



Certificate in Charity Law, Trusteeship and Governance

Assignment

Deadline for Submission 5pm Friday 10 June 2022

Student Number:	5035766
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This cover page must be attached to the front of your assignment answer.



Dignity4Patients
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Co. Meath
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Helpline: 041-9843730

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Office: 041-9845761

Office Open: Monday – Thursday
Helpline Hours: 10:00am – 04:00pm



Dignity4Patients

Board of Management Report

**Meetings,
Minutes &
Performance
Recommendation.**



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Executive summary

As a charity using public funds to provide vital frontline services to patient victims and survivors of sexual abuse, it has now become ever more important to show how these public funds are used. This includes ensuring that public funds are used in a manner that provides the best outcomes for the community they are provided for, as well as best value for money for the public purse.

Any decisions made at trustee level in relation to the financial and operational resources of a non-profit organisation should be made with the full understanding of the pros and cons of each decision. This should sit alongside evidence of the rationale of the trustees in making and approving their final decision.

In line with the Charity Regulator's Governance Code trustees are people who ultimately exercise control and are legally accountable for the charity. This accountability process includes the decisions they make throughout their tenure on behalf of the organisation. They must also demonstrate they are acting responsibly in managing the organisation's resources and acting with reasonable skill and care to ensure the organisation is carrying out its charitable purpose.

The recording of trustee decisions is therefore crucially important for transparency to all stakeholders and that decisions made, and performance undertaken was in the best interest of the public and the organisation's stakeholders with the aim of advancing its charitable purpose.

In this report recommendations will be made as to how the board of Dignity4Patients should conduct its decision-making function; how a decision should be reached, approved, and recorded in the organisation's minutes for transparency. This report will also address how accurate minutes provide an audit trail of decisions, monitor outcomes and can assist in evaluating the board's performance.

The implementation of these recommendations could assist in improved lines of communication, better decision-making powers and enhanced board / management team relationships.



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Company Background and As-Is Analysis

Dignity4Patients is a patient support and advocacy organisation founded in 2010 and incorporated in 2012 in response to revelations of sexual misconduct of doctors in the Irish Health Service. Our aim is to work with people who have suffered sexual abuse or inappropriate sexual behaviour whilst a patient in a health care setting. Our services are designed to help patient victims/survivors understand what happened to them and to provide a safe place to talk and access support, advocacy, and information services as they access justice processes, or other types of reparative holistic support.

While sexual abuse in health care settings has long been taboo and difficult crime to deal with, our goal is to create a culture where patient protection from any form of sexual abuse is at the forefront in the delivery of health services. And most importantly that a zero-tolerance response is adhered to.

To fulfil this aim Dignity4Patients requires the support, in the form of public funding, from the Dept of Justice and the Dept of Health. Considering the new requirements on charities to be compliant with the Governance Code and the need to provide transparency to our funders and all other stakeholders every decision made using public funds must be recorded and documented to show the proper oversight and expenditure in line with the legal obligations required from Dignity4Patients trustees.

While the trustees of Dignity4Patients are diligent in recording of their decisions at board meetings, analysis of these recordings suggest improvements are needed prior to meetings to allow the board to have proper input and understand why proposals are brought to a meeting. The rationale for the proposal, the alternatives, value for money, and final decision, as well as any supplementary documents. This helps communicate back to the board after decisions have been made, so that trustees have proper oversight.

The aim of any recommendations in this report is to ensure the trustees are fully informed, in agreement on decisions made, that board meetings are productive and that their oversight of the organisation is done with each trustee's best interest for the organisation's future.



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Findings and Conclusions

As humans we tend to believe we are objective thinkers and sensible decision makers, too often though we make decisions based on bias, emotions, or by our mistaken understanding of a situation. It is vitally important then for transparency that all decisions made by the board of management are made with the very best of information and insight and that those decisions are recorded in the meeting minutes for accountability. The importance of this is underlined in the Charities Governance Code: *“Make sure that your charity trustees have the facts to make informed decisions at board meetings and that these decisions are recorded accurately in the minutes”*. (Principle 5: Working Effectively).

A) <https://www.charitiesregulator.ie/media/1609/charities-governance-code.pdf> (Accessed 10.05.2022)

The keeping of accurate and concise records of the proceedings of board meetings is a crucial function in any organisation. It is also a legislative requirement of the Companies Act 2014 and should be retained for inspection by the Director of Corporate Enforcement or auditors. Failure to comply leaves trustees liable to Class A fines of up to €5,000. The main purpose of meeting minutes is to provide a formal long term and legal record of the decisions trustees make on behalf of an organisation. They are particularly useful in tracking the progress of a charity, evidence of the challenges faced, and the formal recording of decisions taken by the Board. By providing a historical record, the minutes act as an instrument for directing the Board in the implementation of strategic plans.

