


POLICY No.:	ORG021	 St. Francis Hospice, Dublin (Under the Care of the Daughters of Charity of St. Vincent de Paul)
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INTRODUCTION

This Corporate Governance Manual and Code of Conduct for the Board of Directors (this "Manual") has been produced to provide you as a member of the Board of Directors ("member of the Board" or "Director") of St. Francis Hospice Dublin ("SFHD", "the hospice" or "St Francis Hospice") with information you will need to understand your role as a member of the board of Directors ("Board") and to help make your time on the Board fulfilling and effective. It has been approved by the Board and is published on our website.¹ It may be supplemented by other information provided to you by the Chairperson of the Board, the Company Secretary, other Directors and the Chief Executive Officer ("CEO") of St. Francis Hospice and by training events covering both general and specific knowledge and skills.

This Manual is the internal written Code of Governance for the Board which comprises a system of internal controls to ensure compliance with all applicable governance rules and standards² and includes core governance standards to ensure compliance with SFHD's obligations. It also provides a useful governance tool for all new appointees to the Board of SFHD.

SFHD is committed to operating at all times in accordance with best practice corporate governance standards, with regard to both the Charities Act 2009 and the Companies Act 2014.³

Its operation of best practice in governance will reflect the following key characteristics:

- Propriety
- Responsiveness
- Transparency
- Accountability

The Manual is organised into nine sections:


- 1. THE ORGANISATION** – sets out the mission statement, values and history of the development of St. Francis Hospice Dublin.
- 2. CORPORATE GOVERNANCE AND ST. FRANCIS HOSPICE DUBLIN** – provides the framework for the code of best practice for corporate governance of St. Francis Hospice Dublin.
- 3. ROLES AND RESPONSIBILITIES** – describes the reporting relationships between St. Francis Hospice Dublin, funding authorities and government; deals with the

¹ Compliance Statement Part 2 Code of Conduct page 16

² Compliance Statement page 5 Section A 1 and 2 and page 12 part 2 the Service Arrangement and Governance

³ Compliance Statement Part 2 Corporate Governance page 12 and SLA Section 16.5


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conduct of Board business, corporate planning and strategy, and the responsibilities of the Board as a corporate body and of individual members of the Board.

4. **PROCEEDINGS OF DIRECTORS**– describes and explains matters pertaining to Directors and their meetings.
5. **EVALUATION AND EFFECTIVENESS**– outlines systems for the periodic evaluation of the Board
6. **STAKEHOLDERS AND EMPLOYEES**– describes and explains the Hospice’s Stakeholders and sets down provisions in relation to the Board’s relationship with employees.
7. **REPORTING AND INTERNAL CONTROLS** – describes and explains the requirements arising from the need to account for the use of public money and the safe keeping of all assets.
8. **STANDARDS OF BEHAVIOUR** – sets out the values and standards for Directors and employees of SFHD.
9. **CODE OF BUSINESS CONDUCT** – sets out a code of business conduct for Directors.

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1. THE ORGANISATION

1.1 INTRODUCTION

St. Francis Hospice Dublin is a company limited by guarantee. Its Constitution is contained as Appendix 1 to this Manual.

St. Francis Hospice Dublin is a registered charity (with the Charities Regulatory Authority) with charitable tax exempt (“CHY”) status from the Revenue Commissioners and is a Section 39 Agency under the Health Act 2004. It holds a current valid Tax Clearance Certificate.⁴

St. Francis Hospice provides a specialist palliative care service to patients and their families.

1.2 MISSION STATEMENT

St. Francis Hospice provides a specialist palliative care service to people in North Dublin. This includes support for their families and friends and other healthcare professionals and volunteers involved in their care.

The service is based on a Christian philosophy of human dignity, which treats each person with respect and compassion, irrespective of cultural or religious background.

St. Francis Hospice plays a leadership role in shaping palliative care nationally, working in a broad partnership to advance policy, education, research and service innovation.


1.3 VALUES

The underpinning values of St. Francis Hospice are commitments to:

- Creating a welcoming, relaxed and personal atmosphere of care.
- Providing quality care at a physical, emotional, psychological, spiritual and social level which respects the needs and wishes of each person.
- Supporting families and friends emotionally, psychologically and spiritually from referral through bereavement in an attentive and non-intrusive way.

⁴ Compliance Statement page 6 Section 7 and SLA Section 4.1

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- Working collaboratively as a team which cares for its members, values each one's contribution and engages in on-going education and reflection.
- Linking with other professionals, support agencies and the local community to improve the quality of service to people who are terminally ill.
- Educating others and positively influencing the practice and standards of palliative care of people who are terminally ill.

1.4 HISTORY

- (A) In 1988 the need for a hospice on the North side of Dublin was identified. The Irish Hospice Foundation asked the Daughters of Charity for help in setting up a home care service for this area. Over the years, numerous individuals, groups and organisations have provided the dedication and financial support to enable St. Francis Hospice to develop from its humble roots to a comprehensive specialist palliative care service for North Dublin City and County.
- (B) From the outset the service has been based on a Christian philosophy, which recognises the need to treat each person with dignity, respect and compassion, irrespective of cultural or religious background. The range of services now includes Specialist Palliative Care, Hospice Day Care, Out-Patient services, an In-Patient Unit and Bereavement Support services.
- (C) The Home Care service (now called the Community Palliative Care Team) was established in 1989, originally based in a temporary building in the grounds of the Capuchin Friary. It provides a specialist advisory and support service to patients and their families in their own homes.
- (D) The Capuchin Friars donated the site of their monastery garden and St. Francis Hospice Raheny was built in two phases. In 1993, office and meeting space for the Community Palliative Care Team and a purpose-built Hospice Day Care Centre opened. The Hospice Day Care service began that year, providing patients with a place to come for support and advice from the multidisciplinary team and to receive complementary therapies.
- (E) The second phase, St. Anne's In-Patient Unit, is a 19-bed facility which opened in 1995. Patients are admitted when there is a need for specialist care and support in the terminal phase of their illness or


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when issues arise which cannot be adequately dealt with in the home setting.

- (F) Education is an important way of extending the palliative care philosophy and approach to other healthcare settings, such as hospitals and nursing homes. An Education Department was formed in 1997 in order to develop courses and workshops for staff of other healthcare institutions, as well as staff of the hospice.
- (G) In 1999, the hospice purchased the adjoining Walmer Villa. This was restored and became Walmer Out-patient Clinic, offering a range of services to patients living at home. Further expansion took place in 2002, when a new phase of building was completed on additional land donated by the Capuchin Order, housing a new Hospice Day Care Centre, a Bereavement Counselling facility and a Centre for Continuing Studies.
- (H) The need for a hospice to be provided for the people of Dublin North West was agreed a number of years ago. Blanchardstown was identified as an ideal location from which to serve the needs of Dublin North West and the government allocated a 6.8 acre site on the Abbotstown lands for the building of the hospice. The construction works were completed in April 2011.
- (I) The Community Palliative Care Team (Doctor, Nurses, Social Worker and Chaplain), began working from the Blanchardstown facility in February 2011. Hospice Day Care and Out-Patient services opened in October 2011 at St. Francis Hospice Blanchardstown.
- (J) Patients were first admitted to the In-Patient Unit at St. Francis Hospice Blanchardstown, which comprises 24 single patient rooms and some family overnight accommodation, in September 2014.
- (K) Together, St. Francis Hospice, Raheny and Blanchardstown, provide greatly enhanced specialist palliative care services to the people in all areas of North Dublin.
- (L) Whilst the HSE provides a substantial portion of the funding required to maintain the provision of services to patients and families, there is an on-going requirement to fundraise to meet the shortfall in our funding. In this regard, the continued financial support of the local community is absolutely vital.

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1.5 MANAGEMENT

All involved with the management of SFHD commit to developing and implementing policies consistent with its mission and values. SFHD upholds the belief that decisions should be made at the most appropriate level. SFHD acts responsibly as a steward of financial and institutional resources. SFHD seeks to create a working environment marked by dignity, respect and justice and the responsible promotion of individual skills and potential.

2. CORPORATE GOVERNANCE AND ST. FRANCIS HOSPICE DUBLIN – GENERAL OVERVIEW

2.1 Corporate governance is essentially about having a system of structures and processes in place to enable Board members to objectively and effectively assess management and corporate performance. Corporate governance is therefore about the management of management and how an enterprise is run. It is defined in the Department of Public Expenditure and Reform’s Code of Practice for the Governance of State Bodies 2016 as comprising ‘the systems and procedures by which organisations are directed, controlled and managed’.


2.2 A proper system of corporate governance is composed of a number of elements, some of which at first glance may appear more important than others. However, a system will achieve its purpose only if all components are working properly together and accordingly a Board must carefully monitor the performance of all the components.

2.3 Corporate governance is concerned with the structures and processes for decision-making and accountability and with controls and behaviour throughout the organisation. Corporate governance is, therefore, relevant to the entire organisation. Given the importance of corporate governance, it is, however, imperative that the Board of SFHD takes the lead in ensuring that the appropriate structures and processes are in place throughout SFHD. While it is directed at Board members, this Manual should also be applied to members of Board sub-committees who are not full Board members. It is to this extended ‘Board’, as well as to the rest of SFHD, that the principles of corporate governance apply.

2.4 The Board of SFHD is responsible for the matters outlined in this Manual which include:

- giving leadership and strategic direction;
- defining control mechanisms to safeguard public resources;
- supervising the overall management of the activities of SFHD;

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- reporting on stewardship and performance.

2.5 The Board will periodically complete audits of its governance arrangements and, where necessary, will report on implementation actions, in order to ensure compliance with all applicable governance rules and standards.⁵ Where an issue of serious concern in relation to governance is identified, it shall be notified in writing to the HSE promptly, together with a proposal for dealing with the issue and a timetable within which the issue will be addressed⁶

2.6 Governance and accountability failures in the public, private and state sectors in Ireland have, at times, shaken confidence and trust in the management of organisations. These failures called into question the effectiveness of ethical and values frameworks within all organisations. While there is a much sharper focus on risks and controls, the greatest changes are evident in the increasing obligations on and the workloads of Board members.

2.7 Effective governance frameworks are necessary to restore and ensure ongoing confidence and trust in organisations by requiring organisational leaders and responsible individuals to adhere to the highest standards of integrity and ethical behaviour in the conduct of the organisation's affairs.

3. ROLES AND RESPONSIBILITIES

3.1 THE MEMBERS

(A) In a company limited by guarantee, there are no shareholders, but the company must have one or more company members. In the case of the SFHD it is intended that there will, at all times, be at least seven (7) Members.⁷ The Members are effectively the owners of SFHD and have ultimate authority in respect of SFHD.

