

## **Board of Directors Terms of Reference**

The Irish Association for Counselling and Psychotherapy (IACP) was established in 1981, to identify, develop and maintain professional standards of excellence in Counselling and Psychotherapy.

IACP's work promotes best practice and the development of the profession as well as safeguarding the public. As a registered Charity (CHY 6615) representing over 4500 Members, IACP is the largest Counselling and Psychotherapy Association in Ireland.

The purpose of this document is to set out the terms of reference of the IACP Board of Directors.

### **Membership**

- The Members of the Board of Directors will be the Directors of the Company and such other persons as appointed by the Board from time to time.
- The Board of Directors shall consist of not less than seven and not more than eleven Members, to be elected at the Annual General Meeting (AGM) by simple majority vote.
- Accredited Members only may serve as officers of the Board of Directors, save for that not more than two Members of the Board of Directors may be Pre-Accredited Members, and the remaining portion shall be Accredited Members. Externals (non-members) can be co-opted onto the Board (maximum of two) but this should not result in the total maximum on the Board being exceeded.
- The Board of Directors will co-opt members, at any point during the year, having regard to the optimum skill mix of the Board. This can be in response to a Board Member retiring unexpectedly or a general need to bring in a Member with specific skills. This Member will stand for election at the next General Meeting.
- The positions of Cathaoirleach, Leas Cathaoirleach and Treasurer shall be elected at an AGM as officers of the Company and of the Board of Directors, by simple majority vote. If necessary, such elections can be held at an EGM.
- While the Company Secretary role can be occupied by a Director, the Board may, at its discretion, choose to appoint an external third party to act as Company Secretary and in such circumstances there will be no election to that role and the Board will instead determine the duration of that appointment. If the Company Secretary is not an outside third party, then the Company Secretary shall be elected at an AGM of the Company by simple majority vote. If necessary, such elections can be held at an EGM.
- The Board of Directors may be paid all reasonable expenses (properly incurred and vouched for with appropriate receipts) in attending and returning from meetings of

the Board of Directors or any committee of the Board of Directors or general meetings of the Company or in connection with the business of the Company.

- Directors shall be elected at the AGM of the Company and may be re-elected each year, serving for a maximum of six consecutive years.
- All the current Board of Directors Members other than the officers of the Company shall retire from office every year.
- The Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary shall serve for a term of two years only and will be eligible for re-election to a different office. As an exception the Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary may be re-elected for a second two-year term officership only in accordance with regulation 22 of the Bye Laws but no Member can serve more than six consecutive years as an officer.
- A Member who is appointed Cathaoirleach in their sixth year on the Board of Directors shall be allowed to continue for another year in order to fulfil that role for a two-year term.
- A retiring Board of Directors Member who is not currently serving as an officer shall be eligible for re-election but may not serve for more than six consecutive years.
- The Board of Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board of Directors, but so that the total number of Board of Directors members shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next AGM and shall then be eligible for election.
- The Company may, by ordinary resolution of which extended notice has been given in accordance with section 146 and section 396 of the Act, remove any Board of Directors Member before the expiration of this period of office, notwithstanding anything in these Articles or in agreement between the Company and such Board of Directors Member. Such removal shall be without prejudice to any claim, such Board of Directors Member may have for damages for breach of any contract of service between him / her and the Company.

### **Company Secretary**

- The Company Secretary shall be appointed by the Board of Directors for such term and at such remuneration and upon such conditions as they may think fit, and any such Company Secretary so appointed may be removed by the Board of Directors.
- A provision of the Act or these articles requiring or authorising a thing to be done by or to a Board of Directors Member and the Company Secretary, shall not be satisfied by its being done by or to the same person acting both as Board of Directors Member and as, or in place of, the Company Secretary.

- Anything required or authorised to be done by or to the Company Secretary may, if the office is vacant or there is for any other reason no Company Secretary capable of acting, be done by or to any assistant or deputy Company Secretary or, if there is no assistant or deputy Company Secretary capable of acting, by or to any officer of the company authorised generally or specially in that behalf by the Directors.
- The Directors of the Company shall have a duty to ensure that the person appointed as Company Secretary has the skills or resources necessary to discharge his or her statutory and other duties.

