COMPANY GOVERNANCE HANDBOOK

of

DYSLEXIA IRELAND

(A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL)

Approved by the Board on 15.10.2026

Next review to be completed by 30.10.2028

This Company Governance Handbook is to be read in association with the Company Constitution.

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ACKNOWLEDGEMENTS

The Governance and Risk Working Group, staff in Dyslexia Ireland and the Dyslexia Ireland Board of Directors who provided feedback and critique on various drafts of the policy.

DISCLAIMER

Although every effort has been made to ensure that the information in this policy is accurate and up to date at the time of going to print, Dyslexia Ireland cannot accept responsibility or liability for any errors or omissions.

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Executive Summary

COMPANY GOVERNANCE HANDBOOK

1. This Company Governance Handbook is provided for under the Constitution of the Company.
2. The purpose of the Company Governance Handbook is to set out, in detail, relevant matters relating to the governance of the Company.
3. Proposed changes to the provisions of this Company Governance Handbook may be made by the Directors and all such changes shall be approved by a general meeting of the Company.

MEMBERSHIP TERMS

4. There shall be a single class of member to be known as "ordinary members", who shall have the right to receive notices of all meetings of the Company, and to be represented at all such meetings, in accordance with the provisions of this Company Governance Handbook.
5. Membership is open to all persons (over 18 years of age at the time membership is accepted), having an interest in supporting the objects of the Company as outlined in the Dyslexia Ireland Constitution.
6. All members must agree to be bound by the rules, requirements and bye-laws of the Company as may be in force from time-to-time, and must also agree to be listed on the register of members of the Company.
7. The annual subscription payable by members of the Company shall be determined by the Board from time to time, and shall be payable on the acceptance of membership for the year in which acceptance takes place, and thereafter shall be payable on the anniversary of the original date of acceptance.
8. Payment of the membership fee in full is required in order to exercise or enjoy any of the rights or benefits of membership.
9. Acceptance of membership shall be by the Board or by a staff member or members, to whom this function is delegated by the Board in writing.
10. The Board reserves the right to decline to accept any application for membership.

BOARD & DIRECTORS OF THE COMPANY

11. The Board shall consist of such members of the Company, subject to the maximum number specified in the Constitution, as shall be elected by a simple majority of the members present and voting at the Annual General Meeting of the Company.
12. The Board will elect a Chairperson, a Vice-Chairperson, and a Treasurer. Having been elected, they shall hold office for a term of three years, after which they are each eligible for election for a further term of three years, subject to the rules for rotation as specified below.

13. Subject to the maximum Board membership rule, the Board may at any time appoint a person either to fill a casual vacancy, or as an addition to the existing members. Such an appointee serves until the next Annual General Meeting, and must then go forward for election, but shall not be taken into account in determining the members who are to retire by rotation at such a meeting.
14. The office of director shall be vacated if the director-
    a. Is adjudged bankrupt or makes any arrangement or composition with their creditors generally; or
    b. Becomes prohibited from being a member of the Board by reason of any order or decision made by a court or other relevant statutory body,
    c. Becomes prohibited from being a member of the Board by reason of breaching a provision of any relevant statute or statutory instrument,
    d. Resigns their office by notice in writing to the Company;
    e. Is convicted of an indictable offence, unless the Board otherwise determine;
    f. Is confirmed to have a conflict of interest in relation to involvement with competitors, or other such agency that threatens the work, service contracts, confidentiality or income of the Company per the conflict of interest policy;
    g. Is continually absent from directors meetings for three consecutive meetings, without due cause or explanation.
15. The Chair will normally chair all Board meetings, or in their absence, the Vice-Chair or in both their absence, the members present shall elect a chair from among those present.
16. Questions arising at a meeting shall be decided by a majority of votes. Where there is an equality of votes the Chair shall have a second or casting vote.
17. The Chair shall, on the requisition of at least three members, summon a meeting of the Board.
18. The Board may define its reserved powers and functions in bye-laws or rules. The Board may delegate its non-reserved functions and powers to Committees or to staff of the Company.
19. Resolutions of the Board, circulated and affirmed by email, shall be as valid as if passed at a meeting of the Board held in person (including online).

ROTATION OF DIRECTORS

20. At each year's Annual General Meeting, one third of the Board 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.
21. 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 members on the same day, those to retire shall, unless they otherwise agree amongst themselves, be determined by lot.

22. The Company, at a meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default, the retiring member 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 member has been put to the meeting and lost.
23. No person other than a director retiring at the meeting shall, unless recommended by the board of directors, be eligible for election to the Board at any general meeting unless, not less than fourteen nor more than twenty-one days before the date appointed for the meeting, there has been left at the Office of the Company, notice in writing as prescribed by the Board, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of their intention to have proposed and seconded such a person for election, and also notice in writing signed by that person of his willingness to be elected.
24. In the event of any retiring director being re-elected as a director at the meeting at which that director retires, that director may only serve one further consecutive term as a director, amounting in total to two consecutive terms as a director, after which that director will be ineligible for re-election as a director until at least one year has passed since their retirement following two consecutive terms as a director of the Company.
25. In the event that a Director is elected to an officer role, their term resets and they may serve two consecutive terms while they remain in an officer role (subject to the normal re-election after the initial term of three years).

COMMITTEES OF THE BOARD

26. Committees may be appointed to carry out non-reserved functions of the Board.
27. Committees will always comprise at least two Directors.
28. The Board may appoint other persons, who do not have to be members of the Company, to any Committee in order to assist with the Committee's business.

COMPANY BYE-LAWS & RULES

29. As authorised by the Constitution, the Board may at any time make, vary and repeal such bye-laws and rules as it may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Company.
30. The Board shall adopt such means as it deems sufficient to bring to the notice of the members all such bye-laws and variations and repeals thereof.
31. All such bye-laws, so long as they are in force, shall be binding upon all the members of the Company provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Constitution of the Company or constitute such an amendment of or addition to the Constitution as could lawfully be made only by special resolution.

Subsequent sections outline the Governance Policy and Procedures of Dyslexia Ireland. More specifically, this manual aims to identify what constitutes good governance practice and legal compliance in relation to Board roles, responsibilities and procedures.

Section One outlines the Dyslexia Ireland working principles and assumptions from the organisation's Strategic Plan, and our commitment to quality which underpin all the work of Dyslexia Ireland and therefore this policy.

This section also outlines that the organisation aims to remain in full compliance with the Charities Governance Code, and undertakes to annually review the Charities Governance Code Compliance Record Form.