B) <https://www.mccannfitzgerald.com/knowledge/disputes/up-to-the-minute-record-keeping-in-board-and-company-meetings> (Accessed 23.05.2022)

Informed board members tend to be productive, collaborative and engaging with the topics on the agenda. The discussions become thought provoking and ensures board decisions are understood, well thought out and align with the mission and purpose of the charity’s goals. Thus an agenda of a meeting can be the driving force of every meeting and circulating a powerful agenda determines how engaged or disengaged board members will be. Effective planning of the agenda and supporting documentation provided to board members can drastically improve the effectiveness of the meetings itself and the decisions decided upon.

C) <https://www.cgi.org.uk/knowledge/resources/improving-charity-boardroom-behaviours> (Accessed 26.05.2022)

As Louise Thomson, from The Chartered Governance Institute says “Good governance is about more than just having the right policies, procedures, and protocols in place. If the people responsible for leading the charity are ignorant of them, or unable or unwilling to adhere to them, governance fails. Therefore, boardroom behaviours, and the ethical practices, values and culture of the charity are of equal importance.” Good governance in relation to board agendas, the sharing of information and the recording of decisions help to make trustees to be more accountable and transparent. It assists in making decisions that further the charities objects and can lead to tangible change. Improving the flow of information to trustees in advance of board meeting and decisions also helps alleviate board conflict. Board conflict surrounding opinions of trustees can create rifts among trustees that erode trust and destroy a boards ability to function and make sound, strategic decisions. When boards work to confront and resolve differences based the organisations charitable purpose instead of personal opinions the board will function better as a collective and make good quality decisions.

D) http://www.boardforward.com/201405/Surfacing_Confronting_and_Resolving_Board_Conflict (Accessed 26.05.2022)



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Recommendation for Improving Governance

Agendas

A major part of conducting successful trustee meetings is to have a clear and focused agenda with outlined timeframes so that Board meetings do not deteriorate into general conversations and veer off topic. Circulating strong agenda in advance can drastically improve the effectiveness of the trustees' meetings and ensure all trustees are fully engaged and given an opportunity to raise the concerns. All trustees should have a mechanism for adding items to the agenda to ensure the inclusivity of all trustees in decision making.

Decisions Paper

Accompanying the agenda, it is recommended that a 'Decision Paper' is prepared also in advance. The decision paper should clearly state the decisions to be made at the upcoming board meeting and be accompanied with background information, points for consideration and alternative options. Board members can then clearly arrive at the meeting prepared, and this should result in any discussion being focussed and all decisions clearly understood and stated in the minutes.

Taking advantage of decision-making models such as the **PACED Decision-Making Model** can assist trustees in their decision-making process. This decision-making model is designed to help trustees solve problems in a rational, systematic way and remove any bias. Gathering and comparing important information is essential in obtaining consensus on a decision. Comparing the costs, benefits and risks of any choices leads to smarter decision making and results in positive outcomes for the organisation in meeting its charitable purpose.

As most charities have limited funding or resources available to them in any given year, its every trustee's responsibility collectively and individually to obtain best value and achieve the greatest impact for the resources used. It should be of immediate and vital concern for every final decision made. Using the PACED model accomplishes this with the minimal of work for the trustees during the meeting. (**Appendix A – Simple Board Decision Paper**)

E) <https://www2.deloitte.com/content/dam/Deloitte/ca/Documents/public-sector/ca-en-public-sector-effective-npo-board.pdf>
(Accessed 26.05.2022)



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P	Problem	<i>What Decisions Needs To Be Made</i>
A	Alternatives	<i>What Are The Alternatives</i>
C	Criteria	<i>List of Incentives And Disincentives</i>
E	Evaluate	<i>How Well Does Each Option Fit With Our Purpose</i>
D	Decision	<i>Which Is The Best.</i>

Schedule of Matters

As board meetings may only be held from time to time, some decisions maybe delegated to the management team particularly the CEO’s. This makes good business sense to ensure the organisation is responsive to the needs of the people it serves. However, any delegation needs governance, controls and clarity on which decisions can be delegated and which are reserved for the board of trustees. These reserved decisions should be clearly stated in a *Matters Reserved for the Board* or *Schedule of Matters*. This document should outline the areas of functionality of the charity that have a material impact upon its operations and any decisions that are referred to the board.

