

# Terms of Reference for the Board

---

EWRT-GOV-TORB-D0.1

Anne McFarland

## Revision History

Name	Date	Reason For Changes	Version

## Review Cycle

Review Cycle	Review Date	Reviewer	Status-Action Needed

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>2</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

The Board is responsible for the direction and oversight of EWRT on behalf of its members and is accountable to them.

The Board recognises that in conducting its business, EWRT should be responsive to other stakeholders.

The Board believes that good governance involves the clarity of roles and responsibilities, and the proper utilisation of distinct skills.

## 1 THE MISSION OF EWRT

To conserve, protect, rehabilitate and improve the rivers, streams, watercourses, lakes, groundwaters and water impoundments of the coastal river catchments in County Wicklow, including adjacent estuarine and coastal areas, for the advancement of environmental protection or improvement and in the interests of economic, social and ecological sustainability, for the benefit of the public. This will be achieved by delivery of on-the-ground environmental projects, involving stakeholders and volunteers, that monitors the health of the river catchment, and addresses the causes of deterioration through direct investment in improvements and by encouraging behaviour change.

## 2 THE ROLE OF THE BOARD

### 2.1 The Board's Role

The Board is collectively responsible for pursuing the objects and is accountable to its members for all the actions of EWRT. The Board is committed to promoting the success of EWRT.

The administration and management of the company is the responsibility of the Board. Powers may be delegated but at no time may responsibility be delegated.

The role of the Board includes

- Strategy and Management
- Structure
- Liaison with Stakeholders
- Financial Reporting
- Internal Controls
- Significant Contracts
- Communication

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>3</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

- Appointments
- Approval of policies

## 2.2 Strategy

The Board will set the Strategy of EWRT with regard to the interests of its members.

## 2.3 Monitoring

The Board will ensure the implementation of, and performance against, the Strategy. The Board will set the values of EWRT. The Board will ensure that the obligations to stakeholders are understood and met and in particular the use of grant funding or donations. The Board will satisfy itself that material risks to EWRT are identified and managed. The Board will ensure financial and human resources are in place to meet the Company's objectives.

## 3. BOARD COMPOSITION

3.1 The Board will comprise a mix of individuals that ensures an appropriate range of knowledge, views and experience.

### 3.2 Board positions

The Board shall from time to time elect from amongst its members a Chair.

### 3.3 Board Size

In accordance with the constitution the number of the Directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than (eleven) 11.

### 3.4 Succession

The Board will maintain plans for the succession of directors.

### 3.5 Induction will include:

- Company mission, foundation documents
- Group Structure – legal and reporting
- Company Policy and Rulebook
- Major Risks and risk management
- Financials
- Terms of Reference and Role of each committee

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>4</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

- Relationships with Stakeholders.

## 4 Board Meetings

### 4.1 Frequency of Meetings and Notice Period.

The Board shall hold at least four meetings in any period of 12 months, and any meeting shall be convened upon not less than 7 days' notice to all members of the Board by the Board Secretary acting either on the instructions of the Chair of the Board or on the requisition in writing (addressed to the Board Secretary) of not less than three members of the Board (if such members have supplied to the Board Secretary sufficient particulars of the business required to be transacted or discussed at such meeting).

Where the Chair of the Board considers that a certain matter requires urgent consideration by the Board, the Board Secretary may on the instructions of the Chair convene such a meeting at shorter notice (being not less than 24 hours) to discuss (only) such matter.

### 4.2 Agenda

The agenda will be set by the Chair with the support of the Board Secretary. Any director may request an item to be included on the agenda.

### 4.3 Notice

Notice shall be sent by letter or email. The notice shall normally contain:

- a) details of the date, time and venue of the meeting
- b) the agenda
- c) copies of all reports and other documents referred to or to be read with the agenda

### 4.4 Quorum

The quorum required for any meeting of the Board shall be fifty one percent of the Board so long as in each case the Chair or (in his/her absence) the Vice-Chair is present at each such meeting. If a quorum is not so constituted within 15 minutes after the time appointed for holding same, the meeting shall be adjourned to a date not earlier than 7 days from the date on which the meeting was adjourned

### 4.5 Confidentiality

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>5</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

All discussions and papers including minutes relating to Board business shall be confidential to the members of the Board unless specifically excluded by permission from the Chair or Company Secretary.

The Board position on any matter may be disclosed to the media only by the Chair or the Company Secretary.

Matters under consideration by the Board shall remain confidential to the Board.