In addition to this, Section One outlines the responsibilities of Dyslexia Ireland in fulfilling all its obligations under the Charities Act 2009 and the Companies Acts 2014.

Section One concludes with a Code of Conduct for Dyslexia Ireland Board Members on issues related to the subject of acceptable standards of conduct to which they should adhere in their role as a Board Member. Please note that Board members are also Company Directors and Charity Trustees. This Code establishes a set of basic rules of conduct for Board Members in order to maintain and build public confidence in their integrity, objectivity and transparency, and to allow them to exercise their mandate and carry out their duties with confidence, independence and objectivity on behalf of Dyslexia Ireland.

Section Two outlines and explains the roles, rights, powers and responsibilities of the Board collectively and individually

It explains in detail the legal and financial responsibilities of Board Members, Board operating procedures, the breakdown of officer roles and how sub/working committees operate.

It also covers specific areas of responsibility such as health & safety, personal liability of Board members, and dealing with conflicts of interest.

Section Three provides a range of supporting documents/templates which can be used and/or adapted by the Board to assist them in the running of Board Meetings, and also in assessing their skills level and in relation to good governance practice.

The section contains sample templates on Board agendas and minutes, a skills audit questionnaire as well as a checklist for good governance.

SECTION ONE: OPERATING PRINCIPLES

1.1 Introduction

Dyslexia Ireland is a national organisation committed to responding to the needs of people dealing with dyslexia and dyscalculia. Dyslexia Ireland works with and for people affected by dyslexia and dyscalculia by providing information, offering appropriate support services, and raising awareness of dyslexia. Dyslexia is a specific learning difficulty which affects the acquisition of fluent and accurate reading and spelling skills, approximately 10% of the population is affected. When we refer to dyslexia in our work, we use this term broadly to include those who experience difficulty with learning to read, write and spell, and related cognitive/processing difficulties, also, as dyslexia can often co-occur with other neurodevelopmental profiles, in particular, dyscalculia and specific maths difficulties. Dyscalculia is a learning difference that can cause difficulties with core mathematics. It affects approximately 6-8% of the population. Dyslexia Ireland aims to address both dyslexia and dyscalculia, as far as possible, across our support services and advocacy actions.

Dyslexia Ireland is a membership-based organisation. Our members are individuals and families interested in dyslexia and dyscalculia, as well as interested professionals.

Services Vision

Dyslexia Ireland's vision is a society that values and meets the needs of people with dyslexia and dyscalculia, and where these individuals reach their full potential in all aspects of life.

Services Mission Statement

Dyslexia Ireland is an organisation with charitable status. Dyslexia Ireland works with and for people affected by dyslexia and dyscalculia. We empower individuals by providing information, offering support services, engaging in advocacy and raising awareness of dyslexia and dyscalculia. Services offered by Dyslexia Ireland include: information; assessment; specialist tuition for children and adults; courses for parents; training for teachers and other education personnel; dyslexia awareness training; and lobbying and advocacy.

Guiding Principles or Values

We will achieve our mission through the effective use of the resources of the organisation - Board, staff, volunteers and members. We will be guided by the following values:

- empowerment of people affected by dyslexia and dyscalculia
- the lived experience of the individual
- Respect for the well-being of all individuals with dyslexia and dyscalculia
- equity of access to services
- evidence-based and innovative practice
- quality, integrity and leadership
- volunteerism
- transparency and accountability
- collaboration and partnership

Quality Policy Statement

Dyslexia Ireland is committed to providing quality services to and with people affected by dyslexia and dyscalculia, supported by a progressive management style that encourages quality throughout every aspect of our service. Dyslexia Ireland supports staff and volunteers in continuous development and learning in order to ensure quality. Dyslexia Ireland actively seeks feedback from stakeholders and service users to help enhance the quality of our services.

1.2 Principles of Good Governance

Dyslexia Ireland commits itself to full compliance with the Charities Governance Code as laid down by the Charities Regulatory Authority (CRA) in Ireland.

The Code is based on six Principles of Good Governance. The charity trustees/directors are responsible for the governance of the charity and should ensure that the following governance principles are being applied.

Principle 1 – Advancing charitable purpose

- Agreeing our vision, purpose, and values and ensuring that they remain relevant.
- Developing, resourcing, monitoring and evaluating our plans to make sure that our organisation achieves its stated charitable purpose.
- Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

Principle 2 - Behaving with integrity

- Agreeing organisational values, and ensuring that these values permeate all activities.
- Identifying and complying with all relevant legal and regulatory requirements, including annual reporting to the CRA.
- Ensuring that appropriate policies and procedures are in place to support integrity, including a policy on conflict of interest and conflict of loyalty.
- Having a clear code of conduct in place for trustees, and also for staff and volunteers, to support behavioural integrity across the charity.
- Safeguarding and promoting our organisation's reputation.

Principle 3 – Leading people

- Ensuring clarity about all roles within the organisation, both paid and voluntary. This includes documenting roles, duties and delegated levels of authority.
- Having a volunteer policy to support effective volunteer involvement.
- Having a suite of policies and procedures in place to support staff and compliance with employment legislation covering recruitment, training and development, support and supervision, remuneration and termination.
- Having operational policies and procedures to guide the actions of everyone involved in the charity.

Principle 4 – Exercising Control

- Ensuring the charity's current legal form and governing document are fit for purpose.
- Ensuring compliance with relevant legislation and regulatory requirements.
- Ensuring compliance with the CRA's code on fundraising.
- Ensuring that there are appropriate internal financial and management controls.
- Identifying major risks for the organisation and deciding ways of managing the risks, including regular review of the risk register.
- Ensuring that appropriate insurance cover is in place for the organisation's operations.

Principle 5 – Working effectively

- Ensuring that Charity trustees have appropriate levels of skills and experience to fulfil their roles and responsibilities.
- Holding regular Board meetings, with timely sharing of relevant documentation and meeting agendas.
- Having standing items on the Board agenda to ensure appropriate focus.
- Ensuring that trustees have the appropriate information to make good decisions, and recording decisions in the Minutes.
- Ensuring that all Charity trustees/directors understand their role and legal responsibilities, the governing documents and the CRA Governance Code.
- Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective.
- Ensuring that there is appropriate board recruitment, induction and development, and retirement processes in place, with agreed maximum terms.
- Committing to resolving problems and issues without undue delay, and in the best interests of the charity.
- Reviewing the Board's operations annually, and implementing identified improvements.