Any decisions made at board level must be minuted for transparency and clear direction of those implementing the decision on behalf of the collective trustees. **(Appendix B – Matters Reserved for the Board.)**

Trustee Performance & Meeting Evaluations

Best practise indicates that board trustees should conduct a performance review of their work, annually if possible. This is seen as a vital tool for improving board performance and can make a significant contribution to the success of the organisation and add value to how its resources are utilised.

F) https://boardexcellence.ie/services/independent-board-effectiveness-evaluations/?gclid=EA1aIQobChMI2ajA6az99wIV8mDmCh0_8gUhEAAAYASAAEgJsUfD_BwE (Accessed 27.05.2022)

By also evaluating annually the meetings performance over the year, it allows the board to review meeting decisions and the outcomes. It also allows clearer understanding of what worked well and what fell short of expectations, trustees can then use the insights gained to understand how to run effective meetings and make additional targeted and successful decisions. **(Appendix C – Simple Board Evaluation Questionnaire.)**

G) <https://www.charitiesregulator.ie/media/1609/charities-governance-code.pdf> (Accessed 27.05.2022)



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Potential Benefits for Dignity4Patients

Better Transparency

Whistleblowing is acknowledged as one of the most effective ways to stop wrongdoing. Dignity4Patients was established with the sole aim of stopping sexual abuse of children and patients by healthcare professionals. By following the actions of brave whistle-blowers and being transparent in the operations of our service, we elevate our organisations reputation and build on the trust our service users place on us. Negligence or mismanagement in one charity can result in an erosion of public trust in the entire sector. Hence, our trustees must endeavour to “*reduce the amount of secrecy and confidentiality applied to their decision-making*”, as sometimes simply the lack of information can suggest there is something to hide. As outlined in this report this can be simply achieved by better meeting minutes and recording of all decisions, with all trustee’s being comfortable approving any decision as though they were being made public and scrutinised by the public.

H) <https://www.irishtimes.com/special-reports/the-gift-of-giving/the-importance-of-transparency-in-the-charity-sector-1.4731296> (Accessed 30.05.2022)

Increased Performance

In a challenging and rapidly changing environment all charity trustees must perform to the highest standards to continue to be flexible, responsive, and relevant to its stakeholders. By evaluating the boards performance annually at meetings, trustees can establish whether their meetings fostered high quality debate, whether different points of view were considered and had all trustees the ability to contribute their expertise to ensure thoughtful and targeted decisions were made. Also, were the trustees able to consider risks and balance these with further opportunities to grow the organisation and deliver on their charitable purpose. Conducting the above reviews will lead to more effective performance of the board in general.

I) https://www.ey.com/en_ie/board-matters/how-boards-can-use-effective-evaluation-to-improve-performance (Accessed 31.05.2022)

Achievement of Purpose

Every charity must have a reason it was setup. It includes what the organisation aims to achieve, how it will achieve these outcomes and who will benefit. Without these purposes, aims, outcomes and benefits being followed a charity risk losing sight of its mission statement and drifting away from its’ designated purpose. This can result in resources being misaligned with the charitable purpose and wasting valuable resources and creating possible reputational damage. By following the recommendations above and ensuring all board decisions are well informed, thought out and clearly communicated, it will assist the board in controlling and managing the organisation that they lead to meet its original purpose, notwithstanding that there should some flexibility to develop and grow.

J) <https://www.charitiesregulator.ie/media/1544/what-is-a-charity-rev-001.pdf> (Accessed 10.05.2022)



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Clarity of Role & Avoidance of Conflict

Relationships with trustee members and CEO or Employees can all too often be fraught with conflict. These misunderstandings are frequently due to poor communication. Good communication between the trustees and CEO's is a major driver of business performance. Two key points for maintaining positive relationships is keeping communication simple and transparent. Incomplete and confusing communications erode trust and does not result in successful outcomes. Hence, clear and concise agendas, decisions papers and minutes of board meetings ensures clarity of any action. Deadlines and expected outcomes can then be considered when the CEO and employees perform their duties to meet the boards decisions. Clarity is critical in ensuring individuals and collectives understand their responsibilities and need to account for their actions as well as who is responsible for specific activities and outcomes.

K) <https://www.sharevault.com/blog/thought-leadership/improving-ceo-board-communications-8-steps-for-success> (Accessed 18.05.2022)

L) <https://www.carmichaelireland.ie/app/uploads/2020/04/The-Management-of-Management.pdf> (Accessed 17.05.2022)

Board Memory

In line with Dignity4Patients constitution, the requirement for trustees to rotate annually by retirement and re-election coupled with the high turnover of trustees due to the heavy governance placed on them as volunteers. There is a danger of the trustees losing its "collective memory" of past decisions as old trustees retire and new ones are appointed.