(B) Members are entitled to attend Annual General Meetings ("AGM") and have full voting rights. The principal matters which they consider at AGM are the following;


- The consideration of the SFHD accounts and balance sheet;
- The consideration of the report of the auditor;
- The consideration of the report of the Directors;
- The consideration of the affairs of the company;

⁵ Compliance Statement Part 1 at page 3 Annual Compliance Statement – Implementation

⁶ Compliance Statement page 12 Part 2 the Service Arrangement and Governance and SLA Section 16.6

⁷ Articles of Association (Art 6)

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- The appointment of the auditor;
 - The fixing of the remuneration of the auditor;
 - Any special business; and
 - Other matters as set out in SFHD’s Constitution.
- (C) Three members present in person at the AGM shall be a quorum. 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 in the next week at the same time and place, or to such other day and at 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 be a quorum.⁸
- (D) All general meetings other than AGMs are called extraordinary general meetings (“EGM”) and Members are entitled to attend such EGMs and have full voting rights. Every Member present at an AGM / EGM in person, or by proxy, has one vote. The rights of every Member are personal to themselves and are not transferable, transmissible or chargeable by their own act, by operation of law or otherwise.
- (E) Members must use their best endeavours to promote the objects and interests of SFHD. Members must observe all of SFHD’s regulations affecting them contained in or effective pursuant to SFHD’s Constitution, and should take account of and observe all SFHD policy documents.


3.2 THE BOARD

- (A) Members of the Board are appointed in accordance with SFHD’s Constitution.⁹ The Board will ordinarily be made up of not less than 10 and not more than 15 individuals, none of whom will be an employee of SFHD.
- (B) Members of the Board should act on an informed basis, in good faith, with due diligence and care, in the best interests of SFHD. They should ensure that the charitable mission of SFHD is safeguarded

⁸ Constitution (Arts 16, 17)

⁹ Constitution (Arts 51, 53, 55)

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and carried out and that the funds of SFHD are applied for the purposes for which they have been provided.

3.3 BOARD RESPONSIBILITIES

- (A) The Board is responsible for compliance with all statutory obligations applicable to SFHD and with its own legal duties. The Board should satisfy itself that all such obligations are identified and made known to it. The Board is the governing body of SFHD and is therefore ultimately responsible for what happens within it.
- (B) The Board, in the form of this Manual, has an effective internal code of governance in place including an adequate system of internal control to ensure compliance with laws.
- (C) The Board will review annually the effectiveness of SFHD's system of internal controls, including financial, operational and compliance controls and risk management.
- (D) In relation to the annual report, best practice requires the Board to report on important aspects of SFHD's operations in the preceding year, highlighting:
- (1) details of services provided;
 - (2) commercially significant developments;
 - (3) financial reporting, auditing and controls;
 - (4) codes of business conduct for Board members and employees;
 - (5) post-balance sheet events; and,
 - (6) proposals for capital expenditure.
- (E) The Board is responsible for the business of SFHD and is the trustee of its assets. The Board only has authority when it acts as a whole. For decisions to be binding, all decisions must be taken at a properly constituted and quorate Board meeting. The Directors must act with due care and diligence and should always act in the best interest of SFHD and the people who use SFHD.¹⁰ In particular the Board has responsibility for:
- Acting in the best interests of SFHD for the users of their services and their staff;

¹⁰ Compliance Statement Part 2 at page 13 Provider Board

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- Ensuring that appropriate clinical and professional governance arrangements are in place;
- Leading and directing the organisation's activities;
- Providing strategic guidance and developing the strategic plan (which is to be reviewed at least every three years);¹¹
- Monitoring the activities and effectiveness of internal controls and of the CEO and management team;
- Ensuring effective systems are in place for identifying and managing risk;
- Ensuring the adequacy of internal financial controls;
- Accounting accurately to the HSE as the primary funder of its activities;
- Compliance with statutory obligations;
- Establishing an appropriate structure of board committees;
- Documenting procedures for the appointment and disqualification of members of the Board (if not already set out in SFHD's constitutional documentation); and ensuring the financial statements present a balanced, true, transparent and complete assessment of SFHD's financial position.¹²

3.4 BOARD POWERS AND LEGAL DUTIES

The Board of SFHD is responsible for the governance of the company. As part of this governance role, it has to ensure that all legal requirements are met. This section outlines the key legal responsibilities held by Directors.


As a member of the Board, a Director stands in a special relationship to the company. This special position is a 'fiduciary position' and the Director is a 'fiduciary'. A fiduciary is required to act in a manner which is legally becoming of their office and which places the company's interests ahead of their own.

The duties of Directors arise primarily from two sources: statute (i.e. Acts of the Oireachtas and other legislation) and common law (developed through precedent in the courts). These duties have now been codified in full by the Companies Act 2014.

¹¹ Governance Code Type C Recommended board practices 1.1(a) and 1.1(c) and 1.2(a)

¹² SLA Section 16.3

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3.5 COMPANIES ACT 2014

This section gives a guide to the principal duties imposed by the Companies Act 2014; it is not exhaustive.

(A) *Duty as a Company Officer*

A Director is under a duty to comply with the obligations under the Companies Act 2014 and to ensure that the requirements of the Act are complied with by the Company.

(B) *Duty to maintain adequate accounting records*

SFHD is required to maintain adequate accounting records. The Directors are required to ensure that SFHD is in compliance with this requirement.

(C) *Duty to prepare Annual Accounts*

The Annual Accounts of SFHD are prepared from the information contained in the company's books of account and other relevant information. The Accounts are required to give 'a true and fair view' of SFHD's affairs. It is required to annex a Directors' Report to the Annual Accounts and the Accounts must be laid before the Company's AGM and signed by a minimum of two Directors, on behalf of the Board. (The Board intends to have the annual financial statements prepared in accordance with FRS102 and the Statement of Recommended Practice for Charities. It will also ensure that the annual financial statements include details of the source, amount and purpose of all Exchequer funding received and will confirm that there is no duplication of funding for the same activity/ project and will state if the Exchequer funding exceeds 50% of the total income of SFHD).¹³

(D) *Duty to have an annual audit performed*


Having prepared the financial statements, the Directors are obliged to have the financial statements audited at least once a year. (The Board will make the auditors aware of the requirements of its funders, in particular in relation to compliance with public pay policy).¹⁴

(E) *Duty to maintain certain registers*

¹³ Compliance Statement page 6 Section 5.1 and SLA Section 18.1

¹⁴ Compliance Statement page 6 Section 5.3

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Every company has a legal obligation to maintain certain registers and other documents (including a register of members and a register of directors). SFHD Directors are responsible for ensuring that these records are maintained, updated as appropriate and made available to the appropriate stakeholders.

(F) *Duty to file certain documents with the Registrar of Companies*

Directors are legally obliged to ensure that certain documents are filed with the Registrar of Companies. All companies are required to file an Annual Return. In addition, depending on company type, certain other periodic filings are necessary.

(G) *Duty of Disclosure*

Directors are required to disclose certain information including the following:

- certain personal information in the Register of Directors' Interests – where a conflict of interest may arise; and
- where a Director has an interest in a contract/transaction with SFHD, the nature of that interest must be declared at a meeting of the Directors.

(H) *Duty to convene general meetings*

Company law provides for two types of meeting of a company, namely an AGM and an EGM. General meetings of the company are meetings of the Members and the Directors at which certain company business is conducted. In general, every company is required to hold an AGM annually. At least 21 days' clear notice in writing must be given of an AGM.


(I) *Duties regarding transactions between the Directors and the Company*

Directors have certain responsibilities and obligations where they enter into transactions with the company of which they are a Director, in particular where a Director and the company are the two parties to a financial transaction.¹⁵

(J) *Duties of Directors of insolvent companies or companies in liquidation*

¹⁵ Companies Act 2014, Chapter 4 of Part 5

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Directors have a number of duties and responsibilities where the company of which they are a Director is insolvent i.e. unable to pay its debts as they fall due, or in liquidation (i.e. in the process of being legally dissolved).¹⁶ These include:

- Where a company is being wound up, the Directors of the company are under a duty to co-operate with the liquidator;¹⁷
- Where it is proposed to put the company into members' voluntary winding up, the Directors are under a duty to make an accurate declaration of solvency¹⁸ and commence the winding up in accordance with the Summary Approval Procedure;¹⁹
- Where a company initiates a creditors' voluntary winding up, the Directors of the company must cause a full statement of the company's affairs together with a list of creditors to be laid before the creditors' meeting;²⁰
- In the case of an insolvent company, a Director of an insolvent company can be held personally liable (without limitation of liability) for a company's debts if found liable for reckless and/or fraudulent trading.²¹

(K) The powers of company directors in law

The Directors act on behalf of SFHD. The Board only has the power to do what SFHD itself is legally entitled to do. The powers that Directors have are conferred upon them by SFHD, via the company's Articles of Association. The Companies Act 2014 provides a codified list of the duties of Directors as follows:

- (1) to act in good faith in what the Director considers to be the best interests of the company;
- (2) to act honestly and reasonably in relation to the conduct of the affairs of the company;

16 Companies Act 2014, ss 578-580, 585-588, 610-611 and 612-613

17 Companies Act 2014, s 819(2)(b)


18 Companies Act 2014, s 207

19 Companies Act 2014, s 202

20 Companies Act 2014, s 587(7)

21 Companies Act 2014, ss 610-611

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- (3) to act in accordance with the company's constitution (Memorandum and Articles of Association) and exercise his/her powers only for the purposes allowed by law;
- (4) not to use the company's property, information or opportunities for his/her own or anyone else's benefit unless this is expressly permitted by the constitution or approved by the resolution of the Members in general meeting;
- (5) not to agree to restrict a Director's power to exercise an independent judgment unless that is expressly permitted by the company's constitution or the Director believes in good faith that it is in the interests of the Company to fetter his/her discretion. For example, directors may validly and lawfully decide, at the time when they enter into a contract, what is in the best interests of the company and to this end, agree to restrict a director's power to exercise an independent judgment regarding the matter in the future;
- (6) to avoid any conflict between the Director's duties to the company and his/her other, including personal, interests unless the Director is released from this duty in accordance with the constitution or by a resolution of the Members;
- (7) to exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both the knowledge and experience that may reasonably be expected of a person in the same position as the Director and the knowledge and experiences which the Director has; and,
- (8) to have regard to the interests of its Members.

3.6 COMMITTEES OF THE BOARD

- (A) The Board is responsible for challenging and overseeing the work of the CEO and management team, ensuring systems of internal controls are in place including financial controls, risk management, and for remuneration of employees of the organisation. To function efficiently and effectively the Board must devise and agree procedures for getting through business in a productive way. To do this it has established an appropriate committee structure.

