National Infertility Support and Information Group CLG

Governance Handbook

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Contents

1.0 Purpose of the Governance Handbook

This Handbook sets out the policies and procedures for National Infertility Support and Information Group (NISIG) in relation to all aspects of the charity's governance from the perspective of the Governing Body who are the Board of Directors (also referred to as Charity Trustees).

This Handbook documents the processes that the charity has in place to meet good governance standards based on those set out in the Charities Regulators Governance Code. It includes the legal obligations of the Directors as well as key organisational information.

This Handbook will be reviewed every three years, although changes can be proposed at Board meetings and the Handbook adapted accordingly. Any change that would affect the constitution of the charity must be ratified at an Annual General Meeting or Extraordinary General Meeting.

The company information is outlined in Appendix 1.

2.0 Principles Guiding the Governing Body (Board of Directors)

The Charities Regulator has set out the minimum standards to effectively manage and control a charitable company. The guiding six principles of governance that all charitable companies should apply under the Charites Governance Code are:

1. Advancing the charitable purpose
2. Behaving with integrity
3. Leading people
4. Exercising control
5. Working effectively
6. Being accountable and transparent

NISIG is committed to compliance with the Charities Governance Code and strives to ensure that the standards under each principle are actioned and evidenced on an ongoing basis. Compliance to the code is assessed annually by the Board. The principles of the Code are used as a basis for maintaining governance in the organisation as outlined below in Section 2.1 to 2.6 below.

2.1 Principle One - Advancing the Charitable Purpose of NISIG

Charitable purpose has a specific meaning in charity law. The Charities Act 2009 sets out four categories of charitable purpose: prevention or relief of poverty or economic hardship; advancement of education; advancement of religion; and any other purpose that is of benefit to the community – Charities Governance Code.

2.1.1 Main object of NISIG

The main object for which the Company is established (the "Main Object") is to support people experiencing fertility issues particularly through the provision of information, advice, support and advocacy. This includes raising awareness of human assisted reproductive technology (ART) and the impact on parents and children, and those contemplating or undergoing treatment.

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

- To providing a confidential service which attempts to meet the informational and support needs of those experiencing fertility issues
- To support the provision of an equitable system of publicly funded fertility treatment throughout Ireland for all experiencing infertility, sub-fertility and secondary infertility
- To advance public, societal and employer awareness about all aspects of fertility infertility
- To encourage and assist further research in its broadest sense into ART and its impact.

- To raise awareness through all media channels including social and mainstream media representation in an informed, responsible manner.

A full copy of the constitution can be found on NISIG's SharePoint system, it is registered and publicly available with the Charity Regulator and Companies Office.

The Board will continually review the work of NISIG to ensure it continues to act in line with the charity's purpose and provide public benefit.

2.1.2 Private Benefit

NISIG is satisfied that any private benefit arising to anyone employed or providing services to NISIG is reasonable, necessary and ancillary to the public benefit that the charity provides.

2.1.3 Strategic Plan

NISIG is planning to implement strategic planning involving the charities' Directors, management, staff and other stakeholders to develop a strategic plan. This plan will be supported by annual operational plans for each functional area.

2.1.4 Resources

The Board commits to ensuring that NISIG has the resources it needs to carry out planned activities.

2.2 Principle Two - Behaving with Integrity

Ethics are fundamental in the charity sector. Statements about ethos can undoubtedly play an important role, but it is when these values are lived out that they are at their most powerful. Charity Directors have the power to create an ethical culture and set a tone where agreed values are reflected in everything the charity does. The behaviour of individual charity Directors is very important; they must lead by example – Charities Governance Code.

2.2.1 Values

The Board of Directors have agreed the values of NISIG and publicise them widely (for example, on our website, annual report and employee handbook):

NISIG Core Values

- **Compassion for All**
- **Non-judgmental Support**
- **Confidential Services**

2.2.2 Conflicts of Interests and Conflicts of Loyalties

A conflict of interest arises when your private interests compete with your professional duties as a Director. Where a Director, whether directly or indirectly, has an interest in any way in a contract or proposed contract with the company, they are required to declare the nature of that interest at a meeting of the Directors.

This is applicable to any situation in which a Director's personal interests or loyalties could, or could be seen to, prevent them from making a decision in the best interests of the charity. This personal interest may be direct or indirect and can include interests of a person connected to the Director. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than the best interests of the charity and therefore must be managed accordingly.

It is legal to award a contract to the best qualified company, even if it is owned by a Director or a relative of a Director provided that the Director has declared their interest and made a full disclosure. The Director themselves must not be part of the decision-making process; this would be a conflict of interest because their own family would benefit financially from his/her position. Conflicts of loyalty may also be sufficiently serious to amount to conflicts of interest, and this should also be considered.

A Conflict of Interest might also arise where a Director has come onto the Board as a nominee of a particular group e.g. members in a particular company, a funding body or beneficiaries. This situation may possibly cause the Director to think that they should act in the interests of the group, which nominated them. In all cases, all must act in the interests solely of the company on whose board they sit, rather than acting in the interests of the group which nominated them.

Conflicts of Interest is a standing item on the agenda and all Directors are required to declare any conflicts of interest prior to joining the Board. The Conflicts of Interests and Loyalties policy is outlined in Appendix 2 to assist Directors to effectively identify, record and manage any conflicts of interest or loyalty in order to protect the integrity of NISIG and ensure that Directors act in the best interest of the charity.

2.2.3 Conflicts of Interests and Conflicts of Loyalties

Directors also need to be aware that accepting gifts or hospitality related to their role on the Board may be seen as a conflict of interest. NISIG has a Gift and Hospitality Policy (Appendix 3) to provide guidance on how to manage situations where a gift or hospitality may be offered.

2.2.4 Code of Conduct

NISIG's Board Code of Conduct is outlined in Appendix 5, which all Directors are required to agree to on joining the Board. This document sets out the standard of behaviour expected from Directors in order to ensure that:

- NISIG is effective, open and accountable
- The highest standards of integrity and stewardship are achieved
- The working relationship between charity Directors and any volunteers or employees is productive and supportive.

Board members will re-visit this document and re-affirm their commitment periodically.

2.3 Principle Three - Leading people within NISIG

The most essential resource of any charity is its people. This means people should feel valued and have clarity around their own roles and the roles of others. Charity Directors are responsible for providing leadership to volunteers, employees and contractors. This includes taking their duty of care towards these people seriously and promoting a culture of respect – Charities Governance Code.

