

Corporate Code of Governance
Edenderry Chamber of Commerce & Local District

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Introduction

The intention is for the Governance Code to:

- 1 Become the standard definition of good practice in governance in Ireland and;
- 2 Inform the standards that will be required by both funders and Regulators.

For this to happen, we, as groups and organisations need to adopt it and follow it in large numbers.

This Governance Code can also apply to sports and arts group, clubs and associations and any non-profit organisation. As a non-profit organisation it is important to note that our Governance Code is not a management guide. That means you will need to refer to other resources for various aspects of management practice.

- **Welcome**

The Board of Directors

The board of directors forms the governance of Chamber of Commerce. The board is headed by the elected president at every AGM held by Edenderry Chamber of Commerce & Local District current directors. The Board of Directors reserves the right to assign an existing director, members or working committee specific activities of the Chamber.

The boards of directors are there to lead its members. They will direct and lead management activities of the Chamber. The Chamber will be providing strong leadership and direction to supporting members in building the strategy for enterprise development.

- **Mission Statement**

Edenderry Chamber of Commerce & Local District is organized to achieve the following objectives:

Governance Code Edenderry Chamber of Commerce & Local District

1. **Economic Development:** Promote economic development in Edenderry & its district;
2. **Advocacy:** Provide advocacy for our members by representing them in town, County, and national legislative and political affairs;
3. **Education:** Support the towns county's educational institutions
4. **Vision:** Promote and support superior quality of life measures for the residents of Edenderry & its District
5. **Employment:** Help create employment opportunity through assisting local businesses & in the surrounding areas

Vision Statement

Edenderry Chamber of Commerce the development of Edenderry Town & Local Districts into a nationally competitive, economically diverse town.

Mission Statement

Edenderry Chamber of Commerce & Local District leads our community toward sustainable economic growth, advocates a pro-business climate for our members, builds upon Edenderry Employment, educational foundations, and establishes and executes the community's vision.

Values Statements

Edenderry Chamber of Commerce & Local Districts adheres to the following core values:

Communication: The Chamber uses appropriate communication methods internally and externally at suitable times.

Continuous Improvement: The Chamber strives for continuous improvement of organizational operations and programs and services.

Customer Service: The Chamber provides impeccable customer service to all stakeholders.

Diversity: The Chamber ensures our membership, board, staff, committees, and programming is representative of the diversity that exists within our business community.

Employee Development: The Chamber commits to offering educational opportunities to all staff members.

Financial Stability: The Chamber makes wise financial decisions to ensure future stability.

Innovation: The Chamber embraces and encourages new ideas and creative thinking.

Integrity: The Chamber conducts business with honesty and integrity.

Leadership: The Chamber provides leadership that transcends our membership and impacts the direction of the community.

Relevance: The Chamber offers programs and services that are relevant to our members and the larger business community.

Results: The Chamber membership and business community sees measurable results from our programs, services, and activities.

Teamwork: The Chamber cultivates a culture of teamwork to accomplish goals and objectives.

Why should Edenderry Chamber of Commerce & Local District adopt the Governance Code?

Our organisation should adopt this new Governance Code because it is the right thing to do, in doing so our organisation will benefit in many ways. The fact that we adopt the Code will:

1. Reassure current funders that their money is being managed by a well run organisation with good governance;
2. Increase transparencies – in that everyone knows exactly how the organisation is being run;
3. Help you avoid bad risks;
4. Help you achieve your goals faster, and; Reduce costs.

Widespread adoption of the Code across all sectors will help everyone involved - including the public and the beneficiaries of these organisations – but also the sectors themselves will benefit.

The Principles of the Code

Our Governance Code is based on four main principles, each with there sub-principles. For each principle there are recommended guidelines and actions on how to put that principle in place in our organisation.

The Code has been designed in such a way to make it proportionate and user-friendly for our organisation in the sector no matter what our size or stage of development.

The four principles of our code of governance are:

1. Practical

Board Members should:

- Strive to attend all meetings, sending apologies to the chair for necessary absences.
- Prepare for the meeting by reading the agenda, papers and emails before the meeting.
- Talk to the chair before the meeting if you need to clarify anything.
- Arrive on time. Stay to the end.
- Participate fully in the meeting; o Listen to what others have to say and keep an open mind.
- Contribute positively to the discussions.
- Try to be concise and avoid soliloquies/speeches.
- Help others concentrate on the meeting. Discourage side conversations.
- Have the best interests of the organisation/beneficiaries in mind at all times.
- Draw attention to any potential conflicts of interest that may arise in the meeting.
- Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.

2. Behaviour

The behaviour of staff and/or volunteers and/or members and/or users must comply with the following:

- Treat each other with respect.
- Avoid offensive or insensitive comments or language.
- Respect confidentiality.
- Avoid bringing the organisation/committee into disrepute.
- Express dissent where necessary, but avoid conflict.

3. Legal Requirements

Edenderry Chamber of Commerce & Local District we require the Management Committee Members must:

- Be active – you cannot be a dormant or ‘sleeping’ management committee member, you are still liable for the decisions the others make in your absence.

- Act jointly – an individual has no powers on their own unless they have been specifically given them by the committee (minuted at a proper meeting).
- Act constitutionally (and within the law) – make sure that you act within the powers and objects (remit) set out in your constitution. Including following the constitution on how meetings are run and how the committee is recruited.
- Act in the interests of the beneficiaries – put yourself in the beneficiaries' position and make decisions that are best for them.
- Act reasonably and honestly – remembering to minute discussions and debates so that your reasonableness can be demonstrated.
- Have a duty of care – act prudently and reasonably.
- Not delegate control – everything can be delegated except the power of delegation but the management committee remains responsible and accountable.
- Not benefit personally – unless allowed specifically in the constitution or by law.
- Avoid conflict of interest – manage actual conflicts of interest through a written process/ policy and elsewhere avoid the appearance of conflicts of interest.

