



Code of Governance

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PART 1 – INTRODUCTION

1. Introduction, Overview and Governing Legislation

Gheel Autism Services was founded in 1971 by parents of people on the autistic spectrum. We provide services for adults with autism in the greater Dublin and North Kildare region. Here at Gheel, we provide day, residential, supported living and outreach services for adults with autism with the goal of maximising independence and enhancing quality of life for all of our service users. All of our programmes are tailored to recognise the unique individuality of persons with ASD.

The Service is grant-aided by the Health Service Executive (HSE) under Section 39 of the Health Act 2004. We acknowledge that Corporate Governance refers to how the Organisation is run, directed and controlled. In order to achieve our mission, vision and objectives, we have put in place policies and procedures that ensure the organisation runs efficiently and effectively. The Service is committed to ensure that it operates with accountability, openness and transparency. To this end, the Service has adopted a corporate governance regime in accordance with best practice.

The Board and relevant Board Sub- Committees have been established in line with its Memorandum and Articles of Association. Relevant provisions of the Companies Act 1963 – 2013 and the Health Act 2004 (the “Acts”) have been taken into account. The models of best practice that were consulted and used (except where provisions were clearly not applicable to a body such as Gheel) were:

- Health Service Executive – Code of Governance – *Framework for the Corporate and Financial Governance of the Health Services Executive - 2011*
- Department of Finance Code of Practice for the *Governance of State Bodies (2009)* and *Public Financial Procedures (2008)*
- The UK Corporate Governance Code (2010) and other best practice guidelines
- The Institute of Chartered Secretaries and Administrators and the Office of the Director of Corporate Enforcement (ODCE) – *Best Practice Standards for the Company Secretary*.
- The Charities Act 2009
- Ombudsman Act, 1980
- Freedom of Information Acts 1997-2003
- Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001
- Ombudsman for Children Act, 2002
- Comptroller and Auditor General (Amendment) Act, 1993

Where appropriate this Code is compliant with the requirements of the *Code of Practice for the Governance of State Bodies (2009)*, *Public Financial Procedures, the Role and Responsibilities of Accounting Officers (Mullarkey Report 2003)* and *Risk Management Guidance for Government Departments and Offices (2004)*.

In recent years, a number of reports have been commissioned in relation to corporate governance and as a result, a number of standards of best practice have emerged. The Service has adopted all relevant best practice guidance and will continue to do so through its periodic review of its Code of Governance.

References to employee/s in the suite of documents forming The Service's Code of Governance relates to all employees directly employed by the Service (as defined under Section 22 of the Health Act, 2004). However, the Service expects those employed indirectly or providing services or advice to, or on behalf of, the Service to also meet the required high standards.

2. Guiding Principles

Standards of governance should be underpinned by a set of key principles which promote transparency, efficiency and effectiveness, are consistent with the regulatory environment, and clearly articulate the division of roles and responsibilities within the service. Specifically, standards should provide that a publicly-funded health sector service:

- acts legitimately in compliance with legal requirements, within the authority conferred;
- observes due process in all its activities and respects the rights and aspirations of other stakeholders and the public;
- meets publicly-declared standards of performance particularly relating to quality, equity, Value for Money in the use of public resources, delivery of agreed outputs and achievements of targeted health and social gain outcomes; and
- Accounts to stakeholders and to the public for its actions relating to the principles set out in the National Health Strategy i.e. quality, accountability, equity and people centeredness.

Good governance will reflect the following key characteristics:

- *Propriety* – measured by the extent to which the Board and its management team carry out their duties with integrity and fairness and without self-interest or favouritism. It is reflected in the Service's decision-making procedures, the quality of its financial and performance reporting, in guidance issued on governance and ethics as well as standards of conduct and behaviour.
- *Responsiveness* – measured by the ability of patients/clients and the public to secure performance to given standards and to obtain redress if these standards are not met.
- *Transparency* – measured by the extent to which patients/clients and the public are informed about the actions taken by the organisation and the rules governing these actions.
- *Public Accountability* – the extent to which a publicly-funded organisation accounts to government, the Oireachtas and the general public for the use of public resources whether statutorily funded or funded from fundraising initiatives.

3. Governance Documents

In support of a cohesive best practice corporate governance infrastructure, the Service has developed policies, procedures and guidelines for use by the Board, the management team and all those working within the Service.

Gheel Board Governance

This Code is concerned with the governance structure of the Service, the working of the Board including the specific duties and responsibilities of the Chairman and Chief Executive Officer (CEO). Terms of Reference for standing committees of the Board are included in this section.

Board Terms of Reference sets out the standards of behaviour for the Board and its members and how the business of the Board is conducted including communications and delegations of responsibilities.

The Board also appoints a number of Committees commensurate with the current needs of the service. This Committee structure is reviewed every three years by the Board, commencing in 2017 (Section 3).

General Operational Policies, Procedures, Codes etc.

The Code is concerned with specific internal financial and operational control procedures. These include a wide range of written policies, procedures, guidelines, codes and standards applicable to all Service employees and volunteers and are essential to ensure that organisational governance is robust and effective. The full content of these documents is available on the internal shared folder of the Service's network.

The Service's Policy Statement on Fraud is detailed in Appendix 4.

Section 4 outlines the assurance framework in place within the Service to support the implementation of the Code of Governance. This includes the four levels of assurance common in most organisations and clearly demonstrates the linkages between the various assurance practices currently in use in the Service.

4. Gheel Organisation Chart



Roles of Departments

Finance Department

The overall aim of the Finance Department is to maintain an efficient and effective system of internal financial control to ensure the Board and external stakeholders that the Service is operating in a financially compliant manner in line with legislation. In addition, the Finance Department aims to ensure that value for money is obtained in financial transactions that are transparent and accountable and that value is added to the Service by the provision of accurate and timely financial and management reporting. This is achieved by a continuous evaluation of the team structure, I.T. systems and the requirements of the Service.

Human Resources

The overall aim of the Human Resources Department is to maintain a fair, equitable and positive working environment for all employees, in support of the Gheel mission.

This is based upon the belief that the success of the Service and its ultimate value, is primarily dependent upon its employees and that the development of potential for each employee will create job satisfaction and career opportunities for individuals and provide maximum benefit to the Service.

Operations

The overall aim of the Services Department is to provide support services and to ensure that all stakeholders in receipt of services are supported.

Day Services

Gheel operates a number of day services in Dublin 3, 6, 9 and Dublin 15. The aim is to deliver a service that provides every Service User with an individually tailored programme of life skills, employment training, social skills and education with a strong emphasis on community inclusion, as to enable as much independent living as the person would like.

Each person that attends the day services chooses goals that they would like to work on. These goals are generally chosen from a wide range of areas such as life skills, social skills, future planning, physical skills, education and employment. The service supports people to maximise their independence, utilise their strengths and abilities and be active members of their community.