2.3.1 Induction

All staff members and volunteers are given a job description which sets out their role and responsibilities. All new Directors joining the board of NISIG receive an induction as outlined in Section 2.5.4.

2.3.2 The Funding Officer

The Funding Officer is the most senior staff member and is responsible for managing the day-to-day operations of the organisation which includes, but is not limited to finance, human resources, service delivery, funder communications and reporting, PR, premises and risk management.

The Funding Officer is responsible for the development and implementation of procedures and processes to support the delivery of the strategy and to ensure compliance with obligations that may be set out in the company constitution, funder contracts and other applicable legislation. The Funding Officer works closely with and supports the staff, volunteers, the Board and all committees established by the Board.

2.3.3 Staff Policies

NISIG has arrangements in place that comply with employment legislation for staff members all of which are captured in the NISIG Staff Handbook which is approved by the Board and reviewed regularly.

2.3.4 Volunteers

NISIG utilise volunteers and this is covered by a Volunteer Policy which is under development.

2.3.5 Operational Policies

In addition to policies for staff, NISIG is developing a comprehensive range of other operational policies. Directors are responsible for the development, approval and review of all the charity's policies. Appendix 5 shows a List of Policies and Procedures in NISIG.

2.4 Principle Four - Exercising control over NISIG

All charities, no matter what their complexity, must abide by all legal and regulatory requirements that are relevant to the work they do. The Directors are responsible for making sure this happens. Charity Directors must understand that the governing document of a charity is a legally binding document in its own right. The Directors are also responsible for a charity's funds and any property or other assets that it holds. As much as is possible, they must also consider and reduce risks to which their charity is exposed – Charities Governance Code.

2.4.1 Legal Form

NISIG is a non-profit organisation and is registered as a charity. As such, it is governed by the Charities Act 2009. The Board is responsible for ensuring it remains aware and informed of future changes to the Act. It is the responsibility of the Funding Officer to keep the Board updated on this.

NISIG is also a Company Limited by Guarantee not having share capital. As per the legal requirement of a company, the constitution of NISIG is comprised of a Memorandum and Articles of Association, which comprise the governing documents for NISIG.

All Directors are provided with a copy of the NISIG constitution on joining the Board. In line with legal requirements, the constitution is lodged with the Companies

Registration Office (CRO) and Charities Regulatory Authority (CRA) and is publicly available. The Board is responsible for ensuring the constitution accurately describes the organisation's structure and activities.

Where there is a change in charity mission, objectives or structure, or a significant change in activities or governance procedures, the constitution is reviewed and amended if necessary. Legal advice may be sought where any significant changes are made. All changes are made at an AGM or EGM. The Company Secretary ensures the CRA and the CRO is informed of any changes.

2.4.2 Compliance

The Funding Officer of NISIG provides a compliance report to Directors once a year. The Funding Officer may also provide updates on some items during the year if needed. The compliance report includes updates on the following topics:

- Compliance to the Charity Regulators Governance Code
- Health and Safety
- Complaints
- Staff Performance Management /Human Resources/Employment Law
- Data Protection
- Compliance with funders reporting requirements
- Compliance Requirements – CRO, CRA, RBO
- Finance Compliance Requirements
- Any other identified compliance requirements identified

The Funding Officer is responsible for informing the Board of any significant issues in a timely manner, determined by the nature of the issue. In serious or urgent matters requiring Board input, the Chairperson is informed as soon as possible. The Chairperson in conjunction with the Funding Officer then determines the next steps in resolving the issue and ensures the Board is updated within an appropriate timeframe.

2.4.3 Fundraising

NISIG does engage in a small amount of fundraising; income and expenditure from this is detailed in the Internal Controls Policy.

2.4.4 Financial Controls

NISIG takes seriously its duty to maintain proper books of account and does so in accordance with the Internal Controls Policy of the charity. The Funding Officer presents management accounts to the Board on a quarterly basis for review and approval.

Filing Accounts -Ensuring that the filing of accounts takes place at the appropriate time is the responsibility of the Secretary. NISIG takes seriously its duty to file an Annual Return/Annual Accounts, which are true copies as adopted at AGM including:

- Statement of Financial Activities
- Balance Sheet

Directors are responsible for approving the Internal Controls Policy which outlines all financial procedures, systems and controls. This policy includes details on the level of financial authority given to the Funding Officer and other staff. The Reserves Policy and Expenses Policy are additional policies (Appendix 5 shows a list of NISIG’s policies).

Auditing – NISIG can avail of the small companies' exemption and is not required to be audited.

Remuneration and Charity Directors

Charity Directors on the Board of NISIG are entirely voluntary and receive no payment for their work. Expenses are reimbursed in accordance with the Expenses Policy of NISIG. Charity Directors can choose not to reclaim expenses if they so wish. Directors will not receive payment for a professional service from NISIG.

2.4.5 Risk Management

The Board of NISIG is responsible for ensuring that the charity has a risk management system in place including a business continuity plan. The NISIG risk management system is under development and will consist of:

- Risk Management Officer
- Risk Management Policy
- Risk Register
- Business Continuity Plan

The Risk Register will be reviewed at least annually by the Board of NISIG and is updated as required.

2.4.6 Insurance

Appropriate and adequate insurance cover is in place.

2.5 Principle Five - Working Effectively

Running a charity well means you need capable charity Directors who work together as an effective team. Board meetings are especially important, as this is where charity Directors exercise their collective authority. It is also important that there is a good mix of skills, experience and background amongst charity Directors and that these are refreshed on an ongoing basis. It is vital that new charity Directors receive a proper induction to the charity – Charities Governance Code.

2.5.1 Roles and Responsibilities of Directors – Collective/Individual

By law, charity Directors have individual and joint responsibility for what happens within the charity. The Board is responsible for the governance and strategic direction of NISIG and to ensure compliance with statutory and funding obligations. The Board as a collective has the authority and responsibility to carry this out as follows:

Leadership

- Define, uphold and work towards the vision, mission, values and objectives of NISIG and fully comply with the Constitution, charitable purpose, public benefit.
- Provide overall strategic direction and leadership for NISIG by developing and approving a strategic plan in line with the constitution of NISIG.
- Monitor progress against the strategic plan through regular reporting from the Funding Officer and Board committees as relevant and to review the plan periodically
- Ensure that an appropriate system is in place to assess the impact of the work.
- Approve all policy, systems and controls necessary to govern the activity and maintain the Values of NISIG.
- Appoint the Funding Officer, agree their job description and put appropriate systems in place for their support and performance management.
- Ensure appropriate systems are in place for the support and supervision of all staff by delegating responsibility for other staff management to the Funding Officer.
- Establish/agree the terms of reference of committees that may be necessary.
- Agree a schedule of matters specifically reserved for decision-making by Board. (See Appendix 8).