#### 4.6 Discussions

Discussion at Board meetings will be open and constructive. All discussions of the Board and their record will be maintained in confidence unless there is a specific decision or legal requirement to make disclosure.

In participating in Board discussions directors are expected to discharge their responsibilities as directors of EWRT and not to act solely as the representative of that activity for which they bear responsibility.

#### 4.7 Voting

Questions arising at the meeting shall be decided by a majority of votes and where there is an equality of votes the chairperson shall have a second or casting vote.

If a secret ballot is requested by a majority of those present at the meeting the Board Secretary shall act as teller and the Chair and the Board Secretary shall jointly scrutinise the votes and declare the result.

#### 4.8 Minutes

The normal practice of the Board shall be to record only attendance, decisions, actions and reports in the minutes, unless any member requests that their opinion be minuted and this is accepted by the Chair.

A draft of the minutes shall be circulated to each Board member within one week and members have one week to send comments to the Chair and Company secretary. The Company Secretary will issue the minutes approved by Chair within 2 weeks of the conclusion of the meeting.

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>6</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

#### 4.9 Attendance

Attendance at meetings will be considered when directors are put forward for re-election. If a Director is unable to attend two consecutive meetings the Chair may request that Board member to resign.

### 5 INDEPENDENT ADVICE

Any director is entitled to obtain independent professional advice relating to such director's own responsibilities in the affairs of EWRT. Each director should obtain independent advice where the director is required to consider any matter in which he or she may have an interest which may conflict with the interests of the Company.

Where advice is to be sought and the cost borne by the Company, the director will first obtain approval from the Chair or a majority of the Board, before proceeding.

### 6 REMUNERATION

In accordance with the Constitution no Board member shall be paid a salary or fees for any services rendered to the company with the exception of interest, rental or reasonable and proper out of pocket expenses incurred by any director in connection with their attendance to any matter affecting the company in accordance with the Expenses policy of the company.

### 7 FINANCIAL CONTROL

#### 7.1 Budget

The Board will prepare and approve a Budget for the year that will specify any expected expenditure.

#### 7.2 Signatories

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. There must at all times be two joint signatories. At no time should cheques be pre-signed.

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>7</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

### 7.3 Internal Control

The Board shall be responsible for the funds of the Company and for opening and monitoring bank accounts in the name of the Company. All withdrawals, payments or disbursements from or debits to any such bank accounts shall be made on joint signatories. No overdraft on any such account of the Company may be permitted or allowed to arise without the prior approval of Board.

## 8 BOARD MEMBERS

### 8.1 Alternates

Any director may from time to time appoint any other director of it or, with the approval of a majority of its directors, any other person to be an alternate director as respects him or her. It is the policy of the Board to discourage the use of alternate directors.

### 8.2 Director Terms of Engagement

The terms of engagement are set out in the Engagement letter which is determined by the Board. The engagement letter is attached in Appendix 1

### 8.3 Board and Director Evaluation

The Board will evaluate its own processes and performance including the work of its committees, to ensure its on-going effectiveness.

### 8.4 Board Induction and Education

An induction programme will be available to all directors to enable them to fulfil their responsibilities as directors.

### 8.5 Time Commitment

Membership of the Board represents a significant time commitment and directors must be prepared to give sufficient time for the discharge of their EWRT responsibilities.

### 8.6 The Chair

The Chair is pivotal in creating the conditions for overall Board and individual director effectiveness, both inside and outside the Boardroom. The Chair will provide leadership of the Board and will act as facilitator for meetings.

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>8</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

The Chair has authority to act and speak for the Board between meetings on all matters relating to the Board.

Specifically it is the responsibility of the Chair to:

- Run the Board and set its agenda concentrating on strategic matters
- Ensure all Board members receive accurate timely and clear information
- Manage the Board to ensure that sufficient time is allowed for discussion of complex or contentious issues, where appropriate arranging for prior informal meetings
- Take the lead in proper induction
- Ensure that performance of the Board is evaluated
- Encourage active engagement of all members of the Board
- Ensure effective implementation of Board decisions
- Provides coherent leadership of the company.

The role of the Vice Chair is to:

- Support the Chair
- Act as Chair in the absence of the Chair.

## **8.7 The Company Secretary**

All Board members will have access to the advice and services of the Company Secretary. The Company Secretary is responsible for advising the Board and the Committees on all governance matters, ensuring that Board procedures are followed, that the applicable laws and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation. The Company Secretary will advise on and be responsible for the engagement and retention of all independent monitoring and advisory services required by the Board or its Committees or by individual directors.

