*When to complete the register*

Within one month of being elected to the Board or taking up appointment, or before attendance at the first Board meeting, whichever is first.

*What happens to this information?*

The register is maintained by the Secretary and is available for inspection.

## Appendix 3: Code of Conduct

### CODE OF CONDUCT

This Code has been developed for all Board members, staff and volunteers in the Service.

I promise to abide by the fundamental values of COMPASSION, COLLABORATION AND EXCELLENCE; these will underpin all the activity of this organisation.



I will strive to embody the principles and live up to the trust placed in me by LauraLynn. These principles are:

#### 1. Accountability

Everything LauraLynn does will be able to stand the test of scrutiny by the public, members, stakeholders, funders, statutory agencies and the Courts.

#### 2. Integrity and Honesty

Integrity and honesty will be the hallmarks of all conduct when dealing with colleagues within LauraLynn and equally when dealing with families, individuals and institutions outside it.

### 3. Transparency

LauraLynn strives to maintain an atmosphere of openness throughout the organisation to inspire the confidence of the public, stakeholders, staff, charity regulators and the statutory agencies.

Additionally, I agree to the following points:

#### *Law, mission, policies*

- I will not break the law or defy any statutory regulations in any aspect of my role.
- I will support the mission, vision and values of the organisation.
- I will abide by organisational policies, procedures, protocols and guidelines.

#### *Conflicts of interest*

- I will always strive to act in the best interests of the organisation.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgement of the Board and do as it requires regarding potential conflicts of interest.

### 4. Person to Person

- I will not break the law, or act in disregard of organisational policies in my relationships with fellow Directors, staff, members, service recipients, contractors or anyone I come into contact with in my role.

### 5. Protecting the organisation's reputation

- I will not speak on behalf of the organisation to the media or in a public forum without the prior knowledge and agreement of the Chief Executive Officer.
- When I am speaking as a representative of this organisation, I will take care to ensure my comments reflect current organisational policy even if I hold different personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will respect organisational, Board and individual confidentiality.
- I will take an active interest in the organisation's public image, news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

### 6. Personal Gain

- I will not personally gain materially or financially from my role nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.

- I will not accept gifts or hospitality that contravenes policy.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

### **7. In Meetings**

- I will abide by meeting procedures and practices.
- I will strive to attend any meetings that I am required to attend and to give apologies ahead of time to the Secretary if unable to attend.
- I will study the agenda and other information sent to me in good time prior to the meeting and I will be prepared to debate and vote on agenda items during the meeting.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude to the opinions of others while making my voice heard.
- I will accept a majority vote on an issue as decisive and final.

### **8. Enhancing Governance**

- I will participate in induction, training and development activities.
- I will continually seek ways to improve practice.
- I will support my colleagues in their roles.

### **9. Loyalty**

- I understand that substantial breach of any part of this code may result in termination of my role.

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### **ACKNOWLEDGEMENT**

I confirm my acceptance and agreement to be bound by this Code of Conduct within LauraLynn, Ireland's Children's Hospice.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## Appendix 4: Policy on Fraud

### 1.0 Policy Statement

The Children's Sunshine Home, operating as LauraLynn, Ireland's Children's Hospice (the Service) aims to ensure that there is an effective Fraud Policy in place to ensure that resources of the organisation are spent properly on the service.

Fraud is an ever-present threat to the organisational resources and hence must be a concern to all employees and persons employed in a similar capacity. Fraud may occur internally or externally and may be perpetrated by staff, service users, suppliers, contractors or development partners, individually or in collusion with others.

The threat of fraud is prevalent within organisations and remains a serious and costly problem for virtually every type of organisation. An effective anti-fraud strategy has four main components:

- Prevention
- Detection
- Response
- Deterrence

It is the combination of an effective fraud prevention, detection and response measures that create an effective fraud deterrent.