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(B) The Board will at a minimum maintain the following committees, each of which will have written terms of reference which are approved by the Board and are reviewed annually²²:

- Governance and Risk (which has under its remit matters of Nominations and Remuneration)²³
- Audit
- Quality and Safety
- Fundraising Advisory
- Research Ethics

(C) The advantage of the committee system is that it allows Board members to make the most effective use of their time and also allows appropriate time to be devoted, through the committee system, to considering particular issues. Board members can opt to serve on committees dealing with specialist areas where their particular knowledge and skills can be most usefully employed.

(D) The committee membership should include Board members, Executive, Non-executive and independent members²⁴ depending on the skills and attributes required. Allowing non-Board members to attend committee meetings can be a useful way of bringing new ideas into Board discussions. Each committee's analysis and recommendations will subsequently be presented to the full Board for consideration and decision.

3.7 RESERVED FUNCTIONS OF THE BOARD

The Board of SFHD is responsible for overseeing the proper management of SFHD. In particular it has a collective responsibility for:


- (A) Putting in place a clear scheme of delegation of accountability from the Board to the CEO;
- (B) Approval of the strategic goals, annual service plans and the annual Service Level Agreement with the HSE;

²² Compliance Statement Part 2 page 15 Establishing Committees

²³ Compliance Statement page 5 Section 3.1 and Part 2 page 15 Establishing Committees

²⁴ Compliance Statement Part 2 at page 15 Establishing committees

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- (C) Approval of Annual Budgets and ensuring the adequacy of internal financial control measures;²⁵
- (D) Approval of significant procurement contracts and acquisitions, disposals and retirement of assets of SFHD;
- (E) Ensuring effective systems are in place for identifying and managing risk;
- (F) Approval of senior management remuneration and compliance with public pay policy. (The Leadership Team is responsible for approval of remuneration of other employees, noting that all remuneration (including perquisites) paid to employees must be in accordance with public health sector pay policy and that other sources of funding must not be used to supplement employee remuneration that exceed Department of Health Consolidated Pay scales);²⁶
- (G) Approval of annual reports and audited financial statements;
- (H) Approval of Annual Compliance Statement prior to submission to HSE;
- (I) Appointing a CEO, assessment of the performance of and succession planning for the CEO;²⁷
- (J) Development of Board Committee structures;
- (K) Ensuring that appropriate clinical and professional governance arrangements are in place;
- (L) Ensuring that SFHD behaves ethically in accordance with the core values of the organisation (which values are set by the Board and senior management to ensure that ethical behaviours permeate all levels of the organisation);
- (M) Ensuring that a proper balance is achieved between the respective roles of Board and management;
- (N) Setting performance targets, including key financial targets and, in particular, agreeing and closely monitoring the budget; and,
- (O) Defining and promoting the role of SFHD in the community by developing mechanisms for gathering the views of patients, families

²⁵ Governance Code Type C Recommended board practices 2.2

²⁶ Compliance Statement page 5 Section 4

²⁷ Compliance Statement Part 2 at page 14 Reserved Functions of the Board

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and stakeholders and by keeping people informed in an open, accountable and responsible way.

3.8 COMPANY SECRETARY ROLE

- (A) The Company Secretary plays a very important role within SFHD, not least because s/he carries legal responsibilities under company law. The Company Secretary must ensure that SFHD complies with the rigorous demands of Irish company law (specifically duties imposed by the Companies Act 2014) and SFHD’s own Constitution.
- (B) In accordance with the Companies Act 2014, it is the responsibility of the Directors to ensure that the person appointed as Company Secretary has the skills necessary to carry out the statutory and legal duties of the Company Secretary and such other duties as may be delegated to the Company Secretary by the Directors²⁸.
- (C) The role of the Company Secretary typically consists of the type of tasks listed below. It should be noted that the statutory duties of the Company Secretary are limited in the Companies Act 2014 and include signing the annual return, certifying that the financial statements are true copies, and making out the statement of affairs in a winding up/receivership.
- (D) The duties listed below are those administrative duties which the Office of the Director of Corporate Enforcement views as being the usual administrative duties which are generally allocated to the Company Secretary. These include:

(1) Registration


- Ensure that the full name of SFHD is displayed outside the registered office, and that any change in the registered office is notified to the Companies Registration Office (“CRO”) within 14 days;
- Ensuring that the company name, registered number, place of registration, registered office and directors’ names (and nationality if not Irish) appear on the organisation’s letterhead;

(2) Registers

- Keeping the company’s registers up to date and filed at the registered office;

²⁸ Governance Code Type C Recommended board practices 2.1 (b)

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- Notifying the CRO of any change in director, company secretary or home address within 14 days;
- Notifying the CRO within 15 days of passing special resolutions (for example, changes to the Memorandum and Articles of Association or a change to the organisation's name);

(3) General Meetings

- Issuing notices of general meetings (AGMs and EGMs) at the request of the directors and/or members, according to the rules in the SFHD Articles of Association;
 - Keeping the minutes book (AGM and EGM minutes and the minutes of the Board of directors and any subcommittees), such minutes should follow a consistent and standard format;²⁹
 - Sending in the annual return to the CRO by the annual return date; and,
 - Keeping copies of all annual returns and accounts.
- (E) The Company Secretary should manage the induction of the new Board members and should be available to handle enquiries from Board members. He or she should manage or procure the management of the logistics of the Board's work including the taking of minutes, contacting members and circulation of information.
- (F) The Company Secretary will not be the CEO.³⁰

3.9 CHAIRPERSON

- (A) The Board elects the Chairperson from among its number.³¹ The appointment should be for a period in line with the duration of the term of office of Directors (i.e. not to exceed 3 years) and at the end of the 3 years, the Chairperson can be re-appointed for a maximum of a further 3 years.³²

However, considering the need for balanced expertise, maintenance of corporate wisdom, continuity and cohesion as well as natural attrition, the Board will monitor issues regarding the Chairperson and the appointment and retirement of Directors on an annual basis.


²⁹ Governance Code Type C Recommended board practices 4.2(e)

³⁰ Governance Code Type C Recommended board practices 2.1(b)

³¹ Articles of Association (Art 59) and Compliance Statement Part 2 at page 14 Chairperson's Role and Duties

³² Compliance Statement Part 2 at page 14 Chairperson's Role and Duties

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- (B) The role of the Chairperson and CEO should not be exercised by the same person.³³

3.10 CHAIRPERSON'S ROLE AND DUTY


- (A) The Chairperson is responsible for the orderly operation of the Board and the interaction between the Board and senior management. The Chairperson leads the Board and provides a framework that enables all Directors to take part in debate or discussion and make decisions in the best interests of the organisation. Leadership is not control and the Chairperson does not have any more authority than any other Director. The Chairperson is bound by the decisions of the Board. Typically, the Chairperson is responsible for:
- (1) chairing meetings effectively and overseeing the orderly operation of the Board: remaining as impartial as possible, ensuring strict time-keeping, full and proper discussion and clear decision making in a fair and orderly fashion and ensuring that decisions are made and implemented;³⁴
 - (2) planning meetings and developing the agenda in conjunction with the Company Secretary and/or the CEO;
 - (3) ensuring that Board members understand their corporate roles and responsibilities and are effective in all aspects of their role;
 - (4) ensuring that the Board carries out its functions efficiently and effectively so that all planned business is dealt with and each item of business has reached a conclusion;
 - (5) ensuring the Board delegates appropriate authority to its committees and to the CEO to enable the business of the organisation to be carried on effectively between Board meetings;
 - (6) developing an ethical culture in line with the values of SFHD;³⁵
 - (7) ensuring all members are given the opportunity to express their views before any important decision is taken, mediating where necessary; and,
 - (8) ensuring the Board receives professional advice when needed.

³³ Compliance Statement Part 2 at page 14 Chairperson's Role and Duties

³⁴ Governance Code Type C Recommended board practices 4.2(d)

³⁵ Governance Code Type C Recommended board practices 5.1(a)

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- (9) The Chairperson must ensure that there is appropriate interaction between SFHD and the HSE as its primary funder.
- (B) In relation to the annual report, best practice requires the Chairperson to report on important aspects of the organisation's operations in the preceding year, highlighting:
- (1) details of services provided;
 - (2) commercially significant developments;
 - (3) financial reporting, auditing and controls;
 - (4) codes of business conduct for Board members and employees;
 - (5) post-balance sheet events; and,
 - (6) proposals for capital expenditure.
- (C) The role of Chairperson is most important. In fulfilling the role, it is essential that the Chairperson agrees to take on the responsibilities indicated above. He/she must provide coherent leadership in representing St. Francis Hospice and have a good understanding of the views of stakeholders.

3.11 THE CEO

- (A) The CEO is ultimately responsible for all day-to-day management of SFHD and for the implementation of SFHD's long and short term plans. The CEO acts as a direct liaison between the Board and management of the Company and communicates to the Board on behalf of management. The CEO also communicates on behalf of SFHD to employees, government authorities (e.g. HSE), other stakeholders and the public.
- (B) The roles of CEO and Chairperson may not be exercised by the same person.
- (C) The Board agrees a job description with the CEO and sets his or her yearly performance expectations and methodology for reporting to the Board.³⁶
- (D) More specifically, the duties and responsibilities of the CEO include the following:

³⁶ Governance Code Type C Recommended board practices 1.3(e)


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- To lead, in conjunction with the Board, the development of SFHD’s strategy;
- To lead and oversee the implementation of SFHD’s long and short-term plans in accordance with its strategy;
- To ensure that SFHD is appropriately organised and staffed and, within approved HSE budgets and headcount, to have the authority to hire and terminate the employment of staff as necessary to enable it to achieve the approved strategy;
- To ensure that expenditures of SFHD are within the authorized annual budget of the SFHD, monitoring performance results against plans and taking remedial action, where necessary;
- To assess the principal risks of SFHD and to ensure (in conjunction with the Quality and Safety sub-committee) that these risks are being monitored and managed;
- To ensure effective internal controls and management information systems are in place;
- To keep abreast of all material undertakings and activities of SFHD and all material external factors affecting SFHD and to ensure that processes and systems are in place so that the CEO and management of SFHD are adequately informed;
- To identify and update the Chairperson on complex and sensitive issues that might affect SFHD and maintain a dialogue with the Chairperson;
- To ensure that the Directors are properly informed and that sufficient information is provided to the Board to enable the Directors to form appropriate judgments;
- To ensure the integrity of all public disclosure by SFHD;
- To assist the Chairperson in drawing up Board agendas;³⁷
- To attend sub-committees and/or work groups of the Board as determined by the Board;
- To abide by specific internally-established control systems and authorities; to lead by personal example and encourage all employees

³⁷ Governance Code Type C Recommended board practices 4.2 (c)

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to conduct their activities in accordance with SFHD's standards and policies, including its environmental, health and safety policies;

- To act as external spokesperson for SFHD;³⁸ and,
 - To obtain Board approval, via the Chairperson, prior to accepting any new appointment which may impinge on or conflict with his or her duties as CEO.
- (E) The CEO will liaise with the Chairperson of the Hospice on matters pertaining to the day-to-day management of the Hospice and on the drafting and development of new policies. The CEO will bring proposals to the Board in relation to management/operational issues for which aims or objectives have not been set or where policies or guidelines need to be established or clarified.

