



Paralympics
IRELAND

Governance Manual 4.0

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1. Introduction

Corporate governance comprises the systems and procedures by which organisations are directed and controlled. As with all sports organisations and National Governing Bodies (NGBs), Paralympics Ireland should serve the interests of all its stakeholders, and pursue value for money in its endeavours, including managing risk appropriately. Paralympics Ireland should act prudently, ethically and with transparency and should conduct its activities consistent with its responsibilities to funders, athletes volunteers and other stakeholders.

High standards of corporate governance in Paralympics Ireland is critical to ensuring a positive contribution to para sports in Ireland. The Board and Management of Paralympics Ireland is accountable for the proper running of the organisation. Board members and employees of Paralympics Ireland should be strongly guided by the principles set out in this Manual aligned to the Governance Code in meeting their responsibility to ensure that all activities, whether covered specifically or otherwise in this document, meet the highest standards of corporate governance.

Good governance in Paralympics Ireland encourages better informed and longer-term decision-making as well as the efficient use of resources. It strengthens accountability for the stewardship of resources and is characterised by robust scrutiny of issues at Board meetings which includes in-depth discussions among board members and places ongoing emphasis on improving performance.

The corporate governance framework for Paralympics Ireland comprises elements of legislation, regulation, self-regulatory arrangements, voluntary codes, commitments and business practices that have evolved within the organisation.

2. The Governance Code

The Code is intended as a resource to assist CVC organisations develop their overall capacity in terms of how they run their organisation. The Code provides a framework for the application of best practice in corporate governance by Paralympics Ireland it demonstrates the commitment to achieving the highest possible standards of corporate governance.

Board members, charity trustees and staff of Paralympics Ireland should be guided by the principles set out hereunder in meeting their responsibility to ensure that all of their actions, whether covered specifically or otherwise in this document, meet the highest standards of corporate governance.

The Code concerns both the internal practices of Paralympics Ireland and our external relations with the Government, Sport Ireland and other relevant Departments and/or agencies, National Governing bodies of sport as well as athletes, volunteers and other stakeholders. The Code also makes reference to the ethical and standards in public office obligations that apply to all designated Directors and designated office holders.

3. The Features of the Code and adoption by Paralympics Ireland

The Code is described as a collection of recommended practices to enable organisations to set and achieve its objectives to the benefit of those it serves. It is not about specifically about rules and

regulations but more about principles guiding the organisation to do the right thing, in the right way. Principles-based governance means that Code users follow principles and recommended practices that help boards bring those principles to life.

The Governance Code has three versions for very small, medium and large organisations (Types A, B and C respectively). In accordance with the parameters set-out, Paralympics Ireland is categorised as a **'Type C'** organisation where the main characteristics of these organisations is that the people who sit on the board focus solely on their governance/oversight role, delegating management and operational duties to the staff. There is a clear division between the governance role of the board and the management role of staff.

The Board of Paralympics Ireland first began their journey to comply with the Governance Code in 2014. Since that time, a number of policies and procedures have been put in place gradually. A Sub Committee of the board dedicated to governance was set up in 2018 to bring the journey to fruition. This committee held a number of meetings to plan out final compliance with the code and complete any outstanding policies or processed needed. The Governance Sub Committee worked collaboratively to develop and review all documents and present these to the board of Paralympics Ireland by December 2018. While compliant with the governance code at that point, review mechanisms have been put in place to ensure all governing documents are updated to ensure continued compliance and full implementation.

4. The Principles of the Governance Code

The Code is based on **five principles** each with three sub-principles as outlined below. Under these five principles and sub-principles, the Code provides a total of 75 recommended practices for Type C organisations. For many of the recommended practices there is a requirement to have in place a policy or procedure.

The following five sections, set-out each of the sub-principles and outlines specifically how Paralympics Ireland complies with the recommended practices, where responsibility for the recommended practices rests and the relevant document and/or appendix that provides additional information specific to compliance with each of the recommended practices.

5. Principle 1 – Leading Paralympics Ireland

The three key sub-principles covered within Principle 1 include;

- 1.1 Agreeing our vision, purpose, mission, values and objectives and making sure that they remain relevant.
- 1.2 Developing, resourcing, monitoring and evaluating a plan so that Paralympics Ireland achieves its stated purpose and objectives.
- 1.3 Managing, supporting and holding to account staff, volunteers and all who act on behalf of Paralympics Ireland.

5.1 Agreeing Paralympics Ireland vision, purpose, mission, values and objectives.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
1.1 (a) Agree a strategic plan for your organisation. The plan should include clear statements of your vision, mission, values and objectives.	New Strategic Plan to be launched in Q1 2019. Vision, Mission and Values relevant from previous plan.	PI Board and Strategic Implementation Committee	Appendix 1 – Draft Strategic Plan
1.1 (b) Make sure 1.1(a) reflects the governing document of the organisation (for example, a constitution, memorandum and articles of association, or deed of trust).	Current Constitution and Memos & Arts. are consistent with the Strategic Plan. Need to be reviewed in line with the new plan in Q1 2019.	Governance Sub Committee	Appendix 2 – PI Constitution (including Memorandum and Articles of Association)
1.1 (c) Review at least every three years so that that the organisation is still relevant.	Strategy Steering Committee to complete annual reviews and major review in Q4 2021.	PI Board and Strategy Steering Committee	
1.1 (d) Review and agree written policy statements	PI Policies and Procedures are subject to ongoing review.	Governance Sub Committee	Appendix 3 – Complete list of PI Policies and Procedures including proposed next review dates