Documenting discussions and decisions in appropriate detail and in a manner that makes them easily accessible and understandable by future boards avoid this loss of organisational knowledge. Clear, detailed, and organised minutes provide an audit trail of decisions allowing new trustees to research previous decisions and understand the rationale of past decisions. It can assist in analysing the effectiveness of those decisions and the outcomes of the implementation.

Clearly, minuted decisions is a protection for all trustees' past and present, their management team and the organisation as a whole and if needed to make a defence should a query/claim arise in the future.

In conclusion, the above recommendations while involving more work on an overly stretched board and management team can only contribute positively to the operations, communications and achievements and reputation of the organisation. Increasing these elements helps secure our future as a viable charity and places the organisation on a firm footing for future service users.



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- B) <https://www.mccannfitzgerald.com/knowledge/disputes/up-to-the-minute-record-keeping-in-board-and-company-meetings> (Accessed 23.05.2022)
- C) <https://www.cgi.org.uk/knowledge/resources/improving-charity-boardroom-behaviours> (Accessed 26.05.2022)
- D) [http://www.boardforward.com/201405/Surfacing, Confronting and Resolving Board Conflict](http://www.boardforward.com/201405/Surfacing,_Confronting_and_Resolving_Board_Conflict) (Accessed 26.05.2022)
- E) <https://www2.deloitte.com/content/dam/Deloitte/ca/Documents/public-sector/ca-en-public-sector-effective-npo-board.pdf> (Accessed 26.05.2022)
- F) https://boardexcellence.ie/services/independent-board-effectiveness-evaluations/?gclid=EAlaIQobChMI2ajA6az99wIV8mDmCh0_8gUhEAAYASAAEgJsUfD_BwE (Accessed 27.05.2022)
- G) <https://www.charitiesregulator.ie/media/1609/charities-governance-code.pdf> (Accessed 27.05.2022)
- H) <https://www.irishtimes.com/special-reports/the-gift-of-giving/the-importance-of-transparency-in-the-charity-sector-1.4731296> (Accessed 30.05.2022)
- I) https://www.ey.com/en_ie/board-matters/how-boards-can-use-effective-evaluation-to-improve-performance (Accessed 31.05.2022)
- J) <https://www.charitiesregulator.ie/media/1544/what-is-a-charity-rev-001.pdf> (Accessed 10.05.2022)
- K) <https://www.sharevault.com/blog/thought-leadership/improving-ceo-board-communications-8-steps-for-success> (Accessed 18.05.2022)
- L) <https://www.carmichaelireland.ie/app/uploads/2020/04/The-Management-of-Management.pdf> (Accessed 17.05.2022)



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Other Referencing & Research

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Appendix A – Simple Board Decision Paper

2022 – Dignity4Patients – Board of Management – Decision Paper

Scheduled Meeting Date: __/__/__

Location: 1st Floor – 29 Park Heights – Grange Rath – Drogheda – Co. Meath.

Estimated Start Time: __: __

Agenda Items Requiring Decisions:

3. Minutes of Previous Meeting.
4. Client Services Update.
5. Governance Matters to be addressed.
6. Funder & 3rd party issues to be addressed.
7. Human Resources Update.
8. Financial Matters Update.
9. Board Matters Update.

Agenda Item	Decision	Alternatives	Pros	Con	Costs
3	<i>Approve Draft Minutes</i>	Offer Corrections	Correct Recording of Minutes	Time taken to review and agree reworded minutes	N/A
5	<i>Implementation of Dual Authorisation of Bank Payments</i>	Continue with current operational procedures	Reduces fraud and increases internal financial controls	Increased banking costs, additional work for CEO and Operations	€250
8	<i>Move bank from Ulster to AIB</i>	Bank of Ireland PTSB	Working Relationship in Place, Paperwork complied, Fees are competitive	Additional time to review alternative banks, fee, and documents. Delay to opening new accounts	Bank Fees. Minimal costs in difference
9	<i>Start Recruitment for new Trustees</i>	Continue with current board structure	Better diversity, increased expertise, sharing of trustee workload	Recruitment Costs, Time to Select and Interview, Induction and Knowledge Sharing, Future conflicts if wrong candidate selected	Board Match Fee €500 per candidate secured.



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Appendix B – Matters Reserved for the Board.

Financial matters

Approval of full year end financial results and statement.

Adoption of significant change in accounting policies or practices.

Approval of all circulars and financial reports to stakeholders.

Reviewing / Approving expenditure of a single budgeted item over €1,000

Approval of all guarantees given by the Organisations and contracts entered into.

Approval of any/new organisations borrowing facilities.