4. PROCEEDINGS OF DIRECTORS

4.1 QUORUM

Five Directors shall be required to form a quorum for a meeting of the Board.³⁹

4.2 MEETINGS

- (A) The Board of Directors shall, in addition to holding a meeting at least six times a year, hold such other meetings as may be necessary for the efficient discharge of its functions.⁴⁰ Management may be invited to meetings of the Board but the Board should devote some time at least twice a year without executive management present to discuss any matters deemed relevant.⁴¹
- (B) The Chairperson shall at any time, if so requested by a quorum of the Board of Directors, call a special meeting of the Board of Directors.
- (C) The Chairperson of the Board of Directors shall keep the minutes of the proceedings of the Board meetings. This function may be carried out by the Company Secretary/CEO or by a person approved by the Board. All minutes must be signed by the Chairperson after being adopted at the subsequent meeting of the Board.


³⁸ Governance Code Type C Recommended board practices 3.1(b)

³⁹ Articles of Association (Art 5)

⁴⁰ Compliance Statement Part 2 at page 15 Conducting the business of the Board and Governance Code Type C Recommended board practices 4.2(a)

⁴¹ Code of Practice for the Governance of State Bodies Section 1.7

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- (D) The business of the Board of Directors shall be conducted in private and no disclosure of the business shall be made without the authority of the Board of Directors.
- (E) Board meetings will be held either in St. Francis Hospice Blanchardstown or St. Francis Hospice Raheny.
- (F) All Directors should make every effort to attend meetings of the Board.
- (G) Any Director may request the Chairperson to convene an emergency special meeting of the Board to discuss urgent matters which the Director may have become aware of and feels cannot await the next scheduled Board meeting. The Chairperson will consult with the other Directors and where there is agreement shall convene an emergency special meeting of the Board. This meeting shall be held as soon as possible after notification of such meeting has been conveyed to all available Directors. The usual quorum shall be required.
- (H) Directors will receive any materials or other information required to give proper consideration to any matter due to be discussed at a Board meeting sufficiently far in advance of the meeting to enable thorough review. As well as the time required to participate in Board meetings, Directors are required to prepare fully for meetings and reviews and to commit time to attend to the other duties of a Director.
- (I) The CEO, Medical Director and Director of Nursing attend the meetings of the Board of Directors and furnish reports covering all aspects of service delivery.
- (J) Other members of the Executive will attend as requested to report or present on various aspects of their individual briefs.

4.3 CONDUCT OF BOARD BUSINESS

- (A) In accordance with best practice, the Board will retain full and effective control over SFHD and monitor executive management and performance. The collective responsibility and authority of the Board will be asserted and maintained. All Board members must be afforded the opportunity to fully contribute to the Board deliberations while excessive influence on Board decision-making by one or more

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members should be guarded against.⁴² Strategic issues will be discussed as a regular item on the Board's agenda.⁴³


- (B) Issues reserved for attention of the Board, are outlined in Section 3.3 of this Manual. By implication, everything else will be the responsibility of the CEO and the management team.
- (C) To ensure that the direction and control of the organisation is firmly in its hands the Board will ensure that it is supplied in a timely fashion by the CEO with such information as will enable Board members to discharge their duties satisfactorily.
- (D) Decisions taken by a Board are collective decisions of that Board and members cannot subsequently distance themselves from the decisions in question. If different members of a Board hold different views on a particular issue, best practice recommends that, where possible, a vote should not be called to avoid the possibility of a split. In the event of disagreement, the issue should be further debated and possibly even put on the agenda for a subsequent meeting to enable the Chairperson to find a consensus position in the interim. Where consensus is, ultimately, not possible, a vote on the matter will be held. The Board member in question may request it to be noted in the minutes that he or she disagreed with a particular decision.
- (E) Board meetings will be conducted in accordance with best practice. There will be a manageable and prioritised agenda, an agreed duration for the meeting and where appropriate an estimated length of time for each agenda item. Circulation of the agenda and relevant papers in advance ensures a meaningful discussion at the Board meeting.⁴⁴ The Chairperson will ensure that action is agreed for every item on the agenda and that responsibility for taking action is clearly recorded in the minutes. The Chairperson will ensure that the minutes are an accurate reflection of decisions made at the previous meeting and will secure formal agreement on them incorporating, if necessary, any changes agreed at the next subsequent meeting when the Board has had the opportunity to review the previous meeting's minutes.
- (F) The name of each Board Member shall be set out in the Annual Report of SFHD.

⁴² Compliance Statement Part 2 at page 15 Conducting the business of the Board

⁴³ Governance Code Type C Recommended board practices 1.2(e)

⁴⁴ Governance Code Type C Recommended board practices 4.2(c)

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4.4 BOARD MEMBERS OF SFHD


- (A) On appointment to the Board, new Directors of SFHD will be provided with a formal standard letter of appointment,⁴⁵ and initial induction and on-going support from the Company Secretary. New Board members should take time to discern how the Board conducts its business. They should not hesitate to ask questions about the structures and procedures which are in place. Such questions provoke new thinking and can lead to more effective ways of conducting the business of the Board.
- (B) Director induction will include guidance on the Board member's duties, the standards of conduct to be met and conflicts of interest and loyalty.⁴⁶ The induction programme is designed to orient newly appointed directors and to allow them to understand the processes and proceedings of the Board so that they can become effective in their new role as soon as possible. The induction will include a briefing section on SFHD's strategic objectives, the role of the Board and individual Directors, SFHD's finances and funding model.⁴⁷ The Company Secretary or the CEO will furnish new Board members with the following:
- (1) A copy of the SFHD Constitution;
 - (2) A copy of this Manual;
 - (3) A copy of the Governance Code (Type C);
 - (4) A copy of relevant Board policies;
 - (5) A formal schedule of matters reserved to the Board for decision;
 - (6) Internal financial reports
 - (7) Procedures for obtaining information on relevant new laws and regulations;
 - (8) Procedures to be followed when, exceptionally, decisions are required between Board meetings;
 - (9) A schedule detailing the composition of all committees and their terms of reference;

⁴⁵ Code of Practice for the Governance of State Bodies Section 3.6

⁴⁶ Governance Code Type C Recommended board practices 5.2(d)

⁴⁷ Governance Code Type C Recommended board practices 4.1 (a)

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- (10) A statement explaining the Board member's responsibilities in relation to the preparation of the accounts, St. Francis Hospice's system of internal control and audit and for reporting on the business as a going concern with supporting assumptions or qualifications as necessary; and,
- (11) A statement informing the Board members that they have access to the advice and services of the Company Secretary.⁴⁸
- (C) Board members are appointed on the basis of the expertise that they are expected to bring to the organisation. Generally a Board member will be expected to:
- (1) attend Board meetings on a regular basis (with an expectation of 100% attendance⁴⁹) and be well prepared by reading relevant papers in advance;
 - (2) contribute to decision-making and share responsibility for the Board's decisions;
 - (3) attend training events and keep up to date with subjects relevant to the work of SFHD;
 - (4) contribute to the work of committees that have been established by the Board; and
 - (5) represent the Board at meetings and events when required.
- (D) Board members should be guided by the following principles:
- (1) Corporate Responsibility
- While Board members must be independent and free to offer constructive challenge, they must also share collective responsibility for decisions taken by the Board as a whole. If there is a fundamental disagreement with a Board decision, Board members have the option of recording their disagreement in the minutes. However, ultimately, members must accept (and support) the collective decision of the Board. In any given situation a Board member may feel that his or her continued participation is difficult and may believe the issues in question to be a resigning matter.
- (2) Confidentiality

⁴⁸ Code of Practice for the Governance of State Bodies Section 3.7

⁴⁹ Code of Practice for the Governance of State Bodies Section 3.9

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It is essential that all Board members and members of sub-committees respect the confidentiality of information held by the organisation. This includes commercially sensitive information, personal information and information received in confidence by SFHD. Directors must maintain confidentiality in regard to matters discussed at Board meetings except in regard to matters which the Board decides should be aired in a manner approved by the Board.

(3) Conduct

Board members have a responsibility to be loyal to the organisation, the Board and fellow Board members and to be fully committed to all the organisation's activities. In fulfilling this role, Board members must be conscious when speaking publicly of the need to maintain the good reputation of the Board. All public statements need prior approval of the Board.

Board members must ensure that nothing they do or say, whether acting in the capacity of a Board member or in a business or private capacity, tarnishes the reputation of SFHD or the Board. If a Board member has specific concerns about the manner in which the organisation is run, these concerns should be raised in the first instance with the Chairperson of the Board and thereafter at a Board meeting.

(4) Appropriate Communication


Board members must be aware that, when writing or speaking on any matter that is within the remit of SFHD, they are likely to be perceived as representing the Board or the Board's position even when they are writing or speaking as a citizen, academic, professional, etc. A perception that a member is speaking as a Board member can lead to embarrassment and distress for both Board member and SFHD.

Being a Board member does impose certain restrictions on what one can say and to whom. It is necessary to clear articles or speeches on subject matter relevant to SFHD with the Board or if permitted by the Board, the Chairperson or CEO in advance. If the media approaches a Board member, he/she is required to inform the Chairperson and where appropriate, the CEO, before responding.

(5) Operational Issues

It is essential that there is a clear understanding of the role of SFHD's executives and the role of Board members – there is often a

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fine line between the two. The role of the Board is to develop strategies, policies and plans for the organisation and to monitor and review performance. It is the role of the executives to implement those strategies, policies and plans. Board members should avoid interfering in the day-to-day running of the organisation.