Resources

- Ensure that NISIG has the financial and human resources needed to implement its strategic plan and to promote the prudent and effective management of those resources.
- Ensure that appropriate financial management procedures are in place and are being implemented.
- Agree a risk management policy for the organisation.

Accountability

- Agree an appropriate process for communicating with and being accountable to funders, stakeholders and the general public.

- Identify and comply with all relevant legal, regulatory and funding requirements.
- Carry out board business efficiently and effectively.

Roles and Responsibilities of Individual Directors

Each Director also has individual legal responsibilities as shown below:

- Comply with the NISIG Constitution.
- Ensure that NISIG is carrying out its charitable purposes for the public benefit.
- Act in the NISIG interests of NISIG.
- Act with reasonable care and skill.
- Manage the assets of NISIG.
- Make appropriate investment decisions if appropriate.
- Ensure that NISIG is registered on the Charities Regulator's Register.
- Ensure that NISIG keeps proper books of account.
- Ensure that NISIG prepares and furnishes financial accounts and an annual report to the Charities Regulator.
- Ensure the CRA is informed if you are of the opinion that there are reasonable grounds for believing theft or fraud has occurred (Disclosure obligation).
- Ensure that you comply with directions issued by the Regulator.

2.5.2 Roles and Responsibilities of the Chairperson

Each board of charity Directors should have a Chairperson to preside over the Board meetings of the company with a wide range of responsibilities as follows:

Leading the Board of charity Directors:

- Promoting good governance among fellow Directors.
- Chair Board meetings as set out in company constitution and further set out in the company standing orders.
- Plan meetings and develop the agenda in conjunction with the Company Secretary and/or the most senior member of staff.
- Provide leadership and ensure the effective operation of the Governing Body.

- Ensure that decisions made at meetings are implemented in a timely manner to support the delivery of the strategy.
- Work closely with the chairpersons of standing committees and any other committees established by the Board.
- Work closely with the company's Funding Officer and other such persons that may be nominated.
- Be the line manager of the Funding Officer and undertake the supervision and appraisal of the Funding Officer or delegate to other such persons as the chairperson considers appropriate.
- Provide a focus for the Board of the company.
- May act as a spokesperson for the company and/or the Board.
- Sign and certify the annual accounts for the company and other such financial or compliance reports required.

Ensure smooth running of Board meetings:

- Liaising with the Funding Officer and Company Secretary to ensure all relevant items are on the agenda.
- Consulting with other Directors to ensure concerns are reflected in the agenda.
- Allowing sufficient time for discussion and ensuring that meetings are kept to time (prioritising discussions when necessary).
- Ensuring adequate information is available for productive discussion.
- Promoting maximum participation from all directors.
- Ensuring decisions are understood, recorded, implemented and/or followed up.

Promote good governance:

- Initiating annual performance reviews/skills audits/etc.
- Leading on recruitment of new Directors.
- Supporting new Directors thorough induction.

Supervise and provide support to the Funding Officer:

- The Funding Officer reports to the Board, and the Chairperson is their line Funding Officer.
- To support the Funding Officer in leading NISIG at the strategic level.
- To act as a Spokesperson for the Board or for NISIG if required

In the case where the Chairperson is aware that they will be unable to attend a Board meeting he/she will appoint another Director to chair the meeting in their absence, as set out in the NISIG Constitution. In the case where the Chairperson is unable to attend and does not give advance notice of same, the Directors who are in attendance may approve one from their number to chair the meeting. Where there is an unexpected or ongoing vacancy in the position of Chairperson the existing Directors may nominate from their number an interim Chairperson, for a period of up to six months.

2.5.3 Roles and Responsibilities of The Company Secretary

The Company Secretary is a legally required position for a company limited by guarantee. It is the Company Secretary's responsibility to ensure the guidelines and requirements of the Companies Registration Office are met.

The following is a list of responsibilities of the company secretary:

- Ensure that the full name of the company is displayed outside the registered office, and that a change in the registered office is notified to the Companies Registration Office (CRO) within 14 days.
- Ensure that the Certificate of Incorporation is displayed.
- Notify the CRO of any change in Director or Company Secretary within the required timeframes.
- Ensure the company name, registered number, place of registration, registered office, and directors' names (and nationality if not Irish) appear on the company's letterhead.

- Keep the company registers (that is, lists of all members and directors) up to date and at the registered office.
- Ensure all legal agreements and contracts are properly discussed, agreed by directors, and kept in a safe place.
- Ensure the Annual General Meeting (AGM) is held within 18 months of incorporation and at least every 15 months from then on provided that an AGM is held in each calendar year.
- Convene general meetings, AGMs, and Extraordinary General Meetings, (EGMs) at the request of the directors and/or members, according to the rules in the company constitution.
- Ensure that due notice in accordance with the company's governing document (and where relevant, company law requirements for general meetings is given) and that they are run in accordance with the constitution.
- Ensure an independent auditor is appointed at the AGM.
- Keep the minutes books (AGM and EGM minutes, the minutes of the general board of directors' meetings and any committee meetings). General meeting minutes should be open for inspection by members.
- File the annual return to the CRO by the annual return date applicable to the Company.
- Notify the CRO within 15 days of passing special resolutions (for example, changes to the constitution or a change to the Company's name).
- Keep copies of all annual returns and accounts.
- Comply with other duties as imposed and set out by the Companies Acts 2014.

The Company Secretary will be one of the Directors of the company supported by a member of staff. The role is one of administration and compliance and includes preparing and notification of Board meetings, circulation of papers prior to Board meetings, taking meeting minutes and keeping an action log of all decisions taken.

It is important to note that while the duties of the Company Secretary can be delegated, the responsibility cannot. It is the responsibility of the Company Secretary to ensure that delegated duties are carried out consistent with governing documents and law. NISIG Directors must ensure that the person has the skills and resources to perform these duties.

2.5.4 Board Appointments, Induction and Terms of Office

Directors are appointed to the Board of NISIG in accordance with the constitution and the Charities Act 2009. When recruiting new Directors NISIG also follows the guidance from the Charities Regulator as set out in their documents:

- Succession Planning
- Due Diligence for prospective Charity Directors
- Recruitment and Induction of Charity Directors and
- Induction Pack Checklist

Before recruiting a new Director, the board of NISIG will always consider what is working well with the current Board and what could work better. The Board will also be mindful of what skills, experience and knowledge are available to it already from existing charity Directors. This process is led be led by the Chairperson and should help to identify any competency / skills gaps on the board.

