

Procedure for Appointments to the Board of the Irish Heritage Trust

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1) Principles underlying governance appointments in the Trust

The Trust recognises that one of the most important means by which openness, transparency and accountability can be achieved is through the appointment of high-calibre volunteers capable of overseeing the governance arrangements of the Trust and ensuring that it remains focused on achieving its mission efficiently and effectively.

The nominations procedure established by the Board of Trustees, has a key role in the process of governance appointments.

The Trust Board usually has 10-14 members and operates in a cycle of retirement and new appointments, in line with good governance practice, that results in one or two new appointments every year.

Before an appointment process is initiated the Board of Trustees will take into account:

- the aims and purposes of the appointment – what skills the Board require.
- the knowledge, skills and experience required for the position in question
- the intention to create a diverse and effective body
- the intention to meet standards of good governance
- the intention to avoid conflicts of interest

These aims will be pursued in a manner proportionate to the nature of the positions to be filled.

The selection, appointment and election processes is:

- conducted in an open and transparent way
- applied in a fair, equitable, objective and impartial manner
- designed to be thorough, robust and expeditious
- applied consistently
- fully explained and readily comprehensible

James Osborne
Chairman

2) Membership of the Board of Trustees

The Board of Trustees may comprise up to sixteen members, with the very best balance of skills and expertise to help the Trust achieve its objectives.

The qualities and experience required for this position are listed in the Company Articles of Association and outlined later in this document.

The appointments process is conducted either directly through the Board or with the assistance of a Nominations Committee. This is dependent on the level of recruitment required.

Each year the Board will decide on the size of the Board of Directors, whether or not there should be any change in the number of Directors, and the criteria to be applied in selecting the most appropriate candidates to fill any vacancies.

Vacant posts on the Board will be publicly advertised on the Trust website. Details of the selection criteria, and of the appointments process, are set out in this document and available from the Trust website.

Appointments are normally be for a term of three - five years, with individuals not normally serving more than two successive terms.

3) The role of the Trust Board of Trustees

Role

The Board of Directors, or Trustees, has ultimate responsibility for what the Irish Heritage Trust does, consistent with Charity Law which states that charity trustees are 'the persons having the general control and management of the administration of a charity'.

The Trust is a company limited by guarantee and therefore this procedure must be read in conjunction with the Company Memorandum and Articles of Association.

The role of the Board of Trustees is to:

- ensure that the Trust has a clear vision and a strategy focused on its achievement
- ensure that the Trust meets its statutory purposes and retains its ethos and values
- ensure that the Trust complies with its legal and regulatory requirements
- ensure that expert advice is taken before decisions are made
- act as guardians of the charity's assets, both tangible and intangible, and ensure the financial stability of the organisation
- agree performance targets for senior management and hold management to account
- elect a Chair

Main responsibilities and tasks:

Shape strategy by:

- ensuring that the Trust pursues sound and proper principles, policies and procedures in relation to all areas of its work
- shaping and approving the Trust's strategic plan, identifying priorities and developing a long-term financial strategy to ensure adequate resources
- engaging actively in strategic decision-making and policy decisions to implement the agreed strategy
- keeping under review the long-term development of the Trust in the light of the political, economic and social environment in which it operates
- approving the Trust's annual budget and maintaining a three–five year forward view of the Trust's finances
- approving major expenditure and transactions
- engaging actively in promoting the Trust and developing local, national and international support.
- fundraising

Inspire effective leadership by:

- appointing the CEO, reviewing their performance and agreeing other senior appointments
- agreeing and delegating appropriate levels of responsibility and authority to the Chair, Committees of the Board of Directors, Board members, groups of Board members and the CEO
- lending their own expertise to the Trust
- providing access to others who can help the Trust
- acting as advocates of the Trust
- advising and giving feedback to the CEO and staff

Monitor performance by:

- ensuring that appropriate risk management and effective internal control systems are in place
- ensuring that the necessary management information systems exist to assess the Trust's performance and progress in meeting its objectives, including the evaluation of operational effectiveness and efficiency, compliance with laws and regulations and the reliability of management and financial information