on relevant operational matters, where necessary, at least every three years.			
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5.2 Paralympics Ireland’s strategic planning.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
1.2 (a) Agree a strategic plan for the organisation that includes: <ul style="list-style-type: none"> - objectives; - operational plans; - budget; - key performance indicators; and - timelines. 	New Strategic Plan to be launched in Q1 2019. Annual Operational Plans are completed by all staff aligned to assigned budgets	PI Board and Strategy Steering Committee CEO	Appendix 1 – Draft Strategic Plan Appendix 4 – Annual Plan Template Appendix 36 – PI Board Annual Calendar & Plan
1.2 (b) Agree role of board in making sure that there are enough resources to implement the strategic plan and consider the organisation’s sustainability over the long term.	Provision of resources (both human and financial) are part of the strategic plan development considerations	PI Board and Strategy Steering Committee	Appendix 5 – PI Organisational Structure Organogram
1.2 (c) Make sure there is a monitoring and evaluation system in place.	Strategy Steering Committee to complete strategy reviews x2 per annum and major review in Q4 2021.	PI Board and Strategy Steering Committee	
1.2 (d) Invite and review report from CEO on progress compared with agreed objectives and key performance indicators.	The CEO provides a quarterly update to PI Board on strategic plan progress against agreed KPIs	CEO	Appendix 7 – CEO Job Description/Duties

<p>1.2 (e) Make sure the discussion of strategic issues is a regular item on the board agenda.</p>	<p>Strategy review item set on the Annual Board calendar for meetings</p>	<p>PI President and Company Secretary set Agenda</p>	<p>Appendix 8 – Board Meetings Standard Agenda Items Appendix 36 - PI Board Annual Calendar & Plan</p>
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5.3 Board, staff, volunteer management and support.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
<p>1.3(a) Make sure contracts and employment policies are in place and that they cover: - recruitment; - induction; - supervision; - appraisals; - grievance; and - disciplinary procedures.</p>	<p>Covered within the PI Employee Handbook as reviewed by HR firm and approved by PI Board</p> <p>Updated contracts given to all staff in January 2018</p>	<p>CEO</p>	<p>Appendix 9 – PI Employee Handbook</p>
<p>1.3 (b) Make sure: - formal arrangements are set up for the ongoing supervision and development of staff; and - formal arrangements are set up for the supervision and development of the CEO. This should include a yearly or twice-yearly appraisal.</p>	<p>The PI Staff appraisal process is outlined in the Employee Handbook</p> <p>PI President and Vice-Chair to carry out CEO appraisal process as outlined in the Employee Handbook</p> <p>Staff development opportunities available externally and via the Sport Ireland OCB Programme</p>	<p>CEO</p> <p>President</p>	<p>Appendix 10 – Performance Review Form</p>

<p>1.3 (c) Give responsibility for developing the volunteer policy to the CEO.</p>	<p>Responsibility included in CEO Job Description/Duties (Appendix 7)</p>	<p>CEO</p>	<p>Appendix 11 – PI Volunteer Policy</p>
<p>1.3 (d) Delegate responsibility for job descriptions and staff supervision to CEO.</p>	<p>Responsibility included in CEO Job Description/Duties (Appendix 7)</p>	<p>CEO</p>	<p>Appendix 12a & 12b – Sample Job Description</p>
<p>1.3 (e) - Agree job description of CEO; - Set yearly performance expectations of CEO; and - Agree ways for CEO to report to the board.</p>	<p>Responsibility included in CEO Job Description/Duties (Appendix 7) with performance expectations set at yearly appraisal.</p>	<p>President</p>	<p>Appendix 7 – CEO Job Description/Duties</p>

6. Principle 2 – Exercising Control Over Paralympics Ireland

The three key sub-principles covered within Principle 2 include;

- 2.1 Identifying and complying with relevant legal and regulatory requirements.
- 2.2 Making sure there are appropriate internal financial and management controls.
- 2.3 Identifying major risks for Paralympics Ireland and deciding ways of managing the risks.

6.1 Paralympics Ireland legal and regulatory compliance.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
<p>2.1 (a) Agree policies, procedures and reporting mechanisms to make sure there is compliance with all relevant legal and regulatory requirements.</p>	<p>Compliance Checklist that is reported on regularly to the Board by CEO (included in CEO Job Description/Duties - Appendix 7). PI is linked with an agency to provide legal updates in relation to Employment Law</p>	<p>Audit & Risk Committee & CEO</p>	<p>Appendix 13 – Legal and Regulatory Compliance Checklist</p>
<p>2.1 (b) If the organisation is a company limited by guarantee, appoint a board member to act as Company Secretary.</p> <p>A non-board member, including a member of staff, but ideally not the CEO, may be considered for the Company Secretary role.</p> <p>The person appointed, regardless of their position in the organisation, must be competent to fulfil the</p>	<p>A PI Board Member (Ailis McSweeney) is appointed as Company Secretary.</p> <p>The Executive Assistant helps the Company Secretary via minute taking etc.</p>	<p>President</p>	