5. EVALUATION AND EFFECTIVENESS

5.1 EVALUATION AND EFFECTIVENESS OF THE BOARD

- (A) In order to ensure that the roles and responsibilities of the Board of Directors are effectively performed, the Chairperson will on an annual basis and together with the Board, undertake a formal review of the Board's performance for the previous year. The evaluation will include an assessment of the effectiveness of the board as a whole, the chair, individual board members, committees including structure, size, and charters, director training and recruitment plans.
- (B) The Board will agree a skills development programme to remedy any gaps in competencies of Directors.⁵⁰

5.2 RECRUITMENT, APPRAISAL, RE-APPOINTMENT AND DISQUALIFICATION OF BOARD MEMBERS


- (A) Identifying individuals of suitable quality and background is essential for a high performing Board. The nominations and appointments process is crucial to strong corporate performance as well as effective accountability. To function effectively, Boards need to be able to draw on an appropriate range of skills, gender or competency,⁵¹ qualities, backgrounds and interests. They may be aware of certain skills gaps within their membership and accordingly draw up specifications to inform the appointments procedure.
- (B) New members, on joining the Board of SFHD, will receive a formal letter setting out their roles and responsibilities as Board members and other relevant details.⁵² Expectations in terms of time commitment, committee membership and involvement outside Board meetings should be made clear.
- (C) It is good practice that reviews be undertaken of the performance of Board members, in respect of the Board duties, annually. The Chairperson will normally carry out the review, taking into account the Board member's attendance record, overall contribution and

⁵⁰ Governance Code Type C Recommended board practices 4.3 (c) and (d)

⁵¹ Compliance Statement Part 2 at page 13 Appointment of Directors/ Board Members

⁵² Code of Practice for the Governance of State Bodies Section 3.6

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performance. The advantage of this approach is that it helps the Chairperson identify and address the strengths and weaknesses of the Board and consider whether the Board has the right balance of skills for the future. To assist the Chairperson in evaluating the performance of Board members, it is recommended that individual Board members undertake an annual self-assessment of their performance. Board members should avail of the questions outlined in Appendix 2. The Governance and Risk Committee may assist the Chairperson in this matter.

- (D) It is crucial that the Board continues to be vibrant and productive, leading SFHD forward. In this regard, the Board will regularly re-evaluate the mix of skills and experience it needs. The Board will ensure that it has a succession plan in place towards continuation of the effectiveness of the Board. The succession plan will ensure that future recruitment meets the need for a mix of skills and experience identified in an annual competency gap analysis, and embraces the Board's diversity and ethical culture;⁵³
- (E) At every annual general meeting of SFHD one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring Director shall be eligible for re-appointment.⁵⁴
- (F) The membership term for each Board Member/Director should not generally exceed 3 years. On completion of a term of office, a member is eligible for re-appointment but may not serve more than 3 consecutive terms.

However, considering the need for balanced expertise, maintenance of corporate wisdom, continuity and cohesion as well as natural attrition, the Board will monitor issues regarding the appointment and retirement of Directors on an annual basis.


- (G) The Board will ensure that it will maintain a record of Board membership and tenure, and that it has documented procedures for disqualification of Directors.⁵⁵ Articles of Association (Art 45)

⁵³ Governance Code Type C Recommended board practices 4.3 (b)

⁵⁴ From Articles of Association (Arts 47-49) and Compliance Statement Part 2 at page 13 Appointment of Directors/ Board Members

⁵⁵ Compliance Statement Part 2 at page 13 Appointment of Directors/ Board Members and Constitution Article 45

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outlines the circumstances which give rise to a disqualification of a Director.

5.3 INDEPENDENT PROFESSIONAL ADVICE

Where, in furtherance of their duties, a Director considers that it is necessary to receive independent professional advice, he or she may apply to the Governance and Risk Committee and professional advice shall be arranged at the reasonable expenses of SFHD.⁵⁶

6. STAKEHOLDERS AND EMPLOYEES

6.1 MAINTAINING RELATIONSHIPS WITH STAKEHOLDERS

- (A) The Board will periodically review its relationships with key stakeholders and will ensure that there is a strategy in place for communicating with them appropriately.⁵⁷ For the purpose of this Manual, the term stakeholder can be defined as an individual, organisation or group, who has an interest in SFHD and its outcomes.
- (B) The Board must be cognisant of the needs of its stakeholders. In relation to issues such as service standards, equality of treatment, physical accessibility, timeliness, accuracy of information and courtesy, those who use the services of St. Francis Hospice are among its key stakeholders.

6.2 DEPARTMENT OF HEALTH AND HEALTH SERVICE EXECUTIVE (HSE)

- (A) The Department of Health has a role in monitoring and evaluating the activities and performance of all of the organisations, including SFHD, either directly or indirectly under its aegis. It also ensures that the bodies are kept up to date on government policy and priorities. The HSE's relationship with SFHD is regulated by its section 39 Service Level Agreement with SFHD which requires SFHD to provide its services in accordance with its provisions.⁵⁸
- (B) The Board will inform the HSE of any changes to its Chairperson, Directors or Secretary and to its Auditors.⁵⁹


⁵⁶ Compliance Statement Part 2 Code of Conduct page 16 and Governance Code Type C Recommended board practices 4.2 (f)

⁵⁷ Governance Code Type C Recommended board practices 3.1(a) and 3.1(c)

⁵⁸ SLA Section 3.2 (a) (i)

⁵⁹ SLA Section 3.2 (c) (xv)

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6.3 THE BOARD AND EMPLOYEES

- (A) SFHD is the employer of those who work in the Hospice. The Board must ensure that the organisation meets its moral and legal responsibilities by having in place a statement of terms and conditions of employment and clear policies on human resource management issues such as anti-bullying, anti-harassment, disciplinary and grievance procedures, which will allow it to:
- (1) comply with employment law;
 - (2) avoid discrimination of any kind against employees or potential employees;
 - (3) observe health and safety requirements;
 - (4) put in place procedures whereby employees may raise concerns, in confidence, about possible irregularities in financial reporting or other matters and for ensuring meaningful follow-up of matters raised in this way.⁶⁰
- (B) The CEO is responsible for the implementation of board-approved human resource policies and employment contracts.⁶¹


6.4 KEY RELATIONSHIPS

- (A) As Board members and senior management have the common aim of achieving the Board mission it is essential that they work together as an effective team. Their respective roles and responsibilities must be clearly delineated and accepted and working relationships should be based on mutual respect. In particular, the working relationship between the Chairperson and CEO is vital to the successful conduct of business. Section 3.7 outlines functions typically reserved for the Board.
- (B) The Board should constructively support the CEO and the management team, especially in the achievement of strategic objectives. It is essential that there is clarity regarding delegated decision-making powers.
- (C) The Chairperson and Board Members

⁶⁰ Compliance Statement Part 2 at page 14 Responsibilities of the Board and its Directors/ Board Members

⁶¹ Governance Code Type C Recommended board practices 1.3(a)

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- (1) Each Board member should contribute appropriately and effectively at Board meetings. The Chairperson has an important role to play in ensuring that all Board members have an opportunity to contribute to Board discussions.
- (2) Outside the boardroom, the Chairperson should be a useful source of advice and guidance for Board members (in particular, for less experienced Board members) on any aspect of their role, responsibilities and conduct.
- (3) Board members should support the Chairperson in his/her efforts to conduct Board business in an efficient and effective manner. However, Board members should not hesitate to challenge the Chairperson if they believe that a decision has been taken without a full and proper debate, is illegal or ultra vires.
- (4) A performance evaluation proforma for a Board Director is attached as Appendix 2.

7. REPORTING AND INTERNAL CONTROLS

- 7.1 St. Francis Hospice is party to a Service Level Agreement (“SLA”) with the HSE and this document governs and controls its HSE funding.
- 7.2 The Board may oversee the production of a corporate plan that is a policy document setting out the aims of the organisation over a period of years which will move it strategically towards the achievement of its mission. The role of the Board in this process is to ensure that:
 - (A) effective short, medium and long-term planning takes place;
 - (B) plans reflect the stakeholders’ objectives and strategic mandate in terms of economic and social objectives;
 - (C) plans set appropriate goals, indicators and targets against which performance can be measured; and,
 - (D) corporate plans are approved and adopted.
- 7.3 Corporate plans provide for actions over the short and medium-term that will lead to the achievement of the long-term strategy (the mission). They promote continuous improvement in performance. Generally, the corporate plans of an organisation will include:
 - (A) its mission statement;

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- (B) its strategic aims;
- (C) an analysis of the environment in which it operates, including the organisation's strengths and weaknesses, the opportunities and threats that exist;
- (D) in descending order of generality the objectives, tasks and targets for the period covered which serve each strategic aim;
- (E) a description of the resources required;
- (F) indicators against which performance will be measured;
- (G) an efficiency strategy describing how it will achieve value for money;
- (H) its capital value (if appropriate); and
- (I) its economic and social objectives.


7.4 The Board will review annually the effectiveness of SFHD's system of internal controls, including financial, operational and compliance controls and risk management, including the number and use of bank accounts and credit card accounts.⁶²

8. STANDARDS OF BEHAVIOUR

- 8.1 The image of SFHD, which greatly determines the efficiency and effectiveness with which it can act, derives from both the values and behaviour of those who work in it and the manner in which they deal with their service users and stakeholders.
- 8.2 The Board of St. Francis Hospice is responsible for determining the specific values and standards for the organisation, building on the core values and standards set out in the Code of Business Conduct (below). Individual Board members are expected to show leadership by promoting these values and standards. They can act as a role model.
- 8.3 Board members should always act fairly, in good faith and in an impartial way to meet the objectives of St. Francis Hospice. Board members should ensure that nothing they do or say should ever weaken the public's faith in the integrity of St. Francis Hospice and its Board. A Board member should avoid publicly criticising the Board.

⁶² Compliance Statement Part 2 at page 14 Responsibilities of the Board and its Directors/ Board Members

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8.4 Board members should be aware that issues such as the receipt of gifts and hospitality, conflicts of interest and public accountability assume a much greater importance in the publicly funded agencies than in the private sector. Minor breaches can attract significant criticism and adverse press coverage. This is largely due to the sensitivities arising from the fact that public funds are invested in the voluntary health sector on behalf of the citizens of Ireland.

9. CODE OF BUSINESS CONDUCT

The Code of Business Conduct for Directors outlines the standards of behaviour expected of all Directors and is an agreement between each individual Director and SFHD. The Code of Business Conduct for Directors, which has been approved by the Board, also seeks to establish the principles of integrity, accountability and transparency and to put these principles into practice. The broader principles set out throughout this Corporate Governance Manual also apply to the Directors and are hereby incorporated by reference into this Code of Business Conduct. Equally the principles contained in this Code of Business Conduct are to be considered an integral part of this Manual.⁶³


The key elements of the Code of Business Conduct as applied to St. Francis Hospice are:

- integrity;
- avoiding conflicts of interest;
- complaints;
- obligations;
- loyalty;
- fairness;
- work/external environment;
- fundraising;
- clinical governance.