Principle 6 – Being accountable and transparent

- Ensuring that the charity's name and Registered Charity Number (RCN) is on all written communications.
- Identifying those who have a legitimate interest in the work of the organisation (stakeholders), and making sure that there is regular and effective communication with them about the organisation.
- Encouraging and enabling the engagement of those who benefit from the organisation in the planning, evaluation and decision-making of the organisation.
- Responding to stakeholders' questions or views about the work of the organisation and how it is run including having a procedure for dealing with comments, queries and complaints.
- Following the reporting requirements of all funders and donors, both public and private.

The Board of Dyslexia Ireland confirms that the organisation is committed to the standards outlined in these principles. The Board of Dyslexia Ireland commits to reviewing it's

organisational practice against the recommended actions for each principle annually, and will report on this as part of the annual reporting to the CRA.

1.3 Charities Act Obligations

The Board of Directors is responsible for ensuring that the organisation is compliant with the provisions of the Charities Act, 2009, which commenced its implementation in 2014. The Board delegates the responsibility for this at operational level to the CEO.

The primary compliance requirements under the Act are as follows:

- The Charities Regulatory Authority (CRA) maintains a Register of Charities which is accessible by the public. Dyslexia Ireland is fully registered with the Charities Regulatory Authority.
- All charitable organisations are obliged to ensure that the particulars relating to them are correctly entered in the CRA's register. Dyslexia Ireland's information is kept up-to-date, including meeting our annual reporting requirements.
- All charities are obliged to state in their public literature that they are a registered charity, which Dyslexia Ireland does.
- It is an offence for a body not on the register to claim that it is a registered charity or to operate or fundraise as a registered charity.
- All charities are required to keep proper books of account, and the following provisions are made in relation to the filing of annual statements of accounts and the auditing or examination of those accounts of those charities that are not companies:
- All charities are required to submit to the Charities Regulatory Authority annual reports on their charitable activities during the year. These Annual Activity Reports require both an activities report element and a finance reporting element. Dyslexia Ireland is compliant with the filing of our annual reports to the CRA.
- Both cash and non-cash (i.e. direct debits, standing orders etc.) charitable fundraising from the public require permits from the Gardaí, and only registered charities are able to conduct those types of fundraising.
- Sealed collection boxes are the default requirement for collections in public places and the boxes have to display the name and charity number of the charity. The Regulator has the discretion to make an exception to the sealed collection box rule to facilitate the making of change for token sellers.
- Charities that fundraise are expected to comply with the non-statutory Statement of Fundraising Principles, and are also expected to comply with the Guidelines for Charitable Organisations on Fundraising from the Public https://www.charitiesregulator.ie/media/o5ul004d/guidance-for-fundraising-english.pdf . Dyslexia Ireland is compliant with the Statement of Guiding Principles for Fundraising and we review our Fundraising Policy periodically to ensure compliance.
- 'Charity Trustees' are defined in the Act and are essentially those persons having day to day control of a charitable organisation. This means that the Directors (under company law) of a charity that is a company limited by guarantee are considered to be the trustees of the charity.
- A charity is permitted to pay a Charity Trustee (or persons connected to a trustee) for work which is not related to their role as a trustee. A charity is not permitted to pay trustees for their work in their capacity as a trustee (other than for receipted expenses and in line with Revenue guidance). Dyslexia Ireland trustees are unpaid. In

recognition of their significant contribution of personal time to Dyslexia Ireland, Board members *may* apply for a refund of their annual membership fee.

- Charities are permitted to purchase 'director's and officers' insurance to indemnify its trustees for liabilities relating to acts done or omitted by the trustee in good faith, and in performance of their functions as a charity trustee. Dyslexia Ireland has such insurance in place.

1.4 Company Law Obligations

As a company limited by guarantee Dyslexia Ireland is under an obligation to, and committed to, fulfilling all its legal obligations under the Companies Acts 2014. The Board of Directors has overall responsibility for ensuring that these legal obligations are fulfilled and at an operational level delegates this responsibility to the Senior Management Team.

The Companies Act 2014 simplifies and defines the duties of a Board Director and Company Secretary, and these are outlined within **Section Two** of this document.

1.5 Code of Conduct for Dyslexia Ireland Board of Directors

1. Purpose

The purpose of this Code of Conduct is to provide guidance to Dyslexia Ireland Company Directors on issues related to the subject of acceptable standards of conduct.

This Code of Conduct is intended to set basic rules of conduct for Board Members in order to maintain and build public confidence in the integrity, objectivity and transparency of the Board of Directors and to allow Board Members to exercise their mandate and carry out their duties with confidence, independence and objectivity for the better fulfilment of Dyslexia Ireland's mission.

This Code applies to all members of the Board of Directors of Dyslexia Ireland and to all members of sub-committees established by the Board of Directors, whether or not the members of such committees are Directors (hereinafter referred to as "Committee Members").

2. Code of Conduct: During Term of Office

2.1 Committee Members are accountable to exercise the powers and discharge the duties of their office diligently, honestly, in good faith and in the best interests of the organisation rather than in the interests of any other person, entity or constituency.

2.2 Committee Members will be ethical and responsible. Committee Members will treat other members, young people, volunteers and staff with respect and will deal fairly/ethically on matters relating to their role as a Board Member and representative of the organisation.

2.3 Committee Members will respectfully work with other Members in a spirit of harmony and cooperation, giving Members courteous consideration of their

opinions. Members will be guarded in their comments and avoid attacks on other people's reputations.

2.4 Committee Members will represent loyalty to the interests of Dyslexia Ireland in acting as a Board Member. Committee Members may have been elected to the Board via their involvement with a constituent part of the organisation, e.g. a local workshop. However, as a Board member their primary role is to act and make decisions in the best interests of the organisation as a whole and this should not be superseded or compromised by their involvement with a constituent part of the organisation. Neither should their involvement with any external organisation compromise their role as a Board member in acting and making decisions in the best interests of the organisation.

2.5 Committee Members will abide by Dyslexia Ireland's Conflict of Interest and Conflict of Loyalty Policy (see pages 23-24).

2.6 Committee Members will not communicate any matter designated as confidential to others, and will abide by the confidentiality of such confidential information in perpetuity. Breaches of confidentiality will be treated very seriously, and may result in termination (see section 2.10).

2.7 Committee Members will carry out their duties in such a way as to maintain confidence in the administration of the organisation. Members will not attempt to exercise individual authority over any Board or organisation business, except as explicitly set forth in Board policies or otherwise determined by the Board.

2.7.1 Committee Members' interaction with the CEO and staff will recognise that an individual Member or group of Members does not have authority. Authority rests with the Board as a whole.

