

Control Framework for Standing Orders and Procedures for Dundalk Media Centre

Board of Directors. January 2009.

Calling the Meeting

Members should be notified by the Secretary or Manager of the date, time and place of the next meeting at least a week in advance. This will be done through email where possible.

Example of a Notice of Meeting

Dundalk Media Centre – Board of Directors

A meeting of the Board of Directors will be held at 7.00 p.m. on Tuesday_13th January in the Community Offices. (Time and Venue changed).

The Agenda for the meeting is as follows:

1. Welcome/Apologies for absence.
2. Minutes of last meeting and approval.
3. Matters arising from minutes.
4. Correspondence
5. Information – Reports.
 - Managers Report/Treasurers/Programming and Technical/Members Meeting Minutes/ Human Resources Committee.
6. Other items of main business based on the Strategic Plan including:
 - Management and Operations
 - Finance and Funding
 - Human Resources

*Items will be flagged as **Information, Discussion, Decision.***
7. AOB
8. Review of Minutes.
9. Date of Next Meeting/Close of Meeting.

The custom is established that meetings take place on the second Tuesday of each month.

The Secretary or Manager in consultation with the Chairman draws up the Agenda. Any items for inclusion on the Agenda must reach the Secretary, Manager or Chairperson eight working days in advance of the meeting. If the order of the Agenda is to be changed, this must be stated at the beginning of the meeting. All Minutes to be circulated as soon as possible after the meeting and at least 5 days before the next meeting. The recording of all company correspondence will be reviewed by the Management Committee.

Items on the Agenda

Apologies

It is customary courtesy that members who are unable to attend a Board meeting should convey apologies for their absence to the Secretary, Chairperson or Manager. It also shows that absence from the meeting does not indicate loss of interest.

Minutes

The Minutes are the permanent record of activities and decisions made by the Board of Directors. They should, therefore, be written (or typed Minutes should be pasted on to the pages) on a hard backed book. The Minutes should summarise the decisions and proposals of the meeting: details of the discussions should not be recorded in the Minutes.

For example “Improvement in office facilities. It was agreed on the proposal made by Alec seconded by Lisa that the Manager and the Treasurer should obtain quotations for an electric heater and the installation of the necessary upgrades”.

The Minutes should be written into the Minute Book by the Secretary and circulated with the Agenda prior to the next meeting. The Chairman will ask those members who were present at the previous meeting if the Minutes are a correct record: if this is agreed he/she will then sign them in the Minute Book. If any member dissents he/she should specify the inaccuracy and the suggested correction: if this is agreed the Minutes must be altered by the Secretary before being signed by the Chairman. Once the minutes have been signed, they become the official record of the decisions of the Board.

Matters Arising

This gives the opportunity to report on progress made in carrying out decisions, which were taken and recorded in the minutes of the previous meeting.

Correspondence

The Secretary or Manager should read out any correspondence, which requires a decision or which contains important and relevant information, which was received since the last meeting. Letters received which refer to an item, which is specified later on the Agenda should be kept until this item is reached.

Managers Report

The Manager reports to the Board any transactions or matters of interest in which he/she has been involved with since the last meeting. This should include a summary of the work programme of staff members and any relevant staff issues items under the headings of the Strategic Plan.

Financial Report

The Treasurer should give an account of the present financial position and of the money spent and received since the last meeting.

Sub Committee Reports

The Programming and Technical Committee will also give a summary of their work since the last meeting and put proposals forward, which also require the discussion, input and decision of the Board. Any other sub-committee shall also submit a report.

Items of Main Business

The Manger outlines relevant proposals of project work, which require the committees' discussion, input and decision.

Any other Business

This item is intended to give members an opportunity to raise matters of relevance and importance. Depending on the time factor and the priority of the item the Board may decide to carry forward an item to the Agenda for discussion and decision at the next meeting when further information is available. The Chairman must be careful to see that no important decisions are taken by the meeting without sufficient discussion and consideration.

Date of next Meeting

The date, time and place of the next meeting should be specified, even if meetings are at regular intervals and always at the same place.