Induction – On joining the Board, new Directors complete the Director Declaration Form (Appendix 5). The induction process for new Directors to the Board of NISIG involves meetings with the existing Directors, the Chairperson and other key employee(s) within the charity prior to election. On election to the board induction with also be given to each new Director which will include the following:

- Welcome from Chairperson.
- The charity's governing document and this Governance Manual.
- A brief history of the charity and an outline of the current work.
- A recent progress report describing the charity's position in relation to any targets or goals.
- An organisation chart.

- A list of current charity Directors, the Chairperson, the charity secretary and their contact details.
- The minutes of recent board meetings.
- A schedule of forthcoming board meetings.
- A list of the board committees, names of Directors serving on the committees and their meeting schedule.
- The annual report and accounts for the past two years.
- A Register of Interests form.
- The charity's Code of Conduct for charity Directors (see Appendix 4).
- All policies within the charity as shown in Appendix 5 and an indication of where they can be obtained.
- Details of the guidance documents available on the Charities Regulator's website.
- **The Charities Governance Code.**

Time Limits - The board of NISIG recognise the importance of refreshing the board however the Board currently has no set terms of office. No more than 9 years

2.5.5 Board Meetings

The Board of NISIG meet 6-8 times a year with meetings planned a year ahead. The NISIG constitution states that the minimum number of Directors required for the Board to conduct business (the quorum) is two. Meetings may go ahead without a quorum, but decisions made require ratification (either virtually or at the next meeting of the Board).

Board members are expected to attend all meetings, although it is understood that there may be times where other events prevent attendance. Where appropriate, participation by conference call will be arranged. Where a Board member cannot attend, they are asked to send apologies in advance to the Chair as far as possible in advance.

In the event that a specific decision must be made/ input is required, but the Board member cannot attend the meeting, the Chair may invite the Board member to indicate their position, which will be reported to the meeting.

Board members who miss three meetings in a row or four meetings in a rolling 12-month period will be contacted by the Chair. Non-attendance may result in a requirement to resign from the Board.

Board Meeting Planning - The Chair of the Board should consult (in person or via telephone or email) with the Secretary and Funding Officer in advance of the Board meeting to discuss any issues arising and develop the agenda for the Board meeting. Board members can propose items for the agenda by communicating directly with the Chairperson, Company Secretary or the Funding Officer.

The Funding Officer or the Company Secretary will ensure that the agenda for the upcoming meeting is communicated to the members of the Board and any additional attendees (notified by e-mail). Supporting material should be available with the agenda to provide background to any topics included, i.e., minutes of previous meetings, agreed actions, management accounts, and relevant reports at least five days prior to the meeting if possible.

Members of the Management Team wishing to address the Board should apply in the first instance to the Funding Officer at least 14 days in advance of the Board convening, outlining the nature of their request. The Funding Officer will discuss the request with the Chair of the Board in advance of the agenda being developed. The Chair of the Board will then decide whether to include the request/issue on the agenda. Where it is not appropriate to apply to the Funding Officer, the Management Team member should apply in the second instance to the Chairperson outlining the nature of their request. In agreeing the agenda, the Chair of the Board and the Secretary/Funding Officer should confirm the appropriate members of the Management Team to attend specific Board meetings.

The Chair has discretion as to whether or not items can be raised under Any Other Business (AOB) at the end of the meeting. Items that require a board decision should not be taken as items under AOB, unless in exceptional circumstances and there is unanimous agreement by all Board members present that a Board decision can be taken on the item raised under AOB. It is good governance practice to restrict items raised under AOB to matters of information and not matters requiring a board decision.

Board only meetings will be held at the end of each Board meeting.

A board pack with the necessary supporting board papers is prepared and distributed at least five days before the meeting if possible.

Board Minutes and Action Items - The Company Secretary, or a designated individual approved by the Board, will be responsible for taking the minutes.

- Minutes are a record of key actions and decisions discussed and agreed at the meetings.
- Before the meeting concludes, the Company Secretary or designated individual may be asked by the Chair to provide a summary of meeting's captured main points
- The Chair of the Board will review the minutes once they are drafted, prior to circulation.

The Funding Officer or Company Secretary will ensure that the minutes are circulated promptly. The minutes will include a summary document outlining key issues discussed, key decisions made, key actions agreed and associated completion responsibility and timeframe and a detailed minute of the meeting:

- These key actions agreed should be an item agenda item at the next sitting of the Board (following apologies, declarations of any conflicts and previous meeting minutes).

- Every effort should be made to ensure that key decisions have the full support of the board members. However, where necessary key decisions will be made using a majority of votes:
    - Every board member shall have one vote
    - Where there is an equality of votes, the meeting Chair shall be entitled to a casting vote
    - Attendees and ex-officio members do not have voting rights. They may be asked to leave the meeting if a vote is deemed necessary.

2.5.6 Resolving Issues and Board decisions and approvals between scheduled meetings

Resolving Issues - Directors are committed to resolving problems and emerging issues as quickly as possible and in the interests of NISIG. This is achieved by:

- Effective engagement in the strategic planning process.
- Holding regular board meetings and ensuring that emerging problems or issues are included in the Funding Officer's report or put on the meeting agenda
- Board Committees reviewing and assessing emerging issues or problems
- The development and review of the Risk Register and
- Comprehensive financial management

All day-to-day operational decisions will be made by the Funding Officer and are set out in the Service Level Agreement. The Funding Officer shall seek confirmation and/or advice from the Chairperson, Chairperson of the FARC, the Chairperson of any other standing committee, sub-committee or other Board member/nominated person as matters/ issues arise.

Board decisions/approvals in between scheduled meetings - There may from time-to-time be a requirement for the Board to decide or approve a matter outside of a normal scheduled meeting. Decision-making between meetings, as set out in the Standing Orders, can be carried out via, email, phone, and any other forms of communication but the final decision must comply with the governing documents of the company.

In situations where the Funding Officer requests a board decision or approval for a matter that cannot wait until the next scheduled Board meeting, the Funding Officer should contact either the Chairperson or Secretary setting out the background to the matter and outlining why a decision or approval is required before the next scheduled meeting of the Board.

The Chairperson or Secretary may decide depending on the nature of item requiring decision/approval to call a special board meeting where board members are physically present at the meeting or via conference call. The required quorum of 2 of board members also applies to this type of meeting.