These elements are expanded upon as follows:

⁶³ Governance Code Type C Recommended board practices 4.1(g)

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9.1 INTEGRITY

Board members must be (and be seen to be) selfless and objective. They must adhere to the highest standards of personal and professional integrity. Specifically, Board members must:


- demonstrate *selflessness* by taking decisions solely in terms of the interest of SFHD. A Board member should not act in order to gain financial or other material benefit for himself/herself or family or friends;
- demonstrate *integrity* by not placing himself/herself under any financial or other obligation to any individual or organisation that might reasonably be thought to influence the performance of his/her duties;
- be *objective* – decisions on public business should be taken solely on their merit;
- commit to compete vigorously and energetically but also *ethically* and *honestly* at all times;
- be *accountable* for decisions and actions and submit to whatever scrutiny is appropriate;
- be as *open* as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
- promote and support these principles by *leadership* and example.

9.2 CONFLICTS OF INTEREST⁶⁴

- (A) The Board of SFHD has a legal obligation to act in the best interests of SFHD, and in accordance with SFHD governing documents, and to avoid situations where there may be a potential conflict of interest. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of SFHD. Such conflicts may create problems; they can inhibit free discussions, and result in decisions or actions that are not in the interests of SFHD.
- (B) A conflict of interest arises when the private interests of a Director compete with their professional duties regarding SFHD. A conflict of interest can also arise in relation to connections the Director might have to a family member, or connections that are unrelated to family,

⁶⁴ Governance Code Type C Recommended board practices 5.2(a)

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but to do with others with whom he or she may have a business connection.


- (C) In the event that it is not entirely clear that a conflict of interest exists, the interested person with the potential conflict shall disclose the circumstances to the Chairperson or the Chairperson's designee, who shall determine whether full Board discussion is warranted or whether there exists a conflict of interest that is subject to this Manual.
- (D) Directors must annually disclose on-going conflicts of interest and must promptly update any disclosures previously made on the Register of Directors' Interests. Directors must also disclose conflicts as they arise (at the start of the Board meeting) as well as disclose those situations that are evolving that may result in a conflict of interest.⁶⁵
- (E) Where a conflict of interest arises, the Board member concerned should declare his/her interest and leave the room, thereby taking no part in the relevant discussion, decision or action. In circumstances where a Board member is unsure as to whether or not a conflict of interest exists or is material, he/she should discuss the matter with the Chairperson prior to the meeting. If in doubt, declare and offer to withdraw. In this event, the Board member should not receive Board papers relevant to the issue and a separate record of the deliberations and the background to the decisions should also be kept. If papers are received they should immediately be returned to the Company Secretary.⁶⁶ All disclosures shall be reflected in the minutes of the meeting. Persons having a conflict of interest must not vote on the item representing a conflict. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.⁶⁷
- (F) Where a conflict of interest exists and the Board member does not declare his/her interest and/or offer to withdraw, the Chairperson should take appropriate action to ensure that the Board and the Board member concerned are not compromised.
- (G) The fundamental principle is that Board members should not use, or give the appearance of using, their Board membership to further their private interests. This is an area of particular importance and even a reasonably innocent action can be misinterpreted.

⁶⁵ Governance Code Type C Recommended board practices 5.2(b)

⁶⁶ Code of Practice for the Governance of State Bodies Section 5.8 vi) and vii)

⁶⁷ Governance Code Type C Recommended board practices 5.2(c)

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- (H) Corporate gifts, hospitality and entertainment. Accepting gifts, entertainment or other favours from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favour does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. It is essential that Board members and staff of SFHD do not offer, or accept, any payment, bribe, favour or inducement that might influence, or appear to influence, an official decision or action. Gifts, hospitality and entertainment or other preferential treatment or benefits should only be offered or accepted if there is a genuine need to impart information or represent the organisation. Board members need to consider whether the offering or accepting of any such gift or hospitality could be regarded as normal and reasonable. It can be difficult to decide what is ‘normal and reasonable’. Board members should however bear in mind the fundamental principle of integrity. If in doubt consult the Chairperson.
- (I) SFHD is required to keep a Register of Interests⁶⁸, which records the interests which a Director is required to disclose to the company.⁶⁹

9.3 COMPLAINTS

Any complaint by a Director in relation to a matter the subject of this Manual should be referred to the Chairperson of the Board. The Chairperson will address the complaint in a timely, open and fair manner.

9.4 LOYALTY AND CONFLICTS OF LOYALTY⁷⁰


- (A) Every Board member of SFHD has a responsibility to be loyal to SFHD and be fully committed to all its activities. Where a Board member is appointed because of his/her involvement with an interest group, the Board member must remember that his/her loyalty is to SFHD and not to any other person or group. A Board member should be aware of his/her duty to conform to the highest standards of business ethics. In all cases, regardless of their route onto the Board, all Directors must act in the interests solely of SFHD on whose Board they sit, rather than acting in the interests of the any other person or body.
- (B) A conflict of loyalty may be serious enough to be a conflict of interest.

⁶⁸ Companies Act 2014, s 267

⁶⁹ Companies Act 2014, Chapter 5 of Part 5

⁷⁰ Governance Code Type C Recommended board practices 5.2(b)

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- (C) Board members must respect their fellow Board members and employees of the body and the role they play, treating them with courtesy at all times. As a Board member, they may also be called upon to represent the Board in dealing with the public and/or other external organisations. In these circumstances, it is the Board member's duty to maintain the reputation of SFHD by treating people in a helpful and courteous manner, on a timely, reliable and, where appropriate, confidential basis and in an open and efficient way.

9.5 FAIRNESS

- (A) The Code of Business Conduct places an onus on the Board member to ensure compliance with employment equality and equal status legislation, commit to fairness in all business dealings, and to value and treat of all service users equally.
- (B) Policies on respect and dignity should be prepared in compliance with anti-bullying and anti-harassment legislation.

9.6 WORK/EXTERNAL ENVIRONMENT

Board members should place the highest priority on promoting and preserving the health and safety of employees, should ensure that community concerns are fully considered and provide arrangements to ensure minimal detrimental impact on the environment from St. Francis Hospice's operations.


9.7 FUNDRAISING (DONATIONS)

Board members should be aware that the activities of fundraisers could affect the perception and good name of SFHD. The responsibility of Board members therefore is to ensure that SFHD is in control of funds raised on its behalf (and respects any restricted funds) so that it receives all the money to which it is entitled from fundraising events. Records should be maintained for each fundraising event in sufficient detail to identify gross receipts, how they have arisen and costs incurred.

9.8 CLINICAL GOVERNANCE

- (A) Board members should ensure that a comprehensive approach is taken to the issue of clinical governance, as part of an overall corporate governance and risk management strategy. Initiatives that demonstrate a good clinical governance approach include:
- (1) Performance management of health specialists including on-going training and development;

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- (2) Clinical audits of activities;
- (3) User / client involvement; and,
- (4) Information and Complaints management.

9.9 DIRECTOR COMMITMENTS

SFHD will strive to promote an atmosphere of openness throughout the Company to promote confidence among members of the public, staff, beneficiaries and regulators.

In addition to the above I agree to the following:

(A) Law and SFHD Policies & Procedures

In my role as Director, I will not break the law or contravene any relevant regulations and I will abide by the policies and procedures of SFHD.


(B) Conflicts of Interest and /or Loyalty

- I will always act in the best interests of SFHD and will declare any conflict of interest and any circumstance as may be viewed by others as conflicting as soon as it arises.
- Unless the Board decides otherwise, I will leave the room during discussions on matters where such a conflict has arisen and have no part in decisions made.
- I will observe SFHD policies in my relationships with fellow Directors, staff, beneficiaries or anyone I come into contact with in my role as Director.

(C) Guardian of the reputation of SFHD

- I will not speak as a Director to the media or any public forum without the prior knowledge and approval of the Chairperson or the CEO.
- When I am asked to represent SFHD, any comments I make will reflect current policy even where I do not agree with it.
- When speaking as a private citizen I will aim to uphold the reputation of SFHD and those who work and volunteer for it.

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- I will respect SFHD, Board and individual confidentiality and non-disclosure obligations and I acknowledge and understand that these obligations of confidentiality do not cease when Board membership ceases.⁷¹

(D) Personal gain

- I will not personally gain from my role as a Director 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 agreed policy.
- I will not accept gifts or hospitality without the consent of the Board.
- I will use SFHD resources responsibly, and only when authorised in accordance with procedure.

(E) As a member of the Board


- I will embody the principles of good governance in all my actions and strive to live up to the trust placed in me by SFHD.
- I will abide by governance procedures and strive to attend all Board meetings.
- I will endeavour to absorb agenda items sent to me in good time and be prepared to contribute my opinions during meetings.
- I will honour the authority of the Chairperson, maintain a respectful attitude to the opinions of others and accept a majority vote.
- I will maintain confidentiality unless authorised to speak outside meetings.
- I will carefully hold any Board papers or other SFHD documentation and will not retain such documentation after my term has ended.⁷²

(F) Enhancing governance

⁷¹ Code of Practice for the Governance of State Bodies Section 5.6

⁷² Code of Practice for the Governance of State Bodies Section 5.7

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- I will participate in appropriate induction, training and development activities.
- I will support the CEO in her/his executive role and the Chairperson in her/his leadership role.

(G) Removal from the Board

I understand that any substantial breach of this Code may result in my removal from the Board of SFHD.

(H) Resignation from the Board

Should I wish to resign, I will inform the Chairperson in writing, stating my reasons and I will participate in an exit interview, if deemed mutually necessary.

(I) Independent Professional Advice

I acknowledge that I am aware of the policy, which exists to regulate the taking of independent professional advice by Directors, if necessary, in furtherance of their duties and which is detailed at section 5.3 of this Manual.


This Code of Business Conduct must be signed by all current Directors at the date of coming into force of this Manual, and thereafter by each new Director of the Company upon taking office.

