

# Governance Manual

A CODE FOR BOARD MEMBERS, OFFICERS

& SENIOR MANAGEMENT TEAM OF CORK CHAMBER



**Cork  
Chamber**  
Advancing business together

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## Introduction

For over 200 years, Cork Chamber of Commerce has been a champion for the business community and a strong advocate for the economic and social development of the Cork region. Today, as we continue this proud legacy, our work is guided by a clear purpose — to unite, represent and support our members and community — and a bold vision to lead a transforming Cork city and county.

Cork Chamber is committed to operating to the highest standards of efficient and effective Corporate Governance. Good governance is essential to building an organisation that is independent, purpose-driven and capable of uniting and representing a diverse membership base. It also ensures we act as responsible financial stewards, deliver meaningful member services and effectively advocate for the interests of our members and the broader community in the public policy process.

Governance is generally defined as a *set of policies, institutions, mechanisms, and practices by which an association is directed and controlled*. Effective leadership lies at the core of good governance — leadership that is representative of its membership, treats all members fairly, and acts in the best interests of both the organisation and the community it serves.

This Governance Manual sets out the systems and processes by which the Board directs and controls its functions and manages its business. It is intended to guide Board members and the Senior Management Team in performing their duties to the highest standards of accountability and integrity. It should be read as a supplement to the provisions outlined in the Cork Chamber Constitution.

This Manual shall be kept under review by the Board of Cork Chamber and may be amended, by agreement with the Board, as appropriate, to reflect the evolving needs of the organisation, its members and the wider Cork region as it continues to transform.

# 1. Roles & Responsibilities of the Board

## 1.1 Role of Cork Chamber Board

The key role of the Board of the Chamber is to provide efficient and effective leadership for Cork Chamber within a framework of practical controls. The Board performs two roles. It firstly provides strategic direction to the Chamber, based on listening to and understanding and representing the needs of the Chamber's members and Cork's business community. Secondly, it has specific oversight responsibilities in respect of executive functions.

## 1.2 Key Responsibilities of the Board

The responsibilities of the Board of Cork Chamber are categorised under two headings, its strategic function and its oversight function. In fulfilling these functions, the Board shall seek to organise its work to ensure Board members are actively engaged, and that it makes the most effective use of the time, skills and knowledge of Board members.

### Strategic Functions

The strategic functions of the Board are to:

- Set the strategic direction for the Chamber, consistent with the Chamber's vision, purpose and values;
- Set and approve policies and monitor performance against them;
- Approve, review, revise as necessary, and monitor the implementation of the Chamber's four year rolling strategic plan on a regular basis;
- Develop and approve a formal Board work programme;
- At least once a year, formally review the strategic direction of the Chamber, in conjunction with the Senior Management Team and use the results to inform positive change and innovation;
- Direct the affairs of the Chamber to ensure it is solvent, well run and delivers the outcomes for which it has been established;
- Encourage and enable the engagement of key stakeholders in the Chamber's strategic planning, policy-making and decision-making;
- Encourage, recognise and support diversity on the Board and in the business community in Cork.

### Oversight Functions

The oversight functions of the Board are to:

- Approve, monitor and review organisational performance;
- Ensure adequate resources are in place, through an annual budgetary process and annual review of the strategic plan, to enable the Chamber to achieve its objectives and that those resources are used effectively in the management of the Chamber;
- Set up "committees" to assist the Board in its work, with clear written terms of reference;
- Receive regular updates from Board committees and the management of the Chamber to ensure the objectives of the Chamber are achieved;
- Manage and approve the appointment of the CEO in an orderly manner;
- Ensure the CEO and the Senior Management Team has sufficient delegated authority to

discharge their duties. Such delegation shall set clear limits on matters such as expenditure, authority and decisions that can be made. Delegations may be written in board minutes, in terms of reference for committees, or in employee job descriptions which are approved by the Board;

- Agree or ratify all policies and decisions on matters which might create significant risk to the Chamber, financial or otherwise;
- Maintain and regularly review the Chamber's system of internal controls and policies and procedures;
- Ensure the Chamber's financial records are audited in accordance with accepted accounting standards and policies;
- Approve the financial statements for each financial year;
- Monitor, in conjunction with the Chamber's executive team, compliance with all the relevant laws and regulations including but not limited to the Regulation of Lobbying Act 2015 and the Companies Act 2014.

### 1.3 Board Governance Arrangements

The Board shall meet regularly to ensure it provides effective leadership, direction and oversight of the Chamber's activities. A defined schedule of matters reserved for Board consideration shall guide these meetings to ensure appropriate governance and control. These include:

- Significant acquisitions, investments and disposals of assets and approval of significant contracts;
- Risk management policies;
- Approval of strategic plans and annual budgets;
- Publication of annual reports and accounts;
- Appointment of chairs and members of committees.

The Board shall be supplied in a timely manner, with information that is well-presented and of sufficient quality, with, where appropriate, clear recommendations, to enable Board members satisfactorily discharge their responsibilities.

## 2. Role and Responsibilities of Board Members

Each Board member shall seek to uphold the values and purpose of Cork Chamber and give adequate time and energy to the duties of being a Board member. Each Board member shall confirm this in writing and agree to use reasonable endeavours to comply with the relevance of this Code of Governance.