2.7.2 Committee Members' interaction with the public, press or other similar entities will recognise that they do not speak on behalf of the Board unless specifically requested to do so by the Chairperson and the CEO.

2.7.3 Committee Members will make no formal or public evaluations of the Chairperson, CEO, staff or volunteers outside of the official process.

2.7.4 Committee Members will refer employees to use of appropriate reporting lines within Dyslexia Ireland and/or policies and procedures to bring any concerns to the Board.

2.7.5 Committee Members will refer parties to use of appropriate organisation policies and procedures to obtain information, address concerns, resolve issues or disputes and or to bring their concerns to the Board.

2.8 Committee Members will attend meetings on a regular and punctual basis and be well prepared for each meeting and for the discussion of all agenda items, having reviewed relevant documentation in advance.

After Leaving Office

2.9 Committee Members will act in such a manner so as not to make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive a benefit or advantage for themselves or any other person.

2.10 Committee Members will respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the *in camera* deliberations of the Board.

3. Gifts and entertainment

In regard to acceptance of favours, gifts and entertainment, Board and Committee Members should exercise tact and judgment to avoid the appearance of improper influence on the performance of their official duties. No gifts should be accepted.

4. Overall Governance

Company Directors are required to fulfil the roles and responsibilities of the offices they hold and are responsible for the overall governance and strategic direction of Dyslexia Ireland based on the prudent use of human, financial, intellectual and capital resources.

Company Directors are required to:

4.1. Bring forward relevant matters and resolutions for adoption by the AGM and consequently, to uphold and implement agreed resolutions adopted by Dyslexia Ireland members.

4.2. Keep Dyslexia Ireland informed of emerging issues and decisions reached by the Board, through regular communications including the circulation of Board Minutes, Annual Report, the AGM and appropriate networking.

5. Collective Decisions

5.1. Decisions of the Board and how such decisions are reached will be treated as private and confidential to the Board and Management (where appropriate), while the collective nature of such decisions will be upheld by all Directors in all circumstances.

6. Health and Safety or Child Protection

6.1. All Directors will adhere to the requirements of Company Law and other legal obligations (e.g. Health and Safety, Charities Legislation etc.) arising from current or proposed legislation.

6.2. All Directors of Dyslexia Ireland are required to be familiar with, and implement in full, Dyslexia Ireland's Child Protection and Vetting Policies (which are in line with

national Children First Child Protection Policies). Dyslexia Ireland Directors are encouraged to attend Child Protection Training days organised for staff and volunteers and to complete the Tusla eLearning training on Child protection.

7. Travel and Subsistence

7.1. Directors should, where possible and practical, use public transport to attend Dyslexia Ireland events. In situations where this is not possible or practical, Directors may use their private vehicle. Upon receipt of a completed Expenses Claim Form the currently agreed mileage rate for the company will be paid. Expenses Claims Forms will only be honoured by the company when the Register of Attendance at Meetings verifies the Committee Members attendance at the meeting(s).

Director's expenses will be paid for attendance at scheduled board meetings and sub-groups. Expenses incurred for attendances at other *ad hoc* meetings, events, etc., will require the prior approval of the Chairperson or the CEO.

7.2. A snack or small meal may be provided at Board and Sub-group meetings especially in cases where meetings exceed three hours duration.

8. Board Effectiveness

8.1. Directors commit to reviewing on an annual basis the Board effectiveness with respect to the board's primary purpose and the implementation of its work-plan in any given year. A Board self-evaluation process will be done at least once every two years, and at the mid-point of a Board year.

8.2. The renewal of Board Membership and Officers' roles will be managed proactively by the current Directors on behalf of Dyslexia Ireland so as to ensure collective ownership of Dyslexia Ireland and the effective pursuit of Dyslexia Ireland strategic priorities, policies and practices.

8.2. Company Directors will engage in a risk assessment process annually and ensure that strategies are in place to mitigate against strategic, operational, financial and reputational risk to the organisation. The Governance and Risk sub-committee is tasked with regular monitoring of risk, and reporting to the Board.

9. Dyslexia Ireland Events

9.1. Use of alcohol: In principle the resources of Dyslexia Ireland should not be used for the purchase of alcohol. Exceptions are at the explicit discretion of the Chairperson and or the CEO.

9.2. While attending Dyslexia Ireland events and representing Dyslexia Ireland at external events, Directors are required to be mindful of the reputation of the organisation and to conduct themselves in an appropriate manner. Engagement with colleagues, other professionals, volunteers, guests, venue staff etc., must at all times be respectful and appropriate. The taking of alcohol is unacceptable at events at which young people under the age of eighteen are in attendance. The taking of non-prescribed drugs is unacceptable at any Dyslexia Ireland event.

9.3. It is usual that Directors who attend Dyslexia Ireland events do so in their capacity as Directors of the Company and therefore unaccompanied by friends, partners, children or relatives. If for any reason Company Directors wish to be accompanied to Dyslexia Ireland events, prior permission must be sought from the Chairperson and should only be given in exceptional circumstances. In such circumstances all costs involved will be covered by the Director themselves

10. Failure to Comply with the Code of Conduct

10.1 Where a Member has failed to comply with the Code of Conduct, the Chairperson of the Board of Directors shall have the power to issue a warning, to suspend the said Member for a period of time, or, in serious cases, to refer the matter to the Board for consideration of action. In serious cases membership of the Board can be terminated by resolution of the Board carried by two-thirds of the Members present. Before such a resolution may be considered, the Member must be given fifteen days written notice of the proposed resolution delivered to the address of the Member as it appears in the records of the Board.

SECTION TWO: BOARD ROLES AND RESPONSIBILITIES

2.1 Role of a Board Member

The Board of Directors is responsible for the overall governance of the Company's affairs in the context of the organisation's Strategic Priorities agreed from time to time. Board Members are expected to participate fully in the Board's joint deliberations and to accept the legal responsibility and duty to act bona fide in the interest of the organisation as a whole.

The Board of Directors appoints a Chairperson, Vice-Chairperson, Treasurer and Secretary following the annual general meeting (AGM). Other directors may take on roles and participate in committees and working groups as appropriate to the organisation's needs.