I understand that this Code of Business Conduct constitutes a binding agreement and I agree to be bound by its terms.⁷³

Signed: _____ **Date:** _____

⁷³ Governance Code Type C Recommended board practices 5.1 (d)

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APPENDIX 1: CONSTITUTION OF ST. FRANCIS HOSPICE DUBLIN

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE


CONSTITUTION

of

ST FRANCIS HOSPICE DUBLIN

McCann FitzGerald
Solicitors
Riverside One
Sir John Rogerson's Quay
Dublin 2
NTM\23871116.4

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CONSTITUTION


of

ST FRANCIS HOSPICE DUBLIN

MEMORANDUM OF ASSOCIATION


1. The name of the Company is St. Francis Hospice Dublin.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which the Company is established are:-
 - (a) To establish and maintain hospice facilities in North Dublin to serve the needs of dying or chronically or terminally ill persons which will reflect the principles of the Hospice mode of care which are expressed as follows in this memorandum and to which no change shall be made by amendment of this memorandum without the consent of the Hospice Foundation:-
 - (i) Care shall be provided for dying or chronically or terminally ill persons and for their families.
 - (ii) The unit of care ("**the Unit of Care**") of a dying or chronically or terminally ill person ("**the Patient**") shall consist (upon their consent being given) of the Patient's immediate family and such other individuals intimately close to the Patient as may be designated by the Patient.
 - (iii) Care shall be available to the Patient and to the Unit of Care seven days a week and twenty four hours a day. Continuity of care shall be ensured for the Patient who returns home after residence in St. Francis Hospice Dublin.
 - (iv) Care shall be planned and provided by a medically supervised inter disciplinary team comprising individuals with appropriate skills. The team members shall work together to plan and to provide services that will secure the physical, emotional and spiritual welfare of the Unit of Care.
 - (v) There shall be no discrimination in decision-making on account of the Patient's own preferences, beliefs and life-style.
 - (vi) The sole criterion for rejecting a Unit of Care, or any member thereof shall be lack of resources. There shall be no discrimination on the basis of religion or the lack of it, denomination, class, occupation, race, nationality, gender personal beliefs and practices of the Unit of Care, or any member thereof. Preferences may be given to the Patient in greater need than another but on no other ground.

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- (vii) Palliative and supportive care shall be directed at allaying the physical and emotional discomfort associated with terminal or chronic illness.
 - (viii) Bereavement counselling services shall be available for the Unit of Care before and after the death of the Patient.
 - (ix) Services given, and applications for services, shall be recorded in computer accessible form to facilitate educational and research programmes, and to evaluate the needs of the community.
 - (x) Volunteers shall play an important role in the provision of care.
 - (xi) There shall be mutual support among those concerned in the provision of care. This support shall include discussions, seminars and counselling on organisational, technical, emotional and psychological problems.
- (b) To maintain a home support service, a day care service and ancillary support services for dying or chronically ill or terminally ill persons principally in the North Dublin area.
 - (c) To enter into such agreements as the company may consider fit with the Health Service Executive (and its successors in title), the Hospice Foundation and the company of the Daughters of Charity of St. Vincent de Paul upon such terms and conditions as may be agreed for the purpose of promoting the objects of the Company.
 - (d) To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devise or bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of leases and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage, invest and expend all monies and property belonging to the Company.
 - (e) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objects or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

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4. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the main objects and which powers may only be exercised in promoting the main objects. Any income generated by the exercise of these powers is to be applied to the promotion of the main objects:
- (a) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes, and other mercantile instruments.
 - (b) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent, any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge and any property of the Company whether real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances, and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise or in any other manner.
 - (c) To undertake the office of trustee, executor, administrator, committee, manager, secretary, registrar, attorney, delegate, substitute or treasurer, and any other offices or situations of trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
 - (d) To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks or securities, and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.
 - (e) To take part in the management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents.
 - (f) To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.
 - (g) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertakings, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the


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generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.


- (h) To carry on and undertake any business transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, contractors for public and other works or merchants.
- (i) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above.
- (j) To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (k) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession, co-operation or otherwise with any company carrying on or engaged in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to lend money to, guarantee the contracts or debentures of or otherwise assist any such company, and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- (l) To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture under or grant licences or privileges in respect thereof or otherwise turn to account the property, rights and information so acquired, and to carry on any business in any way connected therewith, and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions or right which the Company may acquire or propose to acquire.

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- (m) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (n) To guarantee the payments of dividends or interest on any stocks, shares, debentures or other securities issued by, or any other contract or obligation of any company, societe anonyme, association, undertaking or public or private body and the performance of contracts by or become security for members of any company having dealings with the Company.
- (o) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally.
- (p) To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Company to carry any of its objects into effect or for any extension or alteration of its powers, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (q) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (r) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the profits of the Company by way of interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (s) To advance and lend money, with or without security, to such persons or companies and upon such terms and subject to such conditions as may seem expedient.

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- (t) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose of the Company.
- (u) To establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts or conveniences calculated to benefit the Company or employees or ex-employees of the Company or the dependants or connections of such persons or connected with any town or place where the Company carries on business, and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company, or to the wives, children or other relatives of such person and to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (v) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (w) To procure the Company to be registered or recognised in any foreign country, colony, dependence or place.
- (x) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- (y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone or in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's business by any person or company.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulations or restriction which if an object of the Company would make it a trade union.

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in nowise restricted

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by reference to or in inference from the terms of any other paragraph or the name of the Company.

5. The income and property of the Company shall be applied solely towards the promotion of the main objects as set forth in this constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
 - (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).
6. The Company must ensure that the Charities Regulator has a copy of its most recent constitution. If it is proposed to make an amendment to the constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
7. No addition, alteration or amendment shall be made to the Constitution of the Company, such that there would be non-compliance with the requirements of Section 1180(1)(a) and (b) of the Companies Act 2014.
8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases being a member, for payment of the debt and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of


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winding up, and for the adjustment of the rights of the contributories amount themselves, such amount as may be required not exceeding €1.269738078.

10. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
11. For so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

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ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles:-

the “**Act**” means the Companies Act 2014 and every other enactment which is to be read together with that Act;

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

“**electronic address**” means any address or number used for the purposes of sending or receiving documents or information by electronic means;

“**electronic form**” means when a notice, communication, document or information is given, served or delivered by electronic means including, without limitation, by making such notice, communication, document or information available on a website or by sending such notice, communication, document or information by e-mail;

“**electronic means**” means any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;

“**Secretary**” means any person appointed to perform the duties of the Secretary of the Company;

the “**Seal**” means the Common Seal of the Company;

the “**State**” means Ireland; and


“**the office**” means the registered office for the time being of the Company.

2.

(a) (i) Unless the contrary intention appears, any expression in this constitution referring to writing (or any cognate word):


(A) shall be construed as including a reference to printing, lithography, photography and any other mode of representing or reproducing words in a legible and non-transitory form; and

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- (B) subject to the circumstances in sub-clause (ii) and to the requirements of the Act, shall not include writing in electronic form.
- (ii) The circumstances mentioned in sub-clause (a)(i) (in which writing (and cognate words) includes writing in electronic form) are:
 - (A) where such is provided in this constitution; and
 - (B) in the case of a notice, communication, document or information to be given, served or delivered to the Company, where the Company has agreed to receipt in electronic form and such notice, communication, document or information is given, served or delivered in such electronic form and manner as may have been specified by the Directors from time to time for the giving, serving or delivery of notices, communications, documents or information in electronic form.
- (b) References in this constitution:
 - (i) to execution of any document shall include any mode of execution, whether under Seal or under hand or any mode of electronic signature as may from time to time be approved by the Directors; and
 - (ii) to a section is to a section of the Act, unless otherwise stated.
- (c) A notice, communication, document or information is given, served or delivered in electronic form if it is given, served or delivered by electronic means including, without limitation, by making such notice, communication, document or information available on a website or by sending such notice, communication, document or information by e-mail.
- (d) Where a member has provided an electronic address to the Company the member shall be deemed to have given his consent to the use by the Company of electronic means in sending notices or other communications, information or documentation (including without limitation, financial statements) to that member. A member may from time to time notify the Company of a change to the electronic address to be used for such member.

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3. Words importing the singular shall include the plural, words importing the masculine shall include the feminine and vice versa and gender includes, where a person is a body corporate, the neuter gender.
4. 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.
5. The provisions of the Act are adopted except, in respect of the optional provisions identified in the Act, to the extent that this constitution provides otherwise or states otherwise (expressly or by import).


MEMBERS

6. The number of members with which the Company proposes to be registered is 7 but the Directors may from time to time register an increase of members.
7. The subscribers to the constitution and such other persons as the Directors shall admit to membership shall be members of the Company.
8. The rights and liabilities attaching to any members of the Company may be varied from time to time by a special resolution of the Company.

GENERAL MEETINGS

9. All general meetings of the Company shall be held in the State or outside of the State.
10. (1) Subject to paragraph (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 meetings 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 the year of its incorporation or in the following year. Subject to Article 9, the annual general meeting shall be held at such time and at such place as the Directors shall appoint.
11. All general meetings other than annual general meetings shall be called extraordinary general meetings.
12. 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 requisitionists as provided by Section 178 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum any Director or any two members of Company may convene an extraordinary general

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meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.


NOTICE OF GENERAL MEETINGS

13. Subject to Sections 181 and 191 of the Act an annual general meeting and a meeting called for by passing of a special resolution shall be called by 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 14 days notice in writing at the 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 of meeting and the general nature of the business to be transacted at the meeting, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
14. The accidental omission to give notice of a meeting or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. The business of the annual general meeting shall include the matters specified in Section 186 of the Act.
16. No business shall be transacted at any general meeting unless a 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 a quorum.
17. 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 in the next week at the same time and place, or to such other day and at 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 be a quorum.
18. 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 number to be Chairman of the meeting.
19. If at any meeting no Director is willing to act as 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.

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20. The Chairman may with 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 at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting 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 adjourned meeting or of the business to be transacted at an adjourned meeting.
21. At any general meeting a resolution put to the vote of the meeting 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 and representing not less than one-tenth of the total voting rights of all 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, 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 the 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.

22. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. 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.
24. A poll demanded on the election of a 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.
25. Subject to Section 193 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) 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. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date


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as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

26. Every member shall have one vote.
27. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in cases of unsound mind, may vote, whether on a show of hands or in a poll, by his committee, donee of an enduring power of attorney, receiver, guardian, or other person appointed by that Court, and any such committee, donee of an enduring power of attorney, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
28. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
29. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, any 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.
30. Votes may be given either personally or by proxy.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
32. The instrument appointing a proxy and the power of 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 proposed 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.

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33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

“St. Francis Hospice Dublin

I/We (Block Letters) [•]

of [•]

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

[Chairman of the Meeting/ Name]: [•]

of [address]

or failing him or her [name and address of alternative proxy]

as my / our proxy to attend, speak and vote for me / us on my / our behalf at the [annual/extraordinary] general meeting of the Company to be held on [•] and at any adjournment thereof. I / We direct that my / our vote(s) be cast on the specified resolution[s] as indicated by an X in the appropriate box as follows:


Voting Instructions to Proxy			
(choice to be marked with an “x”)			
Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			

Signature [•]

Dated this [•] day of [•] 20

34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
35. 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

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at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

36. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

ANNUAL SUBSCRIPTIONS

37. The Directors shall be entitled from time to time to determine any annual subscription to be payable by any member of the Company. Such subscriptions shall be payable in advance of the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to 1st day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.