### **Roles and Responsibilities of the Board of Directors**

- The Directors control and direct the company in the interests of its Members. They have particular responsibilities under the law and the Company's Constitution.
- The Directors are Trustees or minders of the Company's Assets.
- They govern or take overall responsibility for Directing the Affairs and Policies of the organisation.
- They keep an eye on the "big picture"/Strategic Plan and are not drawn into the level of detail that is associated with the management or operations of the organisation.

The **Common Law Duties of a Director**, i.e., those created by court require:

- a. A Director to act in good faith and in the Company's interest. Not to use their power for personal gain or for the benefit of others at the Company's expense.
- b. Directors must not profit from being a Director.
- c. Directors must act with due care, skill and diligence.

**Statutory Duties of Directors** – i.e., those created by legislation:

- a. The Directors must give the company their name, address, date of birth, nationality and occupation (Directors Listing).
- b. They must also give details of any Shares or Debts in the Company.
- c. They must give details of any other Companies of which they are a Director.
- d. They should keep the Company up to date of any changes to this information.
- e. They should also inform the Company if they have any interest in a Company contract or proposed contract.
- f. They must comply with the organisation's Constitution. g. Directors must ensure that the Company keeps proper book of accounts.
- g. Prepare annual Financial Statements that give a true and fair view of the Company affairs.

- h.** These Financial Statements must be audited.
- i.** The Directors have the power to appoint or re-appoint the Companies Auditors.

Through the Company Secretary (or executive committee), they must:

- j.** Write an Annual Report.
- k.** Call an AGM or an EGM if necessary.
- l.** Organise Board and Board Committee meetings and keep relevant minutes.
- m.** Keep a Register of Members, Directors and Secretaries and the interests of Directors and Secretaries.
- n.** Return documents and information to the Companies Registration Office.
- o.** Return documents and information to the Charities Regulatory Authority.

## **Committees**

- The Board of Directors may appoint Committees, Regional Committees and Working Groups, as appropriate, in response to a perceived need and all such groups shall make recommendations to the Board of Directors. All proposals and final decisions will be ratified by the Board of Directors.
- The Board of Directors shall lay down regulations for each Committee, Regional Committee and Working Group and shall have the power to change these when it is deemed necessary. The terms of reference shall be specified in writing and approved by the Board of Directors and reviewed as appropriate.
- The Board of Directors may establish, where required, divisions and other categories of membership.
- The Board of Directors shall have the power to dissolve any Committee, Regional Committee, division or any category at any time.

## **Frequency of Meetings**

- The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Board of Directors Member may, and the Company Secretary on the requisition of a Board of Directors Member shall, at any time summon a meeting of the Board of Directors on reasonable notice.
- Fixed meetings of the Board of Directors will take place approximately every six weeks. There will be a minimum of eight fixed meetings per year.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member

of the Board of Directors and any other person required to attend no later than seven days before the date of the meeting. Supporting papers shall be sent to Board of Directors Members and to other attendees as appropriate, at the same time. All meetings will take place at IACP Head office, except in exceptional circumstances outside of control in which case the meetings will be held virtually.

- The quorum necessary for a meeting of the Board of Directors may be fixed by the Board of Directors, unless so fixed shall be 50% of the number of current serving Board Members plus one.

### **Minutes of Meetings**

- The Executive Administrator shall minute the proceedings and resolutions of all meetings of the Board of Directors, including recording the names of those present and in attendance. Members of the Board of Directors must attend a minimum of six meetings annually. Any Board of Directors Member not present for three or more meetings shall be deemed to have stepped down from the Board, except in exceptional circumstances as agreed by the Cathaoirleach.
- Minutes of Board of Directors meetings shall be circulated to all Members of the Board of Directors. The minutes remain in draft format until the next Board of Directors Meeting, at which the Directors formally approve same.