<p>role and have the necessary skills, time and access to resources to carry out the role.</p> <p>A member of staff may assist the Company Secretary in carrying out duties. However, the Company Secretary is responsible for making sure that the duties associated with the role are carried out.</p>			
<p>2.1 (c) If your organisation is a charity as defined by the Charities Act 2009, make sure your group is registered with the Charities Regulatory Authority and that the organisation complies with all associated regulations. Display your official ‘registered charity number’ on all public documentation including website, emails, headed paper and so on. Invite and review reports on legal and regulatory compliance and ensure that any issues that have been identified periodically are dealt with.</p>	<p>PI is a registered charity in the Republic of Ireland. Our Charity number is CHY13420 and this number is displayed on the website, letterhead etc.</p>	<p>CEO</p>	<p>Appendix 14 – Charity Confirmation letter</p>
<p>2.1 (d) Decide if you would like to have ‘charitable tax exemption’ for your organisation (that is a CHY number). If so, apply to the Revenue Commissioners Charity Section for a CHY number and make sure your organisation complies with any associated regulations. You may also need a Charities Regulator Authority (CRA) number.</p>	<p>Not applicable</p>		

<p>2.1 (e) Invite and review reports on legal and regulatory compliance and make sure that any issues that have been identified from time to time are dealt with promptly.</p>	<p>Compliance Checklist that is reported on regularly to the Board by CEO (included in CEO Job Description/Duties - Appendix 7) As above liaise with an agency to provide legal updates in relation to Employment Law</p>	<p>PI Board/Audit & Risk Committee & CEO</p>	<p>Appendix 13 – Legal and Regulatory Compliance Checklist</p>
<p>2.1 (f) Make sure there is a Safety Statement. This should also identify the person responsible for health and safety in the organisation. Invite and review reports on any health and safety matters that arise.</p>	<p>PI Safety Statement in Place. Reports on H&S are included in the CEO Job Description/Duties (Appendix 7)</p>	<p>CEO</p>	<p>Appendix 15 – PI Safety Statement</p>
<p>2.1 (g) Make sure policies regarding: - employment; - equality; and - data protection are in place.</p>	<p>Employment, equality, GDPR and data protection policies are all covered in the PI Employee Handbook.</p>	<p>PI Board/CEO</p>	<p>Appendix 9 – PI Employee Handbook</p>
<p>2.1 (h) - Keep contact details of stakeholders with their permission in a safe place. - Do not give their details without their consent to someone outside the organisation. - Do not keep unnecessary personal information. - Make sure your organisation complies with data protection legislation.</p>	<p>Included in PI Data Protection Policy within the Employee Handbook</p>		<p>Appendix 9 – PI Employee Handbook</p>
<p>2.1 (i)</p>	<p>Child Safeguarding Statement and Safeguarding Risk Assessment in place.</p>		<p>Appendix 16 – Child Safeguarding Statement</p>

<p>Make sure other policies are in place to comply with other relevant law (for example, child protection or food safety).</p>			<p>Appendix 17 – Safeguarding & Risk Assessment</p>
<p>2.1 (j) Comply with the terms and conditions of public or private grants received, including governance requirements.</p>	<p>PI Board, CEO and Board Finance Officer are aware of such responsibilities. Subject to regular reporting by Finance Officer and reviewed internally by Audit & Risk Committee and as part of external audit process.</p>	<p>PI Board, CEO, Finance Officer</p>	<p>Appendix 6 – PI Board Handbook includes Director Duties and Responsibilities</p> <p>Appendix 7 – CEO Job Description/Duties</p> <p>Appendix 18 – Audit & Risk Committee ToR.</p>

6.2 Internal financial and management controls.

<p>Recommended Board Practices</p>	<p>Paralympics Ireland Compliance</p>	<p>Responsibility</p>	<p>Relevant Document and/or Appendix</p>
<p>2.2 (a) Oversee income, expenditure, cash-flow and investments.</p>	<p>High Priority in CEO and Finance Officer duties and responsibilities subject to review by Audit and Risk Committee and to external audit.</p>	<p>PI Board</p>	<p>Appendix 6 – PI Board Handbook includes Director Duties and Responsibilities</p> <p>Appendix 7 – CEO Job Description/Duties</p> <p>Appendix 18 – Audit & Risk Committee ToR.</p>
<p>2.2 (b) Consider whether production of accounts according to a best practice standard, for example the charity</p>	<p>PI accounts are audited and signed off to financial reporting standards outlined in annual accounts.</p>	<p>PI Board and Finance Officer</p>	<p>Appendix 19 – Annual Report includes financial</p>

