

Dundalk Media Centre
Board of Directors Code of Conduct 04.02.10

About this information pack

As a community based, not for profit organisation, Dundalk Media Centre Limited relies upon members of the community to become Directors of the Board. A member who is elected to the board will be registered as a Director with the Companies Registration Office. Becoming a Director is a rewarding experience, and provides great benefit to the centre and through it to the community in general. The purpose of this information pack is to provide an overview of the roles and responsibilities of Directors and to help members make an informed decision as to whether to nominate for a position on the Board or not.

Please note that this information pack is not legal advice, and the Dundalk Media Centre will not be held liable for the correctness of any information contained herein. If you have any specific questions, you should seek professional legal advice.

What does the Centre do?

The centre provides a diverse range of training opportunities through the operation of Dundalk FM100 under a contractors licence from the Broadcasting Authority of Ireland. The station provides programming of interest to the Dundalk Community. The focus of Dundalk FM100's programming is to give a voice to individuals, groups and issues that may not get attention from other forms of media; to provide community announcements for organisations; to publicise events and services, and to enhance the culture of Dundalk through participation and/or publicity of events and festivals held in the Dundalk area. The centre provides community media training and production services.

Where does the Station get its money?

The centre has a turnover of about €150,000 each year, the majority of which comes from various grants, media projects, sponsorship and airtime sales.

What is the role of the Board of the Centre?

The Board is responsible for the governance of the centre. This means ensuring that the centre's funds are spent efficiently, ethically and in compliance with all relevant law. It also means ensuring that the centre is sustainable, and will continue to deliver services in the years to come, through the development of strategies and assessment of the performance of Dundalk Media Centre in meeting its goals.

What does a Member of the Board (Director) do?

The Board acts on behalf of the members in supervising the Centre. It is the Board's responsibility to set the Centre's direction and goals, and it is the Manager's responsibility to decide how to achieve those goals. The Board works to:

- Set and review the medium and long term goals of the Centre
- Approve the annual budget
- Monitor the performance of the centre
- Approve major financial decisions
- Ensure major risks are identified and managed
- Ensure there is accurate financial reporting and that the centre complies with the law

The Board makes all decisions collectively and all Board Members share equal responsibility for those decisions.

Are Board Members legally liable for the decisions they make?

Yes, Board Members are legally liable for the decisions they make. However, the instances of Board Members of not for profit organisations being sued is relatively rare, and the standard of care required of a voluntary Board Member of a not for profit organisation is usually lower than that expected of an executive director of say a company listed on the stock exchange. Each Board Member has Director's and Officer Insurance paid for by the Centre.

How is the Board different from the committee of any other not for profit community organisation?

Legally, the Board is the same as the committee of any other incorporated association. It is the aim of the centre to be professional, accountable, effective and fully compliant with the law. A separation of the management and governance roles within the Station is fundamental to the achievement of this goal.

Do I receive any remuneration as a member of the Board?

No. Board Membership is an entirely voluntary position.

What core skills are important to the Board of Dundalk Media Centre?

Potential Board members should be able to contribute in one or more of the following areas:

- **Strategic Expertise** – the ability to review the strategy developed by the centre through constructive questioning and suggestion.
- **Accounting Skill** – the ability to read and comprehend the centre's accounts and the financial material presented to the Board, and to understand financial reporting requirements.
- **Legal Skill** – the Board's responsibility involves overseeing compliance with many laws.
- **Managing Risk** – the Board must be able to manage areas of major risk to the centre.

- **Managing People** – and achieving change.
- **Understanding** of community development.
- **Knowledge** of the community-broadcasting sector.

As a not for profit organisation funded through grants, media projects, advertising and sponsorship, the centre needs to be able to establish alternative sources of income to ensure that it remains financially viable in the years ahead. Therefore, all Board members should be prepared to be involved in ensuring the long-term sustainability of the centre.

What personal qualities should a Board Member possess?

- **Honesty and integrity** - the Board only operates effectively if there is trust between the members. Board members need to be able to raise and discuss matters in confidence in order to explore issues and resolve them.
- **Courage** – a Board member must have the courage to question or speak up if they believe something is not right regarding an important decision.
- **Tact** – effective Board members can work within a group and express a point of view forcefully, yet constructively.
- **Genuine interest** in the centre and its operation.
- Be an **active contributor** and team player.

What commitment is required of me as a Board member?

Each Board member is expected to:

- Attend, and actively participate in, Board Meetings held on the second Tuesday of the month from 7pm –9pm.
- Prepare fully for Board meetings by reading all Board papers prior to the meeting.
- Participate in a Board Committee, such as the Finance and Funding, Programming and Scheduling, Community Engagement, Human Resources and Management and Operations.
- Attend major centre events.
- Comply with the Board Code of Conduct.
- Apply his or her individual skills for the benefit of the centre as required.
- Represent the centre to the broader community.
- Actively encourage membership of the centre.
- Develop, organise and participate in significant fund raising.
- Complete a Board member’s eligibility and conflict of interest declaration each year.

Who is eligible to become a member of the Board?

The rules for eligibility for membership of the Board are set out in the Centre’s Memorandum and Articles of Association. In general, the requirements are that a nominee for membership of the Board:

- Be a financial member of Dundalk Media Centre.
- Not be bankrupt.
- Not be convicted of a crime for which the maximum punishment is imprisonment for three months or more in the past five years.
- Not have any conflicts of interest that would prevent the nominee from performing his or her duties.
- A nominee must have sufficient time and energy to devote to the duties and commitments of the office.

How do I become a Board Member?

There are two ways to become a Board member:

- Be elected at the Annual General Meeting by the membership of the centre.
- Fill a casual vacancy at the invitation of the Board.

The Board encourages potential new Board members to become familiar with the membership and operation of the Board, to gain an appreciation of the duties and responsibilities of a Board member, and to understand the level of commitment involved prior to nominating for a position on the Board.

How do I cease being a Board Member?

There are several ways to cease being a Board Member:

- Resignation.
- Retirement at an Annual General Meeting.
- Become ineligible by virtue of the Memorandum and Articles of Association for example, becoming bankrupt or ceasing membership of the centre.

How do I help the centre without being a Board member?

If you have any specific skills that may be of use to the centre than please contact the Manager.

Signed: _____

Date: _____