Residential

Gheel specialises in providing residential services in a personalised home-like atmosphere for our Service Users. Our residential services are spread across the greater Dublin area and also in North Kildare. Our Service Users live in the community in traditional community houses, self-contained apartments and single person occupancy homes. The support needs vary per Service User ranging from 24-hour support to less complex needs. Both supports emphasise the development of independent living skills, achieving individual goals and encouraging our Service Users to be active participants in their local community.

Outreach

The aim of Outreach is to provide a service that supports people to live enriched lives through inclusion and integration within the community. This is done through an outreach model of service provision, individually tailored to each person. We provide opportunities for people to develop and progress in an individual setting and a group setting.

This service is needed to support individuals with ASD who have gone through the mainstream education system, both at second and in some instances, third level. These individuals require a different type of support than the traditional day service model. The goal of this service is to help adults with autism to transition to independent living and learn valuable skills to function in society. We believe that it is important that the support that we provide enables/motivates our services users to achieve whatever it is they set out to do. We have Outreach services in North Dublin and North Kildare.

Autism Practice & Innovation

Gheel is recognised for its knowledge, practice and understanding of people with autism. The development of autism knowledge and practice has been a fundamental programme in Gheel's development. The Autism Practice and Innovation directorate is based on the concept of "knowledge management". Knowledge management is an organisational activity aimed at improving knowledge, knowledge-related practices, organisational behaviours and decisions and organisational performance. It focuses on knowledge processes – knowledge creation, acquisition, refinement, storage, transfer, sharing and utilisation. The benefits of such an approach are improved organisational behaviours, decisions, practices, services, processes and relationships that enable an organisation to improve its overall performance.

Clinical Services

The overall aim of the Clinical Services Department is to ensure the holistic needs of the people attending our service are addressed, including daily symptom management as well as behavioural and psychosocial needs. The team lead the provision of clinical care and family support programmes and is involved in training programmes for both families and staff. Th team is committed to continuous professional development and research, striving for clinical excellence to ensure the provision of the highest possible standards of care.

Quality, Risk and Safety

The overall aim of the Quality, Safety and Risk Department is to ensure that there is an appropriate framework for quality, safety and risk management in place across the organisation to support and drive improvements in the provision of a safe, effective and high-quality service. In addition, to drive core programmes of work in quality, safety and risk management, including: clinical effectiveness; risk management and client safety; continuous professional development; service improvement; and ensure that appropriate accountability and oversight arrangements are in place to monitor quality,

safety and risk management performance and to support the provision of assurances to the CEO and the Board.

PART 2 – BOARD OF DIRECTORS

1. The Board and its members

New Board and Board Committee members of Gheel are co-opted by the Board following recommendation from the Board and Sub-Committees of the Board and families in accordance with its Memorandum and Articles of Association and then approved at the following AGM (See Appendix 1. for Articles of Association).

The following organogram sets out where the Board of Gheel and its Sub-Committees sit in the context of the overall Service.



2. Role of the Board

The Board must at all times:

- Place the Service User at the centre of everything that the Service does and ensure that systems and structures are in place to ensure the delivery of integrated health and personal social services.
- Observe the highest standards of propriety in relation to the stewardship of funds and the management of the Service.
- Maximise value for money through ensuring that services are delivered in the most economical, efficient and effective way, within available resources and with independent validation of performance achieved wherever practicable
- Ensure key performance targets have been met and have regard to the policies and objectives of the statutory and relevant health agencies to the extent that these policies and objectives may affect or relate to the functions of the Service.
- Fully discharge its function as set out in section 2.6.

3. Chairman

The Board shall appoint the Chairman of the Board and determine the period for which he/she is to hold office. The Chairman must oversee the orderly operation of the Board and ensure that there is appropriate interaction between the Board and the Chairperson and the Board and the Chief Executive Officer. The Chairman shall take primary responsibility for setting the objectives and monitoring performance of the CEO and shall report back to the Board on all relevant matters arising from the performance of this role.

The roles of Chairman and Chief Executive Officer shall not be exercised by the same person.

4. Directors of the Board

The role of all Directors of the Board is to:

- Provide an independent value-added input to Service's strategy;
- Act as a catalyst for change;
- Challenge the status quo and any planned developments when appropriate;
- Advise and support the Chief Executive Officer and the Executive;
- Satisfy themselves that financial controls and all risk management systems are robust and defensible.
- Keep the Chairperson apprised of significant issues at an early date, in keeping with best practice governance and policy requirements.

Newly appointed members shall be provided with appropriate induction training in relation to their responsibilities as a member. Subsequent training for all Board members takes place particularly in relation to new laws and regulations.

5. Code of Standards and behaviour for Board members

It is the individual and collective responsibility of Board members to set the right tone at the governance level of the Service that clearly and unambiguously portrays a culture and ethos for the organisation in keeping with its responsibility to be accessible to all children and families who need our Services.

Members should respect the highest standards of honesty and integrity. To ensure this they should adhere to the principles set out within the code of conduct, Appendix 3.

6. Reserved functions of the Board

The Board assures itself that it has clearly documented the range of responsibilities that it reserves to itself. At a minimum these include;

- Putting in place a clear scheme of delegation of accountability from the Board to the CEO;
- Approval of annual budgets;

- Significant procurement contracts, acquisitions, disposals and retirement of assets of the Service or its subsidiaries. The Board should specify clear quantitative thresholds for contracts above which Board approval is required and should approve the terms of major contracts;
- Risk management policies;
- Senior management remuneration and compliance with public pay policy and the Department of Health Consolidated Pay scales for the health sector;
- Ensuring the Service complies with health sector pay policy;
- Approval of annual reports and audited financial statements which are available on the Service's website;
- Approval of the Annual Compliance Statement prior to submission to the HSE;
- Appointment of the CEO, assessment of the performance of and succession planning for the CEO and Senior Management Team.

Strategic Function:

- Set the appropriate strategic direction for the Service (in conjunction with the CEO and the Executive), bearing in mind the ethos, culture and vision that underpin the Service;
- Review, approve and monitor the implementation of strategic and service plans for Service on a regular basis;
- Meet with the Management Team at least once a year to formally review the strategic direction of the Service;

Control Function:

- Ensure adequate resources are put in place to enable the Service to continue its work and that those resources are utilized most effectively in the management of the Service;
- Take such reasonable measures so as to ensure that the CEO and Executive adhere to and implements policies and procedures as advised;
- Monitor and review organizational performance through appropriate Board sub-committees and in particular the performance of the CEO and the Senior Executives.
- Ensure that the financial records are audited in accordance with accepted accounting standards and policies;
- Monitor legal, ethical and environmental compliance, in conjunction with the CEO and the Executive and appropriate Board Sub-Committees;
- Approve in keeping with the quantitative thresholds, contracts, acquisitions, disposals and retirement of assets;

7. Performance of functions

The performance of the functions delegated by the Board to the CEO should be undertaken in accordance with the following:

1. All relevant policies, protocols, directions, circulars, and guidelines or documents of a similar nature specified by the Board or that issued or may issue from time to time by the Service or any relevant statutory agency;

2. The approved Code of Governance of the Service;
3. The provisions of the Service's Strategic Plan for the time being in force;
4. Any relevant amendment to any law/act/legislation that impacts on the provision of services;
5. The CEO must perform these functions in accordance with the role and responsibilities as outlined in his/her job description.

