

# Memorandum of Understanding

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Boardmatch Ireland  
Business in the Community Ireland  
Carmichael Centre for Voluntary Groups  
Good Governance Solutions  
Clann Credo – The Social Investment Fund  
The Disability Federation of Ireland  
Irish Charities Institute  
Volunteer Ireland  
The Wheel

The above mentioned nine organisations have come together to enter into an agreement on the terms for a MoU for the Governance Code. The partners entering this MoU have agreed to continue to operate as a working group, GCWG, and so agree to the following:

## **1. Purpose**

The Governance Code for the Community and Voluntary Organisations in Ireland is a voluntary Code of good governance, developed by the sector for the sector. It is led and overseen by representatives of the above mentioned organisations; referred to as the “Governance Code Working Group”, GCWG.

## **2. Objective**

The objective of the working group is to improve governance in the not for profit sector through promotion, development and protection of the Code, to illustrate that achieving good Governance will lead to greater impact in the sector.

## **3. Background**

The GCWG organisation’s all came together to develop the Governance Code as a result of their shared aim of improving governance practice across the community, voluntary and charity sector in Ireland.

All of the organisations represented in the GCWG have a track record in standing for, supporting and promoting high standards of governance in the sector.

## **4. Governance Structure**

### **4.1 Members**

- The organisations that have signed the MoU are known as the GCWG.
- Organisations are represented by member's representatives. How member organisations select their member representatives is an internal subject for the them and not the GCWG.
- Member organisations must confirm annually that they are committed to membership of the GCWG.
- The GCWG will meet regularly so as to actively promote the Code and grow the GC profile.
- All GCWG members are expected to attend all meetings. In the event that member cannot attend a replacement nominee from a member's organisation is permitted.
- The quorum for a GCWG is 5 organisations

### **4.2 Meetings**

- The WG will set meeting dates for the year ahead, approx. 5 meetings annually
- Meetings outside of these dates can be called by the Chair when necessary.
- The meeting members agree to abide by the process as determined by the Chairperson at the start of each meeting.
- The hosting of meetings will be rotated amongst the members.
- The minutes are organised by the hosting venue and sent to the Chair in a timely manner after the meeting.

### **4.3 Chairing Meetings**

- The members of the GCWG will select a Chair from the members for a term of 3 years.
- The Chair will carry out duties such as, agenda setting, circulating the meeting papers prior to meetings etc.

### **4.4 Committees**

- The GCWG may set up committees to support the work of the GCWG. It currently has four Committees, Technical sub, Communications, Resourcing, Stakeholder Management.
- Each Committee has its own ToR which have been approved by the GCWG and will be reviewed annually to see if any changes are required.
- The Chair of each Committee will provide an update report at each GCWG meeting
- All policies or changes to policies from Committees to the GCWG for approval.

## **5. Procedures for members**

- Attend and Participate in meetings
- Register apologies to the Chair if unable to attend

- Participate on Committees as needed
- Work collectively and collaboratively with all members of the GCWG when carrying out WG work
- Complete tasks undertaken by all within given timeframes
- Respond to emails requesting feedback

## **6. Decision Making**

- Mutual respect for all members
- Respect and disclose any conflicts of interest
- Make decisions based on the best interest of the Code and not based on individual needs
- If decisions are required between meetings, the Chair will contact all members by email and outline a suggested way forward
- All members are free to contribute in the decision making process

## **7. Conflict of Interest**

- The GC must be protected at all times, in order to keep the integrity of the code to the sector all members must disclose any conflicts as soon as possible.
- All members should manage potential conflicts transparently and openly.

## **8. Finance**

The Governance Code receives no funding and therefore has no staff. It is acknowledged by all members of the GCWG that in coming years all member organisation's will have to contribute to the promotion, protection and development of the Code. To do this the GCWG has a MoU with The Wheel to carry out the secretariat duties, this incurs a cost that the contributions will fund. As agreed at a WG meeting in June 2016 the contributions are:

2017: between €300-€400 per member org

2018: between €600-€700 per member org

If the financial situation of the Governance Code changes in 2017 or 2018 these figures will be reviewed by the members.

This MOU is not a legal undertaking. The signatories will abide by the terms to reach the objective stated in the MoU, by striving to do their best and work together.

**Boardmatch Ireland**

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**The Disability Federation of Ireland**

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**Volunteer Ireland**

Nina Arwitz  
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**Irish Charities Institute**

Sheila Norden

**The Wheel**

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