
GOVERNANCE PROGRAM

Revision 1



SHANNONDOC·IE
OUT-OF-HOURS GP CARE

ISSUED- SEPTEMBER 6, 2017

1. Shannondoc Cooperate Governance

Shannondoc is committed to the principals of good governance and is committed to reviewing our organisational practice to these on an annual basis under the following key principals;

- Leading Our Organisation.
- Exercising control over our organisation.
- Being Transparent and accountable.
- Working effectively.
- Behaving with integrity.

A cooperate Governance report will be implemented in line with the “Code of Practice for the Good Governance of Community, Voluntary and Charitable Organisation in Ireland” (issued by www.governancecode.ie) in addition to the fiduciary duties of directors under the Companies Act 2014

This document sets out how the organisation is run, directed and controlled to ensure that the organisation is meeting its responsibilities efficiently and effectively with increased transparency for its member and stakeholders.

2. Board

The Board is a non-executive body of appointed Members representing various geographical areas serviced by Shannondoc.

2.1. The Chairman

The Chairman has a non-executive function and is an ex-officio member of the Board. The Chairman shall be a serving Director of not less than three years standing prior to his appointment as Chairman. The term of office of the Chairman is three years and will terminate automatically on the expiry of the third year of the term. The Chairman may not normally serve more than two consecutive terms. To reflect the diverse Membership the role of Chairman where possible shall be rotated between large urban areas and rural area.

The incoming Chairman shall assume office automatically on the expiry of the term of the outgoing Chairman and shall be formally appointed at the first Board Meeting thereafter.

2.1.1. Role of the Chairman

The role of the Chairman will include, but not be limited to, the following:

- To provide leadership and direction to the Board.
- To ensure adherence to the principals of good governance.
- To administer Board Meetings with the purpose of addressing all issues on the agenda; allowing Directors express their views and reaching consensus where possible.
- To ensure the Board remains focussed on governance of the Co-Op and Shannondoc.
- To shape the annual Board calendar and the agendas of Board Meetings, AGMs and EGMs.
- To ensure the formation of the Board committees and the integration of their activities with the work of the Board.
- To act as a signing authority on behalf of the Board where required.
- To develop and maintain efficient systems and practices for the Board which encourage constructive dialogue and facilitates the work of the Board.
- To communicate reasonable and objective concerns about a Director’s performance to the Director in question while conveying that the Chairman and the Board are committed to working with the Director to optimise his future performance.

- To serve as an occasional spokesperson for the Board where appropriate and where called upon to speak publicly on behalf of the organisation.
- To chair the AGMs, EGMs and Board Meetings.
- To attend meetings with relevant stakeholders and interested parties including, but not limited to, cell meetings, the liaison groups and the Health Service Executive.
- To work closely with and take guidance where appropriate from the Medical Directors.
- To work closely and meet periodically with the General Manager.

2.2. Medical Director(s)

It is a requirement of the Service Level Agreement that Medical Directors be appointed to Shannondoc.

- The Medical Directors are independent office holders responsible for overall clinical governance.
- The Medical Directors employed directly by Shannondoc
- The Medical Directors report directly to the Chairman.
- The Medical Directors act as independent advisors to the Board.

2.2.1. The Role of Medical Director(s)

The role of Medical Director is to monitor the provision of services by Shannondoc and ensure the appropriate standards of medical care continue to be delivered., include, but are not limited to, the following;

- To review and approve all Membership applications.
- To review and approve of all Locum applications.
- To review and advise the Board on complaints relating to Shannondoc and the Co-Op of a clinical and non-clinical nature.
- To oversee the development of clinical policies and procedures.
- To consult with and guide the Board on clinical developments.
- To represent the Co-Op and Shannondoc at clinical forums and events.
- To act as key advisor to the Chairman on strategic clinical developments.
- To liaise with and represent the Co-Op and Shannondoc at the Medical Council on matters of a clinical nature.
- To attend relevant clinical meetings and with the Health Service Executive.
- To attend liaison meetings from time to time with the Health Service Executive.
- To guide and direct the Clinical Development Specialist.

2.3. General Manager

The Board has delegated responsibility for the management of Shannondoc, through the General manager, to executive management team. There is a clear division of responsibilities between the roles of the Chairman and the General Manager, which is set out in writing and has been approved by the Board.

The General Managers primary role is to provide the overall management and leadership of the Shannondoc and to formulate/propose the Cooperative strategy to the Board. It is the responsibility of both to uphold and promote high standards of integrity and probity within the cooperative and its subsidiaries;

Chairman is responsible for:

- The efficient and effective working of the Board.
- Ensuring that Board agendas cover the key strategic issues confronting the Cooperative, that the Board reviews and approves management's plans and that the Directors receive accurate, timely, clear and relevant information.
- Making certain that the Board applies sufficient challenge to management proposals and examines and reviews management performance in meeting agreed objectives and targets.