8. Delegation of responsibilities to the Chief Executive Officer (CEO)

The Board delegates operation responsibility for the day-to-day running of the Service to the Chief Executive Officer (CEO). As head of the Service, the CEO is accountable to the Board. S/he is not a member of the Board.

The Board appoints a Chief Executive Officer (CEO), recruited in accordance with the Public Service Management (Recruitment and Appointments) Act 2004. Appointment of the CEO is approved by the Board as supported by the Audit and Remuneration Committee.

If the CEO is absent or the position of CEO is vacant, the functions of the CEO may be performed by such employee of Gheel as may be appointed by the Board as an acting or interim CEO. In the event of such an appointment that person carries the same authority as the CEO in exercising his/her acting role.

The CEO will:

- Operate, manage and control generally the administration and business of the Service;
- Be accountable to the Board;
- Implement the strategic and service plan;
- Put in place, and sustain, a unified management structure to manage the work of the organisation;
- Agree individual plans including performance targets with his/her management team;
- Delegate authority and accountability to his/her management team for operational matters;
- Monitor performance and hold his/her management team accountable;
- Ensure that the Board has timely and accurate information to fulfil the objectives and functions of the Service;
- Ensure that the Board has timely and accurate information on the performance of management;
- Ensure that the Board has sufficient information on risk identification, measurement and mitigation strategies for the Service;
- Ensure economy and efficiency in the use of resources;
- Ensure systems, procedures and practices of the Service are in place for evaluating the effectiveness of its operations.

In addition, the CEO will inform the Chairperson of the Board and the Chairpersons of the Audit and Remuneration and Quality, Risk and Safety and Family & Friends Committees in a timely manner of any material breaches of internal controls.

9. Board Secretary

The Board Secretary is a Board appointment. The role of the Board Secretary is to advise and guide members on their obligations under appropriate legislation and regulations, to act as the corporate governance officer and to organise and administer Board meetings. This role may be administered by a member of the Executive other than the CEO.

Specifically, the Board Secretary must:

- Be responsible for the care and use of the seal of the Service in accordance with the Companies Act 1963 to 2013;
- Ensure that all statutory books are maintained and statutory reporting is carried out;
- Maintain appropriate registers and reporting mechanisms as a required to comply with the reporting of interests of Board members as “Designated Directors” under the Ethics in Public Office Acts 1995 to 2001;
- Bring to the attention of Board members:
 - Legal and other changes that affect their duties and responsibilities;
 - Material Changes to corporate governance standards and best practice – with suitable recommendations for change, if appropriate;
 - Recommendations on suitable training opportunities that may benefit members.
- Organise and attend Board and/or relevant sub-committee meetings:
 - Properly notify members in advance.
 - Prepare, following consultation with the Chairperson and the Chief Executive Officer the agenda and collate supporting papers;
 - Prepare minutes of the meeting, set out action points with assigned responsibilities and note the unresolved matters to be brought forward to subsequent Board agendas until resolved;

All members have direct access to the Board Secretary in relation to Board business.

10. Board Communications

Day-to-day representation of the Service regarding operational matters is delegated to the CEO who may subsequently appoint spokespersons for the Service.

The Chairperson/designate shall be the spokesperson for the Board on all other matters.

Members will direct their communication to Gheel via the Chairperson or CEO (or via the Chairpersons of the relevant Committees in relation to the investigation of matters under either Committee’s remit).

Members shall observe absolute confidentiality in relation to the Service’s Board matters.

11. Board Meetings

In accordance with best practice and Articles of Association (Appendix 1) the Board shall hold as many meetings as are necessary for performing its functions, but, in each year, it shall hold not fewer than five meetings per calendar year.

A member's participation in a meeting by video link or audio link shall be regarded as valid attendance at meetings. Attendance at Board and Committee meetings is disclosed in the minutes of the Board meeting dealing with the evaluation of Board performance.

Attendance at Board and Committee meetings by non-members is at the discretion or direction of the Chairperson of the Board or Committee as appropriate.

12. Board Agenda and Papers

The Chairperson, supported by the CEO and Secretary, is responsible for setting the agenda of the Board. The Chairperson may from time to time consult with other Board members on items to include on the agenda. The agenda with supporting papers should be given to members at least five working days in advance of a Board meeting. At the Chairperson's discretion late papers may be added.

The standing Board agenda includes:

- Approval of minutes from previous meeting;
- Consideration of matters arising/unresolved items from the previous meeting;
- Reports from Committees of the Board as set out in the Annual Work Plan;
- Performance report from the Chief Executive Officer or designate on strategic developments and operational issues. Departmental reports from the responsible member of the Executive Management Team;
- Updates at every meeting on Service User Complaints;
- Specific matters referred to The Service by the Chairperson;
- Matters that need to be brought to the attention of the Chairperson.

The Board also has an Annual Work Plan of reports and matters for consideration throughout the year on the agenda.

Maintenance of this programme is the responsibility of the CEO and Secretary in consultation with the Chairperson.

Information for the Board should follow these principles:

- All members of the Board should have equal access to information that informs Board decisions;
- Information should be supplied in a timely, accurate and appropriate manner.

13. Board Committees

The Board may, from time to time, establish such Committees/Working Groups of the Board as are necessary to assist it in the performance of its duties. They may include members who are not members of the Board if specialist skills are required, provided their appointment is approved, in advance, by the Board.

Where a Committee is established:

- The terms of reference are specified in writing and approved by the Board and reviewed annually;
- The Board, on the nomination of the Chairperson, appoints its members;
- The Board receives regular reports from the Committee;
- All protocols concerning the operation of the Board are applied to a Committee;
- Minutes of Committee meetings are available to all Board members.

Attendance at Board Committees by key Service employees is necessary in order for the Committee members to be fully briefed on their area of responsibilities. The Committee Chairperson advises the CEO in advance of required attendees and it is the CEO's responsibility to ensure their attendance. In some cases it is likely that key employees will be required to attend certain Committees on an ongoing basis.

The current Committees are as follows and are approved by the Board:

1. Audit and Remuneration Committee

Terms of Reference sets out the role of the Financial Audit Committee established by the Board to assist it, in fulfilling its duties, by providing an independent and objective review of the:

- financial reporting process;
- process relating to the Service's management of financial risks, prevention of corruption and waste and the system of internal control;
- internal and external audit processes;
- Promotion and auditing of Value for Money Management (VFM) throughout the Service.

