

Cairdeas na bhFidiléirí

ROLE OF BOARD MEMBERS

Chairman

The Chair's principal duties are to:

- -ensure that the Board has clear objectives, strategies and plans
- Ensure the orderly operation of the Board, including compliance with its statutory obligations and accepted best practice
- Be visionary in his/her approach at all times while fostering a positive environment and approach among the Board membership at all times.
- Be guided by the mission and strategic initiatives of the company
- Leading the Board in developing an ethical culture in line with the values of the organisation.
- Promotes equal opportunities and diversity at Board level
- Encourage each Board member to take on areas of responsibility and initiatives.
- Ensure efficient meetings are held and ensuring all Board members are afforded the opportunity to fully contribute.
- Ensure that the annual timetable and cycle of governance related topics and policies are considered on a scheduled basis.
- Check in advance of each meeting that all agreed actions and commitments minuted at the previous meeting have been acted upon.
- Ensure that all required non-Board member attendees have been invited to such Board meetings as they are required attend.

Vice-Chairman

- The Vice-Chairman will develop a strong working relationship with the Chairman assisting him / her in their primary role of delivering on the stated aims and objectives of the company.
- Act as a monitor guaranteeing adherence to the ethos of the company.
- When new projects and initiatives are promoted, ensure that clear decisions as to are decided
- Proactively support the Working Committee members in their scheduled activities
- Make sure the code of conduct gives clear guidelines on the receipt of gifts or hospitality by Board members.
- Make sure individual Board members have reasonable access to independent professional advice where they think it necessary to fulfil their responsibilities.

Secretary

The Secretary's principal duties are to:

- Arrange Board meetings, circulate agenda, publish minutes, coordinate and advise regrets.

- Circulate the finalised agenda to all Board members at least a week in advance of each Board meeting.
- Ensure Board minutes follow standard practice, for example, advice sheets from the Office of the Director of Corporate Enforcement.
- Make certain that there is adequacy of information for Board meetings.
- The Company Secretary will ensure that any changes agreed are in line with the governing document

Board Directors

Irrespective of any specific role, Directors must:

- Familiarise themselves and act in accordance with the relevant Code of Conduct.
- Fairly share the Board's workload with other Members
- Attend Board meetings and meetings of committees of which they are members and familiarise themselves with the issues and relevant papers in advance of meetings
- Attend events and keep up to date with subjects that are relevant to the Board's work
- Represent the Board when and if required
- Share responsibility for decisions taken by the Board.
- Understand and respect the respective roles of the Board, the Chairman, the Vice-Chairman and advisers and ensure that all work is undertaken in a timely manner
- Familiarity with the Vision/Mission/Memo & Articles
- Participation, support & volunteer for events/activities and make and solicit contributions for publications and donations
- Attend Board Meetings, on time and
- Awareness and adherence to Board Members Guidelines3.14 Prepare for Board meetings by reviewing material