Collective Responsibilities

The collective responsibilities of the Board of Directors include the following:

- To develop the organisation's Vision, Mission, Value and Purpose.
- To develop the organisation's Strategic Plan, oversee its implementation, and to monitor and evaluate the Plan.
- To ensure financial resources are available and can be maintained, and to ensure effective planning and resource allocation.
- To ensure compliance with company law, child protection, employment, health and safety and other legislation as appropriate supported by a suite of organisational policies.
- To recruit and select the Chief Executive (and other key staff as appropriate) and to monitor that person's performance and support them in their role.
- To form committees/sub-groups to monitor specific areas, such as financial management.
- To promote the organisation and its mission and purpose to/with its members.
- To respect the role of the staff and volunteers, and exercise its duty of care to all personnel.
- To oversee assessment and managing of risk.
- To attend Board and committee/sub-group meetings as appropriate.
- To ensure an appropriate skill mix in representatives, to ensure that the Board possesses the competencies required to fulfil its functions.
- To enhance the organisation's public image and contribute to marketing/fundraising strategies.
- To serve as a court of appeal subject to appropriate sub-groups/committees dealing with finance, staffing and legal matters in the first instance.
- To assess its own performance.

Individual Responsibilities

Responsibilities of individual Directors include:

- Due diligence and support to the organisation.
- Attendance at Board and committee/sub-group meetings as appropriate.
- Knowing the organisation's mission, values, services, policies and procedures.
- Reading papers and minutes before Board meetings.

- Keeping informed of developments in the area of work of the organisation and sharing that information.
- Agreeing and signing off on the Board's governance policies.
- Not using their position as a director for personal gain or in an inappropriate manner.
- Not acting in any way which would cause reputational damage to the organisation.

Board Appointment Letter or Email

Directors on their appointment should receive a letter/email confirming their appointment and directing them to the Board Induction folder, which contains all the relevant policies and procedures including this Company Governance Handbook, the Charity Regulator's Governance Code, the Constitution, Strategic Plan and all relevant organisational policies.

2.2 Rights of a Board Member

Board members are legally entitled to:

- adequate notice of meetings;
- the right to attend and participate at meetings;
- any financial and other information they require of the organisation in order to enable them to perform their duties.

2.3 Legal Duties of a Board Member

A Board Member's primary duty is to act in good faith in the interests of the organisation as a whole. This primary duty is usually sub-divided into two main areas - a duty to act honestly and a duty to act diligently.

Fiduciary duties of Directors (Honesty)

1. The first fiduciary duty is to act in the interests of the members of the company generally, and also to have regard for the interests of its employees. This duty is not owed to individual members or employees but to each as a group.
2. The second fiduciary duty is that a Board member must not use their powers for their own benefit or personal gain.
3. The third fiduciary duty is that a Board member must tell the Board at the earliest possible opportunity if they are directly or indirectly interested in any contract or transaction which the company proposes to enter.

The Director's Duty of Care (Acting Diligently)

This duty is to use reasonable skill and care in the management of the organisation's business. Generally speaking the duty of care expected of Board members acting as trustees of a charity is greater than that associated with commercial directorships. In general examples of the responsibilities which arise under this heading are:

- to exercise their powers in a prudent and business-like way;
- to act honestly and in good faith in all their dealings as Board members;
- to keep proper financial accounts;
- to take care that they do not make any personal or financial gains from any business they do as Trustees;

- to act personally in their work, but some delegation is allowed if the Constitution or Memorandum and Articles permit;
- to ensure that there are always enough of them to do the work effectively.
- to take decisions jointly, and not on their own**.**

These duties do not mean that a Board member must be a business or financial expert. However, there is an onus to have, or within a reasonable time to acquire:

- a sound knowledge of the nature and extent of the business;
- an awareness of the economic, political and social environment in which the business is conducted;
- an understanding of the availability of financial resources and the levels of current or proposed investments;
- an acquaintance with the senior staff of the company.

If the Board members collectively are in any doubt on any matter, they should get advice from a solicitor, accountant, surveyor or another professional adviser, as appropriate, within the parameters of the Dyslexia Ireland budget.

Specific examples of failure to take reasonable care ("negligence") could include:

- signing a cheque or authorising a payment from the company without asking why payment is being made;
- discovering that another director has been dishonest or negligent, but not reporting this to the members of the company;
- allowing one director to take complete control of a part of the company's business without passing a proper resolution to delegate those powers**.**

COMPANY LAW: DIRECTORS DUTIES

Duties of a Company Under the Companies Act 2014

With the increased responsibility placed on Directors, it is important that they understand the obligations that are placed upon them. The Companies Act 2014 has now codified the key fiduciary duties of directors consolidating on previous legislation. These statutory fiduciary duties are:

- to act in good faith in what the director considers to be the interests of the company;
- to act honestly and responsibly in relation to the conduct of the affairs of the company;
- to act in accordance with the company's constitution and exercise their powers only for the purposes allowed by law;
- not to use the company's property, information or opportunities for their own benefit, or that of anyone else, unless (a) this is permitted expressly by the company's constitution or (b) the relevant use has been approved by a resolution of the company in general meeting;
- not to agree to restrict the director's power to exercise an independent judgement unless (a) this is expressly permitted by the company's constitution or (b) the case concerned falls within limited exceptions;

- to avoid any conflict between the director's duties to the company and the director's other (including personal) interests, unless the director is released from their duty to the company in relation to the matter concerned, whether by the company's constitution or by a resolution of the members in general meeting;
- to exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both (a) the knowledge and experience that may reasonably be expected of a person in the same position as the director and (b) the knowledge and experience which the director has;
- to have regard to the interests of the company's employees in general and its members.

Directors have a duty to ensure that the Companies Act 2014 is complied with.

Good Governance

In addition to legal duties there are matters pertaining to corporate governance for which Directors are responsible. Governance can be defined as ***"the systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of the organisation"*** and can include:

- Overall planning of the organisation's activities;
- Monitoring and evaluation of the activities of the organisation, its services and management;
- Overseeing the proper financial management of the company;
- Being a responsible employer, complying with the relevant legislation, including, without limitation, health and safety legislation, and overseeing recruitment of staff and volunteers and ensuring on-going support and supervision;
- Maintaining a good relationship with other community, voluntary and statutory agencies.

The duties imposed on Directors of companies are both extensive and onerous. If a Director acts recklessly or fraudulently by causing the company to incur excessive debts, defrauding creditors, consistently failing to keep proper books of account or for any other reason then that Director can be made personally liable for the debts of the company.