General Manager is responsible for:

- Full day-to-day Operational and Financial performance of the Cooperative and accountability to the Board for all authority delegated to executive management.
- Formulate and propose the strategic direction of the Cooperative and incorporate this into a business plan, for regular discussion and agreement by the Board.
- Implement the Board's agreed strategic business plan in accordance with the Cooperatives values.
- Ensure that Board decisions are effectively implemented and progress reported back to the Board.
- Manage the Cooperative affairs and resources on behalf of the Board, except for those reserved for decision by the Board.
- Maximising the contribution of senior management to business planning, operational control and Financial performance.
- Ensure the Company has appropriate organisational structures.
- Provide clear leadership and support to all employees in all areas of the Company's business, including the development of ideas, products and operations.

2.4. Company Secretary

The Board, particularly the chairman, relies on the company secretary to advise them not only on directors' statutory duties under the law, disclosure obligations and listing rule requirements but also in respect of corporate governance requirements and practices and effective board processes. The company secretary position is normally fulfilled by the General Manager but is not limited to the General Manager.

2.5. Remuneration of Office Holders

Chairman: The office of Chairman is remunerated by Shannondoc in line with Health Service Executive guidelines and as directed by the Board.

Director: The office of Director in performing their duties are not remunerated. However, a basic expense allowance is payable for all Board of Directors meetings.

Medical Director: The Medical Director is remunerated by Shannondoc in line with the Health Authority Senior Medical Officer. If there is more than one Medical Director the remuneration is shared in equal measure.

General Manager: The General Managers remuneration by Shannondoc is in line with the Health Service Executives pay scale for that of the role of General Manager

2.6. Directors

The Board is responsible for the stewardship of the Co-Op and Shannondoc and oversees the management of the Co-Op and Shannondoc by the General Manager and other officers.

2.6.1. Board of Directors

- The Board shall comprise of not less than seven Directors and will endeavour, where possible, to represent each geographical area serviced by Shannondoc as follows; Clare 3, North Tipperary 3, Limerick city 3, Limerick County 3 and Central Zone 1.
- A Director shall hold the office of Director for a period of three years. A retiring Director is eligible for re-election for up to a maximum of 3 terms.
- The Board may, from time to time and by ordinary resolution, increase or decrease the number of Directors.
- The Board shall have power to appoint a Member as a Director in the following circumstances;
- where a vacancy exists due to a former Director being unable to further act as a Director,
- where an ordinary resolution has been passed increasing the number of Directors or
- when exceptional circumstances, as determined by the Board, necessitate the immediate appointment of a further Director and any Director so appointed in accordance within this provision shall hold the office of Director only until the next AGM wherein he shall be eligible for re-election.

2.6.2. Duties of Directors

In addition to specific duties undertaken by the Directors during their office there is a general duty on the Directors always to;

- Act in good faith for the benefit of the Co-Op and Shannondoc.
- Avoid conflicts of interest where arising during their duties.
- Use due care and diligence when performing their duties on behalf of the Co-Op or Shannondoc.
- Responsible for instilling the appropriate culture, Values and behaviour throughout the organisation
- Develop the strategic Plans of the Cooperative and review this strategic plan on an annual basis.
- Responsibility for determining the Cooperative Risk management strategy and review on an annual basis.
- Individual Directors may seek independent professional advice upon board approval, in the furtherance of their duties as a Director.
- monitor the audit of the financial statements

2.6.3. New Board members

New Directors are provided with briefing materials on the Cooperative strategic plan and the procedures relating to the Board and its Committees and their duties and responsibilities as Directors under legislation and regulations that apply to the Cooperative, specifically the eight principals of fiduciary duties of directors as laid out under the companies act;

- Act in good faith; Each director is obliged to act in good faith in what the director considers to be the best interests of the company.
- Act honestly and responsibly; Directors must act honestly and responsibly in relation to the conduct of the affairs of the company.
- Act within powers; Directors must act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law.
- Use of company property; A director is not permitted to use the company's property, information or opportunities for his or her own or anyone else's benefit.
- Independent judgment; A director shall not agree to restrict his or her power to exercise independent judgment.

- Avoid conflicting interests; A director is obliged to avoid any conflict which may arise between the duties the director owes to the company and the director's other (including personal) interests
- Due care, skill and diligence; A director must exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person.
- Regard to shareholders' interests; In addition to the general duty as referred to above, directors have a fiduciary duty to have regard to the interests of the shareholders of the company.

