



**An tÚdarás
Rialála
Carthanas**
Charities
Regulatory
Authority

**Terms of Reference and Rules of Procedure of the
Consultative Panel on the Governance of Charitable Organisations**



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1 AUTHORITY

- 1.1 The Consultative Panel on Governance of Charitable Organisations is established by the Charities Regulatory Authority (the 'Authority') in accordance with Section 36 of the Charities Act 2009 (the '2009 Act'), in response to *Commitment 13: Develop a Code of Practice for the Governance of Charities*, of Ireland's Open Government Partnership National Action Plan 2016-2018.

2 MANDATE

- 2.1 The Consultative Panel is established to consider:
- a) Options for the Authority to encourage and facilitate the better administration, management and governance of charitable organisations by the provision of information or advice, including in particular by way of issuing (or, as it considers appropriate, approving) guidelines, codes of conduct, a range of model documents, and any other possibilities deemed relevant by the panel in the course of their work
 - b) Options for the Authority to promote compliance by charity trustees with their duties in the leadership, control and management of charitable trusts and charitable organisations
 - c) The Minister's power to make Regulations in relation to the Governance of Charitable Organisations pursuant to Section 4 of the 2009 Act;

3 COMPOSITION

- 3.1 The panel consists of:
- Chairperson (CRA Board Member)
 - CRA Board Member
 - CEO CRA or Nominated Representative
 - Charity CEO
 - The Wheel Nominee
 - Charities Institute Ireland Nominee
 - Academic Nominee
 - Governance Expert
 - Finance Expert
 - Corporate Governance Association of Ireland Nominee
 - Department of Justice & Equality Nominee
 - Charities Commission for Northern Ireland Nominee (Observer)

- 3.2 A public consultation process shall be put in place so as to ensure that the views of the widest possible range of interests are taken into account by the Panel.

4 CHAIRPERSON

- 4.1 The Chairperson is appointed by the Board of the Authority.
- 4.2 The Chairperson is responsible for the efficient conduct of the business of the consultative panel, in particular by:
- planning the work of the panel together with the Secretary and Research and Drafting Consultant;
 - ensuring, together with the Secretary to the panel, that the rules of procedure are respected;
 - aiming to achieve consensus on issues discussed by the panel; and
 - reporting on the activities of the panel as appropriate.

5 SUPPORTING RESOURCES

- 5.1 A Secretary to the panel shall be appointed by the Chief Executive.
- 5.2 The Authority shall provide such Research and Drafting resources as may be necessary to enable the panel perform its functions.

6 MEETINGS

- 6.1 Meetings are held with sufficient frequency to enable the consultative panel to carry out its functions.
- 6.2 Members may participate in meetings by telephone or teleconference. Members so participating are considered to be present at the meeting.
- 6.3 Meetings are chaired by the Chairperson. In his/her absence, an acting Chairperson is appointed from among the members.
- 6.4 The Panel may act in the absence of one or more members. If members cannot attend all or part of a meeting, they must notify the Secretary in advance of the meeting.
- 6.5 The quorum for meetings is five members.
- 6.6 The agenda for each meeting is established by the Chairperson in consultation with the Secretary and Research and Drafting Consultant and shall be circulated with related papers in advance of the meeting.

6.7 Each member of the consultative panel present has one vote. Decisions are made by consensus or by a majority of the votes of the members present. If there is an equal division of votes, the Chairperson has a casting vote.

6.8 Any employee of the Authority or other persons may be invited to attend for particular items at the discretion of the Chairperson but they are not entitled to vote.

7 MINUTES OF MEETINGS

7.1 Minutes of each meeting are prepared by the Secretary.

7.2 The minutes shall include:

- the names of all attendees;
- a summary record of the proceedings; and
- decisions taken or conclusions reached by the consultative panel.

7.3 Draft minutes are sent to members before the next meeting. They are adopted at the following meeting, signed by the Chairperson and a copy provided to the Board of the Authority.

8 REPORTING

8.1 The final report of the panel, including any recommendations, shall be presented to the Board of the Authority within 9 months of the date of the first meeting of the panel.

8.2 The period referred to in paragraph 8.1 may be extended by the Authority upon request of the panel.

9 GUARANTEES OF INDEPENDENCE AND CODE OF CONDUCT

9.1 The Terms of Reference of the consultative panel shall be published on the Authority's website.

9.2 The names of the members and the organisation they represent (if any) are made public.

9.3 Where, at a meeting, any member of the panel present at the meeting has a material interest in the matter under discussion shall:

- Disclose such interest;

- Neither influence nor seek to influence a decision to be made in relation to the matter;
- Absent himself or herself from the meeting when the matter is being discussed;
- Take no part in relevant deliberations;
- Refrain from voting on any relevant matters; and
- Not count for quorum purposes for that item only.

Relevant disclosures shall be recorded in the minutes of the meeting(s) concerned.

9.4 Members of the consultative panel will abide by the Authority's Code of Conduct.

9.5 Members of the consultative panel are required not to disclose third-party confidential information received by them while performing their duties, even after their duties have ceased.

10 EXPENSES

10.1 The following allowances and expenses are payable by the Authority:

- a) the travelling and subsistence allowances of panel members in accordance with such scales as may be determined from time to time by the Minister for Justice and Equality with the consent of the Minister for Public Expenditure and Reform;
- b) the administrative expenses of the panel.

11 ADVICES

11.1 The consultative panel may request the Authority to seek legal or other advice where necessary on matters within its terms of reference.

12 GENERAL PROVISIONS

12.1 These terms of reference and rules of procedure are approved by the Board of the Authority.