4. Code of Conduct

These are the principles that the committee members and board of management must abide by to ensure the wellbeing of the organisation.

Selflessness: board of directors should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity: board of directors should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, board of directors should make choices on merit.

Accountability: board of directors are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: board of directors should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: board of directors have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: board of directors should promote and support these principles by leadership and lead by example.

Structure of the Organisation

Organisational chart and Company structure

Board of Directors

Executive Committee

Middle Management (Elected or chosen by the board of Directors)

Fundraising Committee

Staff – when the time arrives

Roles and responsibilities of President of the board

The principal role of the President of the Board is to manage and to provide leadership to the Board of Directors of the Company. The President is accountable to the Board and acts as a direct liaison between the Board and the management of Edenderry Chamber of Commerce & Local District. The President acts as the communicator for Board decisions where appropriate. The concept of separation of the role of the President from that of the CEO implies that the President should be independent from Management and free from any interest and any business or other relationship which could interfere with the President's independent judgment other than interests resulting from Company shareholdings and remuneration. More specifically, the duties and

Responsibilities of the President are as follows:

1. to act as a liaison between management and the Board;
2. to provide independent advice
3. to keep abreast generally of the activities of Edenderry Chamber of Commerce & Local District and its management;
4. to ensure that the Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments;
5. set the agendas for meetings of the Board;
5. to act as Chair at meetings of the Board;
6. to recommend an annual schedule of the date, time and location of Board and Committee meetings;
7. to review and sign minutes of Board meetings;
8. to sit on other Committees of the Board where appropriate as determined by the Board;
9. to call special meetings of the Board where appropriate;
10. to recommend to the Board strategic management of Edenderry Chamber of Commerce & Local District
11. management and the Governance and Nominating Committee, the appointment of members of the Committees
12. to assess and make recommendations to the Board in regards to Edenderry Chamber of Commerce & Local District

Secretary

The Secretary shall be appointed by the Board for such term and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Board. No remuneration shall be payable to the Secretary at this time.

A provision of the Companies Act or these articles requiring or authorising a thing to be done by or to a director of the Company and by the Secretary shall not be satisfied by its being done by or to the same person acting both as a director of the Board and as, or in place of, the Secretary.

Executive Committee

The Members shall hold such and as many meetings as may be necessary for the performance of its functions and at such times, places and frequency as determined. Their Role and function at these meetings are to progress the new development of Edenderry Chamber of Commerce & Local District and to attend all meetings with County Council and any other body retaining to the development. Members of this committee must always act in the interest of the company as a whole and should be impartial and independent. They shall abstain from any preferential treatment on any grounds whatsoever;

1. They shall not be guided by any inappropriate influences of whatever kind, including political influences, or by personal interests;

2. When taking decisions, this executive committee will communicate with the board of directors shall take into consideration the relevant factors and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration.

Main areas of Administration

The appointment of External aids with the communication of the current board of directors:
The duties of the External Aids to be assigned the following way:

Booking Services:

1. Keep proper books
2. Record the Company's affairs and to explain its transactions
3. Monitor the banking activities on a weekly basis and Report to the board of directors
4. Human Resource Services
5. Identifies hiring need, Recruitment Plan, organizational chart and other recruitment related documents
6. Advertises Position and discusses with the board of Directors
7. Ensures accurate and complete recruitment and selection guidelines and procedures
8. Conducts recruitments showing good faith efforts to broaden diversity
9. Notifies interviewees not selected

If the Chamber Wishes to assign an internal Officer – Financial Officer to work on behalf of the Chamber it may do so with the officer being fully aware of his/her role

Accounts & Audit & Bookkeeping

The Board shall cause proper Books of Account to be kept in relation to:

- i. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- ii. All sales and purchases of goods by the Company and
- iii. The assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

(b) All sums of money received by the Company or by the Officers and servants thereof from persons or bodies for services rendered to such persons or bodies by the Company or by any officer or servant thereof on behalf of the Company shall be lodged to the credit of the Company.

(c) The financial accounts shall be made up to the 31st day of December in each year and shall be audited as soon as practicable thereafter by the Auditors appointed by the Company in General Meeting.

(d) The Books of Account shall be kept in the Registered Office at the Company or, subject to section 202 of the Companies Act 1990, at such place or places as the Board shall think fit and shall be always open to inspection by the members.

(e) A copy of the audited accounts and the Auditor's Report shall be presented to each of the members of the Company in each year at least twenty-one days before the date fixed for the Annual General Meeting. At every Annual General Meeting of the Company, the Board shall lay before the Members a Statement of the preceding year and also a balance sheet made up to the date of the last day of the same period, together with a Director's Report as to the state of the Company's affairs. Governance Code Edenderry Chamber of Commerce & Local District

The Board shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors of the Company, and no member (not being a director of the Company) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

Election of the Auditor

The Company at each Annual General Meeting shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting and shall measure the fees or otherwise fix the remuneration of such Auditor or Auditors. The duties of the Auditors shall be regulated in accordance with Sections 160 to 163 of the Companies Act 1963.

Notices

1. A notice may be given by the Company to any Director, Community Member or Member, either personally or by sending it by post to him to his registered address. Where a Notice is by post, service of the Notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the Notice and to have been effected in the case of a Notice of a Meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of the post.

2. Notice of every General Meeting shall be given in any manner Herein before authorised to:

- i. Every Director;
- ii. Every Member;
- iii. The Auditor of the Company

Signing of the Code of Governance

Board members are expected to honor the content and spirit of this code. I understand that if I fail to abide by this code of conduct I may be asked to resign by the board.

Signed
Name
Date