2.6.4. Removal of Directors

The Board may, by ordinary resolution passed at a Board Meeting by a two thirds majority, remove a Director from the Board prior to the natural expiry of his term.

2.7. Board Meetings

The Board shall hold Board Meetings on a regular basis and not less than four times per year. Board Meetings are convened by the Chairman. All relevant information necessary for the conduct of business at Board Meetings shall be provided to the Directors at the earliest opportunity in advance of a Board Meeting and where possible not less than seven days in advance of a Board Meeting.

The Chairman shall chair the Board Meetings. However, if the Chairman are not present within fifteen minutes of the time the Board Meeting was due to commence or are unwilling to act as chair of the Board Meeting then and in that event the Directors present may elect one of the Directors present to chair the Board Meeting.

The chair of the Board Meeting shall always endeavour to curb excessive influence on the Board by individual Directors while encouraging and allowing each Director to fully contribute to deliberations and decisions of the Board.

2.7.1. Typical Board agenda items

Recurring items on each agenda:

- Minutes.
- Board matters (including Board Committee updates).
- General manager report.

Additional agenda items during the year:

- Cooperative strategy.
- Full-year/interim financial results and reports.
- Performance review of projects and approved programs.
- Risk management & internal controls.
- Governance, Compliance & Ethics.
- Health & Safety and Environmental review.

3. Board Committees

The Board has delegated some of its responsibilities to Committees of the Board. Details of these Committees and the applicable Terms of Reference are available below;

3.1. Finance, Audit and Remuneration Committee

The Finance, Audit and Remuneration Committee shall monitor the integrity of the financial statements of the company including its annual audited accounts and interim management accounts, the committee shall also provide input on:

- Approval of all Bank accounts, loans and or lease agreements held by the Cooperative.
- Form part of the remuneration committee for the approval of Senior Executive remuneration package.
- Meet with the external auditor at least once a year and investigate any issues or concerns as raised by the external auditors
- Consider and make recommendations to the board for approval at the AGM for the appointment/reappointment of the Cooperatives External Auditors.
- Adhere to the terms of reference of the Audit Committee.
- Arrangements for staff to raise concerns in confidence about possible improprieties relating to financial reporting or other matters.

3.2. Nomination and Corporate Governance committee

The Nomination and Corporate Governance committee shall regularly review the structure, size and composition of the board (including Skills, knowledge, experience and diversity) required for the Board in relation to its current position, the committee shall also provide input on:

- Succession planning for Directors and Chairperson considering the challenges and opportunities facing the Cooperative.
- Responsible for screening of nominated candidates to fill board vacancies with regard for composition of the board (including Skills, knowledge, experience and diversity).
- Lead review of the board for the previous year in relation to the performance of the board, The Chairperson, adherence to the Corporate governance.
- Ensure the principals as set out in “Code of Practice for not for profit organisations” and any other governance codes that apply to the company are observed.
- Ensure that on appointment that Board members and Chairperson receive formal letter of appointment setting out clear expectations for their role.

3.3. Clinical and Risk Management Committee

The Clinical and Risk Management committee comprises of Board Members and members of the executive to review the clinical governance of the organisation and its risk exposure including but not limited to Clinical Risk, Health & Safety and Business continuity planning, the committee shall also provide input on;

- Keep under review the effectiveness of the Company’s strategic vision to ensure that it adequately address known risks.
- Company’s arrangements for its members to raise concerns, in confidence, about possible wrongdoing in clinical reporting or other matters.
- Monitor and review the effectiveness of the cooperative risk management program.
- Make sure the safeguarding and promoting of the organisation’s reputation is dealt with in the communications and risk management strategies.
- Report on an annual basis on effectiveness of both internal and external audit systems.

4. Annual general meeting

The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

4.1. Extraordinary general meeting

All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

4.2. Proceedings at general meetings

All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, except for the consideration of accounts, balance sheets and the ordinary report of the Council and the report of the Auditors, the election of Council Members in the place of those retiring, the appointment and remuneration of the Auditors,

4.3. Quorum

No business shall be transacted at any meetings unless a quorum of not less than six members are present at the commencement of such business.

4.4. Where no quorum present

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.

4.5. Adjournment

The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjourned took place.

4.6. Table a draft resolution

A member or members with the support of at least two other members, may put an item on the agenda of the meeting and table a draft resolution for an item on the agenda of the meeting. To be included, an agenda item must be consistent with Irish company law; Company's Memorandum and Articles of Association and set out the text of the draft resolution not later than 30 days prior to the date of the AGM.

4.7. Resolutions

At any General Meeting, unless a poll is demanded by at least 6 members, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the association shall be conclusive evidence of the fact.