Ensure accountability by:

- ensuring full compliance with the requirements set by the Charities Regulatory Authority
- acting in accordance with the principles of Ethics of Public Office – selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- monitoring actively the performance of the executive management, ensuring clear accountability

- accounting for the Board's actions in appropriate ways as required by law and good practice – approving the form and content of the Annual Review to members and the Annual Report and Financial Statements, and making the arrangements for the general meetings of the Trust
- reviewing its own performance and effectiveness

Members of the Board of Directors should be able to demonstrate:

Qualities

- an understanding of, a commitment to, and a passion for the Irish Heritage Trust, its purpose and its work
- objectivity, fairness, independence of mind, integrity, wisdom, discretion and good judgement
- a commitment to act solely in the best interests of the Trust, and of the wider public, without regard to personal interest or benefit
- strategic vision and the ability to focus on practical issues
- readiness to take and be accountable for decisions
- lively awareness of how the world is changing politically, economically and socially
- the necessary time to be an effective trustee
- a good team player
- no significant potential conflicts of interest

Experience

The Board overall should have all the attributes needed to fulfil its role and responsibilities, including in particular:

- knowledge of the aims and purposes of the Trust and issues facing the Trust for 5-10 years ahead
- a thorough understanding of the themes and priorities identified in the Trust's strategic plan
- experience of leadership and board level decision making
- experience of new charitable organisations with many stakeholders
- experience of wider financial issues and specific skills in audit and risk management (for potential members of the Audit Committee) and in making senior appointments (for potential members of the Appointments Committee of the Board of Trustees)
- a broad experience of good governance in business, the public sector or not-for-profit organisations and an understanding of the governance of charities and the duties and responsibilities of trustees

Knowledge and skills

The team as a whole should encompass knowledge of the following areas that are specific to the Irish Heritage Trust:

- cultural heritage
- government and society in Ireland
- fundraising & philanthropy
- tourism

- conservation
- learning, outreach and access
- historic buildings, collections and gardens
- volunteering & participation

General Trustee's requirements:

- financial management
- business acumen
- strategic thinking
- legal expertise
- human resources
- procurement & outsourcing
- marketing & PR
- media & communications

The time commitment for Directors is expected to be 12-15 days a year.

4) The Board of Directors/Trustees Appointment Processes

The Nominations Process

Role

The Nominations Sub-Committee of the Board is established under the Governance Principles set out at the beginning of this document, if required, to assist the Board with the appointments processes for which it is responsible.

Main responsibilities

The Committee recommends to the Board suitable candidates for the Board of Trustees.

Main tasks

- Review Board membership & skills annually
- prepare implementation plans and timetables for the selection processes for members of the Board of Trustees
- work with the Board to understand the particular skills, knowledge, experience and characteristics needed to complement the existing membership of the Board to ensure they achieve their responsibilities
- if required to meet and hold a structured discussion with prospective candidates for the various Chairmen/Board roles and scrutinise their suitability against the criteria for the skills, knowledge, experience and characteristics required
- to liaise with government in a manner appropriate to the appointment
- make recommendations to the Board of Trustees
- inform the successful and unsuccessful candidates, and offer feedback

- ensure that arrangements are put in place for the induction, support and development of committee and panel members
- ensure that the necessary succession planning is in hand
- determine how best to encourage applications from suitable candidates
- support the appointments process by maintaining a register of Board members, setting out their skills, knowledge, experience, characteristics, geographical location and details of their current and previous involvement with the Trust

The Nominations Sub-Committee duties:

- selects chair of Nominations Committee
- considers current information on skills for the Board and **proposes** criteria to be used for assessment (incorporating both ongoing and year-specific criteria)
- **decides** form of advertisement (and where it is to appear)
- **decides** timetable for, and format of, interviews
- **decides** shortlist of candidates
- **interviews** shortlisted candidates
- **consults** with appropriate interested organisations and funders
- **decides** which candidates to recommend to the Board

Appointments

All recommendations for new Trustee appointments are made to the Board of Trustees for approval.

31st January 2017