The role of the Company Secretary is to:

- Maintain the statutory registers and minute books
- Convene meetings of members
- Ensure that statutory forms are filed

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>9</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

- Ensure that copies of resolutions are filed
- Supply copies of accounts to members
- Keep minutes of general meetings
- Custody of the company seal
- Ensure company complies with the requirements to publish its name and those of its directors at place of business and on correspondence.

## 9 Board Secretary

The role of the Board Secretary is to:

- Take minutes of directors' meetings
- Maintain the minute book of directors' meetings
- Convene meetings of directors  
Circulate agenda for board meetings and ensure papers are submitted on a timely basis
- Update attendance record at Board meetings
- Maintain the action point list
- Maintain the register of conflicts of interests.

## 10 Board Committees

The Board may at any time establish Committees of the Board to assist it in carrying out its responsibilities. The Board will establish standing orders and reporting lines for each committee. Any Committee will speak or act for the Board only when and to the extent so authorised.

## 10 DECLARATION OF INTERESTS

A Board member shall declare interest in any matter with which he or she has connections of a kind that might lead to misrepresentation of the fairness of the Board's procedures. A Board member shall disclose any pecuniary or other interest in, or family relationship to any matter that may be considered by the Board and these interests must be registered by the Board Secretary in the Register of Interests. See Conflict of Interest Policy.

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>10</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

The Chairperson may request the member in question to withdraw from the meeting during the discussion of the item.

## **11 MATTERS RESERVED FOR THE BOARD**

Matters reserved for the Board s are set out in Appendix 1

## **12 ANNUAL ACCOUNTS**

All members of the Board are equally responsible for the Accounts and should ensure that they understand the figures and agree that they give a true and fair view of the company.

## **13 REVIEW OF TERMS OF REFERENCE OF THE BOARD**

These terms of reference of the Board will be reviewed bi-annually.

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>11</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

## **Appendix 1 Matters reserved for the Board**

### **1. Strategy and Management**

- 1.1 Responsibility for the overall management of the company.
- 1.2 Approval of the company's long-term objectives.
- 1.3 Approval of the annual budget and any material changes to it.
- 1.4 Oversight of the company's operations ensuring competent and prudent management, sound planning an adequate system of internal control, adequate accounting and other records compliance with statutory and regulatory obligations.
- 1.5 Review of performance in the light of the company's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- 1.6 Extension of the company's activities.
- 1.7 Any decision to cease to operate part of the company's business.

### **2. Structure**

- 2.1 Changes relating to the company's capital structure
- 2.2 Changes to the company's management and control structure.

### **3. Financial reporting**

- 3.1 Approval of the annual report and accounts
- 3.2 Approval of any significant changes in accounting policies or practices.

### **4. Internal controls**

- 4.1 Ensuring maintenance of a sound system of internal control and risk management

### **5. Significant Contracts**

- 5.1 Contracts which are material to the company strategically or by reason of size,
- 5.2 Approval by non-interested Directors of contracts in which a director may have an interest.
- 5.3 Major capital projects.

### **6. Communication**

- 6.1 Approval of press releases

### **7. Board and other appointments**

- 7.1 Ensuring adequate succession planning for the Board and senior management
- 7.2 Recommendations to the Members as to appointments to the Board

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>12</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			

7.3 Selection of the chairman of the Board

7.4 Appointment or removal of the company secretary.

7.5 Appointment, reappointment or removal of the external auditor to be put to the members for approval

7.6 Appointments to Board committees

## **8. Remuneration**

8.1 Determining the remuneration policy for the directors, company secretary and other senior executives while considering the constitution of the company.

## **9. Delegation of Authority**

9.1 Approval of terms of reference of Board committees and sub-committees

9.2 Receiving reports from Board committees and sub committees on their activities.

## **10. Liaison with stakeholders**

10.1 Liaison with Rivers Trust, funding bodies and donors.

## **11. Other**

11.1 The making of donations such permission not be unreasonably withheld

11.2 Approval of the appointment of the company's principal professional advisers.

11.3 Prosecution, defence or settlement of litigation

11.4 Approval of the overall levels of insurance for the company including directors' & officers' liability insurance and indemnification of directors.

11.5 This schedule of matters reserved for the Board.

<b>EWRT</b>	<b>Governance</b>	<b>EWRT-GOV-TORB-D0.1</b>		
	<b>Review Date</b>			
	<b>Page:</b>	<b>13</b>	<b>of</b>	<b>13</b>
	<b>Effective Date:</b>			
<b>Equality Policy</b>	<b>Written By:</b>	<b>Anne McFarland</b>		
	<b>Approved By:</b>			