



Type C Organisations Self-Assessment Checklist

This document provides a checklist for all 'Type C' organisations to use to set out their level of compliance against the questions posed. After the table has been filled in, the organisation will understand where its practices are the same or different from actions recommended for the Type C organisations which wish to adopt the Governance Code.

You should fill in the relevant columns and lines in this checklist, and assess where and why the differences happen in order to find out whether your organisation complies with the Code for your type of organisation.

After completing the checklist it is recommended that you rank the issues which need to be followed-up in order of priority, assign responsibility and a deadline in each case. Work through these until all actions have been completed and your board is satisfied that you have done everything necessary to comply with the Code. At this point you can complete Form 2 'Public Declaration of Compliance' and submit it.

If you cannot implement certain practices it is still possible to state that you comply with the Code. You will need to explain, alongside the 'Public Declaration of Compliance' which practices are not being implemented and why not. These variations should be included in Form 3 and accompany Form 2 in all statements about your compliance with the Code.

Note:

To make it easier to read the practices, we have used the words 'board' and 'board member' instead of 'governing body' and 'member of the governing board'. If your organisation is not a Company Limited by Guarantee (CLG) it will not have board members. In this case, the words will refer to the governing body, committee, core group or relevant grouping. The practices stay the same.

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Principle 1. Leading our organisation.						
1.1 Agreeing our vision, purpose and values and making sure that they remain relevant.						
1.1 (a) Agree a strategic plan for your organisation. The plan should include clear statements of your vision, mission, values and objectives.						
1.1 (b) Make sure 1.1(a) reflects the governing document of the organisation (for example, a constitution, memorandum and articles of association, or deed of trust).						
1.1 (c) Review at least every three years so that that the organisation is still relevant.						

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1.1 (d) Review and agree written policy statements on relevant operational matters, where necessary, at least every three years.							
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1.2 Developing, resourcing, monitoring and evaluating a plan so that our organisation achieves its stated purpose and objectives.

1.2 (a) Agree a strategic plan for the organisation that includes: <ul style="list-style-type: none"> • objectives; • operational plans; • budget; • key performance indicators; and • timelines. 							
1.2 (b) Agree role of board in making sure that there are enough resources to implement the strategic plan and consider the organisation's sustainability over the long term.							

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1.2 (c) Make sure there is a monitoring and evaluation system in place.							
1.2 (d) Invite and review report from CEO on progress compared with agreed objectives and key performance indicators.							
1.2 (e) Make sure the discussion of strategic issues is a regular item on the board agenda.							

1.3 Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

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<p>1.3(a) Make sure contracts and employment policies are in place and that they cover:</p> <ul style="list-style-type: none"> • recruitment; • induction; • supervision; • appraisals; • grievance; and • disciplinary procedures. <p>Give responsibility for implementation of board-approved human resource policies and employment contracts to Chief Executive Officer (CEO).</p>							

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<p>1.3 (b) Make sure:</p> <ul style="list-style-type: none"> formal arrangements are set up for the ongoing supervision and development of staff; and formal arrangements are set up for the supervision and development of the CEO. This should include a yearly or twice-yearly appraisal. 	
<p>1.3 (c) Give responsibility for developing the volunteer policy to the CEO.</p>	
<p>1.3 (d) Delegate responsibility for job descriptions and staff supervision to CEO.</p>	
<p>1.3 (e)</p> <ul style="list-style-type: none"> Agree job description of CEO; Set yearly performance expectations of CEO; and Agree ways for CEO to report to the board. 	

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Principle 2. Exercising control over our organisation.							
2.1 Identifying and complying with relevant legal and regulatory requirements.							
2.1 (a) Agree policies, procedures and reporting mechanisms to make sure there is compliance with all relevant legal and regulatory requirements.							

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<p>2.1 (b) If the organisation is a company limited by guarantee, appoint a board member to act as Company Secretary.</p> <p>A non-board member, including a member of staff, but ideally not the CEO, may be considered for the Company Secretary role.</p> <p>The person appointed, regardless of their position in the organisation, must be competent to fulfil the role and have the necessary skills, time and access to resources to carry out the role. A member of staff may assist the Company Secretary in carrying out duties. However, the Company Secretary is responsible for making sure that the duties associated with the role are carried out.</p> <p>Where the CEO is appointed as company secretary, include an explanation of this in the organisation's compliance</p>							
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Where the CEO is appointed as company secretary, include an explanation of this in the organisation's compliance statement. See guidance note on the Code's website for further information.