4.8. Polls

If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such manner as the Chairman directs, the result of poll shall be deemed to be the Resolution of the AGM.

4.9. Votes

Every Member shall have one vote and no more. All votes shall be given personally. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

Appendix 1 Principles of Good Governance

We the Board of Directors of Shannondoc commit to;

Principle 1. Leading our organisation

We do this by:

- 1.1 Agreeing our vision, purpose, mission, values and objectives making sure that they remain relevant;
- 1.2 Developing, resourcing, monitoring and evaluating a plan so that our organisation achieves its stated purpose and objectives;
- 1.3 Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

Principle 2. Exercising control over our organisation

We do this by:

- 2.1 Identifying and complying with all relevant legal and regulatory requirements;
- 2.2 Making sure there are appropriate internal financial and management controls;
- 2.3 Identifying major risks for our organisation and deciding ways of managing the risks.

Principle 3. Being transparent and accountable

We do this by:

- 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;
- 3.2 Responding to stakeholders' questions or views about the work of our organisation and how we run it;
- 3.3 Encouraging and enabling the engagement of those who benefit from our organisation in the planning and decision-making of the organisation.

Principle 4. Working effectively

We do this by:

- 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;
- 4.2 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective;
- 4.3 Making sure that there is suitable board recruitment, development and retirement processes.

Principle 5. Behaving with integrity

We do this by:

- 5.1 Being honest, fair and independent;
- 5.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalties;
- 5.3 Protecting and promoting our organisation's reputation.

We confirm that our Organisation is committed to the standard outlined in these principles. We commit to reviewing our organisational Practice against the recommended actions for each principle annually.

Chairperson of Board

Date:

Secretary of Board

Date:

Appendix 2 Board of Directors Declaration

I, _____, undertake to the following, that at all times I will act with;

1. Integrity

Directors of Shannondoc should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties in relation to Shannondoc.

Directors should not accept gifts or hospitality in relation to their work with Shannondoc unless they are of trifling value. Directors should not do anything that may damage the reputation of the organisation.

2. Objectivity

Directors on Shannondoc should take decisions solely in terms of the Cooperatives objects and interest. They should not do so to gain financial or other material benefits for themselves, their geographical cell, their family, or their friends

Business decisions, awarding contracts, or recommending changes to the cooperative structure should be carried out for the wider good of the cooperative.

4. Accountability

Directors of Shannondoc are accountable for their decisions and actions and must ensure that the organisation complies with its own governing document, relevant laws, and the requirements of any regulatory bodies.

5. Conflict of interest

Directors of Shannondoc have a duty to declare any private interests relating to Shannondoc duties and to ensure that conflicts of interest are properly dealt with. A Director must declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises and submit to the judgment of the Board to do as it requires regarding potential conflicts of interest.

6. Confidentiality

Directors must not disclose confidential information which they obtain in their capacity as directors of a company, since this will generally not be in the best interests of the Cooperative.

7. Leadership

Directors of Shannondoc should promote and support these principles by leadership and example.

Should any behaviour be judged inappropriate under these Principles, it shall be raised at a meeting of the Directors and if appropriate, the company may by ordinary resolution remove any Director before the expiration of his period of office and may appoint another person in his stead.

Data Protection

Any information provided, pursuant to this policy, will be processed in accordance with our Data Protection Policy. Data will be processed only to ensure that Directors act in the best interests of the Cooperative. The information provided will not be used for any other purpose

Conflict of interest

For the purposes of identifying the types of conflict of interest that arise in the course of the Shannondoc activities and whose existence may damage the interests of the Cooperative, the Cooperatives takes into account, by way of minimum criteria, the question of whether a Director is in any of the following situations:

- (i) that Director is likely to make a financial gain, or avoid a financial loss, at the expense of the Cooperative;
- (ii) that Director has an interest in the outcome:
 - of a service or an activity provided by Shannondoc or
 - of a transaction carried out on behalf of the cooperative, which is distinct from the cooperatives interest in that outcome;
- (iii) that Director has a financial or other incentive to favour the interest of another Director or organisation over the interests of the cooperative;
- (iv) that Director carries on the same activities for the Cooperative and for another organisation;
- (v) that Director receives or will receive an inducement in relation to services provided to the Cooperative, in the form of monies, goods or services;
- (vi) that Director is voting in relation to a service or potential contract which involves someone connected to the Director (i.e. child, spouse, related Company);

Where a conflict of interest arises, a Director must inform the board of any potential conflict of interest and be absent from any discussion or vote taken on the matter by the other Directors.

Chairperson of Board

Date:

Directors signature

Date