### 2.1 Role of Board Members

Individual Board members shall seek to:

- Represent the collective interests of the membership and act reasonably in the best interest of the Chamber and its membership;
- Make objective assessments and contributions to the strategy, policies, performance and resources of the Chamber;
- Challenge as appropriate with a view to enhancing decision-making and policy development;
- Bring their business acumen and experience to bear for the benefit of the Chamber and to inform Board decision-making;
- Communicate, both internally and externally, the Chamber's vision and purpose;
- Introduce potential new Members to the Chamber;
- Enhance the Chamber's influencing strategy;
- Assist in carrying out the collective responsibilities of the Board, including by serving on a minimum of one Board Committee;
- Ensure that the affairs of the Chamber are conducted in accordance with appropriate principles of Corporate Governance and this Code;
- Propose and elect candidates for officers of the Chamber, in particular the Vice- President;
- Attend and actively contribute to the Board meetings;
- Represent the Chamber as appropriate, in consultation with the President, and, subject to confidentiality constraints, communicate any relevant information/developments to the Board;
- Be well briefed on Chamber activities and policies;
- Support Chamber events both personally and corporately;
- Actively promote the vision of the Chamber as the leading voice of Cork business;
- Strictly adhere to the provisions as set out in the Chamber guidance note regarding the Regulation of Lobbying Act 2015 and Board obligations regarding same;
- Exercise discretion in relation to confidential or sensitive matters relating to the Board and Chamber;
- If a board member misses 3 consecutive meetings or attendance at board meetings is less than 60% in any calendar year a formal meeting will be held with Chair of the Board.

### 2.2 Induction

As soon as possible following their appointments, all new Board members, including co- options shall receive an induction during which they shall be advised about the Chamber's key policies and work programme, and the provisions of this Code. They shall also be invited to meet with the President, CEO and Chamber Team to gain a deeper understanding of the daily operations of Cork Chamber. They will also be provided with an induction pack which will include:

- Code of Governance;
- Copy of the Constitution;
- Copy of Financial Statements & Management Accounts;
- Copy of Budget;
- Access to minutes of previous board meetings;
- Copy of Strategic Plan;
- Copy of Strategy Delivery Plan;
- Copy of Annual Report.

## 2.3 Confidentiality

Maintaining confidentiality is one of the fiduciary responsibilities that every board member has. Fiduciary responsibilities mean that board members must act honestly and put the best interests of Cork Chamber ahead of their own interests. Board members also have limits on how they can share information and with whom they may share it.

Board members are obliged to treat all information in respect of the Cork Chamber activities or information in respect of member companies as highly confidential during their service to the board and for an additional 12 months following completion of their term.

Therefore, all information, either commercial or personal, acquired in the course of official duties must be treated as confidential and must not be divulged to unauthorized persons or used for the purposes of gain or profit. Any breach of confidentiality may result in the board member being struck off the board.

## 2.4 Conflicts of Interest

Board members should identify and promptly declare any actual or potential conflicts of interest. Such declarations should be made at the meeting at which the matter is discussed and should be recorded in the Board minutes. Where a material conflict of interest arises, the Board member concerned should not participate in discussions nor, may the Board member participate in any vote in respect of any contract in which he or she has an interest. He or she should also offer to withdraw from the meeting, and the Board should decide if this is required. Where a Board member has a major or ongoing conflict of interest, she or he should offer to resign from the Board, or step aside as appropriate. Refer to conflict of interest policy in Appendix A

## 2.5 Board Evaluation

Board self-assessments are important because they strengthen how the board operates and how it governs. Every stakeholder has something to gain from boards that perform well and that practice good governance. Board self-assessments bring value to board directors the organisation and ultimately to the members. To that end the Cork Chamber shall conduct an annual internal board review by way of a board survey and shall conduct an external evaluation every 3 years.

## 2.6 Exit Interviews

Exit Interviews will be conducted with outgoing board members to gain insights into the way the board is currently functioning and how it might improve.

## 3. Operating Guidelines for the Board

### 3.1 Board Composition

The composition of the Board is provided for in the Chamber's Constitution in articles 20 & 21.

20. " *The composition of the Board should be balanced and reflect, as far as possible, the Chamber membership having regard to company size, diversity, and skillset. In its communications with members on the issue of the composition of the Board and the election to the Board, the Chamber shall clearly promote the objectives as to the composition of the Board as identified in this Article*".

21. " *The Board shall consist of not more than 22 members as follows:- The President, The immediate past President, The Vice-President (if appointed) The Honorary Secretary, The Honorary Treasurer, 12 elected members if a Vice-President has been appointed and otherwise 13, elected members in addition to members co-opted under Articles 24 and 25 . Not more than 5 co-opted members as provided for under Article 24 and not being members co-opted under Articles 25*"

24. *The Board shall have power to co-opt not more than five members (subject to said members being existing members of the Chamber whose nomination papers have been signed by two existing members of the Chamber and by the nominated member by way of assent to nomination) who have first been nominated by the President, following a recommendation of the Governance & Nominations Committee, to its number, but this power shall not be deemed to be mandatory and need not be exercised by the Board unless thought fit. Any member so co-opted must be eligible for election to the Board. Any such co-opted member shall hold office until the fourth Annual General Meeting of the Chamber following their co-option, , strictly subject to annual renewal by the Governance & Nominations Committee . In the event that any such co-opted member is appointed, the period of office as provided for in Article 23 shall commence on the date of the co-option to the Board. In identifying suitable persons for co-option, the Chamber shall have regard to principles of diversity and to the objectives identified in Article 20.*

25. *Casual vacancies on the Board may be filled by co-option of a member or members of the Chamber eligible for election to the Board following a recommendation of the Governance & Nominations Committee, Any such co-opted member shall hold office until the next but one Annual General Meeting of the Chamber and shall thereafter be eligible for election to the Board. In identifying suitable persons for co-option, the Chamber shall have regard to principles of diversity and to the objectives identified in Article 20.*

*(a) Meetings of the Board shall be held at such place or premises as the Board shall from time to time declare. The directors calling such meeting, may determine that the meeting may be held, subject to compliance with the Companies Act 2014, entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.*

*(b) Extraordinary meetings of the Board shall be convened by the Honorary Secretary at any time on the direction of the President, or of any seven members of the Board.*

The CEO and Senior Management Team shall attend Board meetings, in an ex officio capacity in the role as representative of the Chamber team but shall not have voting rights. Employees of Cork Chamber may not become Board members.