DIRECTORS

38. The number of Directors shall be not less than 3.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

- 39.
- (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.
 - (b) Membership of the Company shall automatically cease on any member's death.
 - (c) If any member shall refuse or willfully neglect to comply with any of these Articles or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such members may by a resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.

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- (d) Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 78 of these Articles whether or not it is actually received by the member intended to be served with such notice.


BORROWING POWERS

40. The Directors may 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 security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

41. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and 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 (by special resolution) subject nevertheless to the provision 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, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.
42. The Directors may from time to time and at any time by power of attorney appoint any company, 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 powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and 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.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys 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 manner as the Directors shall from time to time by resolution determine.
44. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

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DISQUALIFICATION OF DIRECTORS

45. The office of Director shall be vacated automatically if:-
- (a) the Director holds any office or place of profit under the Company; or
 - (b) the Director suffers any event equivalent or analogous to bankruptcy in the State or any other jurisdiction or he makes any arrangement or composition with his creditors generally; or
 - (c) the Director becomes prohibited from being a Director by reason of any order made or deemed to be made under the Act; or
 - (d) the Director's health is, in the opinion of his co-Directors, such that he can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
 - (e) the Director resigns his office by notice in writing to the Company; or
 - (f) the Director is convicted of an indictable offence unless the Directors otherwise determine; or
 - (g) a declaration of restriction is made, or deemed to have been made, in respect of the Director under the Act; or
 - (h) the Director 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 231 of the Act.

VOTING ON CONTRACTS

46. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.


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ROTATION OF DIRECTORS

47. At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
48. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
49. A retiring Director shall be eligible for re-election.
50. 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 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.
51. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Director duly qualified to attend and vote at the meeting for which 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.
52. 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.
53. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing 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.
54. The Company may by ordinary resolution of which notice is given in accordance with Section 146 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 any contract of service between him and the Company.
55. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 54. Without prejudice to the powers of the Directors under Article 53 the Company in general meeting may appoint any person

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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 same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

56. The Directors may meet together for the despatch 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 any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
57. The quorum necessary for the transaction of the business of the Directors shall be five.
58. The continuing Directors 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 to that number or of summoning a general meeting of the Company, but for no other purpose.
59. 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 five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
60. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
61. 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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
62. 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 members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.
63. All acts done by any meeting of the Directors or of a 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

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aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

64. 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 passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last Director.

SECRETARY

65. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
66. 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 both as Director and as, or in place of, the Secretary.

THE SEAL


67. Any instrument to which the Seal shall be affixed shall be signed by any two of:
- (a) a Director;
 - (b) the Secretary; or
 - (c) any other person authorised to sign for that purpose by:
 - (i) the Directors; or
 - (ii) a committee of the Directors.

ACCOUNTS

68. The Directors shall cause adequate accounting records 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.

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

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69. The accounting records shall be kept at the office or, subject to Section 283 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.
70. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any financial statements or accounting records or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
71. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the annual general meeting of the Company.
72. 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 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.
73. Where the Company is obliged by the Act or by this constitution to send a member (i) copies of the Company's financial statements and of the Directors' and statutory auditors' reports or (ii) any other document, such copies or other document may be sent by electronic means to such electronic address as may have been provided to the Company by that person or be provided on a website in accordance with Article 81.


AUDIT

74. Statutory Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

75. Subject to the Act, and except where otherwise expressly provided in this constitution, any notice, communication, document or information to be given, served or delivered to or on the Company pursuant to this constitution shall be in writing on paper or, subject to Article 76, in electronic form.
76. Subject to the Act and except where otherwise expressly provided in this constitution, a notice, communication, document or information may be given, served or delivered to or on the Company in electronic form only if this is done in such form and manner as may have been specified by the Directors from time to time for the giving, service or delivery of notices, communications, documents or information in electronic form. The Directors may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, communication, document or information given, served or delivered to or on the Company in electronic form.

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77. Subject to the Act, and except where otherwise expressly provided in this constitution, any notice, communication, document or information to be given, served or delivered by the Company pursuant to this constitution shall be in writing on paper or in electronic form.

78.

(a) Subject to the Act and except where otherwise expressly provided in this constitution, any notice, communication, document or information to be given, served or delivered in pursuance of this constitution may be given to, served on or delivered to any member by the Company:

- (i) by handing same to him or his authorised agent;
- (ii) by leaving the same at his registered address;
- (iii) by sending the same by the post or other delivery service in a pre-paid cover addressed to him at his registered address; or
- (iv) by sending the notice, communication, document or the information in electronic form to such electronic address as may from time to time be provided by the member in accordance with sub-paragraph (e) or by making it available on a website (provided the Company sends to the member, by any of the means at (i) to (iii) above or by electronic means to such electronic address, notification complying with Article 81 of the fact that the notice, communication, document or information has been placed on the website).


(b) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(i) or (ii), the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his authorised agent, or left at his registered address (as the case may be).

(c) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(iii), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of 24 hours after the cover containing it in paper form was posted or given to delivery agents (as the case may be). In proving such giving, service or delivery, it shall be sufficient to prove that such cover was properly addressed, pre-paid and posted or given to delivery agents.

(d) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(iv), the giving, service or delivery thereof shall be deemed to have been effected:

- (i) if sent in electronic form to an electronic address, at the expiration of 12 hours after the time it was sent; or
- (ii) if made available on a website, at the time that the notification referred to in parenthesis in sub-paragraph (a)(iv) is deemed to be

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given, served or delivered in accordance with sub-paragraph (b), (c) or (d)(i), as the case may be.

- (e) Where any member has furnished his electronic address to the Secretary, the delivery to him of any notice, communication, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (d) above.
- (f) If the Company receives a delivery failure notification following the sending of a notice, communication, document or other information in electronic form to an electronic address in accordance with sub-paragraph (a)(iv), the Company shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the member either personally or by post or other delivery service addressed to the member at his registered address or (as applicable) by leaving it at that address. This shall not affect when the notice, document or information was deemed to be received in accordance with sub-paragraph (d).

79. The signature to any notice to be given by the Company may be written or printed.

80. Notice of every general meeting shall be given in any manner herein before authorised to:

- (a) every member;
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the Directors and Secretary of the Company; and
- (d) the statutory auditors for the time being of the Company.


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

PUBLICATION ON WEBSITE

81. A notification to a member of the publication of a notice, communication, document or information on a website as permitted by this constitution shall state:


- (a) the fact of the publication of the notice, communication, document or information on a website;
- (b) the address of that website and, where necessary, the place on that website where the notice, communication, document or information may be accessed and how it may be accessed; and
- (c) in the case of a notice of a general meeting of members or of a class of members:

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- (i) that it concerns a notice of a meeting served in accordance with this constitution or by order of a Court, as the case may be;
 - (ii) the place, date and time of the meeting; and
 - (iii) whether the meeting is to be an annual general meeting or an extraordinary general meeting; and
- (d) the address of any other website (if such is the case) where procedures as to voting are stated or facilitated.
82. The notice, communication, document or information referred to in Article 81 shall be published on that website, in the case of a notice of meeting, throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting, and in any other case the notice, communication, document or information shall be published on the website for a period of not less than 21 days from the giving of the notification except that, in the case of the documents referred to in section 338(2) of the Act, the documents are published on the website until the conclusion of the relevant meeting.
83. Nothing in Articles 81 or 82 shall invalidate the proceedings of a meeting where:
- (a) any notice that is required to be published as mentioned in Article 82 is published for a part, but not all, of the period mentioned in that Article; and
 - (b) the failure to publish that notice throughout that period is attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid, including, without limitation, system, telecommunications or power outages.

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We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this constitution.

Names, Addresses and Descriptions of Subscribers

Dr. John Cooney
Medical Doctor
1 Eglington Square
Donnybrook
Dublin 4

Sr Marie McKenna D.C.
Deputy Provincial
Daughters of Charity of
St. Vincent de Paul
Dunardagh
Blackrock
County Dublin

Thomas Murphy
Architect
4 Upper Hollybank Avenue
Ranelagh
Dublin 6

Dr. Mary Redmond
Solicitor
The Old Rectory
Shillelagh
County Wicklow

Dr. Patrick Ussher
University Lecturer
The Old Rectory
Shillelagh
County Wicklow

Sr. Bernadette MacMahon
Provincial
Daughters of Charity of
St. Vincent de Paul
Provincial House
Dunardagh
Blackrock
County Dublin


Joseph Fallon
Administrator
Jigginstown
Naas
County Kildare

Dated this 4th day of January 1990

Witness to the above Signatures:-

Michael S. Roche
Solicitor
Dublin


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APPENDIX 2: DIRECTOR PERFORMANCE EVALUATION


The purpose of this annual <u>self-assessment</u> is to allow Board members reflect on their role and contribution.		
Issues to consider	Scoring Rate 1 - 5 (5 = good / 1 = poor)	Comments
How well prepared and informed am I for Board meetings?		
Is my meeting attendance satisfactory?		
Do I demonstrate a willingness to devote time and effort to understand the organisation and its business and a readiness to participate in events outside the Boardroom or formal meetings?		
What has been the quality and value of my contributions at Board and committee meetings?		
What has been my contribution to development of strategy and to risk management and control systems?		
How successfully have I brought my knowledge and experience to bear in the consideration of strategy?		
How effectively have I probed to test information and assumptions?		
Where necessary, how resolute am I in maintaining my own views and resisting pressure from others?		
How effectively and proactively have I followed up their areas of concern?		
How effective and successful are my relationships with fellow Board members and senior management?		
Does my performance and behaviour engender mutual trust and respect within the Board and the organisation?		

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How actively and successfully do I refresh my knowledge and skills and am I up to date with:		
<ul style="list-style-type: none"> the latest developments in areas such as corporate governance and financial reporting? 		
<ul style="list-style-type: none"> the context within which SFHD functions? 		
<ul style="list-style-type: none"> the sector and market conditions? 		
How well do I communicate with fellow Board members, senior management and others, for example key stakeholders?		
Do I ensure that SFHD fulfils its legal and other obligations?		
Do I ensure the effectiveness of financial control and other systems and the contribution of such systems to efficient and effective conduct of Service affairs?		
Am I fully aware of my legal responsibility?		
Am I fully aware of the ethos and ethics of SFHD?		
Am I fully aware of the confidential nature of the issues discussed at Board level?		
<i>Director's Name:</i>	<i>Signature:</i>	
	<i>Date:</i>	

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Chairperson's Comments:

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