Breach of Duties

The Companies Act 2014 sets out a number of offences for breaches of duties. This is designed to be a more clear and standardised approach for offences and their associated penalties. The categories of offence and penalties are set out below:

Category 1 Offence	**Summary Conviction**: Class A Fine or imprisonment for a term not exceeding 12 months or both. [Class A fine is that within the meaning of the Fine Act 2010 and is a fine not exceeding €5,000.] **Conviction on Indictment:** Fine not exceeding €500,000 or imprisonment for a term not exceeding 10 years or both. **Example:** If any person is knowingly a party to the carrying on of the business of a company with intent to defraud creditors of the company or creditors of

	any other person or for any fraudulent purpose, the person shall be guilty of a category 1 offence.
Category 2 Offence	**Summary Conviction:** Class A Fine or imprisonment for a term not exceeding 12 months or both. **Conviction on Indictment:** Fine not exceeding €50,000 or imprisonment for a term not exceeding 5 years or both. **Example:** Obligation to keep adequate accounting records for one year.
Category 3 Offence	**Summary Conviction:** Class A Fine or imprisonment for a term not exceeding 6 months or both. **Conviction on Indictment:** N/A **Example:** Failure to provide the directors' report to the Companies Registration Office or Members in a manner prescribed by section 332 of the Companies Act 2014.
Category 4 Offence	**Summary Conviction:** Class A Fine. **Conviction on Indictment:** N/A **Example:** Failure to provide a copy of the constitution to its members.

A person who accepts the office of Director has the responsibility of ensuring that they understand the nature of the duty a Director is called upon to perform. This duty will vary according to the experience or skills the Director holds themselves out as having. It is important to remember, however, that no Director is required to perform their duties with a greater degree of skill than could reasonably be expected from a person with their own knowledge and experience.

This means that each Director is required to exercise their duties to the best of their ability. In order to do this a Director needs to, at a minimum, familiarise themselves with relevant legislation, the Memorandum and Articles and other relevant documentation pertaining to the company, keep informed of the business being conducted by the board and seek further information and professional advice if unclear on any matter.

2.4 Powers of Board Members

In addition to their duty of care, Directors also have a duty not to act beyond the objects of the company or the powers given them by the Constitution (Memorandum and Articles of Association). Board members must therefore make sure that all decisions and transactions they enter into on the company's behalf are:

within the scope of the objects set out in the Constitution (Memorandum and Articles of Association) of the organisation;

and

within their powers as set out in the Constitution (Memorandum and Articles of Association) and in any resolutions the organisation has passed or authority the members have given them.

Schedule of Matters Reserved for the Board of Directors

The schedule of matters reserved for the Board's consideration include:

- The Company's strategic plans and annual operating budgets;
- Projects outside the scope of the strategic plan;
- Business acquisitions and disposals;
- Litigation;
- Appointment/Removal of Subgroup Chairs and Members;
- Appointment/Removal of Chief Executive Officer;
- Appointment/ Removal of Auditors;
- Approval of Borrowing/Finance Facilities;
- Approval of Contracts with term exceeding one year or financial liability on Dyslexia Ireland exceeding €50k;
- Annual Review of Risk and Internal Control; and
- Approval of new staff positions.

CEO's delegated responsibilities (for board responsibilities)

The Board of Directors is ultimately responsible for Dyslexia Ireland. This policy establishes the delegation of certain duties and responsibilities of Dyslexia Ireland from the Board of Directors and to the Chief Executive Officer (CEO), who may in turn delegate functions to other staff members.

Overall Duties and Purpose: To implement the strategic plan, and to lead and manage Dyslexia Ireland's staff members, services, finances and all other administrative aspects so that Dyslexia Ireland's ongoing mission, vision, and strategies are fulfilled within the context of Dyslexia Ireland's values as approved by the Board of Directors and membership. The CEO shall have responsibility and authority over all areas of the organisation including any subsidiaries. The CEO is also responsible for preparing materials for Board consideration and for preparing materials for any future strategic planning process.

Contracts and Leases: To enter into a contract, lease, or execute and deliver an instrument in the name of and on behalf of the company as authorized through approved budgets and/or resolutions by the Board of Directors and in line with the signature and contract approval levels. The CEO shall maintain records of all contracts, leases and legal instruments at the headquarters of the company.

Delegation of the Secretary/Treasurer's Duties: The following duties of the Secretary/Treasurer have been delegated to the CEO (and management team):

Financial Supervision: The preparation of proposed budgets for consideration of the board, and ensuring that Dyslexia Ireland operates within budgets approved by the Board of Directors.

Receipt of Funds: The receipt and deposit of funds in a bank designated by the Board of Directors. This delegated responsibility includes endorsement of cheques for deposit, maintenance of records of receipts and accounts receivable, and billing.

Disbursement of Funds: The disbursement of funds within the budgeted amounts approved by the Board of Directors and within the signature approval levels outlined in the Finance Policy.

Financial Records: The keeping of records of all revenue and expenses and the preparation of monthly and periodic statements in regard thereto including the records of membership dues, payments, and invoicing.

Business Records: The keeping of all minutes and records of meetings and correspondence pertinent thereto.

Investment of Surplus Funds: The Finance & Audit subgroup and CEO, as a collective body, are authorised to invest surplus funds. The CEO is responsible for the keeping of all associated records.

2.5 Personal Liability of Directors and Board Members

The incorporation of a body as a limited company serves to limit the liability of the members of the company for its debts.

Board Members and Directors owe a duty to the company and the members. The key failures for which a Director may be held liable under the Companies Act 2014 are:

- failure to keep proper books of account;
- fraudulent trading; and
- reckless trading.

Penalties can include fines, imprisonment and disqualification. Directors and Officers liability insurance is held by Dyslexia Ireland, and this affords protection so long as good faith and due diligence is shown.

2.6 Board Conflict of Interest and Conflict of Loyalty Policy

This policy has been drafted to address how the Board of Dyslexia Ireland deals with conflicts of interest and conflicts of loyalty as and when these arise. The purpose of having this policy is to provide clarity to:

- individual Board members about the behaviour and actions expected from them on such occasions;
- the Board as a whole, as to how it should address any declared or perceived conflicts as and when these arise;
- the Chair as to their role in the process;
- members of the Company/Association (and other stakeholders) as to how the Dyslexia Ireland Board addresses conflicts of interest/loyalty.

In developing this policy it is acknowledged that conflicts of interest and conflicts of loyalty will arise from time to time for Board members. This is perfectly normal, particularly in a small country such as Ireland. This policy has been developed to provide assurance for, and clarity to, all concerned that there is a clear and transparent way of addressing these types

of issues when they arise. This policy also applies to all subgroups of the Board including non-Board members who participate in subgroups. This policy is available on the Board Google Drive and on the organisation's website.