If it is not practical to call a meeting, he/she may alternatively ask the Funding Officer or Company Secretary to email the board members setting out the matter requiring the decision/approval. A majority of board members must give their consent by email for the approval to be valid. The matter must then be formally ratified and minuted at the next meeting of the Board. The use of the email to board members procedure for board approvals in between scheduled meetings should only be used infrequently and should not become standard practice for making board decisions.

2.5.7 Board Evaluation

Principle 5 (Working Effectively) of the Charities Governance Code includes the following minimum standard: “review how your board operates and make any necessary improvements”. Additional standards for more complex charities include:

Assessing board effectiveness

- Adherence to the Board’s Code of Conduct
- Assessment of how committees are managed
- Board skills audit

- Board training and development
- Recruitment of new board members to fill skills or competency gaps

It is up to the board to decide how it goes about its own assessment, and elements of the requirements above such as board recruitment, training and skills analysis may be carried out during the year by Board Committees. The Chair of the Board will ensure that a Board Evaluation process will be completed periodically using the procedures outlined in Appendix 8.

2.5.8 Committees and Working Groups

The function of a committee is to pursue, in a smaller group environment, detailed planning or policy development in a specific area, for example, premises development. The function of a working group is to do the same for more time-limited projects, for example, marketing campaigns. Any recommendation made by committees and/or working groups must be approved by the board who is collectively accountable for them.

Each committee will nominate a Chair, and their appointment will be approved by Board. At the behest of the Funding Officer and approval of the Chair of the committee, members of staff may also be asked to attend committee meetings but are not considered members of the committee. Any trustee, including the Chair, may attend any committee meeting and may be invited by the committee to do so.

Meetings of committees may take place in person or virtually. All committee members, apart from any additional Directors in attendance, have voting rights. Committees always have Terms of Reference agreed by the full Board and detailing the name, purpose, membership and authority of the group. Committees deliberate issues within their remit separately from the full Board, and present recommendations to the full Board for ratification. All committees report to the Board and the minutes are available to the Board.

Every committee must have up to date Terms of Reference that clearly describe:

- Remit (purpose).
- Selection of chairperson.
- Membership.
- Responsibilities and powers (what they can decide).
- Reporting procedures.
- Relationship to the Board.

The Board of NISIG has the right to establish Board Committees as it sees fit. All Committee members are appointed by the Directors, and all Directors can be members of committees. Each committee will have a minimum of two Directors with one of them chairing the committee. External individuals may be invited to join based on their particular skills and/or experience. The Terms of Reference for these committees will be reviewed by each committee and approved by the Board regularly. An up-to-date approved version of the TOR will be filed on SharePoint. NISIG currently has no Board Committees as follows:

2.6 Principle Six - Being accountable and transparent

Accountability for your charity does not just mean accounting for the money you have brought in and spent (although that is clearly very important). It involves being open and transparent about all charity matters. It is about being able to: stand over what your charity does and how it does it; and justify this to any person or group who queries what your charity has done or is doing. As an organisation set up to provide public benefit, this means you should be able to explain this to anyone who asks – Charities Governance Code.

2.6.1 Identification

NISIG displays the RCN, CRO and CHY numbers on official Charity letterheads, website, emails, annual report and social media platforms.

2.6.2 Stakeholders

NISIG stakeholders are any individuals or groups of people who have a legitimate interest in our work. Identifying who they are is important before in order for us to consider how we might communicate with them and how they might communicate with us. NISIG stakeholders include:

- Beneficiaries
- Members
- Employees
- Partner organisations and supporters
- Funders
- Regulators
- Public representatives
- The general public

NISIG will integrate Communications as an objective within its Strategic Plan to ensure that all stakeholders are communicated with and can easily communicate with NISIG. NISIG will involve relevant stakeholders in the strategic planning process and, where appropriate and possible, involves stakeholders in other significant decisions involving NISIG.

2.6.3 Complaints

NISIG has a Complaints policy in place detailing the procedure to be followed in the event of a complaint being made. A Complaints page is displayed on NISIG's website.

2.6.4 Reporting

NISIG is committed to following the reporting requirements of all of our funders and donors, both public and private.

Appendix 1: Company Information

Vision

NISIG's vision is for stigma free services for those on their fertility journey to be available wherever and whenever they are needed.

Mission

NISIG's mission is a peer-to-peer lead model of support where lived experience is valued as a way to provide support to others

Services

NISIG's 4 Key Activities

Support

At the core of NISIG is providing support to those on their fertility journey. We do this via facilitated peer-to-peer support meetings, both in person and online. We also provide phone support and a live 'webchat' to people experiencing fertility issues.

Lobbying and Advocacy

NISIG have been at the forefront of lobbying for Legislation in relation to Assisted Human Reproduction
(AHR) for over 20 years, and we welcome the passing of the AHR legislation in June 2024 which provides much needed guidance and protection for families. We continue to be involved in regular advocacy activity, representing the patient voice and health needs in the area of fertility.

Raising Awareness

We use our social media channels, our quarterly newsletter and regularly participate in media commentary to educate and raise awareness around fertility issues. We also engage with companies who are looking to support colleagues and employees who are undergoing fertility treatment, to develop Human Resource (HR) policies that reflect the multiple needs both medical and personal that are required during this time.

Family Resources

We realise that families formed through fertility treatment can face challenges such as telling children their origin story, and we offer services in this area. We provide resources to assist with these family conversations
including workshops and a series of bespoke children's books developed by NISIG

Mission Statement and Ethos

NISIG's mission is a peer-to-peer lead model of support where lived experience is valued as a way to provide support to others.

Staffing

NISIG currently utilises two part-time staff, each works 10 hours per week

Oversight & Management

The company is governed and overseen by a minimum number of three Directors who are responsible for the overall oversight and strategy. The identity of these Directors can be found on the Companies Registration Office and the Charities Regulator. The company is managed on a day to day basis by the Funding Officer.

Funders

NISIG is not in receipt of central government funding, funding the charity's support services is provided by sponsors, grant funding for specific projects, HSE National Lottery funding, and a small contribution from personal donations and membership fees.

Company Details

The company is a Company Limited by Guarantee without share capital incorporated under the Companies Act 2014. The following details outline the structure:

Company Name: National Infertility Support and Information Group Company Limited by Guarantee
Date of Incorporation: 13/06/2024
Company Number: 765906

Company Registered Address: Carmichael House, 4-7 North Brunswick Street, Dublin 7.