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<p>2.1 (c) If your organisation is a charity as defined by the Charities Act 2009, make sure your group is registered with the Charities Regulatory Authority and that the organisation complies with all associated regulations.</p> <p>Display your official 'registered charity number' on all public documentation including website, emails, headed paper and so on.</p> <p>Invite and review reports on legal and regulatory compliance and ensure that any issues that have been identified periodically are dealt with.</p>							

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<p>2.1 (d) Decide if you would like to have 'charitable tax exemption' for your organisation (that is a CHY number).</p> <p>If so, apply to the Revenue Commissioners Charity Section for a CHY number and make sure your organisation complies with any associated regulations. You may also need a Charities Regulator Authority (CRA) number.</p>							
<p>2.1 (e) Invite and review reports on legal and regulatory compliance and make sure that any issues that have been identified from time to time are dealt with promptly.</p>							

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<p>2.1 (f) Make sure there is a Safety Statement. This should also identify the person responsible for health and safety in the organisation.</p> <p>Invite and review reports on any health and safety matters that arise..</p>	
<p>2.1 (g) Make sure policies regarding:</p> <ul style="list-style-type: none"> • employment; • equality; and • data protection <p>are in place.</p>	

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<p>2.1 (h)</p> <ul style="list-style-type: none"> Keep contact details of stakeholders with their permission in a safe place. Do not give their details without their consent to someone outside the organisation. Do not keep unnecessary personal information. Make sure your organisation complies with data protection legislation. 	
<p>2.1 (i)</p> <p>Make sure other policies are in place to comply with other relevant law (for example, child protection or food safety).</p>	
<p>2.1 (j)</p> <p>Comply with the terms and conditions of public or private grants received, including governance requirements.</p>	

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2.2 Making sure there are appropriate internal financial and management controls.							
2.2 (a) Oversee income, expenditure, cash-flow and investments.							
2.2 (b) Consider whether production of accounts according to a best practice standard, for example the charity SORP (Statement of Recommended Practice), is appropriate for your organisation. Sign off on yearly audited accounts.							
2.2 (c) Agree and put in place appropriate financial management procedures, systems and controls.							
2.2 (d) Agree level of financial authority given to CEO, finance sub-committee and senior staff.							

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<p>2.2 (e) Appoint an audit committee of three or more directors. The chair of the organisation's board can be an audit committee member but cannot chair the audit committee. At least one of this committee should have recent and relevant financial experience.</p> <p>Have written terms of reference that describe the role of the committee and its responsibilities. The terms of reference should be on your website. Include specific terms of reference for monitoring and review, approval and recommendations.</p> <p>Monitor and review:</p> <ul style="list-style-type: none"> the accuracy of the financial statements of the organisation; announcements about the organisation's financial performance and financial controls; <p>control and risk management systems; the effectiveness of the organisation's internal audit role; the external auditor's</p>							
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<ul style="list-style-type: none"> control and risk management systems; the effectiveness of the organisation's internal audit role; the external auditor's independence and the effectiveness of the audit process; arrangements for staff to raise concerns in confidence about possible improprieties relating to financial reporting or other matters. This policy should be in line with the Protected Disclosures legislation. <p>(The audit committee should have arrangements for independent investigation of such matters and for appropriate follow-up action.)</p> <p>Approve:</p> <ul style="list-style-type: none"> the terms of engagement of the external auditor. Recommend: the pay and conditions of the board's external auditor. 							
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<p>Recommend:</p> <ul style="list-style-type: none"> the pay and conditions of the board's external auditor. <p>The board then puts these recommendations to the members for their approval in a general meeting. The organisation's annual report should include a description of the audit committee's work.</p>	
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2.3 Identifying major risks for our organisation and deciding ways of managing the risks.