Reviewing / Approving the organisations Risk Register.

Change in the use of/ or change to the organisations charitable status and or seal.

Corporate matters

Convening of the organisations general meetings.

Recommending / Approving alterations to the Constitution of the Organisation.

Recommending / Approving any mergers and considering a response to any such approaches.

Recommending / Approving alterations to the strategy statements.

Reports & Accounts

Approval of all Annual reports, Strategic Reports, Directors Report, Operational Reports

Approval of all Accounts and notes to the accounts.

Appointments & Structure

Recommending / Approving all appointments including Trustees, Management, & Employees

Reviewing / Approving employment contracts and subsequent promotions or increased benefits

Recommending / Approving all appointments and removal of the Chairperson.

Recommending / Approving all appointments and removal of the Trustees and their Election & Re-Election.

Recommending / Approving all appointments and removal of the Secretary.

Reviewing / Approving succession planning for the Board and senior management of the organisation.

Carry out a formal and rigorous review of its own performance and that of its individual directors annually.

Budgets, contracts and business development

Reviewing / Approving the strategic & Operational plans of the Organisation.

Reviewing / Approving the annual budget of the Organisation and any subsequent revision.

Reviewing / Approving investment proposals.

Reviewing / Approving any material contracts with a revenue impact of over €1,000

Reviewing / Approving any significant changes to the Organisation's

Litigation

The Board must be advised of all material litigation either proposed by or commenced against the Organisation, including recommendations for settlement or an alternative dispute mechanism.



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Appendix B – Matters Reserved for the Board. (cont.)

Internal controls

To receive reports directly from the Chief Executive Officer / Operations Manager on the Organisation's internal control systems and to consider amongst others:

Changes in the nature and extent of significant risks to the business.

The key and emerging risks and how these are evaluated and managed.

To review annually the effectiveness of the Group's internal control systems and consider:

For identified weaknesses, the actions being taken and the timeliness of rectification.

The effectiveness and output of the management's review process.

Incidence of major control weaknesses, their cause and potential impact on the business.

Board committees

Reviewing / Approving terms of reference for Board Committees

Reviewing / Approving the division of responsibility between Chairman and Chief Executive Officer.

Other

Recommending / Approving the Organisation's auditors including approval of their fees.

Reviewing / Approving all policy and procedure documents in use.

Reviewing / Approving all Staff Handbook Policies, Performance Reviews, Incentives and Reimbursements.

Reviewing / Approving of all Insurance Coverage including Directors and Officers Liability Insurance.

Reviewing / Approving this schedule of matters reserved for board decisions as a whole.



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Appendix C – Simple Board Evaluation Questionnaire.

Please rate the following statements on a scale of 1 to 5

1 = Disagree fully, **2** = Disagree somewhat, **3** = Neither agree or disagree, **4** Agree somewhat. **5** = Agree fully

1. Role of the Board

- The individual and collective roles of the Board have been clearly communicated and are understood
- Board members know and understand the Organisation’s mission and vision
- The organisation has clear strategic objectives that are effectively monitored by the board
- The board understands the business it is governing
- Board members are clear about which matters are specifically reserved for decision by the Board

2. Effectiveness

- The board is effective in meeting its responsibilities and in providing strategic leadership to the organisation
- The board adds value to the organisation
- The board work well with the CEO and other members of the management team

3. Attendance

- Meetings are well attended and
- Board members are well prepared

4. Quality of information

- The board receives good quality, timely and pertinent information and has access appropriate advice to enable it to perform its responsibilities and make good decisions
- The board knows and keeps abreast of trends and issues affecting the environment in which the organisation operates

5. Role of the Chairperson

- Meetings are well organised and conducted
- Issues and concerns can be raised and openly discussed
- At board meetings there is a climate of candor and trust
- The board devotes appropriate focus and time on strategic issues and does not spend too much time on operational matters



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Appendix C – Simple Board Evaluation Questionnaire (cont.)

Please rate the following statements on a scale of 1 to 5

1 = Disagree fully, 2 = Disagree somewhat, 3 = Neither agree or disagree, 4 Agree somewhat. 5 = Agree fully

6. Board composition

- The board has the skills and experience it needs to perform effectively
- The spread of talent within the board reflects the Organisation's needs
- The board has sufficient financial skills to ensure it can discharge its governance responsibilities
- The board works well as a team
- The current size of the board is about right
- The board has the right committees in place
- The Board has a clear succession plan in place for the Chairperson and directors
- There are clear and well understood policies and procedures in place for director selection and induction

7. Risk Management

- Board members are aware of their risk assessment duties as directors

There is a clear understanding of the Organisation's business risks