### **3.2 Board Meetings**

The Board shall seek to meet on at least 8 occasions in each calendar year.

A schedule of yearly Board meetings shall be circulated at the beginning of each calendar year. Meetings are scheduled for a duration of 1.5/2 hours. From time to time, it may be necessary for meetings to be extended to allow sufficient time for discussion of issues in an appropriate manner.

A period of time may be allocated by prior arrangement with the President, either at the start or end of Board meetings, at which only Board members are present, to allow particular issues relating to the Senior Management Team to be freely discussed.

### **3.3 Agenda Setting**

A themed agenda for the Board will be drawn up on an annual basis to make best use of the time available and ensure that there is the appropriate focus on policy and strategy. The President shall meet with the CEO in advance of each Board meeting to further develop the agenda for the meeting.

In framing the agenda, care shall be taken to ensure the agenda allows Board time and opportunity to discuss current business issues. The draft agenda shall, where possible, be circulated to the Board at least 3 days in advance of each meeting. The Board is encouraged to advise of items they wish to be placed on the agenda.

Supporting material shall be circulated with the draft agenda to provide background to any topics included, such as minutes of previous meetings, approved minutes of committee meetings, management accounts, and relevant reports.

### **3.4 Minutes of meetings**

Draft minutes which properly reflect the deliberations of the Board shall be circulated with subsequent board pack.

### **3.5 Directors and Officers insurance**

The CEO shall ensure that an appropriate D&O liability insurance policy is in place for the benefit of the Chamber's board members and officers

## 4. Roles and Responsibilities of Honorary Officers

### 4.1 Role of the President

#### General

- Represent the Chamber at events;
- Represent the Chamber on external committees;
- Liaise with key stakeholders and influencers;
- Lead Chamber delegations to Government Departments and Ministers;
- Lead international delegations;
- Be a general advocate for the Chamber;
- Be available for media and public relations activities where possible;
- Ensure the Chamber complies generally with this Code.
- Champion Diversity, Equality and Inclusion in the ongoing evolution of Chamber governance and operations.

#### Regarding the Membership

- Lead the Chamber for the two years as President;
- Listen to and reflect members' concerns and represent the collective interests of the membership;
- Address the members at key Chamber events;
- Act as an advocate for the Chamber and Chamber policies;
- Ensure the efficient conduct of business at the Chamber's General meetings.

#### Regarding the Board

- Lead the Board for the two years of Presidency;
- Chair Board meetings to agreed agenda to achieve efficient meeting outcomes;
- Ensure the Board Committee Chairs are in place at start of Presidential year and are fully briefed on objectives and expected outcomes;
- Ensure Board Members' compliance with their role;
- Nominate, following consultation with the Executive Committee and Governance & Nominations Committee, co-optees to the Board for Board approval where appropriate;
- In consultation with the Governance & Nominations Committee and the CEO nominate Chamber representatives to external bodies.

#### Regarding Committees

- Chair Executive Committee meetings to agreed agenda to achieve efficient meeting outcomes;
- Be a member of the Remuneration Committee;
- Nominate, for Board approval, the members of Chamber Committees.

#### Regarding CEO

- Guide, counsel and advise the CEO;
- Set annual performance targets with CEO;
- Meet regularly with CEO to review Chamber performance against the Chamber's rolling strategic plan and agreed key performance indicators, and the CEO's performance.

## Regarding Selection of Vice-President

### Guidelines as per the Cork Chamber Constitution:

*17.1 An appointment of a Vice-President shall be made by the Board from amongst its members not later than the commencement of the second year of office of the President, on the nomination of the President following (a) consultation by the President with the three most recent past presidents ready and willing to act and (b) a recommendation by the Governance & Nominations Committee.*

### Process:

- The President of Cork Chamber asks the board if there are any interested parties for the Role of Vice President to put themselves forward by initially directly engaging with the President.
- These are then put forward to the Governance & Nominations Committee for discussion using the below selection criteria and President Job Specification as the basis for discussion.
- The Governance & Nominations Committee discuss and identify when required potential candidates for the Role of Vice President
- The President also consults with the three most recent past presidents and reports back to the Governance & Nominations Committee.
- Once approved by the Governance & Nominations Committee the selected candidate is then presented to the Board for approval.

### Selection Criteria for Vice President:

The role of President of Cork Chamber is a critically important one therefore a robust process should be in place in the selection process for the position of Vice President.

### Experience & Essential Personal Skills:

- Someone who has clearly demonstrated their commitment to the Chamber over a number of years – committee participation, attendance at board meetings, participation at board meetings etc.
- A senior executive in their own organisation ensuring the full support of their organisation for 3 years regardless of whether that organisation is large or small, indigenous or MNC.
- Capable of comprehending the basics of a wide range of complex business and policy issues.
- Knowledge and experience of the industrial policy landscape and appropriate institutional structures
- Capability and experience to bring a national/international perspective
- Capable of ‘carrying themselves’ well in the company of Senior political figures/elected representatives, public servants and senior executives across every facet of business.
- A competent public speaker.
- A good Chair of the Board.
- Available for Chamber events, interviews and photoshoots throughout the day and evening.
- Specification for role of President in Appendix E

## 4.2 Role of the Vice-President

The Vice President of the Chamber is appointed at the board and engages with the president on Board Business. The Vice President is a member of the Board, the Executive Committee and any other committee as required of Cork Chamber.