<p>SORP (Statement of Recommended Practice), is appropriate for your organisation. Sign off on yearly audited accounts.</p>			<p>reporting in the form of annual accounts.</p>
<p>2.2(c) Agree and put in place appropriate financial management procedures, systems and controls.</p>	<p>PI Audit & Risk Committee in place and PI has documented financial management procedures.</p> <p>We also work with an external accountancy firm to produce management accounts</p> <p>Financial management and reporting is a recurring agenda item at Board meetings</p>	<p>PI Board, Finance Officer & CEO</p>	<p>Appendix 20 – PI Financial Management Procedures</p>
<p>2.2 (d) Agree level of financial authority given to CEO, finance sub-committee and senior staff.</p>	<p>CEO and staff financial authority is outlined in the Financial Management Procedures and relevant details are outlined in schedule of matters reserved for the Board</p>	<p>PI Board/Audit & Risk Committee</p>	<p>Appendix 21 – Schedule of Matters reserved for the PI Board.</p>
<p>2.2 (e) Appoint an audit committee of three or more directors. The chair of the organisation’s board can be an audit committee member but cannot chair the audit committee. At least one of this committee should have recent and relevant financial experience.</p> <p>Have written terms of reference that describe the role of the committee and its responsibilities. The terms of reference should be on your website.</p>	<p>PI Audit and Risk Committee consists of three Board members including the Finance Officer. Terms of Reference are in place for the Committee and are available within the Governance Section of the PI website.</p> <p>Process for staff to raise concerns about possible improprieties relating to financial reporting or other matters is outlined in the Protected Disclosures policy.</p>	<p>PI Board/Audit & Risk Committee</p>	<p>Appendix 18 – Audit & Risk Committee ToR.</p> <p>Appendix 22 – Protected Disclosures policy.</p>

<p>Include specific terms of reference for monitoring and review, approval and recommendations.</p> <p>Monitor and review:</p> <ul style="list-style-type: none"> - the accuracy of the financial statements of the organisation; - announcements about the organisation’s financial performance and financial controls; - control and risk management systems; <p>the effectiveness of the organisation’s internal audit role;</p> <ul style="list-style-type: none"> - the external auditor’s independence and the effectiveness of the audit process; - arrangements for staff to raise concerns in confidence about possible improprieties relating to financial reporting or other matters. This policy should be in line with the Protected Disclosures legislation. <p>(The audit committee should have arrangements for independent investigation of such matters and for appropriate follow-up action.)</p> <p>Approve:</p> <ul style="list-style-type: none"> - the terms of engagement of the external auditor. <p>Recommend:</p> <ul style="list-style-type: none"> - the pay and conditions of the board’s external auditor. <p>The board then puts these recommendations to the members for their approval in a general meeting.</p>	<p>Description of the work of the Audit & Risk Committee will be included in the 2018 Annual Report.</p>		
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The organisation’s annual report should include a description of the audit committee’s work.			
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6.3 Paralympics Ireland and risk management.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
<p>2.3 (a) Do a full risk assessment each year. This will involve regularly updating a risk register that allows for:</p> <ul style="list-style-type: none"> - identifying and understanding the risks facing the organisation; - assessing and mitigating against the risks to ensure they are within the organisation’s risk appetite as set by the board; and - ensuring the process’s accountability and resources are in place to manage the organisation’s exposure to risk. 	PI’s Audit & Risk Committee undertake annual risk assessment – risk register in place and reviewed	Audit & Risk Committee	Appendix 23 – PI Risk Policy Appendix 24 – PI Risk Register
<p>2.3 (b) Delegate the responsibility of making sure there are appropriate levels of insurance and other risk treatments in place. Invite and review report each year.</p>	Delegated by Audit & Risk Committee to the CEO to have adequate and effective insurance in place (e.g. travel, motor, laptops/phone, office contents). Details on policies in place are provided to Board. Copies of insurance policies are included in Employee Handbook	CEO	Appendix 7 – CEO Job Description/Duties Appendix 9 – PI Employee Handbook
<p>2.3 (c) If the organisation owns property or any assets, make sure that legal ownership is clearly in the</p>	Main asset is the company van and is covered under our insurance	CEO	

<p>name of the organisation and that the community interest is protected if the organisation ceases to exist. Take legal advice if necessary.</p>			
<p>2.3 (d) Delegate the responsibility of developing, testing and updating business continuity plans to the CEO. These plans will help to minimise disruption of services in a crisis.</p>	<p>Delegated by Audit & Risk Committee to the CEO. Draft plan produced – to be reviewed in 2019</p>	<p>CEO</p>	<p>Appendix 7 – CEO Job Description/Duties Appendix 25 – PI Business Continuity Policy</p>

7. Principle 3 – Being Transparent and Accountable

The three key sub-principles covered within Principle 3 include;

- 3.1 Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation.
- 3.2 Responding to stakeholders' questions or views about our organisation's work and how we run it.
- 3.3 Encouraging and enabling engagement with those who benefit from our organisation in the planning and decision-making of the organisation.