Company Phone Number: 087 797 5058

Company Email: contact@nisig.com

Revenue Number: 9584553I

Revenue Charity Number:12247

Charity Regulator’s Number: 20035433

Charity Regulator Return Date: By 31st October (annually)

Company Bank: Bank of Ireland

Appendix 2: Conflict of Interest/Loyalty Policy and Register of Interested

1.Purpose

The purpose of this policy is to assist Directors of NISIG to effectively identify, record and manage any conflicts of interest to protect the integrity of NISIG and to ensure that they act in the interest of their Charity.

2. Objective

The NISIG Board aims to ensure that Directors are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of NISIG.

3. Scope

This policy applies to the Board of Directors of NISIG.

4. Definition of conflicts of interests

A conflict of interest is any situation in which a Director's personal interests or loyalties could, or could be seen to, prevent the individual from making a decision in the NISIG interests of the Charity. This personal interest may be direct or indirect and can include interests of a person or organisation connected to the individual. These situations present the risk that an individual will make a decision based on, or affected by, these influences, rather than in the NISIG interests of the Charity and therefore must be managed accordingly.

5. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the Charity if they are openly and effectively managed. It is the policy of NISIG as well as a responsibility of its Directors, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with their obligations to the charity. NISIG will manage conflicts of interest by requiring Directors, and management to avoid conflicts of interest where possible, identify and record any conflicts of interest carefully manage any conflicts of interest, and follow this policy and respond to any breaches.

5.1 Responsibility of the Board

The Board is responsible for: establishing a system for identifying, disclosing and managing conflicts of interest across the Association; monitoring compliance with this policy; and reviewing this policy on a biannual basis to ensure that the policy is operating effectively. The Board should ensure they are aware of their legal obligations in the management and control of the Association.

5.2 Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into NISIG's register of interests, as well as being raised with the Board. The register of interests must be maintained by the Secretary or other designated person, and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

5.3 Confidentiality of disclosures

In order to support Directors to disclose their conflicts of interest, the level of confidentiality associated with any disclosure should be set out. Include details of who will have access to the information disclosed, such as restricting this to the Board and the secretary to the Board. It may also be necessary to provide for an alternative disclosure mechanism if additional restrictions on disclosure are required.

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of members of the Board.

Once the conflict of interest has been appropriately disclosed, the Board (excluding the disclosing Director and any other conflicted person) must decide whether a conflicted individual should: vote on the matter (this is a minimum), participate in any debate, or be present in the room during the debate and the voting. In exceptional circumstances, such as where a conflict is very significant or likely to prevent an individual from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the individual with the relevant conflict to resign from their role.

Conflicts of Interest is a standing item on the agenda and all Directors are required to declare any conflicts of interest prior to joining the Board.

6.2 Action

What should be considered when deciding what action to take In deciding what approach to take, the Board will consider whether the conflict needs to be avoided or simply documented whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making alternative options to avoid the conflict the charity's objects and resources, and the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Association. The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Director) who are present and voting (if applicable) at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

7. Compliance with this policy

If the Board has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the Board may take action against the person. This may include seeking the person's resignation from the Association. If a person suspects that a Director has failed to disclose a conflict of interest, they must notify the Chairperson or Secretary of the Board, who will discuss the issue with conflicted person. The person responsible for maintaining the register of interests will be notified if a conflict of interest is confirmed and the register should be updated.

For questions about this policy, contact the Chairperson or Secretary of Board or the Funding Officer.

NISIG Register of Interests

Name of Director	Date of appointment	Description of interest	Has the Board been notified of the interest?	Date of disclosure

Signed: Date:

Appendix 3: Gifts & Hospitality Policy

Given the nature of our mandate as a Charity, it is essential that we operate to the highest ethical standards and are transparent and accountable for our actions. In this regard, the receipt of business hospitality or gifts from those with whom we have dealings must be governed by the highest standards and should withstand the closest possible scrutiny.

- A gift is broadly defined as anything that is given to a board member for which the recipient Board member does not pay fair market value as a result of their position as board member of NISIG.
- Board members are responsible for ensuring that they maintain the highest standards when involved in dealings with outside individuals, agencies, stakeholders, or companies.
- Board members should never solicit or accept personal advantages or gifts of material value from individuals, agencies, stakeholders or companies and which gift advantages or hospitalities arise directly or indirectly as a result of the Board members association with NISIG.
- Gifts or business hospitalities may be accepted by Board members as courtesies where such are designed to build understanding and goodwill among individuals, agencies, stakeholders or companies. In this context, gifts or business hospitalities of modest value may be accepted, where refusal to accept might give offence. Board members can accept promotional items of limited value such as inexpensive pens, calendars etc.
- Board members must not accept cash, gift cheques or any vouchers that may be exchanged for cash regardless of the amount from individual, agencies, stakeholders or companies.
- The value of gifts or business hospitalities accepted in any one year from any source must not exceed €30.00. Board members are required to fully disclose all individual gifts with a value exceeding €30 to the Board of Directors of NISIG.
- A gift or business hospitality that exceeds these criteria should be returned with a polite explanation stating that acceptance of the gift or business hospitality is

not permitted under the governance framework of NISIG. Details of retuRned gifts must be recorded in the Board minutes.

- Board members who are in doubt about the appropriateness of accepting a gift or business hospitality should consult with the Chairperson as soon as practical and follow board recommendations.
- It is the responsibility of each board member to ensure that NISIG reputation is not damaged in any way by the acceptance of gifts or business hospitality, which could compromise, or be perceived to compromise, his/her position as Board member.
- Board members who have concerns relating to the acceptance of gifts and business hospitality in connection with their position as board member should refer the matter to their board of directors for consideration.

Gifts

- Board members will avoid receiving gifts or benefits, which might affect or appear to affect the ability of the Board member or the recipient to make independent judgement on company dealings.
- Board members should not solicit gifts directly or indirectly. Any gift other than a modest token of nominal value should be courteously declined and should be reported to the Board of Directors.
- Gifts of a nominal value that are generally considered as common business or social courtesies are acceptable as long as they are reasonable in type, frequency and value. If a board member has any doubt as to what constitutes a modest token, he/she should seek the guidance from the Board of Directors..
- A Board member should not, by virtue of his/her official dealing with individuals, agencies, stakeholders or companies, accept on his/her own or family's behalf, any special facility, or discount on a private purchase or service.

In order for a gift to be accepted, the following conditions must be adhered:

- The gift must not be in the form of cash or a cash equivalent (i.e. a voucher).
- The gift must be valued at €30 or less (calculated from the same source over a 12-month period).
- The individual, agency, stakeholder, or company offering the gift must not be under consideration as part of the NISIG procurement process.
- The Board of Director must have consented to the acceptance of the gift.