### **Resources**

- The Board of Directors will give due consideration to the resources available to them, including budget allocation, human resources and business commitments as part of the decision-making process.
- The Executive Administrator shall provide an induction programme for new Board Members on the role of the Board and time commitment expectations and Board Members shall have access to material concerning IACP's background, operations and performance and on-going training relating to these matters and developments in the field of counselling and psychotherapy to ensure informed decision making.

In respect of induction training, this will include:

1. An overview of the organisation, its services locations and management structures;
2. Details of the current Strategic Plan of the organisation;
3. An overview of the roles and responsibilities of Directors;
4. Information relating to confidentiality and conflict of interest;
5. Specific other training as required (general board training or specific skills to be updated to enhance the versatility of the Board);
6. All Board Members will receive a pack containing all the above information.

## **Succession Planning**

- The IACP have implemented a staggered Board of Directors appointment process, so that there is a continuance of the Board's corporate knowledge and skills from one term to the next.
- This is carried out by planning for, at most, a one-third retirement rate from the Board each year.
- In addition to this, Directors elected to the Board as Officers serve for a term of two years and not the usual 1-year term before needing to be elected again at an AGM.
- Directors can be co-opted onto the Board if a need is identified for a particular skill, or if it provides assistance in staggering the rate of retirement.
- Directors should not seek to be reappointed to the Board within two years beginning from the date of their last term of office.

## **Board Reserved Matters**

Specific matters that are reserved for the Board (and cannot be delegated) are the following:

### Policies

- Responsibility for directing the Affairs and Policies of IACP;
- Ratification of all IACP Policies;
- Approval of changes to categories of Membership or Membership fees;
- Withdrawal of Membership from Member and/or IACP Accredited Course.

### Complaints and Appeals Procedures

- Ratify any decision by the Complaints Committee to withdraw Membership;
- Chairperson responsible for the appointment of Appeals Panel where a Member submits an Appeal.

### Strategy and Management

- Approval of the Strategic Plan and associated budget which shall be prepared and presented to the Board by the Chief Executive and F&RM Committee;
- Approval of annual audited accounts and their recommendation to the Members of IACP;
- Approval of borrowing or pledging arrangements proposed to be entered into with financial institutions;
- Setting and approval of bank mandates.

### Financial reporting and controls

- Compliance with IACP's Constitution – ensuring that IACP maintains proper book of accounts;
- Preparation of annual Financial Statements which present a true and fair view of IACP affairs. Financial Statements must be audited;
- Directors have power to appoint or re-appoint the Companies Auditors;
- Returning documentation and information to the Charities Regulatory Authority and to the Companies Registration Office.

### Internal controls

- All Members of the Board of Directors are bound by the IACP's Code of Conduct and Volunteer Policy in relation to confidentiality.
- Approval of the Corporate Risk Register including risks associated with Health and Safety and Complaints/Allegations.

### Contracts and Agreements

- Agreement of contractual relationships with third party organisations or groups;
- Approval of any service agreement with the HSE or other body.

### Board and other appointments

- Recruitment and employment of the Chief Executive Officer;
- Annual appraisal of the Chief Executive Officer via the Chairperson;

### Corporate Governance Matters

- Review of the Board of Directors on an annual basis.

## **Delegated Powers – Role of the Chief Executive**

The Board have chosen to delegate to the Chief Executive certain powers consistent with the day-to-day management of the company.

### **Delegated Powers are:**

- (a) The recruitment, dismissal and matters of staff management.
- (b) The procurement, maintenance and disposal of fixed and moveable assets within the framework of the operational plan.
- (c) Presentation of the Strategic Plan for the approval of the Board.
- (d) Presentation of the annual budget for approval of the Board.
- (e) Presentation of the risks of the organisation and management plan to the Board for approval.
- (f) Presentation of all new policies and amendment to policies to the Board for ratification.
- (g) Report on the day to day management of the company at each meeting (CEO Reports).
- (h) Approve fundraising in the name of the company, if required.
- (i) Registered Provider Representative (HIQA, etc.).
- (j) Signing any Service Level Agreement with the HSE or other bodies on the Board's behalf, if required.