2. Quality, Risk and Safety Committee

Terms of reference of the Risk Committee established by the Board to assist it in fulfilling its duties by ensuring:

- the principles and standards of clinical governance are applied to all aspects of the service with the ultimate goal of improved care to children and young people;
- the systems and processes relating to quality, safety and the measurement of non-financial risk are in place;

- processes and mechanisms are deployed to ensure integration of Gheel’s approach to the management of non-financial risks and day-to-day operational activities;
- The promotion of a risk management culture across Gheel.

3. Nominations Committee

- The Board has adopted the Terms of Reference listed by The Governance Institute (ICSA) for the Nomination Committee – this is in line with the UK and Ireland Institute of Directors guidelines for non-for-profit organisations.

14. Independent professional advice

The resources of the Service are available to the Board and its members to assist them in performing their duties. Members may also take independent professional advice in the furtherance of their duties at the reasonable expense of the Service. Taking independent professional advice must be approved in advance by the Chairperson and proceed in accordance with the Service’s procurement policy.

15. Review of Board Performance

At the beginning of each year the Board shall prepare a set of key performance indicators and measures for itself for the forthcoming year. The annual report states how performance evaluation of the Boards, Board Committees and individual members was conducted and give an outline of the outcomes of such evaluations.

At the end of each year the Board shall prepare a report on its role and responsibilities and the actions it has taken to discharge those responsibilities for inclusion in the annual report. The Board carries out an annual review of its effectiveness and recommends any necessary changes to the Chairperson.

PART 3 – GENERAL GOVERNANCE DOCUMENTS

Part 3 of the Code is concerned with the organisational financial and operational control procedures. These include a wide range of written policies, procedures, protocols and guidelines (PPPGs). These PPPGs and standards of behaviour, applicable to all employees and in some cases volunteers, are essential to ensure that organisational governance is robust and effective.

To ensure these activities are controlled the Service has a range of policies and reporting arrangements. This chapter provides an overview and introduction to these documents. The full version of the Service PPPGs is contained on the Services network.

1. Human Resource Management

The Service has in place a wide range of written policies and guidelines that are applicable to all employees (and in some cases volunteers) and are essential to support administrative personnel functions, performance management and employee relations.

The Service's Conduct in the Workplace Policy defines the overall framework within which all employees are expected to work. It sets out the principles which should govern the behaviour of employees and the values which the Service espouses.

2. Financial Management

Financial Management is the system by which the financial aspects of the Service are directed and controlled to support the delivery of the Service's goals. The key performance criterion in relation to financial management is that the Service has in place robust financial management systems and an effective system of internal control over the use of its financial resources. Effective internal financial control encompasses safeguarding the Service's assets from losses of all kinds and ensuring that value for money is achieved in the use of financial resources.

It is the responsibility of all Budget Holders, managers and staff in the delivery of day-to-day operations and corporate activities that the financial regulations are fully complied with.

Procurement:

The Service's policies, procedures, standard templates & forms, guidance and applicable legislation are designed to ensure that the Service applies the highest standards of integrity, fairness, legality, confidentiality, and disclosure of interest to all procurement related transactions. All relevant procurement regulations are applied so that competition is promoted, value for money secured, equal access to publicly funded contracts is afforded to all taxpaying suppliers, and openness and transparency assured. Where relevant, the Service's procurement decisions should take account of prevailing social and environmental ethical standards.

The primary objectives of the Service's policies are to ensure that all transactions:

- Meet the requirements of Service Users
- Give best value for money
- Utilise the Service's purchasing power
- Are totally transparent and proportional
- Ensure equality of access to qualified suppliers
- Are formally contracted
- Fully comply with Government Guidelines and EU Directives applicable to state bodies
- Are undertaken in a professional manner
- Where possible to gain support from donors for product/services in-kind as a substitution for purchasing

3. Quality, Risk and Safety

The Service is committed to the provision of safe, high quality health and social services. Raising and maintaining the quality and safety of care requires sustained commitment to continuous improvement from *everyone* involved in the health and personal social care system.

The Service has a Risk Management Strategy and a Clinical Governance Strategy that includes a Risk Management Framework that enables the Service to measure performance in quality and risk management against best practice standards including national standards issued by regulators and professional bodies. A consistent and structured approach to quality and risk management is essential to successfully managing quality and safety at all levels and areas within the Service.

The Service faces a wide range of strategic, operational, reputational and financial risks, from both internal and external factors. Risk Management is the planned and systematic approach to identifying, evaluating and responding to these risks and providing assurances that responses are effective. The Service has in place a comprehensive integrated risk management policy with related procedures and guidance and reporting and monitoring mechanisms. A detailed description of the Service's operational approach is given in the Risk Management Policy document. The Service has in place a Risk Management Process document, and a Risk and Incident Escalation Procedure. The Risk Register is a key tool for the management and communication of risk information in the Service. Guidance on developing and populating the Service's risk register is also provided.

4. Advocacy and Service User Care

The Service is committed to supporting the adults and their families in a quality Service User focused manner and by using systems and services available to the Service for Service User advocacy as well as internal mechanisms for promoting and valuing the views of Service Users. The Service promotes of Service User involvement throughout the organisation provides Compliments, Comments and Complaints facilities in each location to ensure each person can have their say.

The Service User evaluations and routine Person-Centred Planning meetings for Service Users and families, promotes positive opportunities for stakeholders to voice their opinions and advocate on their own behalf.

It is the policy of the Service to elicit views from Service Users, carers, visitors and the community about the services provided by the Service. Any complaint is viewed as an opportunity to inform service provision, to continuously improve the quality of the services that are provided and to learn lessons, so as to prevent similar occurrences in the future. Complaints, criticisms or suggestions, whether oral or written, are taken seriously and handled appropriately and sensitively.

5. Information and Communications Technology

The provision of health and personal social services is driven to a large extent by the quality of the data that is available at the point of care and the quality of the information used to make decisions that impact upon people and society. Care outcomes are directly related to the quality, reliability,

access, security, confidentiality, safety, cost-effectiveness and effective use of information and information technology.

The Service has in place a comprehensive set of information security policies which outline the correct and proper use of the organisations information and I.T. (Information Technology) resources. Compliance with these policies is mandatory for all staff and others that use I.T resources to process or store the Service's patient, client or staff information.

6. Facilities Management

Management of the overall facilities including maintaining existing plant and buildings as well as acquisition of new facilities needs to be managed efficiently and effectively.

The Service has developed a system of review of all facilities to ensure that Service Users and their families are cared for in safe and secure accommodation and that staff can effectively carry out their work in a safe manner.

The Service also operates an effective waste management system to ensure assets are managed in an efficient, environmentally friendly and cost effective way.