Business Hospitality

- Board members will avoid receiving business hospitality or preferential treatment, which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on company transactions.
- No objection would normally be taken to the acceptance of what is regarded as routine or customary hospitality, for example, a lunch or attendance at an event, be it an educational, civic or cultural event.
- Board members should seek guidance from their Board, if in doubt.

Appendix 4: Code of Conduct for Board Members

The following is the Code of Conduct to which each board member signs a declaration that they will abide by:

Company Main Object and Core Values

The principal activity of NISIG is to support people experiencing fertility issues particularly through the provision of information, advice, support and advocacy. This includes raising awareness of human assisted reproductive technology (AHR) and the impact on parents and children, and those contemplating or undergoing treatment.

Core Values

- Compassion for All
- Non-judgmental Support
- Confidential Services

As a Board member of the NISIG, I commit to abide by the company's main object and actively promote the core values of the NISIG. I will respect and uphold the fundamental values that underpin all the activities of the company.

Confidentiality

I confirm that all matters of Board governance, Board meetings, committee meetings and board/committee discussions are private and confidential to my post as a board member save otherwise compelled by law.

Accountability

I confirm that all activities carried out by the NISIG will be transparent and will be accountable to the service funder, to members of the public, beneficiaries, stakeholders, and the regulatory authorities. Furthermore, I confirm that I will abide by the Constitution and by the Service Level Agreement concerning my legal and regulatory obligations.

Integrity and Honesty

At all times, I will act with integrity and honesty in carrying out my duties as a Board member of NISIG.

Transparency

As a Board member of NISIG, I will promote an atmosphere of openness and transparency throughout the company in order to promote confidence to members of the public, staff, beneficiaries and regulators.

Law and Operational Policies

- In my role as a Board member, I will adhere to legislation and abide by all relevant regulations in force.
- I will abide by the company's operational policies and procedures.
- I will report to the Board any irregularities that may arise.
- I will not act in disregard of company policies in my relationships with fellow Board members, staff, volunteers, beneficiaries or anyone I come into contact within my role as a Board member.

Conflicts of Interest

- I will always act in the best interests of the company.
- I will declare any conflict of interest, or any such circumstance as may be viewed by others as a conflict of interest as soon as it arises.
- I will abide by the collective judgement of the Board and do as the Board requires regarding any potential conflicts of interest.

Conflict of Loyalty

- I will declare any conflict of loyalty or any such circumstance as may be viewed by others as a conflict of loyalty as soon as it arises.
- I will abide by the collective judgement of the board and do as the board requires regarding any potential conflicts of loyalty.

Guardian of the Company's Reputation

- I will not speak as a Board member to the media or any public forum including any social media/platform without the prior approval of the Chairperson and the knowledge of the Funding Officer.
- If required to represent the company, any comments I make will reflect current company policy even if I do not agree with them.
- I will respect company, Board and individual confidentiality. I will not breach the confidentiality of the company.
- I will take an active interest in the company's public image.

Personal Gain

- I will not personally gain from my role as a Board member nor will I permit it others to do so because of my actions or negligence.
- I will document all expenses and seek reimbursement according to the agreed company procedures as set out in the financial controls and reporting requirements.
- I will not accept gifts or hospitality outside of the company gift / hospitality policy.
- I will use the company resources responsibly and in accordance with the financial controls.

At Board Level

- I will abide by the principles of good governance in all my actions and live up to the trust placed in me by the NISIG.
- I will abide by the Board governance procedures and practice.
- I will strive to attend all Board meetings.
- I will strive to be prepared for meetings and to contribute my opinions constructively during meetings.
- I will honour the authority of the Chairperson.
- I will maintain a respectful attitude to all persons at meetings and to all opinions expressed by others.
- I will respect the dignity of my fellow Board members and contribute to an environment free from bullying, harassment and intimidation.
- I will accept a majority vote.
- I will maintain confidentiality unless authorised to speak on matters outside Board meetings.
- I will work and support company committees, sub-committees, and project committees.

Enhancing Governance

- I will participate in induction training as appropriate and in the development of Board activities.
- I will support the Funding Officer in his/her Funding Officer role and the Chairperson in his / her leadership role.

Data Protection

- I will adhere fully to the provisions of the General Data Protection Regulation (GDPR) and the Data Protection Legislation at all times.
- If I was to cause the company to breach any provisions of the above, I am aware that I am obliged to immediately report the said breach to the Chairperson and the company's data controller.

Leaving the Board

- I understand that any substantial breach of this code may result in my removal from the Board.
- Should I wish to resign, I will inform the chairperson in writing, stating my reasons for resigning from the Board.
- I will return all company material and documents.

Signed:

Date:

Appendix 5: List of Policies and Procedures

- Compliance to the Charity Regulators Governance Code
- Complaints Policy
- Data Protection Policy
- Expenses Policy
- Health and Safety Policy
- Human Resources/Employment Policy
- Internal Controls Policy
- Risk Management Policy
- Volunteer Policy

Appendix 6: Matters Reserved for the Board

Mission, Vision and Future Direction

- Development of the strategy statement.
- Approval of the annual action plan.

Legal and other matters

- Acquisition and disposal of legal entities.
- Proposal for changes to the constitution of the Company.
- Responses to and instigation of potential litigation.
- Approval of the use of the Company Seal.

Finance

- Approval of annual budgets.
- Approval of expenditure in line with NISIG Financial Controls and Reporting Requirements.
- Recommend the appointment of auditors, termination of their contracts, and review of the annual management letter.
- Approval of annual audited accounts.
- Approval of any significant changes to accounting policies.
- Approval of banking mandates and banking arrangements to appropriate personnel.
- Approval of financial policies.
- Oversight of the organisation’s retirement/pension funds, where applicable.

Risk

- Responsible for the oversight of risk management within the NISIG.
- Approval/review of the NISIG Risk Management Policy
- Receive and review periodic reports on the Risk Register.
- The Board will approve/review the Risk Appetite statement.

Employment

- Oversight of HR matter in line with NISIG finance controls and reporting requirements or any other schedule attached to the SLA from time to time.
- Delegation of authority to the HR committee and / or Funding Officer as appropriate.
- Appointment of a Funding Officer.

Governance

- Approval of all significant Company policies.
- Establishment and composition of the board sub-committees.
- Approval of terms of reference for board committees.
- Regular review of terms of reference for board sub-committees.
- Winding up of limited-time committees.
- Changes to corporate governance policies and structures.
- Review / amend the Company's organisational structure including management and control structures.
- Initiate the annual evaluation of the Board, the directors and Board committees.