The policy is a part of a suite of policies and should be read in conjunction with;

- Code of conduct
- Good Faith Reporting Policy
- Fundraising Policy
- Risk Management Policy
- Audit Committee Terms of Reference
- Policy on Finance Management
- Procedure for Managing residents personal money and possessions (Disability Services)
- Procedure for Managing Residents Personal Debit Cards (Disability Services)

### 2.0 Scope

- 2.1 This policy applies to all staff, volunteers, service users, suppliers, contractors or development partners, individually or in collusion with others.

### 3.0 Definitions

- 3.1 *Computer fraud:* Is where information technology equipment has been used to manipulate programs or data dishonesty (e.g. by altering, substituting or destroying records, or creating false records), or where the use of an IT system was a material factor in the perpetration of fraud.
- 3.2 *Fraud:* An intentional deception, misrepresentation, false statement(s) or false representation of material facts with the knowledge that the deception could result in unauthorised benefit or payment for which no entitlement would otherwise exist. These acts may be committed either for the person's own benefit or for the benefit of some other party. It includes any act that constitutes fraud under applicable law.



### 4.0 Roles and Responsibilities

4.1 *Audit Committee:* Provides reasonable assurance to management that the organisation's significant risks are being appropriately managed with an emphasis on internal controls and governance processes by:

- Promoting procedure manuals which identify controls which should be in place.
- Providing clear recommendations where control weaknesses have been identified.
- Ensuring risk management and systems of controls are continually being.
- Monitored by departments in response to a constantly changing environment.
- Ensuring audit work takes account of the possibility of fraud.

The reviews undertaken by the Audit Committee will be prioritised to reflect the levels of potential risks to the organisation and the frequency of reviews will be dependent on resources available to the audit unit.

4.2 *External Finance Auditors:* Deloitte & Touche. Deloitte conduct their audit on an annual basis, with a view to confirm compliance with current Generally Accepted Accounting Policies (GAAP) and legislation

4.3 *Fundraising Department:* The fundraising department are responsible for the following:

- Conducting themselves at all times with integrity, honesty and trustworthiness. They will act at all times openly and in such a manner that donors are not misled.
- Respect the dignity of their profession and ensure that their actions enhance the reputation of themselves and the service.
- Disclose if they are employees of the service or third party agents and not knowingly or recklessly disseminate false or misleading information in the course of their professional duties, nor permit their subordinates to do so.
- Not represent conflicting or competing interests without the consent of the parties involved.
- Not knowingly, recklessly or maliciously injure the professional reputation of practice of other members of the fundraising profession.

4.4 *Human Resources:* HR responsibilities are as follows:

- To undertake security vetting of staff.
- To request confirmation from line managers of satisfactory completion of probationary periods for their staff.
- To issue appropriate rules of conduct on appointment.
- To develop written disciplinary procedures that address fraudulent and corrupt acts.
- To ensure employment policies, including those regarding fraud and guidance on acceptable internet and email usage, are included in induction programmes for employees at all levels.
- To monitor turnover and leave patterns of employees.
- To provide updates on this and other relevant employment policies, including codes of conduct.

Human Resources will ensure that all employees of The Service:

- Are updated on this and other related policies, including the policies on Conduct in the Workplace Policy and Protected Disclosures of Information (Whistleblowing) Policy.
- Are re-enforced of the specific requirements for compliance with the service's Confidentiality Policy.

4.5 *Line Managers:* Are expected to set example by complying fully with procedures and controls. The day to day responsibility for the prevention and detection of fraud rests with line managers who are responsible for:

- Identifying the risks to which systems, operations and procedures are exposed;
- Developing and maintaining effective controls to prevent and detect fraud;
- Ensuring that controls are being complied with;
- Providing induction and regular training for employees involved in internal control systems to ensure that their responsibilities are regularly highlighted and reinforced;
- Ensuring the rotation of employees where possible and necessary.
- All reports of fraud or suspected fraud must be taken seriously. Where a member of staff alerts a line manager to possible fraud the following steps should be taken by the line manager:
  - Act quickly to minimise any losses.
  - Bear in mind that it is only an allegation until outcome of investigation is known.
  - Preserve any evidence and move it to a safe location where practicable.
  - Notify the Chair of Audit Committee and Finance Manager.
  - Carry out a vigorous and prompt investigation and report findings immediately to the chair of Audit Committee and Finance Manager.
  - Inform, if possible, the person who made the initial report of what is happening.
  - Notification to the Gardaí should be carried out by the line manager.