7. Communications

A key objective for Gheel is to work to integrate all inter-related communications functions within the Service. These communications functions encompass regular team, locational and regional meetings with CEO, Director of Services and Director of Finance. This process brings together all service functions engaging in communication projects and will standardise and integrate all of the communications activities of the organisation. This will ensure strategic focus and purpose, increase economies of scale, prevent duplication and waste of valuable resources and allow integration of messages with service provision.

8. Planning and Performance Reporting

High quality corporate planning and performance reporting are fundamental requirements of the Service. There are both statutory planning / reporting obligations to meet the needs of external stakeholders and internal management reporting obligations which support good governance and control processes within the Service.

Each manager must be aware of Service's Strategic Plan and the specific departmental targets and plan for their area of responsibility and acknowledge their responsibility and accountability for developing and implementing that plan.

Performance is reported throughout the year via monthly departmental meetings with the CEO. These meetings and minutes monitor progress against agreed objectives and targets as set out at the beginning of the year. These are summarised and reported to the Board at each Board meeting throughout the year.

PART 4 – ASSURANCE FRAMEWORKS

The Code of Practice for the Governance of State Bodies 2009 sets out the corporate governance responsibilities of the various parties responsible for the successful operation of all state bodies and agencies. As the Service is partly financed by the HSE and receives substantial donations via fundraising, there is an obligation on Board to be satisfied that comprehensive strategies, policies, and procedures comprising the code of governance are in place, are implemented and their effectiveness demonstrated. The Assurance Framework provides the Service with a comprehensive method for providing this assurance to the Board. This Code of Governance has now been reviewed to ensure that it meets with all of the requirements as set out in the Code of Practice for the Governance of State Bodies 2009.

All managers in the Service have a central role in emphasising the importance of control and must take a visible leadership role in ensuring that there is compliance with the control procedures.

The control framework of the Service is composed of 4 levels.

Level I - Procedures and policies established and implemented by an organisation.

► The Service has established policies, procedure and guidelines across all functions and service delivery areas. This comprehensive suite of policies and procedures is the fundamental basis for good governance and control and must be regularly reviewed and updated as required. The Policy and Procedure documents are available on the Service's network. Each employee is required to comply with these.

The HR department is responsible for ensuring that staff are made aware of their responsibilities when commencing employment. Each Head of Department and Manager is responsible for ensuring the Code of Governance including all the relevant policies, procedures and guidelines are understood and implemented for their area of responsibility on an ongoing basis.

Level II – Line and Operational management oversight and review of adherence to organisational procedures

► All managers must be satisfied that their departments are fully and properly implementing and complying with the Service's policies and procedures. To achieve this, managers are responsible for carrying out such checks to satisfy themselves of compliance and to take necessary corrective action to address any deficiencies identified.

Inspections undertaken / commissioned by management and reviews/health care audits carried out by external agencies such as HIQA also form part of the Level II controls.

Level III – Internal Audit

► Internal Audit reviews systems, processes and controls on a sample basis. Investigations and reviews are also undertaken by Internal Audit.

All findings and recommendations identified by Internal Audit are reported to management, and the relevant committees responsible for different functions. Management is responsible for

implementing Internal Audit recommendations in a timely manner. Internal Audit also provides advice to management.

Level IV – External Audit

► External Audit can relate to Financial or Health Care Audit. The auditing firm appointed by the Audit and Remuneration Committee, carries out an annual audit on the Annual Financial Statements in order to determine if the accounts provide a true and fair view of the transactions of the organisation. Transactions are reviewed on a sample basis. The Audit and Remuneration Committee reports its findings to the Board.

External Regulatory bodies also carry out audits and reviews within the health care arena e.g. HIQA, HSE Internal Audit, Comptroller & Auditor General.

APPENDICES

Appendix 1:	Articles of Association
Appendix 2:	Register of Interest
Appendix 3:	Code of Conduct
Appendix 4:	Policy on Fraud

Appendix 1:

Articles of Association

COMPANIES ACTS, 1963 to 2009

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of-

Gheel Autism Services

COMPANIES ACT, 1963 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

GHEEL AUTISM SERVICES LIMITED

(as adopted by Special Resolution passed on 25th May 2009)

INTERPRETATION

1. In these Articles:-

“Act” means the Companies Act, 1963-2006 (Inclusive);

“Board” means the board of the Directors from time to time appointed;

“Directors” means the Directors for the time being of the Company and from time to time of the Directors present at a meeting of the Board and includes any person occupying the position of director by whatever name called;

“Office” means the registered office for the time being of the Company;

Seal means the common seal of the Company;

“Secretary” means any persons appointed to perform the duties of the secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members in the Company is limited to 20 but the Board of Directors may at any time and from time to time alter the number of members in the Company.
3. (a) The subscribers to the Memorandum and Articles of Association shall be the first members of the Company
(b) No other person shall become a member of the Company unless admitted to membership by the Board of Directors.
(c) The subscribers to the Memorandum and Articles of Association and such other persons as shall be admitted to membership by the Board shall sign the register of members kept in accordance with Section 116 of the Act or shall sign a written consent to become a member.

4. Every member shall be bound to use all reasonable endeavours to further the objects and interests of the Company in accordance with the Memorandum and Articles of Association of the Company:
5. Membership of the Company shall cease:-
 - (a) On a member's death
 - (b) If a member resigns by notice in writing to the Secretary at the Office
 - (c) Where, subject to clause (d) below, the opinion of the Board considers that a member's continued association with the Company is not in the best interests of the Company and a resolution to expel such a member is passed by a majority of at least two-thirds (2/3) of the Board of Directors present and voting at a Board Meeting specially convened for this purpose.
 - (d) A member whose expulsion is to be considered by the Board under clause (c) above shall be entitled to a fourteen (14) days prior notice in writing of the Board Meeting, shall be entitled to attend (and be represented at) the meeting and be heard in defence but shall not be present at the voting or take part in the proceedings otherwise than as the Board shall permit. Here it is decided to expel a member he shall be notified in writing of the decision of the Board.