2.7 Board Health and Safety Responsibilities

The Safety, Health and Welfare at Work Act 2005 (the Act) is the governing legislation relating to health and safety in the workplace. The main objective of health and safety policies is to provide a safe and healthy place of work for all staff members, volunteers and visitors, and to meet duties and obligations to customers. Under the Act, every organisation is required to protect their employees from accidents or ill health at work. At all times, employers should seek to ensure that their equipment and systems do not constitute a risk to the health and safety of the employees and they should regularly consult with all staff on this issue.

The legislation sets out obligations in the following areas:

- Employer and employee responsibilities
- Safety Statements
- How employers get the safety message out to all relevant people
- Increased penalties for health and safety breaches

Performing a risk assessment and hazard analysis are part of the employer's responsibilities under health and safety legislation. Risk assessment and hazard analysis involve a careful examination of the workplace for any obvious hazards, as well as the identification of any practices, obstacles or objects that might have the potential to cause harm to staff and visitors.

Safety Statements

Following the identification of hazards and assessment of risks, the arrangements for safeguarding safety and health must be outlined clearly in the Safety Statement. Under the Act, every employer must prepare a Safety Statement and there are a range of elements that must be included. Reference needs to be made to regulations that apply, as well as the standards, codes of practice and guidelines that are used to control the risks. The law places Safety Statements at the heart of a proper health and safety management system.

The Act requires that when bringing the Safety Statement to the attention of employees, it must be in a form, manner and, if necessary, a language that can be understood by all employees. The Safety Statement should be reviewed and updated annually and when there is a change in legislation or company circumstance (e.g. location, staff or equipment).

The Safety Statement should:

- Identify hazards in all workplaces, as well as the level of risk. It should identify the measures necessary to eliminate or control those risks.
- Outline the procedures that exist to deal with an emergency situation.
- Highlight the duties of employees to co-operate with health and safety practices in the workplace.
- Be updated regularly to take account of changing circumstances.

An organisation's Safety Statement will also highlight areas where an organisation may consider developing policies and procedures. These might include: safe work practices, first aid, manual handling, accidents and incidents, alcohol and drugs, hazards and working alone.

2.8 Board Officer Roles and Responsibilities

The term of each Board Officer role shall normally be three years (see point 12 in the Executive Summary).

Board Chairperson

The key responsibilities of the Board Chairperson are to:

- Provide leadership and management to the Board.
- Chair meetings of the Board.
- Finalise the agenda for Board meetings and when necessary liaise with the CEO regarding any follow-up work.
- Act as a link person between the Board and the CEO
- Work with the CEO to achieve the overall mission of the organisation
- Be responsible for the annual appraisal of the CEO.
- Optimise the relationship between the board members, the CEO, staff and volunteers
- Ensure adequate operational support for the CEO and other personnel
- When necessary, to speak on behalf of the Board. Dyslexia Ireland's official spokesperson is the CEO but, on occasion, the Chair may need to be the spokesperson. All public statements should be within the agreed policies and strategy as set down by the Board.
- Responsible for the formation of sub-groups of the Board and is an ex-officio member of any such groups.
- Oversight of succession planning for the Board.

Board Company Secretary

The Company Secretary's main functions are to ensure compliance with Dyslexia Ireland's obligations under company law, and that the Board operates in line with the Dyslexia Ireland Constitution and Articles of Association.

The key responsibilities of a Board Company Secretary are to:

- Provide advice and guidance to Directors on their obligations under the organisation's governing instruments, company law, charity law, trust law and other relevant laws and regulations
- Ensure compliance with all of the above
- Be responsible for raising and resolving compliance issues
- Liaise between management and stakeholders (primarily board members but wider membership at AGMs/EGMs)

In many voluntary organisations the role of Company Secretary will be fulfilled by the CEO of the organisation, however the Charities Governance Code says that it is preferable to have this role fulfilled by a Board Member; support with the administrative tasks can be provided by the CEO.

Board Treasurer

In many cases a member of staff e.g. the Finance Manager will be responsible for the daily financial management with an Honorary Treasurer at Board level. This is the case for Dyslexia Ireland. **However, the Board is ultimately collectively responsible for the finances of the organisation.**

The key responsibilities are to:

- Keep financial records, and develop procedures and controls
- Prepare budgets and develop financial plans
- Maintain oversight for all financial transactions
- Maintain oversight for financial incomings and outgoings
- Prepare annual accounts and present to Board for review
- Keep records of any funding grants and ensure money is spent on items for which it was given.

CEO's responsibilities (with respect to the Board)

- To develop draft agendas for board meetings (for approval by the Chair).
- To ensure relevant and appropriate materials for all board meetings and subgroup meetings are prepared and circulated in a timely manner in advance.
- To ensure that any follow up actions from board meetings are implemented and to report as necessary.
- To act as a link person between the board and the staff.
- To attend subgroup and board meetings (unless specifically requested not to do so from time to time).
- To implement the operational aspect of Board succession planning as delegated by the Chair.

2.9 Board Induction Checklist

When a new Board member joins they will be given a comprehensive induction to how the Board operates and to the wider organisation.

They will be supplied with all the relevant documentation required for them to operate efficiently and with legal compliance as a Board Member. These documents will include the following (not exhaustive):

- Board of Directors Responsibilities
- Board Operating Procedures
- Overview of Board Sub Groups & their Operations
- Organisation Constitution (Memorandum and Articles of Association)
- Organisational Overview/Structure/Chart
- Finance Policy
- HR Policy (employee/staff manual)
- Health & Safety Policy/Procedures
- Code of Practice/Conduct for Board Members
- Contact Lists: Board of Directors, key staff members, etc.
- B10 Form for completion and submission to Companies Offices for Registration of Directorship

- All other relevant Organisational Policies & Procedures

2.10 Board Operating Procedures

Operating procedures are made by the Board for the purpose of ordering its business and may only be amended by a two-thirds majority of those present and voting at a meeting of the Board.

The Chairperson and the Company Secretary shall be responsible for ensuring that the Constitution (and Memorandum and Articles) of the Company and these operating procedures are complied with.

Function of the Board

The function of the Board is to direct the Company through the medium of rational and constructive discussion at properly constituted meetings which formulate strategy, allocate key resources, set policies, supervise management activities and demonstrate accountability.

Scheduling of Meetings

The CEO and the Chairperson shall arrange for the holding of the meetings of the Board during the year and the dates of these meetings shall be notified to the members of the Board at the beginning of each year.

At least seven days' notice of each meeting should be forwarded to each member of the Board. The Chairperson and CEO shall determine the agenda for each meeting and the Company Secretary and CEO shall ensure that the agenda and relevant papers are forwarded to each member seven days prior to the holding of the meeting, barring exceptional circumstances.