7.1 Stakeholder management

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
3.1 (a) Identify your key stakeholders and make sure there is a strategy in place for communicating with them appropriately.	Key stakeholders are members of PI and listed on the website. Communication methods are included in overall Comms. strategy which is being aligned to the new strategic plan	CEO/Communications Manager	Appendix 26 – PI PR & Communications Strategy (Q1 2019)
3.1 (b) Appoint an agreed spokesperson for the organisation.	PI CEO is the nominated spokesperson for the organisation.	CEO	Appendix 26 – PI PR & Communications Strategy (Q1 2019)
3.1 (c) Ensure that the organisation's annual report and accounts are widely available and easy to access on the organisation's website and elsewhere. The annual report should identify the: - chair; - the deputy chair (where there is one); - the CEO;	The PI Annual Reports are available via the Governance section of the website. The annual report identifies the make-up of the Board and sub-committees. Going forward from the 2018 Report – it will include the number of meetings of the board and individual attendance by directors as well as the number of	CEO	Appendix 19 – Current Annual Report Appendix 28 – Screenshot of Governance Section of Website (including links)

<p>- any other members of the board and the chairs of subcommittees; and - progress during the year against your strategic objectives. It should also set out the number of meetings of the board and individual attendance by directors as well as the number of sub-committee meetings and attendance by members.</p>	<p>sub-committee meetings and attendance by members.</p>		
<p>3.1 (d) Invite and review report from CEO on compliance with reporting requirements of relevant regulators and funders (for example, Companies Registration Office, the Charity Regulator and the Regulator of Lobbying if appropriate).</p>	<p>Included in the CEO Job Description/Duties. Overseen by Audit and Risk committee.</p>	<p>CEO & Audit and Risk Committee</p>	<p>Appendix 7 – CEO Job Description/Duties Appendix 18 – Audit & Risk Committee ToR.</p>
<p>3.1 (e) Make sure the AGM is held in line with your governing document. Ensure that there is a communications strategy in place to keep members and stakeholders informed.</p>	<p>Calling of the AGM is outlined in the Memo’s & Articles of the Association. Communications Manager in place to implement communications strategy.</p>	<p>Company Secretary and PI Communications Manager</p>	<p>Appendix 2 – PI Constitution (incl Memorandum and Articles of Association) Appendix 26 – PI PR & Communications Strategy (Q1 2019)</p>
<p>3.1 (f) Make sure all the codes and standards of practice to which the organisation subscribes are publicly stated and available.</p>	<p>All policies and procedures are available within the Governance section of the website</p>	<p>Governance Sub-Committee/PI Communications Manager</p>	<p>Appendix 28 – Screenshot of Governance Section of Website (including links)</p>

7.2 Responding to stakeholders' questions or views about PI

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
3.2 (a) At AGMs, allow stakeholders to express their views about the organisation's work.	The AGM encourages submissions of motions and also permits input from the floor	PI President	
3.2 (b) Make sure there is a clear way for stakeholders to communicate with the organisation throughout the year.	The contact details of all executive staff are available on the PI website, including a generic e-mail for general queries (info@paralympics.ie). Contact with PI via social media channels is also encouraged.	PI Communications Manager	Appendix 29 - Link to the contact/general queries section of the website.
3.2 (c) Invite and review yearly reports on complaints received, and action taken, to make sure that the complaints system is working.	This review of complaints is included in the CEO Job Description/Duties and reported annually to the Board. Complaints/Comments procedure is documented	CEO	Appendix 30 Complaints/Comments Process Internal and Appendix 31 – Complaints/Comments Process External
3.2 (d) Monitor key stakeholders' views on the organisation's reputation and take remedial action when necessary.	In line with the new strategic plan, PI are assessing current levels of stakeholder satisfaction and this will be incorporated into a regular review process via stakeholder survey to be developed in 2019	CEO	Appendix 32 – Strategic Plan Engagement Survey.

7.3 Encouraging and enabling engagement with those who benefit from PI

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
<p>3.3 (a) Make sure that your stakeholders are consulted during the strategic planning process.</p>	<p>The development of the new PI Strategic Plan involved extensive stakeholder engagement and consultation – the plan was also developed with assistance of an external consultant.</p>	<p>Strategy Steering Committee</p>	
<p>3.3 (b) Make sure stakeholders are appropriately involved in decision-making processes.</p>	<p>The PI Board are targeting Q1 of 2019 for a full review of the memorandum and Articles of the Association in line with the launch of the new Strategic Plan. Both of these key work pieces are aimed at ensuring stakeholders are appropriately involved in decision-making processes.</p>	<p>PI Board</p>	<p>Appendix 1 – Draft Strategic Plan</p> <p>Appendix 2 – PI Constitution (incl Memorandum and Articles of Association)</p>

8. Principle 4 – Working Effectively

The three key sub-principles covered within Principle 4 include;

- 4.1 Making sure that our governing body, individual board members, committees, staff and volunteers understand their role, legal duties, and delegated responsibility for decision-making.
- 4.2 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective.
- 4.3 Continually reviewing board recruitment, development and retirement processes to ensure relevant competencies are in place to realise the organisation’s objectives.