4.6 *Management Team:* It is the responsibility of the Management Team to put in place an effective communication policy to ensure all staff are aware of the Fraud Policy and Governance related policies.

4.7 *Staff and volunteers:* Staff and volunteers have a responsibility to:

- Ensure that public funds/assets that are entrusted to them are safeguarded.
- Comply with rules of conduct and behaviour as set from time to time by the Service.
- Inform line manager of any gifts/hospitality offered (see Conduct in the Workplace Policy).
- Inform line manager of any outside interests that may conflict or impinge on their duties.
- Alert line manager to weaknesses in the control system.
- Alert line manager and/or the Audit Committee to fraud or suspected fraud.
- Assist in any investigation that may arise in respect of fraud or suspected fraud.
- Refer to the 6.0 below if you think that you have encountered fraud

## 5.0 Key Principles:

5.1 A key preventative measure to deter fraud and corruption is to take effective steps at the recruitment stage to establish, as far as possible, the previous record of potential

employees in terms of their propriety and integrity.

- 5.2 The Service, through its Corporate Governance management endeavours to achieve openness, transparency and accountability by establishing a best practise by carrying out risk management reviews and regular monitoring of activities and functions thus creating an environment that deters fraud.
- 5.3 The fundraising department within the service commits themselves to the highest standards of good practice and to ensuring that all their fundraising activities are respectful, honest, open and legal. Any information obtained in confidence as part of the fundraising process shall not be disclosed without express prior consent from the CEO.
- 5.4 The role of management in developing and monitoring a risk managed framework in the organisation which would reduce the likelihood of fraud is crucial to the effectiveness of the framework in the organisation which would reduce the likelihood of fraud is crucial to the effectiveness if the framework that will be put in place. These include:
- Ensuring the service has suitable policies and practices in place to safeguard itself against fraud and theft.
  - Ensuring that the service communicates its policy on fraud to employees in a formal Policy Statement.
  - Ensuring that an annual report on fraud and theft is prepared for the consideration of the Audit Committee and the Board.
  - That the service carries out vigorous and prompt investigations if fraud occurs.
  - Take appropriate legal and/or disciplinary action against perpetrators of fraud and take disciplinary action against managers and supervisors where their failures have contributed to the commissioning of fraud.
  - The Chief Executive Officer of the Service carries overall responsibility for the prevention of fraud, and is liable to be called to account by the Board for specific failures. However, the above responsibilities fall directly on line management and may involve all Service employees.
- 5.5 Staff should never be afraid of raising your concerns.
- 5.6 The Law provides protection for staff who raise reasonably held concerns through appropriate channels.
- 5.7 Staff will be positively applauded as a result of the following procedures and the matter will be treated sensitively and confidentially.
- 5.8 Staff are to convey their concerns to anyone other than authorised persons.
- 5.9 There may be a perfectly reasonable explanation for the events that give rise to your suspicion.
- 5.10 Spreading unsubstantiated concerns may harm innocent people.
- 5.11 Approach the person alleged suspect or try to investigate the matter yourself.
- 5.12 There are special rules relating to the gathering of evidence for use in criminal cases. Any

attempt to gather evidence by people who are unfamiliar with these rules may destroy the case.

### **6.0 Procedure:**

6.1 Where a member of staff, volunteer or other person has reasonable concern that fraud may have taken place the following procedure should be applied:

6.2 Make a note of your concerns

- Record all relevant details, such as the nature of your concern, the names of parties you believe to be involved, details of any telephone or other conversations with names, dates and times and any witnesses.
- Notes do not need to be overly formal but should be timed, signed and dated.