GENERAL MEETINGS

6. All general meetings of the Company shall be held in the State.
7. (1) Subject to paragraph 7(2), the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
(2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in a year of its incorporation or in the following year. Subject to Article 6, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.
8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided under Section 132 of the Act. For the avoidance of doubt, if at any time there are not within the State sufficient Directors capable of acting to form a quorum for a Board meeting for the purpose; and three members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

10. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by a twenty-one (21) days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen (14) days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour

od meeting and, in the case of special business, the general nature of that business and shall be given, in a manner hereinafter mentioned, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at and extraordinary Gheel meeting, and also all that is transacted at an annual Gheel meeting with the exception of the consolidation of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of re-numeration auditors.
13. No business shall ne transacted at any general meeting unless the quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three members present in person shall be quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day next week at the same time and place, or to such other day and to such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
15. The chairman, if any, of the Board of Directors, shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their numbers to be chairman of the meeting.
16. If at any meeting no Director is willing to act as a chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
17. The chairman may within the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. At any general meeting a resolution put to the vote of the meting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) By the Chairman; or
- (b) By at least three members present in person or by proxy; or
- (c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting right of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

19. Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
21. A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
22. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held; and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

23. Every member shall have one vote unless otherwise determined by the Board
24. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person may vote by proxy on a show of hands or poll.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due

time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

26. Votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer nor his attorney duly authorised in writing. A proxy must be a member of the Company.
28. The instrument appointing a proxy and the power of the attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. As instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit –

To: GHEEL AUTISM SERVICES LIMITED

I/We,

of

in the Country of , being a member/members of the above-named Company, hereby appoint

of

or failing him,

of

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of , 20 , and at any adjournment thereof.

Signed this day of ,20 ,

*in favour of

this form to be used the resolution.

against

Unless otherwise instructed, the proxy will vote as he thinks fit.

**Strike out whichever is not desired*

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in a demanding poll.
31. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting of adjourned meeting at which the proxy is used.

DIRECTORS

32. The number of Directors and names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them. The Company in general meeting may thereafter the numbers determined in accordance with the provisions of Article 48 below.
33. The Directors may be paid all travelling, hotel and other expenses properly incurred and receipted by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company, but no Director shall receive salary or remuneration in respect of his work as Director.

BORROWING POWERS

34. The Board of Directors may by a majority vote exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Company (subject to compliance with all applicable law).

POWERS AND DUTIES OF DIRECTORS

35. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
36. The Directors may from time to time and at any time by power of attorney, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

37. All cheques, promissory notes, draft 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, by such person or persons and in such a manner as the Directors shall from time to time by resolution determine.

38. The Directors shall cause minutes to be made in books provided for the purpose:

- (a) Of all appointments of all offices and officers made by the Directors;
- (b) Of any names of the Directors present at each meeting of the Directors and of any committee of the Director;
- (c) Of all resolutions and proceedings at all meetings of the members of the Company, of the Directors and of any committees of the Directors.

DISQUALIFICATION OF DIRECTORS

39. The office of Directors shall be vacated if the Director:-

- (a) without the consent of the Company in general meeting, holds any other office or place of profit under the company; or
- (b) is adjusted bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) cease to be a director by virtue of Section 180 of the Act;
- (d) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act, or the subject of a disqualification order under s159 or s160 of the Companies Act 1990 (or Pat VII thereof); or
- (e) becomes of unsound mind; or
- (f) resigns his office by notice in writing to the Company; or
- (g) is convicted of an indictable offence unless the Directors otherwise determine; or
- (h) ceases to be a member of the Company by virtue of Article 5; or
- (i) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act; or
- (j) unless otherwise determined by the Board, fails to attend six consecutive meetings of the Board.

VOTING ON CONTRACTS

40. Subject to Article 41, a Director may vote in respect of any contract in which he is interested or any matter arising therefrom, provided that the Directors interest in the contract be disclosed in full to the Board prior to any vote thereon.

41. Where the Board determines that it is in the best interests of the Company a Director must refrain from voting on any interested contract.

APPOINTMENT OF DIRECTORS

42. The membership of the Board of Directors shall in the first instance consist of the signatories to the Memorandum and Articles of Association and thereafter as appointed by the members of the Company and each of the persons so appointed shall continue to act as

Director until he dies, resigns, rotates, becomes disqualified or otherwise leaves the office in accordance with provision of these Articles.

43. The Board shall have the power to pass a resolution to remove any one of the Directors from the Board, provided the Board is one of the opinion it is acting bona fide and in the interests of the Company as a whole and not for any ulterior motives. The Board must afford the proposed exiting director an opportunity to attend and be heard (but not vote) at any such meeting of the Board considering his removal. Such removal shall be without prejudice to any claim such Director may have for damages for breach of contract of service between him and the Company.

ROTATION OF DIRECTORS

44. At the second annual general meeting of the Company and at every second year annual general meeting thereafter, one fifth of the Directors for the time being, or, if their number is not five (5) or a multiple of five, then the number nearest one fifth, shall retire from office.
45. The Directors to retire every two years pursuant to Article 43 shall be those who have been longest in office since their last election, but at between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
46. The Company at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing, a person thereto, and in default, the retiring Director shall, if offering himself for and being eligible for the re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
47. Subject to Article 48 below, a retiring Director shall be eligible for re-election.
48. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for re-election to the office of Director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left to the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
49. The Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
50. The Board of Directors shall have power at any time, and from time to time, to co-opt a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

51. In addition to and without prejudice to the provisions of the Act, the Company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of contract of service between him and the Company.
52. The Company may by ordinary resolution appoint another person in the place of a Director removed from office under the Article 50. Without prejudice to the power of the Directors under Article 49, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the next AGM and he may offer himself for re-election at this time.

PROCEEDINGS OF DIRECTORS

53. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. Two Directors may, and the Secretary on the requisition of a Director shall, at any time convene a meeting of the Directors. If the Directors so resolves in the interests of the Company as a whole, it shall not be necessary to give notice of a meeting of the Directors to any Director who being resident in the State for the time being absent from the State.
54. The quorum necessary for the transaction of the business of the Directors shall be two.
55. The continuing Director may act notwithstanding any vacancy in their number, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors and not for any other purpose.
56. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
57. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been assented at a meeting of the Directors duly convened and held.

SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS

58. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit. Any special committees so formed shall, in the

exercise of the powers be delegated, conform to any regulations that may be imposed on it by the Directors.

59. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number⁴ to be chairman of the meeting.
60. The meetings and proceedings of any such committee consisting of two or more individuals shall, be governed by the provisions of these Articles regulating the meetings and proceedings of Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under Article 57 herein.
61. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
62. The Board shall require that any special committee shall keep careful minutes of its proceedings and furnish copies to the Board together with copies of any reports, surveys or other documents presented to the meetings of the special committees.
63. All acts done by meeting of the Directors or of ay special committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were is qualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

SECRETARY

64. The Secretary shall be appointed by the Board of Directors for such term and at such remuneration and upon such conditions as the Board may think fit.
65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting not as Director and as, or in place of, the Secretary.

THE SEAL

66. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall b affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

67. The Director shall cause proper books of account to be kept relating to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) 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, If such books are not being kept on a Company computer system or sick then a hard copy must be kept off-site in a location deemed safe and secure.

68. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
69. (a) Without prejudice to the provisions of the Acts, the Directors shall from time to time determine whether and 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 inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
- (b) The Chief Executive Officer of the Health Service Executive ("CEO") or any officer of the relevant funding Health Authority authorized by him to do so shall on adequate written notice to the Board have the right to inspect the accounts, books and records for inspection when requested by the CEO or the person so authorized.
70. The Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting if the Company such profit and loss accounts, balance sheets, groups accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors report and the Auditors report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

73. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying 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 24 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 post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member
- (b) the auditor for the time being of the Company

No other person shall be entitled to receive noticed of general meetings.