The role of the Vice-President of the Chamber is to:

- Support the President in the performance of his or her role by: - Representing the Chamber at events when President is unavailable
- Act as an advocate for the Chamber and Chamber policies
- In the absence of the President, chair Board meetings to agreed agenda to achieve efficient meeting outcomes
- Input into board succession planning
- Carry out board duties as laid out in Code of Governance.

### **4.3 Role of Immediate Past President**

The Immediate Past President shall serve as an advisor to the Executive Committee and Board of Directors and perform duties assigned by the President and Executive Committee & Board.

- Mentor the president and provide transitional support
- Chair committee where appropriate
- Attend monthly board meetings
- Be a member of the Executive Committee
- Champion Diversity, Equality & Inclusion in the ongoing evolution of Chamber governance and operations.

### **4.4 Role of the Honorary Treasurer**

The Honorary Treasurer of the Chamber is appointed at the AGM and engages with the president on Board Business. The Honorary Treasurer is a member of the Board, the Executive Committee and the Audit and Risk Committee of Cork Chamber.

The key functions of the Honorary Treasurer are to:

- Act as a signatory where required.
- Report to the Board on a quarterly basis with a summary financial statement of affairs and balance sheet.
- Review the monthly management reports format and propose, if appropriate, alternative formats.
- Devise, in consultation with the CEO and Accounts Department, an accurate forecast report of the year end outcome at the end of each quarter.
- Champion Diversity, Equality & Inclusion in the ongoing evolution of Chamber governance and operations.

### **4.5 Role of the Honorary Secretary**

The Honorary Secretary of the Chamber is appointed at the AGM and engages with the President on Board business. The Honorary Secretary is a member of the Board, the Executive Committee and the Governance & Nominations committee of Cork Chamber.

The key functions of the Honorary Secretary are to:

- Act as a signatory where required;
- Be accountable to the Board of the Chamber;

- Receive appeal correspondence from members in relation to expulsions;
- Receive nominations for the office of President;
- Receipt of nominations papers prior to AGM;
- Receipt of election result ahead of AGM;
- Convene extraordinary meetings of the board;
- Witness use of the chambers common seal;
- Maintain a record of committee members' appointments and terminations/renewal dates and ensure that appropriate appointment procedures are initiated when necessary;
- Receipt of motions to vary/alter/revoke or make new articles ahead of general meeting;
- The honorary secretary shall maintain a register of all Cork Chamber nominee directors and nominee representatives and shall report on the register to the board annually;
- Champion Diversity, Equality & Inclusion in the ongoing evolution of Chamber governance and operations.

## 4.6. Role of the Chief Executive Officer

The CEO has responsibility for the day-to-day delivery of the Chamber's Strategic Plan. The CEO will provide leadership and direction and co-ordinate all activities of the Chamber, in accordance with the Chamber's vision, purpose and values. The CEO will carry out the business of the Chamber efficiently and effectively, will safeguard the Chamber's assets, and seek to achieve the key performance indicators set out in the Chamber's Strategy Delivery Plan. The CEO shall represent the Chamber in a professional manner. The specific responsibilities of the CEO are to:

### Regarding Members

- Liaise with members through all Chamber activity;
- Actively recruit members and to encourage retention and engagement;
- Promote new member services;
- Represent the views of members in line with Chamber policy;
- Front Chamber activity as required, in consultation with the President.

### Regarding President and Board

- Support the President in fulfilling the Presidential role;
- Keep the President informed of all material matters on an ongoing basis;
- Work with the Executive Committee in fulfilling its role and responsibilities;
- Support all Board members in fulfilling their roles;
- Guide and support the President and Board in the development of Strategic and Strategy Delivery Plans;
- Accompany President/Board/members on key stakeholder meetings as appropriate;
- Report to Board at each meeting on the business of the Chamber, including periodic reports on performance against the strategic plan;
- Provide support & guidance to chairs of board committees;
- Ensure fiduciary and governance protocols are addressed.

### Regarding Honorary Treasurer and Executive Committee

- Ensure timely presentation of accounts;
- Report effectively on the business of the Chamber, highlighting any concerns/issues in a timely

- manner;
- Ensure financial audit is completed and all procedures adhered to;
- Ensure appropriate processes and procedures are in place.

#### **Regarding the Chamber Team**

- Provide leadership to the Chamber team ensuring delivery of the Chamber's strategic objectives;
- Ensure a performance-oriented ethos is established and maintained in the Chamber for all team members;
- Champion Diversity, Equality and Inclusion within the Chamber by creating a team where everyone feels like they belong through the use of inclusive hiring processes, robust hr policies and procedures and a comprehensive employee wellbeing programme;
- Ensure services are delivered to highest possible standard.

#### **Regarding External Bodies**

- Professionally represent the Chamber as required, by agreement with the President, and seek to advocate and protect the Chamber's interests as required;
- Act as a media spokesperson for Chamber's messages as required;
- Liaise with Chambers Ireland and other Chambers, both in Ireland and elsewhere.

### **4.7: Role & Responsibilities of Company Secretary**

- Procure, in conjunction with the CEO, advice and guidance for the Board on obligations arising under the Chamber's Constitution, company law, and other laws and regulations, including health and safety requirements;
- Act as the Chamber's principal legal and compliance officer;
- Ensure, along with the Board, that the Chamber is compliant with the requirements of the Companies Act 2014;
- Co-sign along with the President, the Chamber's annual return and certify, along with the President, copies of the documents to be annexed to the Annual Return as being a true copy;
- Maintain the statutory books of the Chamber;
- Ensure that all statutory forms, including the annual return, the director and auditor reports are filed promptly with the Registrar of Companies;
- Ensure the Chamber's AGM is held within the time limits specified;
- Ensure that any registers that need to be inspected by the Board or members are available;
- Make minutes of Board meetings available to the auditors.