6.2.1 Timeliness is most important. The longer you delay writing up, the greater the chances of recollections becoming distorted and the case being weakened.

6.3 Retain any evidence you may have

6.3.1 The quality of evidence is crucial and the more direct and tangible the evidence, the better the chances of an effective investigation.

6.4 Report your suspicions promptly

6.4.1 In the first instance, report your suspicions to your line manager. If this action would be inappropriate, report your concerns to the Chair of the Audit Committee or Quality Safety and Risk Committee.

6.5 All cases of fraud or suspected fraud will be investigated immediately by the appropriate senior manager.

6.6 Recovery of losses arising from fraud will be pursued.

6.7 Disciplinary action will be taken against employees involved in fraud and action may also be taken against employee's whose negligence through lack of supervision and control may have facilitated the event.

6.8 The Service considers that the exposure and prosecution of persons wilfully defaulting or attempting the default with public monies or property is essential in the public interest as a deterrent and will report all such cases to the Gardaí when discovered.

6.9 The Service is determined that the culture and tone of the organisation will continue to be one of honesty and opposed to fraud and corruption.

### **7.0 Employee Support**

7.1 It is not uncommon for an employee, who works closely with the suspected perpetrator to feel a sense of responsibility for what happened and suffer stress as a result. Often there is a feeling of shock and disappointment that a person in whom trust was placed has deceived those around him/her.

- 7.2 In these circumstances, The Service will provide a confidential service offering help, advice and support, details of which are available through the Human Resources Department.

### **8.0 Evaluation**

This policy and associated procedure will be amended as necessary to reflect any changes to best practice, law or substantial organisation changes. It is reviewed and evaluated for appropriateness and effectiveness every two years at a minimum/according to expiry and unless otherwise stated.

### **9.0 References**

HSE – Framework for the Corporate and Financial Governance of the HSE – *Policy Statement on Fraud* (2009).

**Appendix 1 to Policy on Fraud**

**DOs & DON'Ts**

<b>DO</b>	<b>DON'T</b>
<b>Make a note of your concerns</b>	<b>Be afraid of raising your concerns</b>
<ul style="list-style-type: none"> <li>Record all relevant details, such as the nature of your concern, the names of parties you believe to be involved, details of any telephone or other conversations with names, dates and times and any witnesses.</li> <li>Notes do not need to be overly formal but should be timed, signed and dated.</li> <li>Timeliness is most important. The longer you delay writing up, the greater the chances of recollections becoming distorted and the case being weakened.</li> </ul>	<ul style="list-style-type: none"> <li>The Law provides protection for staff who raise reasonably held concerns through appropriate channels.</li> <li>You will be positively applauded as a result of the following procedures and the matter will be treated sensitively and confidentially.</li> </ul>
<b>Retain any evidence you may have</b>	<b>Convey your concerns to anyone other than authorised persons</b>
<ul style="list-style-type: none"> <li>The quality of evidence is crucial and the more direct and tangible the evidence, the better the chances of an effective investigation.</li> </ul>	<ul style="list-style-type: none"> <li>There may be a perfectly reasonable explanation for the events that give rise to your suspicion. Spreading unsubstantiated concerns may harm innocent people.</li> </ul>
<b>Report your suspicions promptly</b>	<b>Approach the person you suspect or try to investigate the matter yourself</b>
<ul style="list-style-type: none"> <li>In the first instance, report your suspicions to your line manager. If this action would be inappropriate, report your concerns to the Chair of the Audit Committee or Quality and Risk Committee.</li> </ul>	<ul style="list-style-type: none"> <li>There are special rules relating to the gathering of evidence for use in criminal cases. Any attempt to gather evidence by people who are unfamiliar with these rules may destroy the case.</li> </ul>

## REFERENCES