<p>2.3 (a) Do a full risk assessment each year. This will involve regularly updating a risk register that allows for:</p> <ul style="list-style-type: none"> identifying and understanding the risks facing the organisation; assessing and mitigating against the risks to ensure they are within the organisation's risk appetite as set by the board; and ensuring the process's accountability and resources are in place to manage the organisation's exposure to risk. 							
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<p>2.3 (b) Delegate the responsibility of making sure there are appropriate levels of insurance and other risk treatments in place.</p> <p>Invite and review report each year.</p>	
<p>2.3 (c) If the organisation owns property or any assets, make sure that legal ownership is clearly in the name of the organisation and that the community interest is protected if the organisation ceases to exist.</p> <p>Take legal advice if necessary.</p>	
<p>2.3 (d) Delegate the responsibility of developing, testing and updating business continuity plans to the CEO. These plans will help to minimise disruption of services in a crisis.</p>	

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Principle 3. Being transparent and accountable.							
3.1 Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation.							
3.1 (a) Identify your key stakeholders and make sure there is a strategy in place for communicating with them appropriately.							
3.1 (b) Appoint an agreed spokesperson for the organisation.							
3.1 (c) Ensure that the organisation's annual report and accounts are widely available and easy to access on the organisation's website and elsewhere.							

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<p><i>[3.1 (c) continued]</i></p> <p>The annual report should identify the:</p> <ul style="list-style-type: none"> • chair; • the deputy chair (where there is one); • the CEO; • any other members of the board and the chairs of subcommittees; and • progress during the year against your strategic objectives. <p>It should also set out the number of meetings of the board and individual attendance by directors as well as the number of sub-committee meetings and attendance by members.</p>							
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3.1 (d) Invite and review report from CEO on compliance with reporting requirements of relevant regulators and funders (for example, Companies Registration Office, the Charity Regulator and the Regulator of Lobbying if appropriate).	
3.1 (e) Make sure the AGM is held in line with your governing document. Ensure that there is a communications strategy in place to keep members and stakeholders informed.	
3.1 (f) Make sure all the codes and standards of practice to which the organisation subscribes are publicly stated and available.	

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3.2 Responding to stakeholders' questions or views about the work of our organisation and how we run it.						
3.2 (a) At AGMs, allow stakeholders to express their views about the organisation's work.						
3.2 (b) Make sure there is a clear way for stakeholders to communicate with the organisation throughout the year.						
3.2 (c) Invite and review yearly reports on complaints received, and action taken, to make sure that the complaints system is working.						
3.2 (d) Monitor key stakeholders' views on the organisation's reputation and take remedial action when necessary.						

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3.3 Encouraging and enabling engagement with those who benefit from our organisation in the planning and decision-making of the organisation.							
3.3 (a) Make sure that your stakeholders are consulted during the strategic planning process.							
3.3 (b) Make sure stakeholders are appropriately involved in decision-making processes.							

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Principle 4. Working effectively.

4.1 Making sure that our governing body, individual board members, committees, staff and volunteers understand their: role, legal duties and delegated responsibility for decision-making.

<p>4.1 (a) Make sure the board induction process includes an overview of:</p> <ul style="list-style-type: none"> • the organisation's strategic objectives; • the role of the board and individual board members; • the organisation's finances and funding model; • the Governance Code and the organisation's governing document; • the letter of appointment for new board members; and • other board specific policies. <p>It is also good practice to include this information in a board handbook/manual.</p>							
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<p>4.1 (b) Make sure that board members understand that while they were nominated by a particular group, they must not act as a representative of that group in acting as a board member. Instead, they should promote the aims of the organisation in line with its governing document.</p> <p>Board members must at all times respect board confidentiality.</p>	
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<p>4.1 (c) Appoint a sub-committee with a governance remit to do a yearly review of:</p> <ul style="list-style-type: none"> • board roles; • the board's terms of reference; • membership of board and sub-committees; and • your organisation's adherence to the Governance Code's recommended practices. 	
<p>4.1 (d) Make sure there is a copy of the schedule of matters reserved to the board in the board handbook. ('Schedule of matters reserved' is defined in the glossary).</p>	
<p>4.1 (e) Make sure there is a written statement of the division of responsibilities between the Board and CEO including the CEO's delegated authorities.</p>	

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<p>4.1 (f) Make sure that board members do not interfere in duties properly delegated to staff. However, staff should be accountable to the board through the CEO.</p>	
<p>4.1 (g) Make sure newly appointed board members sign a code of conduct and terms of reference setting out their 'fiduciary duties'. These are the legal duties of one party to act in the best interests of another. These duties relate mainly to assets, property, statutory obligations and the organisation's expectations of board members.</p>	

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4.2 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective.						
4.2 (a) Make sure that the board meets regularly and in line with your governing document.						
4.2 (b) The chair and CEO agree the agenda of board meetings.						
4.2 (c) Agenda, minutes of last meeting and reports or papers outlining proposals to be sent before meeting in an accurate, timely and clear manner.						