GENERAL RULES OF PROCEDURE

1. A quorum of three members of the Board must be present before the meeting can start.
2. There must be a Chairman: in the absence of the named Chairman or Vice-Chairman the meeting should elect a member to conduct that particular meeting.
3. There should not be private conversation between members.
4. The Chairman will use his/her discretion in allowing a certain amount of open discussion by members across the table so long as the discussion is relevant, speakers do not interrupt one another and the atmosphere remains harmonious.
5. Only one person should be speaking at any time and personal remarks and offensive language should not be permitted.
6. Each Agenda item must be dealt with in sequence and concluded before moving on to the next item.
7. Earlier items on the Agenda cannot later be discussed.
8. All proposals must have a proposer and seconded before they are agreed and/or voted upon.
9. Any amendments to a proposal must be discussed before the vote is taken on the proposal.

ROLE DESCRIPTIONS

Role for Board of Directors Members

Role Purpose: To formulate and promote the strategic aims, objectives and to endeavour to the good governance of the Dundalk Media Centre.

Main tasks

1. To take part in formulating, and monitoring progress of the aims and objectives of the Dundalk Media Centre.
2. With other Board of Directors members, to ensure that the policy and practices of the Dundalk Media Centre are in keeping with its aims and objectives.
3. With other Board of Directors members, to ensure that the Dundalk Media Centre functions within the appropriate legal and financial requirements and strives to achieve best practice.

Main duties

- Be an active member by attending meetings and exercising responsibilities and functions
- Read materials prior to attending meetings
- Maintain good relations with staff and volunteers
- Take part in training sessions provided for the benefit of members of the Board of Directors
- Fulfil such other duties and assignments as may be required from time to time by the Board of Directors

Role for the Chair of Board of Directors

Main Tasks

1. To ensure that the Board of Directors fulfils its responsibilities; for the governance of the Dundalk Media Centre.
2. To work in partnership with the Manager to help him/her to achieve the objectives set for the Dundalk Media Centre.
3. To ensure that there is an effective and productive relationship between the Board of Directors and the staff/volunteers.

Main duties

- To chair meetings of the Board of Directors: seeing that it functions effectively and carries out its duties.
- To ensure that the Board of Directors sets overall strategy and policy objectives in consultation with the staff and volunteers.
- To ensure that the business of meetings is dealt with and that decisions, when required, are clearly arrived at and recorded and their implementation monitored.
- To ensure that Dundalk Media Centre's financial dealings are prudently and systematically accounted for, audited and publicly available.
- Ensuring that the Manager has clear authority in relation to operational matters.
- To ensure that Dundalk Media Centre has appropriate and clear procedures to:
 - Comply with current employment, legislation and good practice
 - Advertise for, interview and select staff
 - Support, guide and develop staff
 - Deal fairly and swiftly with staff grievances
 - Recruit and support volunteers
 - Act as cheque signatory

Role of Vice Chair¹

Main Duties

1. To chair the Board of Directors in the absence of the Chairman
2. To carry out the functions of the Chairman in his/her absence

Role of Treasurer²

Main Tasks

1. On behalf of the Board of Directors, to ensure that the Dundalk Media Centre's financial resources are effectively and efficiently planned and controlled.
2. To ensure that members of the Board of Directors have the financial information they need to make good decisions.

Main Duties: To -

- Ensure there is an effective financial planning/budgeting system in place
- Ensure there is effective monitoring against budget
- Make sure that Dundalk Media Centre operates within the legal and financial guidelines set out in current legislation, the requirements of the Memorandum and Articles of Association
- Ensure that adequate financial controls are in place and that Dundalk Media Centre operates with a sound financial framework
- Ensure that grants and other funds received for specific purposes are appropriately spent
- Identify any additional financial risks facing Dundalk Media Centre and recommend appropriate action
- Ensure that Dundalk Media Centre is effectively insured against financial risk
- Advise Board of Directors members on the financial implications of its strategy and policy
- Meet with external auditors and donors to discuss the Auditor's report and accounts
- Act as a cheque signatory (all cheques must be signed by two authorised signatories)

Role of the Secretary³

Main Tasks and Duties: To -

1. Ensure that members of the Board of Directors are appropriately notified of dates, times and venues of meetings and receive the appropriate materials in advance.
2. Ensure that the Board of Directors is effectively serviced with regard to the recording, dissemination, and amending of minutes.
3. Deal with all formal correspondence to and from the Board of Directors.
4. Act as a cheque signatory.

1 The Board of Directors will elect the Vice Chair of the Board of Directors.

2 The Board of Directors will elect the Treasurer of the Board of Directors.

3 The Secretary of the Board of Directors will be the Company Secretary elected by the Board of Directors.