## 5. Terms of Reference for Board Committees

### 5.1 Overview of Terms of Reference

Terms of Reference for each Board committee shall be approved by the Board. The Board shall assess the relevance of each of these committees in the context of the Chamber's strategy, what the committee should expect to achieve; what its key priorities shall be; and how the success of the committee shall be measured.

The Board shall, as part of the terms of reference, agree a timetable for the committee to achieve its objectives, and for interim and final reporting back to the Board.

### 5.2 Role and Responsibilities of Chairs of Board Committees

Each of the Board committees shall, unless otherwise agreed by the Board, be chaired by a member of the Board.

The Chair of each Board committee shall:

- Prepare draft terms of reference for the Board committee for approval by the Board;
- Lead the work of the committee in accordance with the terms of reference;
- Engage as appropriate with the members and key stakeholders in relation to the work of the Board committee;
- Ensure the Committee is appropriately resourced;
- Review committee terms of reference annually and seek board approval
- Carry out an annual evaluation of the work of the committee and report to the board
- Not serve as Chairperson for longer than three consecutive years.
- Ensure reports to the Committee contain relevant information and are provided at the right time in an appropriate format;
- Brief absent Committee members on meetings and attendance records are maintained and reviewed annually;
- Report at Board meetings and submit regular written reports, normally by way of Committee minutes, to the Board containing relevant information;
- Report on matters arising at each subsequent meeting;
- Appoint the secretary of the committee (generally a member of the Chamber's executive team) at the first meeting of the committee.

#### **Role and Responsibilities of Secretary of Board Committees:**

- The Secretary who shall ordinarily be a member of the Chamber team of the committee shall:
- Request papers as necessary and support the Chairperson in reporting to the Committee;
- Circulate documents and keep and circulate minutes of meetings to Committee members and to internal and external audit as necessary in good time for meetings;
- For any agreed actions, document the owner, deadline and any advice given by stakeholders and monitor between meetings.

## 5.3 Proceedings at Board Committees

### **Chairperson**

If at any meeting of the committee the Chairperson is not present within fifteen minutes after the time proposed for holding the meeting, members of the committee present may choose one of the members present to be Chair at the meeting.

### **Membership**

The members of a committee will be appointed by the Board further to recommendations by the Governance & Nominations Committee. Members of committees shall not serve longer than three consecutive years on a given committee.

### **Meetings**

Only the Committee Chairperson and members are entitled to be present at Committee meetings with Chamber team members in attendance as required. The Committee may extend an invitation for other persons to attend meetings or be present for particular agenda items as required. The quorum necessary for the transaction of business shall be approved by the board.

### **Frequency of Meetings**

The Chairperson shall, in consultation with the committee having regard for its programme of work in the year ahead, decide on the frequency and timing of the Committee meetings. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate.

### **Minutes of Meetings:**

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

### **Authority:**

- The Committee is authorised by the Board to seek any information it requires from any employee of the Chamber in order to perform its duties;
- In connection with its duties, the Committee is authorised by the Board to obtain, at Cork Chambers expense, any outside legal or other professional advice in any matter within its terms of reference and shall exercise independent judgment when evaluating any advice received.

### **Confidentiality:**

The discussions and deliberations of Committees are confidential to the Committee and Cork Chamber.

### **Reports to the Board:**

Each committee shall report through its Chairperson to the Cork Chamber Board. Save in respect of the Chairperson's annual report to the Board, reporting shall be by circulation of signed minutes of the meetings, unless otherwise required by the Board. Minutes of committee meetings shall be made available to the Board in a timely manner for its information. Minutes shall be preserved and be

available for reference for subsequent members of the same and other committees. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## 5.4 Executive Committee

The Executive Committee shall be appointed by Board and shall consist of at least four Board members. Its members shall include the President, (who shall be the Chair), the Immediate Past President/Vice-President, the Honorary Treasurer and Honorary Secretary. The CEO shall, ex officio, attend Executive Committee meetings. The Executive Committee is authorised to meet and take action between board meetings when it is impractical to get the full board together.

### **Role of the Executive Committee**

The role of the Executive Committee is to aid the Board in its strategic objectives. This role includes:

- Working with the CEO in the preparation of the Chamber's strategy and rolling business plans for approval by the Board;
- Supporting the CEO with drafting the annual budget for approval by the Board and Audit & Risk Committee;
- Act as advisor to the CEO;
- Act as a liaison between CEO and full board;
- Along with the CEO formulate the agenda for board meetings;
- Fulfilling such other roles and responsibilities as may be delegated to the Executive Committee by the Board, from time to time.

### **Meetings**

The Executive Committee shall meet at the discretion of the President but ordinarily in the week preceding the board meeting.

## 5.5 Audit & Risk Committee

The Audit & Risk Committee is a committee of the Board of Cork Chamber. Subject to what appears below, and where it is necessary to augment the necessary skillset of the committee, the committee may contain a member or members who are not members of the Board of Cork Chamber. There shall be formal and clear arrangements for considering how the Board should apply financial reporting and internal control principles and for maintaining an appropriate relationship with the Chamber's auditors. This shall be delegated by the Board.