Matters reserved for the Board will be reviewed regularly and will be included in Board inductions and new director packs.

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Appendix 7: Director Declaration and Register Of Beneficial Ownership and Directors Interest

Director Declaration

I ____, member of the Board of Directors of t(NISIG) declares as follows:

- I confirm that I have read and understood the NISIG Governance Manual and the documents referenced therein.
- I understand that I have a duty to act professionally at all times in promoting the aims and goals of the company in line with its governing documents.
- I must act in the best interest of the company at all times regardless of how I was nominated to the board.
- I understand I must declare all conflicts of interests to the Board.
- I shall at all times respect board confidentiality, Company loyalty and my fiduciary duties as a member of the Board of Directors of NISIG
- I shall abide by the Code of Conduct.

Signed: ____________________________________

Name: ____________________________________

Date ____________________________________

Register of Beneficial Ownership and Director's Interests

Full Legal Name:	
Residential Address (Inc. Eircode)	
Occupation	
Nationality	
Country of Residence	
Date Of Birth	
Proof of Identity and Address	
Personal Public Service Number (PPSN)	
I am a director of NISIG which is a company limited by guarantee. This company has no share capital and I receive no monetary benefits in respect of my position. The control of this company is shared equally between the directors of this company of which I am one of the Board members. *I fully understand that the Company Secretary must register this beneficial ownership on the* ***Central Register of Beneficial Ownership CRO***	
Director's Interests	
Business Interests *(List all business interests that may cause a conflict of interest/conflict or loyalty).*	
Other Directorships *(List all directorships, company names & numbers).*	
Other Trusteeships *(You may be a charity trustee of an organisation that is not a registered CLG or otherwise. If so, please list charity name and Registered Charity Number.)*	

Appendix 8: Board Evaluation Procedure

Introduction

Board Self-Assessment involves making sure that your board is as effective as possible in providing oversight for the organisation. It is worth taking time out periodically to review/assess how you are doing and identify improvements.

This can be done in different ways. In its simplest form, it should involve a run-through of any governance codes you have signed up to, such as the Charities Governance Code. This is a mandatory code for registered charities and requires boards to renew their compliance on an annual basis. Principle 5 (Working Effectively) of the Charities Governance Code includes the following minimum standard: “review how your board operates and make any necessary improvements”.

Additional standards for more complex charities include:

- Assessing board effectiveness
- Adherence to the Board’s Code of Conduct
- Assessment of how sub-committees are managed
- Board skills audit
- Board training and development
- Recruitment of new board members to fill skills or competency gaps

It is up to the board to decide how it goes about its own self-assessment and elements of the requirements above such as recruitment, training and skills analysis may be carried out during the year by the Board Committees.

Annual Board Evaluation Procedure

NISIG will carry out a regular Board “Self-Assessment” based on the requirements of the Governance Code. Individual Board members will assess their own performance. This will help them to stand back, assess their own effectiveness and identify areas for improvement.

This process will be overseen by the Chair who may delegate it to the Nomination Committee. Questionnaires (as shown below) will be distributed to all Directors; this prompts each Director to assess his performance and understanding in the context of the Governance Code. When the Questionnaires are returned, the Chair or other designated Director will collate the results and distribute them to the Board. This will form the basis for a Board discussion and an action plan for completion before the next Board review. The process will be noted in the Board minutes as it progresses. The Funding Officer will not be part of this process but will be informed about any recommendations and actions.

NISIG Annual Individual Trustee Self-Assessment

Please answer all the questions, select yes if you agree and no if you do not agree, if you are unsure or you think it could be better please select "maybe". Please include any recommendations for improvement in the Comments Section.

Principle		Yes	Maybe	No	Comments
1. Advancing Charitable Purpose					
1a	I understand our charity's purpose and am willing to commit my time and energy to it.				
1b	I am familiar with what our charity is planning to achieve.				
1c	I understand what resources are in place/needed to support our charity's plans.				
2. Integrity					
2a	I understand and adhere to the basic values of our charity.				
2b	I am clear on what is meant by conflicts of interests and loyalties and I am satisfied that I do not have actual or potential conflicts of interests and loyalties in relation to my role as a trustee of our charity.				
2c	I have read and understood the standards required of me in our board Code of Conduct and I have signed it.				
3. Leading People					
3a	I understand my role as a trustee of our charity and my duty of care towards its people				
3b	I understand my legal duties as a trustee, including my duty to: 1.) Comply with our charity's governing document 2.) Manage our charity's resources responsibly 3.) Ensure our charity carries out its charitable purposes for the public benefit 4.) Act in the best interests of our charity 5.) Act with reasonable skill and care 6.) Be accountable and comply with the law				
3c	I am aware of the operational policies that are in place and am satisfied that they are appropriate to the work of our charity.				
4. ExerNISIGing Control					
4a	I am familiar with our governing document and am satisfied that it is fit for purpose.				
4b	I am aware of the legislation that applies to the work of our charity and I am satisfied that we operate within the law				
4c	If our charity raises funds from the public I am satisfied that we adhere to the Charities Regulator's guidelines on fundraising.				
4d	I am aware of the income and expenditure of our charity and understand my role in overseeing prudent financial management				
4e	I understand the key risks that face our charity and how they are being managed.				
4f	I am satisfied that our charity has appropriate insurance.				
5. Working Effectively					

5a	I have the skills necessary to undertake my role as a trustee.				
5b	I regularly attend and participate fully at board meetings. I give advance notice if I am unable to attend a board meeting.				
5c	I make sure to prepare for board meetings by familiarising myself with the meeting agendas and board papers.				
5d	I read board meeting minutes to ensure they are an accurate reflection of agreed deNISIGions and actions.				
5e	I am aware of our charity's agreed teFUNDING OFFICER limits for trustees and I abide by them.				
5f	I contribute where possible to the recruitment and induction of new trustees.				
5g	I understand my governance responsibilities as a trustee of the charity and the collective responsibility of our trustees to work as an effective team				
6. Being Accountable and Transparent					
6a	I am satisfied that our charity name and Registered Charity Number (RCN) is displayed appropriately in our communications.				
6b	I can explain what our charity does, including its public benefit, to anyone who asks.				
6c	I understand who our stakeholders are and I am satisfied that there is adequate involvement of stakeholders in planning, deNISIGion-making and reviews.				
6d	I can stand over what our charity does and how it does it and can justify this to anyone who queries what our charity has done or is doing.				
6e	I am satisfied that our charity follows the reporting requirements of funders and donors.				