OTHER PERSONAL INTERESTS NOT COVERED ABOVE

Declared interests:

SIGNED: _____ **DATE:** ___ / ___ / ___

Accompanying notes:

Purpose of the register

The organisation intends that the following provisions for declarations of interests and withdrawal from meetings would prevent individuals from being influenced, or appearing to be influenced, by other interests in the execution of their duties on behalf of the Service.

Who is required to declare interests?

Those required to declare interests include:

- Chairperson
- Board Members
- Chief Executive Officer

What interest(s) must be declared?

All personal or business interests that may, or may be perceived by reasonable individuals outside the Service, to influence their judgement should be declared. Such interests will include, but not be limited to, for example Trustee of ABC charity, Member of Local authority, Employee of ABC charity with similar aims and objectives working in the same area.

Members must also declare their relevant interests in issues that arise for discussion at formal meetings of the Board, standing committees and other committees and meetings.

When to complete the register

Within one month of being elected to the Board or taking up appointment, or before attendance at the first Board meeting, whichever is first.

What happens to this information?

The register is maintained by the Secretary and is available for inspection.

Appendix 3: Code of Conduct

CODE OF CONDUCT

This Code has been developed for all Board members, staff and volunteers in the Service.

Gheel Autism Services is committed to delivering quality and safe services, which embrace and support unique individuality of persons with autism as valued members of society.

Our Autism informed services aim to:

- Support and embrace difference
- Design individual person-centred services
- Facilitate family and community involvement
- Promote evidence-based practice and training
- Respect the Privacy and Dignity of each individual
- Provide people with choices, not boundaries
- Live a low arousal philosophy
- Monitor and audit our services in line with best practice
- Give people a life, not just a service

I promise to abide by the fundamental values of DIGNITY, RESPECT, EMPOWERMENT, DIVERSITY and INTEGRITY; these will underpin all the activity of this organisation. Here at Gheel, we endeavour to live and work by these values in our interactions with our Service Users and with each other.

I will strive to embody the principles and live up to the trust placed in me by Gheel. These principles are:

1. Accountability

Everything Gheel does will be able to stand the test of scrutiny by the public, members, stakeholders, funders, statutory agencies and the Courts.

2. Integrity and Honesty

Integrity and honesty will be the hallmarks of all conduct when dealing with colleagues within Gheel and equally when dealing with families, individuals and institutions outside it.

3. Transparency

Gheel strives to maintain an atmosphere of openness throughout the organisation to inspire the confidence of the public, stakeholders, staff, charity regulators and the statutory agencies.

Additionally, I agree to the following points:

Law, mission, policies

- I will not break the law or defy any statutory regulations in any aspect of my role.
- I will support the mission, vision and values of the organisation.

- I will abide by organisational policies, procedures, protocols and guidelines.

Conflicts of interest

- I will always strive to act in the best interests of the organisation.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgement of the Board and do as it requires regarding potential conflicts of interest.

4. Person to Person

- I will not break the law, or act in disregard of organisational policies in my relationships with fellow Directors, staff, members, service recipients, contractors or anyone I come into contact with in my role.

5. Protecting the organisation's reputation

- I will not speak on behalf of the organisation to the media or in a public forum without the prior knowledge and agreement of the Chief Executive Officer.
- When I am speaking as a representative of this organisation, I will take care to ensure my comments reflect current organisational policy even if I hold different personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will respect organisational, Board and individual confidentiality.
- I will take an active interest in the organisation's public image, news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

6. Personal Gain

- I will not personally gain materially or financially from my role nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept gifts or hospitality that contravenes policy.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

7. In Meetings

- I will abide by meeting procedures and practices.
- I will strive to attend any meetings that I am required to attend and to give apologies ahead of time to the Secretary if unable to attend.
- I will study the agenda and other information sent to me in good time prior to the meeting and I will be prepared to debate and vote on agenda items during the meeting.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude to the opinions of others while making my voice heard.

- I will accept a majority vote on an issue as decisive and final.

8. Enhancing Governance

- I will participate in induction, training and development activities.
- I will continually seek ways to improve practice.
- I will support my colleagues in their roles.

9. Loyalty

- I understand that substantial breach of any part of this code may result in termination of my role.
-

ACKNOWLEDGEMENT

I confirm my acceptance and agreement to be bound by this Code of Conduct within Gheel Autism Services CLG.

Signature: _____ Date: _____

Appendix 4: Policy on Fraud

1.0 Policy Statement

Gheel Autism Services CLG (the Service) aims to ensure that there is an effective Fraud Policy in place in order to provide a high quality, safe environment to children, adults and their families using the service and an environment and culture that is safe for staff, volunteers and visitors.

Fraud is an ever-present threat to these resources and hence must be a concern to all employees and persons employed in a similar capacity. Fraud may occur internally or externally and may be perpetrated by staff, patients, Service Users, suppliers, contractors or development partners, individually or in collusion with others.

Fraud is prevalent within organisations and remains a serious and costly problem for virtually every type of organisation. An effective anti-fraud strategy has four main components:

- i. Prevention
- ii. Detection
- iii. Response
- iv. Deterrence

It is the combination of an effective fraud prevention, detection and response measures that create an effective fraud deterrent.

2.0 Scope

This policy applies to all staff, volunteers, adults, families and visitors.

All staff must be aware and adhere to the Fraud Policy.

The purpose of this document is to set out employees' and volunteers' responsibilities with regard to fraud prevention, what to do if fraud is suspected and the action that will be taken by management.

3.0 Definition of Fraud

The term fraud is used to describe such acts as deception, bribery, forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts and collusion. For practical purposes fraud may be defined as the use of deception with the intention of obtaining an advantage, avoiding an obligation or causing loss to another party. The criminal act is the attempt to deceive and attempted fraud is, therefore, treated as seriously as an accomplished fraud.

Computer fraud is where information technology equipment has been used to manipulate programs or data dishonestly (e.g. by altering, substituting or destroying records, or creating spurious records), or where the use of an IT system was a material factor in the perpetration of fraud.

4.0 Policy

The Service, through its Corporate Governance regime endeavours to achieve openness, transparency and accountability by establishing a best practise by carrying out risk management reviews and regular monitoring of activities and functions thus creating an environment that deters fraud.

- All cases of fraud or suspected fraud will be investigated immediately.
- Recovery of losses arising from fraud will be pursued.
- Disciplinary action will be taken against employees involved in fraud and action and may also be taken against employee's whose negligence through lack of supervision and control may have facilitated the event.
- The Service considers that the exposure and prosecution of persons wilfully defaulting or attempting the default with public monies or property is essential in the public interest as a deterrent and will report all such cases to the Gardaí when discovered.
- The Service is determined that the culture and tone of the organisation will continue to be one of honesty and opposed to fraud and corruption.