### *Terms of Reference*

#### **Membership**

- The Committee shall consist of at least 4 members, at least 3 of whom including the Honorary Treasurer & the Chair shall be members of the Board of Cork Chamber;
- The Committee must contain at least one member with current financial and /or accounting experience;
- The CEO, Director of People, Operations & Governance and the Finance Manager are fixed attendees;
- Other members of management and Chamber team may attend as deemed appropriate by the

Chairperson;

- The Chairperson should be a member of the board;
- Other than the Hon. Treasurer, Committee members shall serve for an initial period of up to 3 years which may be extended by no more than 1 years.

### **Responsibilities of the Audit & Risk Committee**

- The Audit & Risk Committee will have responsibility for:
- Agreeing with the external auditor the nature and scope of the external audit;
- Reviewing the statutory accounts and audit reporting, focussing on significant adjustments arising from the audit;
- Reviewing the auditor's management letter and management's response;
- On conclusion of the above make a recommendation to the board to approve and sign the financial statements;
- Reviewing changes in accounting policies and practices;
- Reviewing major judgmental areas in the statutory accounts;
- Reviewing the going concern assumption, the compliance with accounting standards, and compliance with legal obligations;
- Monitoring and reviewing the independence, objectivity and effectiveness of the external auditors;
- Recommending any change in external audit provider to the Board and recommending the remuneration and engagement of the external auditor;
- Recommending the accounts to the Board for signing by the Directors;
- Ensuring that appropriate procedures are in place for identifying the significant risks to which the organisation is exposed;
- Approving the annual risk register of Cork Chamber;
- Reviewing the approved risk register, at least twice during the year, to ensure that the risks identified are still relevant and that they are being adequately managed;
- Reviewing the insurance arrangements of the organisation on an annual basis to ensure that the cover in place is adequate in particular D&O (director & officer) insurance;
- Reviewing internal control procedures operating within the Chamber in accordance with best accountancy practice;
- Reviewing Internal Audit Reports and management responses and ensures that actions are followed up.

### **Reporting**

The Chairpersons report to the board shall include the significant issues that it considered in relation to the Annual report and financial statements and how these were addressed; its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor as well as risk register content.

The existence of the Audit & Risk Committee does not in any way diminish the overall responsibility of the Board for risk management within the organisation. However, the Committee provides the Board with a significant level of assurance that the important issues in each key area have been rigorously examined.

## 5.6 Remuneration Committee

The Remuneration Committee is a committee of the Board of Cork Chamber. The Committee shall consist of at least 4 members including the Chair and President of Cork Chamber.

The Remuneration Committee shall have delegated responsibility setting the remuneration for the CEO and the pay policy for the Senior Management Team of the Chamber, including pension rights and bonus payments. There shall be a formal and clear procedure for developing policy on executive remuneration. No executive should be involved in setting his or her own remuneration. The CEO shall bring to the committee proposals for CEO and Senior Management Team remuneration and bonus, and proposals for team remuneration and bonuses, for consideration by the Committee.

### *Terms of Reference*

#### **Membership**

The members of the Remuneration Committee will be appointed by the Board further to recommendations from the Governance & Nominations Committee. The Chairperson of the Board shall not chair the Remuneration Committee.

#### **Attendance at Meetings**

Only the Committee Chairperson and members are entitled to be present at the Remuneration Committee meetings. The Remuneration Committee may extend an invitation for other persons to attend meetings or be present for particular agenda items as required. The CEO attends in an ex-officio capacity other than when matters relating to the CEO are being discussed.

#### **Duties of the Committee:**

##### ***CEO and Senior Management Remuneration***

- Responsibility for setting and determining the level/scope of basic pay, pension and other benefits of the CEO and Senior Management Team;
- Review the remuneration of the CEO;
- Receive and review recommendations from the CEO for the salaries and overall remuneration of Senior Management Team and approve if satisfied.

##### ***Overall Remuneration***

Review and have oversight of recommendations from the CEO for the salaries and overall remuneration of Chamber team.

##### ***Other***

Remain up to date in relation to the climate, wellbeing and conditions across the Chamber for employees and senior management and ensure commercial awareness of trends, practice, regulation, and governance for senior executive remuneration.

## 5.7 Governance & Nominations Committee

The Governance & Nominations Committee is a committee of the Board of Cork Chamber. The Governance & Nominations Committee have a leadership role related to board effectiveness and governance. Their duties extend to board succession planning, including identifying potential candidates for election or co-option onto the board.

### *Terms of Reference*

1. The committee shall comprise at least 5 members of the board including the chair, one of whom shall be the honorary secretary and at least 2 elected members.
2. Appointment of Board Members to the Committee shall be for a period not exceeding three years or for the period until the expiration of the Board Member's tenure as a Board Member, whichever is the shorter.
3. The Chair of the Committee shall be approved by the board and not an elected officer.

### **The Governance & Nominations Committee will have responsibility for:**

- Developing a succession strategy for board members, committee members and officers, taking into account desired skill sets and diversity;
- Identifying potential candidates for election or co-option to the board;
- Developing and ensuring implementation of a board, committee and officer on-boarding and induction strategy;
- Developing and ensuring implementation of a plan for continually educating the board in matters of corporate governance and other matters as appropriate;
- Periodically reviewing the governing documents of the organisation and making recommendations as appropriate;
- Reviewing changes and developments generally in the corporate governance of not-for-profit organisations;
- Ensuring that the board and committees review their performance annually, including effectiveness of meetings, and making recommendations as appropriate;
- Reviewing possible, perceived, or actual conflicts of interest involving board members;
- Assessing reasons for the resignation or removal of a board member;
- Issue recommendations to the Board as to the Chamber's nominees to all Qualifying Committees;
- The Committee shall consider the President's nomination for the office of Vice President, made in accordance with the Constitution of the Chamber, and shall make a recommendation to the Board for appointment;
- Using the co-option provisions in the Chamber's Constitution, proposing individuals, for approval by the Board, with particular diversity, skills, experience and qualities that are not fully provided by existing Board members, to ensure the Board is fully representative of the membership of the Chamber;
- Making recommendations to the Board concerning the appointment of Chamber nominee directors or nominee representatives to external bodies.