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4.2 (d) The chair is responsible for ensuring: <ul style="list-style-type: none"> • board meetings run to time; • enough time is allowed for discussion; • maximum participation of board members; • adequate information is available; and • that decisions are made and implemented. 	
4.2 (e) Make sure board minutes follow a consistent and standard practice.	
4.2 (f) Make sure that individual board members have reasonable access to independent professional advice (for example, financial or legal advice) where they think it necessary to fulfil their responsibilities.	

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4.3 Continually reviewing board recruitment, development and retirement processes to ensure relevant competencies are in place to realise the organisation's objectives.

<p>4.3 (a) Agree a yearly board review process which should include, but not be limited to, an assessment of the effectiveness of:</p> <ul style="list-style-type: none"> • the board as a whole; • the chair; • individual board members; • committees including structure, size, and charters; and • director training; and • recruitment plans. <p>The primary purpose of such reviews should be to assess how well the board has formulated, resourced and overseen the achievement of the annual milestones in the board's strategic plan.</p>							
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<p>4.3 (b) Agree a board succession plan that will ensure that future recruitment:</p> <ul style="list-style-type: none"> • meets the need for a mix of skills and experience identified in the annual competency gap-analysis; • embraces the board's diversity and ethical culture; and • sets director term limits to ensure board renewal cycles. <p>Consider the extent to which your board is made up of member representatives, beneficiaries or external representatives to avoid loyalty dilemmas and decide what the best mix is.</p>							

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<p>4.3 (c) Agree and put a comprehensive induction programme in place for new board members. Make sure new members develop a clear understanding of their roles and responsibilities including compliance with the principles of this Governance Code.</p> <p>Agree a skills development programme to fill gaps in the new board members' competencies needed for their role.</p>	
<p>4.3 (d) Provide appropriate ongoing training for board members to fill any competency gaps.</p>	

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Principle 5. Behaving with integrity.							
5.1 Being honest, fair and independent.							
5.1 (a) Make sure the chair leads the board in developing an ethical culture in line with the values of the organisation.							
5.1 (b) Develop and agree a code of conduct for board members that outlines the expected standards of behaviour and what happens if they are not met.							
5.1 (c) Make sure the code of conduct gives clear guidelines on the receipt of gifts or hospitality by board members.							

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5.1 (d) Make sure all board members sign a commitment to follow the code when they are appointed.							
5.1 (e) Review your code every three years to ensure it meets developing ethical standards expected by stakeholders and society.							
5.1 (f) Be fair by consistently applying the same ethical standards to every person and situation.							
5.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalties.							
5.2 (a) Hold a discussion about the issues of 'conflict of interest' and 'conflict of loyalty.' Develop a policy on each of these.							

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<p>5.2 (b) Each board member and anyone else present must tell the board if they believe they have a conflict of interest on a matter to be decided at the meeting. Unless the board decides otherwise, they must leave when the board is discussing or deciding on that matter. The person concerned should be told what decision was reached.</p> <p>Conflicts of interest must be recorded in the minutes.</p> <p>Conflicts of loyalty may be serious enough to be conflicts of interest.</p>							

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<p>5.2 (c) Establish a register of directors' interests. Update it each year.</p> <p>Board members must notify the board of any relevant changes in their interests when they happen. These should be recorded in the register.</p>							
<p>5.2 (d) Make sure the board induction process includes information and policies about conflicts of interest and conflicts of loyalty.</p>							
5.3 Protecting and promoting our organisation's reputation.							
<p>5.3 (a) Make sure all board members understand their responsibility to act as champions for the organisation by promoting its work and reputation.</p>							
<p>5.3 (b) The board should have a formal policy on board and sub-committee confidentiality.</p>							

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5.3 (c) Make sure the safeguarding and promoting of the organisation's reputation is dealt with in the communications and risk management strategies.							