5.0 Responsibilities

The Service is committed to the highest standards of openness and accountability in all processes. The role of management in developing and monitoring a risk managed framework in the organisation which would reduce the likelihood of fraud is crucial to the effectiveness of the framework in the organisation which would reduce the likelihood of fraud is crucial to the effectiveness if the framework that will be put in place.

- Ensure it has suitable policies and practices in place to safeguard itself against fraud and theft.
- Ensure that it communicates its policy on fraud to employees in a formal Policy Statement.
- Ensure that an annual report on fraud and theft is prepared for the consideration of the Audit Committee and the Board.
- Carry out vigorous and prompt investigations if fraud occurs.
- Take appropriate legal and/or disciplinary action against perpetrators of fraud and take disciplinary action against managers and supervisors where their failures have contributed to the commissioning of fraud.
- The Chief Executive Officer of the Service carries overall responsibility for the prevention of fraud, and is liable to be called to account by the Board for specific failures. However, the above responsibilities fall directly on line management and may involve all Service employees.

Line Manager Responsibilities

Line managers are expected to set example by complying fully with procedures and controls.

The day to day responsibility for the prevention and detection of fraud rests with line managers who are responsible for:

- Identifying the risks to which systems, operations and procedures are exposed;
- Developing and maintaining effective controls to prevent and detect fraud;
- Ensuring that controls are being complied with;
- Providing induction and regular training for employees involved in internal control systems to ensure that their responsibilities are regularly highlighted and reinforced;
- Ensuring the rotation of employees where possible and necessary.
- All reports of fraud or suspected fraud must be taken seriously. Where a member of staff alerts a line manager to possible fraud the following steps should be taken by the line manager:
 - Act quickly to minimise any losses.
 - Bear in mind that it is only an allegation until outcome of investigation is known.
 - Preserve any evidence and move it to a safe location where practicable.
 - Notify the Chair of Audit Committee and Finance Manager.
 - Carry out a vigorous and prompt investigation and report findings immediately to the chair of Audit Committee and Finance Manager.
 - Inform, if possible, the person who made the initial report of what is happening.
 - Notification to the Gardaí should be carried out by the line manager.

Employee Responsibilities

Every employee has a responsibility to:

- Ensure that public funds/assets that are entrusted to them are safeguarded.
- Comply with rules of conduct and behaviour as set from time to time by the Service.
- Inform line manager of any gifts/hospitality offered (see Conduct in the Workplace Policy).
- Inform line manager of any outside interests that may conflict or impinge on their duties.
- Alert line manager to weaknesses in the control system.
- Alert line manager and/or the Audit Committee to fraud or suspected fraud.
- Assist in any investigation that may arise in respect of fraud or suspected fraud.

Refer to Appendix 1 for the “DOs and DON'Ts” if you think that you have encountered fraud

Audit and Remuneration Committee Responsibilities

The Audit and Remuneration Committee provides reasonable assurance to management that the organisation's significant risks are being appropriately managed with an emphasis on internal controls and governance processes by:

- Promoting procedure manuals which identify controls which should be in place.
- Providing clear recommendations where control weaknesses have been identified.
- Ensuring risk management and systems of controls are continually being.
- Monitored by departments in response to a constantly changing environment.
- Ensuring audit work takes account of the possibility of fraud.

The reviews undertaken by the Audit and Remuneration Committee will be prioritised to reflect the levels of potential risks to the organisation and the frequency of reviews will be dependent on resources available to the audit unit.

Human Resources Responsibilities

A key preventative measure to deter fraud and corruption is to take effective steps at the recruitment stage to establish, as far as possible, the previous record of potential employees in terms of their propriety and integrity.

Human Resources responsibilities are as follows:

- To undertake security vetting of staff.
- To request confirmation from line managers of satisfactory completion of probationary periods for their staff.
- To issue appropriate rules of conduct on appointment.
- To develop written disciplinary procedures that address fraudulent and corrupt acts.
- To ensure employment policies, including those regarding fraud and guidance on acceptable internet and email usage, are included in induction programmes for employees at all levels.
- To monitor turnover and leave patterns of employees.
- To provide updates on this and other relevant employment policies, including codes of conduct.

Human Resources will ensure that all employees of The Service:

- Are updated on this and other related policies, including the policies on Conduct in the Workplace Policy and Protected Disclosures of Information (Whistleblowing) Policy
- And will specifically re-enforce the requirement for compliance with the Service's confidentiality procedures.

Employee Support

It is not uncommon for an employee, who works closely with the suspected perpetrator to feel a sense of responsibility for what happened and suffer stress as a result. Often there is a feeling of shock and disappointment that a person in whom trust was placed has deceived those around him/her.

In these circumstances, The Service will provide a confidential service offering help, advice and support, details of which are available through the Human Resources Department.

6.0 Evaluation

This policy will be amended as necessary to reflect any changes to best practice, law or substantial changes to the Service. It is reviewed and evaluated for appropriateness and effectiveness on an annual basis.

7.0 References

HSE – Framework for the Corporate and Financial Governance of the HSE – *Policy Statement on Fraud (2009)*.

Appendix 1

DOs & DON'Ts

DO	DON'T
Make a note of your concerns	Be afraid of raising your concerns
<ul style="list-style-type: none"> Record all relevant details, such as the nature of your concern, the names of parties you believe to be involved, details of any telephone or other conversations with names, dates and times and any witnesses. Notes do not need to be overly formal but should be timed, signed and dated. Timeliness is most important. The longer you delay writing up, the greater the chances of recollections becoming distorted and the case being weakened. 	<ul style="list-style-type: none"> The Law provides protection for staff who raise reasonably held concerns through appropriate channels. You will be positively applauded as a result of the following procedures and the matter will be treated sensitively and confidentially.
Retain any evidence you may have	Convey your concerns to anyone other than authorised persons
<ul style="list-style-type: none"> The quality of evidence is crucial and the more direct and tangible the evidence, the better the chances of an effective investigation. 	<ul style="list-style-type: none"> There may be a perfectly reasonable explanation for the events that give rise to your suspicion. Spreading unsubstantiated concerns may harm innocent people.
Report your suspicions promptly	Approach the person you suspect or try to investigate the matter yourself
<ul style="list-style-type: none"> In the first instance, report your suspicions to your line manager. If this action would be inappropriate, report your concerns to the Chair of the Audit Committee or Quality and Risk Committee. 	<ul style="list-style-type: none"> There are special rules relating to the gathering of evidence for use in criminal cases. Any attempt to gather evidence by people who are unfamiliar with these rules may destroy the case.

REFERENCES