## 5.8 Membership Committee

The membership committee is a committee of the board of Cork Chamber. The membership committee will oversee the implementation of Cork Chamber's strategic plan with respect to Membership Development

### *Terms of Reference*

#### **Membership:**

The Membership Committee will consist of representatives from the Board (A minimum of 3 board members in addition to the Chair) and a smaller number of Chamber members from the wider membership who will focus on the delivery of the main Membership Development priorities of Cork Chamber. The Chairperson shall be a member of the Board of Directors.

Committee members serve a four-year term. At the end of the period, members may choose to conclude their service. Members who wish to exit the committee are asked to notify the Chair in advance, so their contributions can be acknowledged, and steps can be taken as needed to support incoming members

#### **The membership committee will have responsibility for:**

- Support, strategically advise and agree focus issues to advance the development of Membership.
- Update, advise and keep Chamber Board apprised via the Membership Committee Chair of all issues and relevant areas of work under the Membership Committee.
- Have an understanding of membership categories, requirements for each category and application evaluation process steps.
- Seek to maintain an active and experienced membership in order to reflect in the broadest sense the skills and expertise required to fully represent Chamber interests.
- The Committee shall aim to meet up to four times annually. A schedule of meeting dates will be provided at the commencement of each calendar year.
- The membership committee shall report through its Chairperson to the Cork Chamber Board.

## 5.9 Sustainability Committee

The Sustainability Committee is a committee of the Board of Cork Chamber. The Committee will serve in a practical way to advise and support Cork Chamber's sustainability strategy and actions like the already impactful Sustainable Cork Programme. It will assist on sustainability, Environmental, Social and Governance (ESG) principles and specifically on Cork Chamber's leadership and actions on five selected UN SDGs.

#### **Development Goals.**

Goal 5: Gender Equality

Goal 8: Decent Work and Economic Growth Goal 9: Industry, Innovation and Infrastructure

Goal 11: Sustainable Cities and Communities

Goal 13: Climate Action

**Membership:**

The composition of the committee should reflect coverage of Cork Chamber’s five selected SDGs and be representative of sectors with related impact on climate and sustainable development. Depending on the number and characteristics of the Chamber Board volunteers, we will work with them to identify possible candidates to fill the knowledge and skills gaps. At all times, the Sustainability Committee will have majority Chamber Board representation. Non-board nominations will be put forward by the committee members and Chamber Executive and confirmed by Cork Chamber’s Governance & Nominations Committee.

**The Sustainability committee will have responsibility for:**

- Considering and developing the long-term sustainability of Cork Chamber within the framework of the UN Sustainable Development Goals, with a view to constantly improving the Chamber’s role as a leading business representative organisation.
- Utilising their expertise and experience, the committee will advise the Chamber team under two thematic areas:
  1. The environment and decarbonisation; and,
  2. DEI, integration and quality of life.

|  |   |
|--|---|
| <b>Cork Chamber Sustainability Committee</b> |   |
| <b>Environment and decarbonisation focus</b> | <b>DEI, integration and quality of life focus</b> |
| <b>Chamber team practical actions</b>        |   |
| <b>Chamber membership</b>                    |   |
| <b>Cork region</b>                           |   |

As part of their work the committee will:

- Feed into national submissions prepared by Cork Chamber and Chambers Ireland;
- Share best practice via the Sustainable Cork Programme;
- Ensure that we are supporting our members regarding sustainability and the climate transition;
- Help the Chamber team to stay informed about new developments and research;
- Advise on other issues pertinent to the committee as and when they arise.

The Cork Chamber will strive to keep the Committee informed on the Chamber’s ongoing sustainability work in-line with the current strategic plan.

**Frequency of Meetings**

A format of at least four meetings per year is proposed of which 50% will be in person in any one year. Virtual attendance / ‘dialling in’ at a physical meeting will not be permitted. Non-participation in over

50% yearly meetings will result in relinquishing a position on the Committee.

## **6. External Relationships**

### **6.1 Chamber External Representation**

The Chamber is from time to time either invited to or seeks to nominate representatives to serve on external boards, committees, or taskforces. Where the Chamber is so invited, or seeks to be nominated, consideration shall first be given by the Board to whether service by a representative of the Chamber on such an external body is consistent with and capable of enhancing the profile and strategic objectives of the Chamber. If it is deemed that such representation is in the best interests of the Chamber, due consideration shall be given to ensuring that the person so nominated by the Board for appointment as the Chamber's nominee is best placed to use the position to advance the Chamber's strategic objectives in that area. Where possible the nominee shall be a member of the Board.

Such nominations are subject to review by the Nominations & Governance Committee and reported to the Board on an annual basis, with Board discretion to renew nominees when deemed appropriate. Refer to Policy for Appointment of Nominee Directors and Nominee Representatives in Appendix B

## Appendices

### APPENDIX A

#### Policy for Managing Conflict of Interest

##### 1. PURPOSE

The purpose of this policy is to assist board members and employees of Cork Chamber to effectively identify, record and manage any conflicts of interest in order to protect the integrity of Cork Chamber and to ensure that the board members and employees act in the best interest of Cork Chamber.