8.1 PI roles, legal duties, and delegated responsibility for decision-making.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
<p>4.1 (a) Make sure the board induction process includes an overview of:</p> <ul style="list-style-type: none"> - the organisation’s strategic objectives; - the role of the board and individual board members; - the organisation’s finances and funding model; - the Governance Code and the organisation’s governing document; - the letter of appointment for new board members; <p>and</p> <ul style="list-style-type: none"> - other board specific policies. <p>It is also good practice to include this information in a board handbook/manual.</p>	<p>Board members are briefed on these matters by the President and/or CEO and receive copies of all relevant documents. Overview of this process is outlined in PI Board Induction checklist.</p> <p>PI has developed a Board Handbook</p>	<p>PI President/CEO</p>	<p>Appendix 33 – PI Board Member Induction Checklist</p> <p>Appendix 6 – PI Board Handbook</p>

<p>4.1 (b) Make sure that board members understand that while they were nominated by a particular group, they must not act as a representative of that group in acting as a board member. Instead, they should promote the aims of the organisation in line with its governing document. Board members must at all times respect board confidentiality.</p>	<p>Board members are reminded of this during their induction with the Board President and/or CEO.</p> <p>This information is included in the PI Board Handbook</p>	<p>PI President/CEO</p>	<p>Appendix 33 – PI Board Member Induction Checklist</p> <p>Appendix 6– PI Board Handbook</p>
<p>4.1 (c) Appoint a sub-committee with a governance remit to do a yearly review of:</p> <ul style="list-style-type: none"> - board roles; - the board’s terms of reference; - membership of board and sub-committees; and - your organisation’s adherence to the Governance Code’s recommended practices. 	<p>These requirements are included in the ToR for the Governance sub-committee.</p>	<p>PI Board/CEO</p>	<p>Appendix 34– Governance Committee ToR</p>
<p>4.1 (d) Make sure there is a copy of the schedule of matters reserved to the board in the board handbook.</p>	<p>This is included in the Board Handbook</p>	<p>PI Board/CEO</p>	<p>Appendix 21 – Schedule of Matters reserved for the Board</p> <p>Appendix 6 – Board Handbook</p>
<p>4.1 (e) Make sure there is a written statement of the division of responsibilities between the Board and CEO including the CEO’s delegated authorities.</p>	<p>This is included in the Board Handbook and the duties and responsibilities of the CEO</p>	<p>PI Board/CEO</p>	<p>Appendix 6 – Board Handbook</p> <p>Appendix 7 – CEO Job Description/Duties</p>
<p>4.1 (f) Make sure that board members do not interfere in duties properly delegated to staff. However, staff should be accountable to the board through the CEO.</p>	<p>This direction is included in the Board Handbook.</p>	<p>PI Board/CEO</p>	<p>Appendix 6 – Board Handbook</p>

<p>4.1 (g) Make sure newly appointed board members sign a code of conduct and terms of reference setting out their ‘fiduciary duties’. These are the legal duties of one party to act in the best interests of another. These duties relate mainly to assets, property, statutory obligations and the organisation’s expectations of board members.</p>	<p>The PI Code of Conduct is included in the Board Handbook.</p> <p>A Declaration Form is included with the Code of Conduct which newly appointed Board members will be required to sign.</p>	<p>PI Board/CEO</p>	<p>Appendix 6 – Board Handbook</p> <p>Appendix 35 – PI Board Code of Conduct and Declaration Form</p>
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8.2 PI Board meeting processes and procedures

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
<p>4.2 (a) Make sure that the board meets regularly and in line with your governing document.</p>	<p>Requirement for regular meetings is included in the Board Handbook. The schedule of major items to be covered next year is outlined in the Board Meeting Plan</p>	<p>President</p>	<p>Appendix 6 – Board Handbook</p> <p>Appendix 36 – PI Board Annual Calendar and Plan</p>
<p>4.2 (b) The chair and CEO agree the agenda of board meetings.</p>	<p>This is included in the Board Handbook.</p>	<p>President & CEO</p>	<p>Appendix 6 – Board Handbook</p>
<p>4.2 (c) Agenda, minutes of last meeting and reports or papers outlining proposals to be sent before meeting in an accurate, timely and clear manner.</p>	<p>Minutes of PI Board meetings are issued within 1 week of meetings. Agenda and board reports/papers are issued 1 week in advance of upcoming meetings. The process is included in Board Handbook.</p>	<p>President and CEO to oversee</p>	<p>Appendix 6 – Board Handbook</p>
<p>4.2 (d) The chair is responsible for ensuring: - board meetings run to time; - enough time is allowed for discussion;</p>	<p>This is included in the Board Handbook under duties of the President</p>	<p>President</p>	<p>Appendix 6 – Board Handbook</p>

<ul style="list-style-type: none"> - maximum participation of board members; - adequate information is available; and - that decisions are made and implemented. 			
<p>4.2 (e) Make sure board minutes follow a consistent and standard practice.</p>	<p>This is stated in the Board Handbook including an outline of the standard format.</p>	<p>Company Secretary or as delegated to staff member</p>	<p>Appendix 6 – Board Handbook</p>
<p>4.2 (f) Make sure that individual board members have reasonable access to independent professional advice (for example, financial or legal advice) where they think it necessary to fulfil their responsibilities.</p>	<p>Noted and included in the PI Board Induction Checklist.</p>	<p>President/CEO</p>	<p>Appendix 33 – PI Board Member Induction Checklist</p>

