



## Dignity 4 Patients

First Floor  
Park Heights  
Grange Rath  
Drogheda  
Co. Meath

Helpline: 041-9843730  
Helpline Text: 086 1654111  
Office: 041-9845761

Office Open: Monday – Wednesday  
Helpline Hours: 10:00am – 01:00pm

## Roles of the Board Members - 2018

### Policy Statement:-

While this policy sets out a list of roles and responsibilities for the board of directors of Dignity4Patients, this list is not exhaustive or complete and the requirements of Dignity4Patients board must remain fluid to ensure the needs of the service met.

### The roles of the board of directors include:-

Establish vision, mission and values

- Determine the company's vision and mission and set the pace for its operations and future goals.
- Determine the values to be promoted throughout the company.
- Determine and review company goals.
- Determine company policies.

Set strategy and structure

- Review and evaluate present and future opportunities, threats and risks in the external environment and current and future strengths, weaknesses and risks relating to the company.
- Determine strategic options, select those to be pursued, and decide the means to implement them.
- Determine the business strategies and plans that underpin the corporate strategy.
- Ensure that the company's organisational structure and capability are appropriate for implementing the chosen strategies.

Delegate to management

- Delegate authority to management, monitor, evaluate and implement policies, strategies and plans.
- Determine monitoring criteria to be used by the board.
- Ensure that internal controls are effective.
- Communicate with senior management.

Exercise accountability to shareholders and be responsible to relevant stakeholders

- Ensure that communications both to and from shareholders and relevant stakeholders are effective.
- Understand and take into account the interests of shareholders and relevant stakeholders.
- Monitor relations with relevant stakeholders by evaluation of appropriate information.

- Promote the goodwill and support of stakeholders.

### **Responsibilities of directors**

Directors look after the affairs of the company, and are in a position of trust.

Consequently, the law imposes a number of duties, burdens and responsibilities upon directors, to prevent abuse. Much of company law can be seen as a balance between allowing directors to manage the charity and preventing them from abusing this freedom.

- Directors are responsible for ensuring that proper books of account are kept.
- The directors must always exercise their powers for a 'proper purpose' – that is, in furtherance of the reason for which they were given those powers by the shareholders.
- Directors must act in good faith in what they honestly believe to be the best interests of the company, and not for any collateral purpose. This means that, particularly in the event of a conflict of interest between the company's interests and their own, the directors must always favour the company.
- Directors must act with due skill and care.
- Directors must consider the interests of employees of the company.

### **Calling a directors' meeting**

A director, or the secretary at the request of a director, may call a directors' meeting. A secretary may not call a meeting unless requested to do so by a director or the directors. Each director must be given reasonable notice of the meeting, stating its date, time and place. Commonly, seven days is given but what is 'reasonable' depends in the last resort on the circumstances.

### **Non-executive directors**

Legally speaking, there is no distinction between an executive and non-executive director. The non-executive's role can be seen as balancing that of the executive director, so as to ensure the board as a whole functions effectively. Where the executive director has an intimate knowledge of the company, the non-executive director may be expected to have a wider perspective of the world at large.

### **The chairman of the board**

The articles usually provide for the election of a chairman of the board. They empower the directors to appoint one of their own number as chairman and to determine the period for which he is to hold office. If no chairman is elected, or the elected chairman is not present within five minutes of the time fixed for the meeting or is unwilling to preside, those directors in attendance may usually elect one of their number as chairman of the meeting.

The chairman will usually have a second or casting vote in the case of equality of votes. Since the chairman's position is of great importance, it is vital that his election is clearly in accordance with any special procedure laid down by the articles and that it is unambiguously minuted; this is especially important to avoid disputes as to his period in office. Usually there is no special procedure for resignation. As for removal, articles usually empower the board to remove the chairman from office at any time. Proper and clear minutes are important in order to avoid disputes.

### Role of the chairman

The chairman's role includes managing the board's business and acting as its facilitator and guide. This can include:

- Determining board composition and organisation;
- Clarifying board and management responsibilities;
- Planning and managing board and board committee meetings;
- Developing the effectiveness of the board.

Policy	Roles of Board Members		
	Approved?	Date Approved?	Notes.
Board Member			
Aine McDonough			
Brendan Kerin			
Gemma Byrne			
Grainne Rafferty			
Paul Farrell			
Paul Murphy			
<b>Policy Approved by Minimum Quorum of 3?:</b>		<b>No</b>	
<b>Policy Adopted On Date Of:</b>		<b>00.00.2019</b>	