



TITLE: Governance Policy  
SCOPE: Trinity Community Care  
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## Trinity Community Care Company Limited by Guarantee Governance Policy

Trinity Community Care Company Limited by Guarantee (the “Company”) 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 of directors, 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 directors of the Company meets a minimum of 6 times times per year. The directors are elected at the AGM by the members.

### **Membership of the Board of Directors**

There are eight directors of the Company as of 2022.

These are John O’ Connell, Philip Smyth, Dominic Wilkinson, Cassandra Egan – Langley, Eugene Smyth, Joanne Wallace, Feyi Adeyemi and Damien Donoghue

### **Responsibilities of the Board of Directors**

The board of directors is responsible for compliance with all statutory obligations applicable to the Company that may be set out in the legislation governing the establishment of the Company or in other relevant legislation or as set out in the Service Arrangement between the HSE and the Company.

The board of directors will review annually the effectiveness of the Company’s systems of internal controls, including financial, operational and compliance controls and risk management.

The board of directors of the Company is responsible for overseeing the proper management of the Company. 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 CEO and management team.
- Ensuring effective systems are in place for identifying and managing risk.
- Ensuring the adequacy of internal financial controls.
- 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 the board of directors.
- 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 Chief Executive Officer (CEO).
- Approval of strategic plan.
- Approval of budgets.
- Approval of significant procurement contracts of the Company.
- 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 CEO and assessment of the performance of, and succession planning for the CEO

The board of directors are supported in the performance of their duties by permanent staff members, this team being led by the CEO. The CEO reports directly to the board of directors 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 CEO).
- Operational management (led by the CEO).
- People management (led by the CEO).
- Customer care (led by the CEO).
- Quality (led by the CEO).
- Marketing communications and business development.
- Management of key stakeholders.

### **Organisational Structure**

Our overall organisation chart (as at 2023) is attached.

## **Appointment of the Board of Directors**

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) A child of the spouse or civil partner of a member.
- c) A spouse, civil partner, parent, sibling, or child of an employee at senior management level.
- d) An employee (unless provided for in legislation).<sup>1</sup>

## **Chairperson's Role and Duties**

The board of directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office (the "Chairperson"). 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.

The duties of the Chairperson include:

- a) Leading the board;
- b) Ensuring smooth running of board meetings;
- c) Promoting good governance and support to the CEO;
- d) Acting as a figurehead or spokesperson where required;
- e) Reviewing and signing the minutes.

## **Succession Planning**

Succession planning is a key responsibility of the board of directors and helps to ensure that any gaps in skills, experience and knowledge on the board are filled. It also helps to maintain diversity at board level. The Chairperson will lead the process for succession planning which will identify skills, experience and knowledge that the board of directors require to oversee the charity at present and in the future.

## **Conducting the Business of the Board of Directors**

The board of directors will meet bi-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 directors will be afforded the opportunity to fully contribute to board of directors deliberations. The board of directors will be supplied with information by the CEO, staff and external advisors as required which is of a suitable quality to enable directors to satisfactorily discharge their duties.

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## **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 CEO 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.

### **Induction for new directors**

The CEO will provide new directors with a current copy of the Code of Conduct, a current copy of the company constitution, the current management accounts and a copy of the audited accounts for the year preceding the appointment of that director. The CEO will further facilitate the meeting between the new director and the current board of directors. The CEO will be available to answer any questions the new director may have.

### **Secretary's Role and Duties**

The secretary is appointed by the Directors and may be removed by the Directors at their discretion.

The general duties and responsibilities of the secretary include:

- a) Administration and compliance;
- b) Preparing for board meetings;
- c) Taking meeting minutes;
- d) Ensuring that the charity files all relevant statutory returns and information with the Charities Regulator (eg annual reports, changes to the charity's details and/or members details);
- e) Preparing and filing annual returns with the Companies Registration Office; and
- f) Maintaining the register of members, directors and secretaries.