8.3 Board recruitment, development and retirement processes.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
<p>4.3 (a) Agree a yearly board review process which should include, but not be limited to, an assessment of the effectiveness of:</p> <ul style="list-style-type: none"> - the board as a whole; - the chair; - individual board members; - committees including structure, size, and charters; - director training; - competency gap analysis and - recruitment plans. <p>The primary purpose of such reviews should be to assess how well the board has formulated, resourced and</p>	<p>PI Board have a self-evaluation policy in place that incorporates a yearly board review and skills audit which is scheduled in the Boards annual work plan.</p>	<p>PI President</p>	<p>Appendix 37 – PI Board Evaluation Policy & Questionnaire</p> <p>Appendix 36 – PI Board Annual Calendar & Plan</p>

<p>overseen the achievement of the annual milestones in the board’s strategic plan.</p>			
<p>4.3 (b) Agree a board succession plan that will ensure that future recruitment: - meets the need for a mix of skills and experience identified in the annual competency gap-analysis; - embraces the board’s diversity and ethical culture; and - sets director term limits to ensure board renewal cycles.</p> <p>Consider the extent to which your board is made up of member representatives, beneficiaries or external representatives to avoid loyalty dilemmas and decide what the best mix is.</p>	<p>A PI Board Succession Plan will be considered as part of the upcoming review of the Memorandum and Articles of Association in Q1 2019. It is considered by the President from time to time.</p> <p>The results of the Board Evaluation and competency skills gap will be taken into consideration.</p>	<p>PI Board</p>	<p>Appendix 36 – PI Board Annual Calendar & Plan</p>
<p>4.3 (c) Agree and put a comprehensive induction programme in place for new board members. Make sure new members develop a clear understanding of their roles and responsibilities including compliance with the principles of this Governance Code.</p> <p>Agree a skills development programme to fill gaps in the new board members’ competencies needed for their role.</p>	<p>Covered in Board Handbook and Induction Checklist in place for new Board members</p>	<p>President/CEO</p>	<p>Appendix 6 – Board Handbook</p> <p>Appendix 33 – PI Board Member Induction Checklist</p>
<p>4.3 (d) Provide appropriate ongoing training for board members to fill any competency gaps.</p>	<p>Appropriate ongoing training will be provided as necessary. Included in Annual Board work plan.</p>	<p>President/CEO</p>	<p>Appendix 36 – PI Board Annual Calendar & Plan</p>

9. Principle 5 – Behaving with Integrity

The three key sub-principles covered within Principle 4 include;

- 5.1 Being honest, fair and independent.
- 5.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalties.
- 5.3 Protecting and promoting our organisation’s reputation.

9.1 Being honest, fair and independent.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
5.1 (a) Make sure the chair leads the board in developing an ethical culture in line with the values of the organisation.	Is included in the annual board review outlined in the PI Board Evaluation Policy.	PI President	Appendix 37 – PI Board Evaluation Policy & Questionnaire
5.1 (b) Develop and agree a code of conduct for board members that outlines the expected standards of behaviour and what happens if they are not met.	Code of Conduct for Board members has been developed.	PI President	Appendix 35 - PI Board Code of Conduct
5.1 (c) Make sure the code of conduct gives clear guidelines on the receipt of gifts or hospitality by board members.	This is included in the Code of Conduct for Board Members	All Members	Appendix 35 - PI Board Code of Conduct Appendix 38- PI Gifts & Hospitality Policy

<p>5.1 (d) Make sure all board members sign a commitment to follow the code when they are appointed.</p>	<p>A declaration form is included in the Code of Conduct which newly appointed board members will be requested to sign – is referenced in the PI Board Induction Policy</p>	<p>President/CEO</p>	<p>Appendix 35 – PI Board Code of Conduct and Declaration Form Appendix 33 – PI Board Member Induction Checklist</p>
<p>5.1 (e) Review your code every three years to ensure it meets developing ethical standards expected by stakeholders and society.</p>	<p>Review to be carried out every three years by Governance Sub-Committee – included in Governance Sub Committee ToR.</p>	<p>Governance Sub Committee</p>	<p>Appendix 34– Governance Committee ToR</p>
<p>5.1 (f) Be fair by consistently applying the same ethical standards to every person and situation.</p>	<p>Noted and implemented.</p>		

9.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalties.

<p>Recommended Board Practices</p>	<p>Paralympics Ireland Compliance</p>	<p>Responsibility</p>	<p>Relevant Document and/or Appendix</p>
<p>5.2 (a) Hold a discussion about the issues of ‘conflict of interest’ and ‘conflict of loyalty.’ Develop a policy on each of these.</p>	<p>Included on each Board Meeting Agenda.</p> <p>PI Conflict of Interest/Loyalty is outlined within the PI Board Code of Conduct and is discussed during board induction There is also a specific Conflicts of Interest Policy</p>	<p>PI President</p>	<p>Appendix 36 – PI Board Annual Calendar & Plan</p> <p>Appendix 35 – PI Board Code of Conduct and Declaration Form Appendix 39 –Conflicts of Interest Policy</p>
<p>5.2 (b) Each board member and anyone else present must tell the board if they believe they have a conflict of interest</p>	<p>Conflicts are considered at all meetings and will be further enhanced by being addressed in the PI Handbook and raised</p>	<p>PI President</p>	<p>Appendix 6 – Board Handbook</p>