A special meeting of the Board may be called by the Chairperson, or following a request to the Company Secretary by one-third of the members of the Board, and seven days' notice will be given in respect of such a meeting together with a notification of the item to be discussed. In exceptional circumstances the Chairperson, after consulting all of the honorary officers, may waive the requirements for notice and call a meeting at shorter notice.

Quorum

The quorum for a meeting of the Board shall be 5 directors [present in person or by suitable telephonic, video or other electronic means which allows those not present in person to actively participate in the Board meeting]. If a quorum is not present one hour after the official starting time of the meeting, the meeting shall be declared null and void.

Ordering of Business

The Chairperson shall preside over all meetings of the Board. Where the Chairperson is absent, the Vice-Chairperson (if in attendance) will chair the meeting, or the meeting shall elect a chairperson from amongst those present to chair the meeting.

The Company Secretary shall be responsible for taking the minutes of the meeting and for ensuring that the minutes are recorded in the company records and forwarded to Board members prior to the next meeting. Where the Secretary is not present the meeting shall

appoint another Board Member to take the minutes, or a staff member may be delegated to take minutes.

The Chairperson shall have the right to determine the order of business and any ruling which the Chairperson may make in this regard may only be overruled by a majority vote of the meeting.

The introduction of an additional item on to the agenda may be proposed by any member provided that the proposal has a seconder. The item shall be accepted at the discretion of the Chairperson or where the Chairperson declines to accept such an item, it may be included if a motion to that effect is passed by a majority of those present and voting.

Board Decisions

Board members have a right and duty to participate fully in Board discussions, to ask questions and seek clarifications as they feel necessary, and to ensure that decisions taken reflect their own perceptions of the issue.

Where possible decisions of the Board shall be made by a consensus, but the Board recognises that there will be circumstances in which it will not be possible or even desirable to achieve consensus. In the absence of a consensus, decisions may be made by a majority of the members present and voting. Where there is a tied vote the Chairperson shall have a second or casting vote. All votes shall be by a show of hands, unless a secret ballot is requested by one-third of the members present. The issue of whether or not the results of a vote are recorded in the minutes will be at the discretion of the Chairperson.

Board members shall normally be expected to vote in accordance with Board policy where defined. If a Board member wishes to express a divergent opinion and to vote against Board policy or abstain (e.g. at a general meeting) they must seek the agreement of the Board for this action. The Board member must either accept the decision of the Board in this regard or resign from the Board.

Attendance at Meetings

The attendance records of members of the Board shall be made available to the Annual General meeting (in the Annual Report). The Company Secretary and CEO shall be responsible for maintenance of these records.

Any member of the Board who fails to attend two consecutive Board meetings without explanation may be suspended from the Board by a motion to that effect passed by a two-thirds majority of those present and voting at a meeting of the Board and may receive a letter from the Company Secretary seeking an explanation for their absence. Any member who fails to attend three consecutive meetings without explanation may be removed by a decision of the Board.

Register of Interests

Board members must formally declare any direct or indirect interest which they have in any contract or financial transaction being affected by the company to the Company Secretary, in advance of participating in Board discussion about the matter. It shall be for the Board

meeting to decide whether the interest is such as to require withdrawal from the meeting whilst the issue is under discussion. All such declarations of interest shall be recorded by the Company Secretary in an appropriate register (see Section 2.6).

Confidentiality

Board members have an absolute right to communicate with members of the company. This includes a right to consult informally in advance of Board decisions on a particular matter, although in such cases the Board member must not prejudice in any way the Board's consideration of an issue. In general, Board members have a duty to ensure that all communications with members are accurate in fact and fair in presentation. If a Board member chooses to communicate with any other party they have a legal responsibility to ensure that in doing so they do not damage the interests of the company.

Board members have an additional responsibility to their colleagues on the Board in regard to confidentiality. Whilst this is not an absolute responsibility it must be regulated by the Board itself, whose members should exercise a measure of peer review. An individual member of the Board may be required to resign from the Board by a motion to that effect passed by a two-thirds majority of those present and voting at a meeting of the Board for a breach of collective responsibility in regard to confidentiality.

Co-options and Vacancies

A person can be co-opted by a majority of the members of the Board present and voting in accordance with the company's Constitution. The co-opted Director must then be nominated for election at the next AGM.

Where any of the officers resign during the course of their term the vacant position shall be filled by an election from the remaining members of the Board, provided that at least seven days' notice shall have been given of such an election and the names of those proposed to fill the vacancy (together with their proposer and seconder) shall have been circulated by the Company Secretary to all the members.

Skills Audit

A key piece of information that any Board should have is to know exactly what skills and knowledge exist at Board level. Undertaking a skills audit is a process that can be used to identify the skills that exist at Board level as well as identifying where gaps exist at Board level. The outcomes of undertaking a skills audit should be that:

- A comprehensive overview of the skills and expertise that Board members possess will emerge.
- Training needs for board members should they exist will be identified
- Skills deficits will be identified which will assist the Board in targeting the right people to come on to the Board.

The Dyslexia Ireland Board Skills Audit Template is available on the Board Google Drive.

Nomination Process

A Nominations Sub-Committee assists the Board of Dyslexia Ireland in the identification and appointment of suitably skilled Directors and Officers to its Board and to undertake any additional, related duties, at the direction of the Board. Any nominations recommended by the sub-committee must be in accordance with the eligibility criteria laid down in the Dyslexia Ireland Constitution for the selection of such candidates, and following completion of a due diligence process. All appointments will be made by the Board in consideration of the recommendations of the Nominations Sub-Committee.

Sub-Groups and Working Groups

The Board shall appoint sub-groups or working groups to assist it in its work as it deems fit from time to time. The Board shall appoint the Chairperson of each group, and the Chairperson shall nominate a list of suitable persons identified either internally (Dyslexia Ireland staff and volunteers) or from external agencies, as appropriate, to be approved by the Board as members of the Sub-Committee. Members of these groups shall sit for the life of the Board. An update on the work of each group will be provided at each Board meeting.

Groups established by the Board may be of three kinds:

1. **Sub-Groups of the Board** - which comprise Board members, and non-board members with relevant expertise, to which legal powers of the Board may be delegated formally.
2. **Advisory Groups to the Board** - which comprise of Board members (and some non-Board members) and serve the Board by providing advice and support but which cannot exercise functions on behalf of the Board (except where powers are formally delegated to an individual member of the Board to exercise in his/her own right and that board member is willing to be guided by the advice/recommendations of the advisory committee).
3. **Working Groups** - which are established for a specific purpose to be carried out over a specific time period, and which automatically disband when their mandate has expired.