



GOVERNANCE POLICY

TITLE: **Governance Policy**
SCOPE: Trinity Community Care CLG
REVIEWED BY: Martina Slein - Manager

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SIGNATURE(S): Martina Slein
DATE: 12th June 2018

APPROVED BY/(LEAD): Board of Directors

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Trinity Community Care Company Limited by Guarantee Governance Policy

Trinity Community Care Company Limited By Guarantee is a company limited by guarantee and has registered charitable status. Our activities are governed by a written constitution (Memorandum and Articles of Association). The constitution includes the identification of the main objects, basis of membership, conduct of general meetings, powers and duties of the board members and accounts and audit.

Main Object

The main object of the organisation is to provide services to individuals and families with complex social care needs enabling them to live full independent lives in their own homes. Our community care company provides support to older persons, persons with intellectual and physical disabilities, children with life limiting conditions and families in need who require support. This is achieved through the provision of homecare, community care and Meals on Wheels in the spirit of community support and volunteerism. Provision of services is in accordance with statutory rules and regulations of the HSE as may be enforced from time to time.

Membership and General meetings

The full Board of Trinity community Care Company Limited by Guarantee meets 12 times per year. The directors are elected at the AGM by the members.

Members of the Board

There are seven directors of Trinity Community Care Company Limited by Guarantee as at 2019

Patricia Byrne, Jacquie Pierce, John O' Connell, Philip Smyth, Dominic Wilkinson, Cassandra Egan – Langley, Eugene Smyth

Responsibilities of the Board of Directors and its Members

The Board of Directors is responsible for compliance with all statutory obligations applicable to Trinity Community Care CLG that may be set out in the legislation governing the establishment of Trinity Community Care CLG or in other relevant legislation or as set out in the Service Arrangement between the HSE and Trinity Community Care CLG.

The Board of Directors will review annually the effectiveness of Trinity Community Care CLG systems of internal controls, including financial, operational and compliance controls and risk management.

The Board of Directors of Trinity Community Care CLG is responsible for overseeing the proper management of the company, In particular it has a collective responsibility for:

- Acting in the best interests of the company and for the users of the services and the company staff;
- Ensuring that appropriate clinical and professional governance arrangements are in place;
- Leading and directing the organisation's activities;
- Providing strategic guidance;
- Monitoring the activities and effectiveness of the manager and management team;
- Ensuring effective systems are in place for identifying and managing risk;
- Ensuring the adequacy of internal financial controls; and
- Accounting accurately to the State as the primary funder of its activities.

- Developing formal, rigorous and transparent procedures for the identification, selection and appointment of Board of Directors members;
- Reviewing and monitoring the membership needs of the Board of Directors and its committees;
- Ensuring that the search for Board of Directors candidates is conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board of Directors , including gender and skill mix.

Members of the Board of Directors will act on an informed basis, in good faith, with due diligence and care, and in the best interests of the company to ensure that public monies are applied for the purpose they have been provided.

The Board of Directors have put in place procedures whereby employees may raise concerns, in confidence, about possible irregularities in financial reporting or other matters and for ensuring meaningful follow up of matters raised in this way

Reserved Functions of the Board of Directors

The Board of Directors reserves responsibility for the following functions:

- Putting in place a clear scheme of delegation of accountability from the Board of Directors to the Manager;
- Approval of strategic plans;
- Approval of budgets;
- Approval of significant procurement contracts of Trinity Community Care CLG
- The Board of Directors have specified clear quantitative thresholds for contracts above which Board of Directors approval is required and will approve the terms of major contracts; -
- Approval of risk management policies;
- Oversight of senior management remuneration. The Board of Directors ensure that it has proper oversight of remuneration within the organisation.
- Approval of annual reports and audited financial statements. The audited annual financial statements will be published on the company website
- Approval of the Annual Compliance Statement prior to submission to the HSE
- Appointment of the Manager and assessment of the performance of, and succession planning for the Manager.

The Board are supported in the performance of their duties by permanent staff members, this team being led by the manager. The manager reports directly to the Board and is responsible for managing the day to day operations of the company. These organisational areas consist of:

- Financial Management Control & Compliance (led by the TCC Manager);
- Operational Management (led by TCC Manager)
- People Management (led by the TCC Manager)
- Customer Care (led by the TCC Manager)
- Quality (led by the TCC Manager)
- Marketing Communications and Business Development
- Management of Key Stakeholders

Organisational Structure

Our overall organisation chart (as at 2019) is attached

Appointment of Members

The membership of the Board of Directors will reflect diversity in terms of gender, skills and areas of competency.

The following persons are not eligible to be a member of the Board of Directors

- a) A person who is a spouse or civil partner, parent, sibling or child of a Member,
- b) or a child of the spouse or civil partner of a Member,
- c) or a spouse, civil partner, parent, sibling or child of an employee at senior management level,
- d) or an employee (unless provided for in legislation).

The membership term for each Member will not generally exceed 3 years (excluding any part year between co-option and election to the Board of Directors / Governing Body). On completion of a term of office, a Member is eligible for re-appointment .

Chairperson's Role and Duties

The Members of the Board of Directors will elect the Chairperson. The appointment will be for a period not exceeding 3 years in line with the duration of the term of office of Members. At the end of 3 years, the Chairperson can be re-appointed for a maximum of a further 3 years. The Chairperson must oversee the orderly operation of the Board of Directors and ensure that there is appropriate interaction between the company and the HSE as its primary funder. The roles of Chairperson and CEO will not be exercised by the same person.

Conducting the Business of the Board of Directors

The Board of Directors will meet monthly, with records of meetings and decisions taken at meetings maintained, the minutes of each meeting will be adopted at the subsequent meeting of the Board of Directors. The collective responsibility and authority of the Board of Directors will be safeguarded. All Members will be afforded the opportunity to fully contribute to Board of Directors deliberations. The Board of Directors will be supplied with information by the Manager, staff and external advisors as required which is of a suitable quality to enable Members to satisfactorily discharge their duties.

Evaluating the effectiveness of the Board of Directors / Governing Body

The Chairperson will on an annual basis, and together with the Board of Directors undertake a formal review of the Board of Directors performance for the previous year.

Oversight

The Board of Directors is also responsible for overseeing and challenging the work of the Manager and Management Team, ensuring that systems of internal controls are in place, including financial controls, and that risk is managed, and for overseeing the remuneration of the employees of the organisation.

To do this the Board of Directors is required to oversee the operation of the organisation. The Board will review the following throughout the year at monthly meetings and annually Audit, Reserves, Remuneration, Risk and Quality & Safety.