<p>on a matter to be decided at the meeting. Unless the board decides otherwise, they must leave when the board is discussing or deciding on that matter. The person concerned should be told what decision was reached.</p> <p>Conflicts of interest must be recorded in the minutes.</p> <p>Conflicts of loyalty may be serious enough to be conflicts of interest.</p>	<p>in advance of discussions at Board meetings. PI Conflict of Interest/Loyalty is outlined within the PI Board Code of Conduct.</p> <p>Conflicts of interest are noted in the minutes.</p>		<p>Appendix 8 - Board Meetings Standard Agenda Items Appendix 35 – PI Board Code of Conduct</p>
<p>5.2 (c) Establish a register of directors’ interests. Update it each year.</p> <p>Board members must notify the board of any relevant changes in their interests when they happen. These should be recorded in the register.</p>	<p>The Company Secretary will maintain the Register of Directors’ interests.</p>	<p>Company Secretary</p>	<p>Appendix 41 – PI Individual Director Register of Interests Form Appendix 42 – PI Register of Directors’ interests.</p>
<p>5.2 (d) Make sure the board induction process includes information and policies about conflicts of interest and conflicts of loyalty.</p>	<p>This is included in the Board members Induction checklist.</p>	<p>President/CEO</p>	<p>Appendix 33 – PI Board Member Induction Checklist Appendix 39 –Conflicts of Interest Policy</p>

9.3 Protecting and promoting Paralympics Ireland's reputation.

Recommended Board Practices	Paralympics Ireland Compliance	Responsibility	Relevant Document and/or Appendix
5.3 (a) Make sure all board members understand their responsibility to act as champions for the organisation by promoting its work and reputation.	This is included in the PI Board Code of Conduct & Handbook.	All Board Members	Appendix 6 – Board Handbook Appendix 35 – PI Board Code of Conduct and Declaration Form
5.3 (b) The board should have a formal policy on board and sub-committee confidentiality.	Board confidentiality is included in the PI Board Code of Conduct.	All Board Members and Sub-Committee Members	Appendix 35 – PI Board Code of Conduct and Declaration Form
5.3 (c) Make sure the safeguarding and promoting of the organisation's reputation is dealt with in the communications and risk management strategies.	This is covered in the Risk Policy and Risk Register and the risk management strategies as well as the Crisis Communications Plan	Audit and Risk Committee	Appendix 23 – PI Risk Policy Appendix 24 PI Risk Register Appendix 27 – PI Crisis Comms Plan

10. Appendices

App No.	Title	Last Updated or NEW	Approved by Board	Review	Comments
1	Draft Strategic Plan	New	N/A		Currently going through approval process
2	PI Constitution (incl. Memorandum and Articles of Association)			Q1 2019	
3	PI Policies and Procedures Review Framework	New		12/2019	
4	Annual Plan Template 2019	Dec-2017	N/A		
5	PI Organisational Structure Organogram	Nov-2018	N/A		
6	PI Board Handbook	New		2021	
7	CEO Job Description/Duties	May-2018			
8	Board Meetings Standard Agenda Items	Nov-2017			
9	PI Employee Handbook	Dec-2018		2021	2 sections to be updated
10	PI Performance Review Form	Oct-2018			
11	PI Volunteer Policy	New		2021	
12a/12b	Sample Job Descriptions x2	N/A	N/A		
13	Legal and Regulatory Compliance Checklist	New		2019	To be added
14	Charity Confirmation Letter	2014	N/A		
15	PI Safety Statement	2018		2021	
16	Child Safeguarding Statement	2016		2019	
17	Safeguarding Risk Assessment	2018		2019	
18	Audit & Risk Committee Terms of Reference	2017		2020	
19	Current Annual Report 2017		N/A		
20	PI Financial Management Procedures	Nov-2018		2021	
21	Schedule of Matters reserved for the PI Board	New		2020	
22	Protected Disclosures policy	May-18		2021	
23	PI Risk Policy	Nov-2018		2020	

24	PI Risk Register	Nov-2018		2019	
25	PI Business Continuity Policy	New		2019	
26	PI PR & Communications Strategy		N/A	2019	Being developed in accordance with new strategic plan.
27	PI Crisis Comms Plan	Oct 2018			
28	Screenshot of Governance Section of Website (including links)		N/A		
29	Link to the contact/general queries section of the website		N/A		
30	Complaints/Comments Process Internal	New		2020	
31	Complaints/Comments Process External	New		2020	
32	Strategic Plan Engagement Survey				To be added
33	PI Board Member Induction Checklist	New		2021	
34	Governance Committee Terms of Reference	Dec 2018		2021	
35	PI Board Code of Conduct and Declaration Form	New		2021	
36	PI Board Annual Calendar & Plan	Dec 2018	N/A		
37	PI Board Evaluation Policy & Questionnaire	New		2021	
38	PI Gifts & Hospitality Policy	New		2020	
39	PI Conflicts of Interest Policy	New		2021	
40	PI Individual Director Register of Interests Form	New		2021	
41	PI Register of Directors' interests' template	New		2021	
42	PI List of Sub-Committees				
43	Athletes Commission Terms of Reference				
44	Strategy Steering Committee Terms of Reference				
45	Boccia Committee Terms of Reference				