##### 2. OBJECTIVE

Cork Chamber aims to ensure that board members and employees are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Cork Chamber.

##### 3. SCOPE

This policy applies to board members, permanent and temporary employees and agency workers of Cork Chamber.

##### 4. DEFINITION OF CONFLICTS OF INTERESTS

A conflict of interest is any situation in which the personal interests or loyalties could, or could be seen to, prevent Cork Chamber's board members and employees from making a decision in the best interests of Cork Chamber. This personal interest may be direct or indirect and can include interests of a person connected to board member or team member.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of Cork Chamber and therefore must be managed accordingly.

##### 5. POLICY

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to Cork Chamber if they are openly and effectively managed. It is the policy of Cork Chamber as well as a responsibility of its board members and employees, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with their obligations to Cork Chamber.

Cork Chamber will manage conflicts of interest by requiring board members and employees to:

- avoid conflicts of interest where possible;
- identify, declare and record any conflicts of interest;
- carefully manage any conflicts of interest; and

- follow this policy and respond to any breaches.

### **5.1 RESPONSIBILITY OF THE BOARD OF CORK CHAMBER**

The board of Cork Chamber is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the organisation;
- monitoring compliance with this policy; and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

### **5.2 IDENTIFICATION AND DISCLOSURE OF CONFLICTS OF INTEREST OF BOARD MEMBERS AND SENIOR EXECUTIVES**

Once an actual, potential, or perceived conflict of interest is identified, it must be entered into Cork Chamber's register of interests, as well as being raised with the board of Cork Chamber. The register of interests will be maintained by the Honorary Secretary and will record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

### **5.3 CONFIDENTIALITY OF DISCLOSURES**

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act.

This will include details of who will have access to the information disclosed, such as restricting this to the board of Cork Chamber or to the Honorary Secretary and the Company Secretary.

## **6. ACTION REQUIRED FOR MANAGEMENT OF CONFLICTS OF INTEREST**

### **6.1 CONFLICTS OF INTEREST OF MEMBERS OF THE BOARD AND SENIOR EXECUTIVES OF CORK CHAMBER**

The Honorary Secretary or the Company Secretary will in the first instance establish the circumstances surrounding any identified or declared conflict of interest of a board member or a senior executive member. Once the circumstances of the conflict of interest have been appropriately established, the board of Cork Chamber (excluding the disclosing board or team member, senior team member and any other conflicted person) must decide whether or not a conflicted board member or senior executive should:

- vote on the matter (applies to board members only),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be necessary for the board of Cork Chamber to consider whether it is appropriate for the person with the relevant conflict to resign from the board.

## **6.2 WHAT SHOULD BE CONSIDERED WHEN DECIDING WHAT ACTION TO TAKE?**

In deciding what approach to take, the board of Cork Chamber will consider:

- whether the conflict needs to be avoided or simply documented;
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- the impact on Cork Chamber's assets and resources;
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, Cork Chamber.

The approval of any action requires the agreement of at least a majority of the board of Cork Chamber (excluding any conflicted board member) who are present and voting (if applicable) at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

## **6.3 CONFLICT OF INTEREST OF CORK CHAMBER EMPLOYEES**

Any conflict of interest of Cork Chamber employees will be handled by the CEO in accordance with HR policies and guidelines.

## **7. COMPLIANCE WITH THIS POLICY**

If the board Cork Chamber has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the board of Cork Chamber may take action against the person. This may include seeking the person's resignation from the board of Cork Chamber.

If a person suspects that a board member has failed to disclose a conflict of interest, they must notify the Honorary Secretary or the Company Secretary.

## **8. CONTACTS**

For questions about this policy, contact the Honorary Secretary or the Company Secretary.

## APPENDIX B

# Policy for Appointment of Nominee Directors and Nominee Representatives

### 1.0 BACKGROUND

Cork Chamber receives regular requests to nominate directors and representatives to other organisations. This policy is intended to clarify the appointment of nominee directors and nominee representatives by Cork Chamber to other organisations where Cork Chamber may have some 'interest'. The policy is intended primarily to apply to nominees who then become statutory board members of another organisation, but it equally applies, where relevant, to nominee representatives to non-statutory advisory boards, state organisations, public bodies, committees, study groups, task forces, etc.

### 2.0 WHAT IS A NOMINEE DIRECTOR AND WHAT IS A NOMINEE REPRESENTATIVE?

A nominee director is a person 'nominated' by a company or organisation (hereinafter referred to as the '*nominator*') to sit on the board of another company or organisation (hereinafter referred to as the '*other organisation*'). The primary purpose of the appointment of a nominee director is to represent, safeguard or promote the interests of the nominator. Another important reason for a nominating a director may be to add business or sectoral experience, diversity and independent oversight to the board of the other organisation in order to promote better corporate governance practices in that organization. In law however, there is no difference between a nominee director and any other director.

A nominee representative on the other hand is not a director in law of the other organisation. A nominee representative usually brings specific business, sectoral, technical or other specialist knowledge and experience to support the objectives of the other organisation. A nominee representative has a duty of care in advising the other organisation but normally the nomination carries no legal or fiduciary duties other than that of confidentiality. If a nominee representative is party to the strategic and/or financial decision-making process of the other organisation, she/he could be deemed to be a *de facto* director and this should be avoided.

### 3.0 ROLE AND RESPONSIBILITIES OF A NOMINEE DIRECTOR

- A nominee director has a dual role to play – one as the nominee of the nominator, and second, as a director of the other organisation to which she/he has been nominated.
- A nominee director is not a mere channel of communication or listening post on behalf of the nominator.
- A nominee director on the board of the other organisation must act in accordance with directors' duties and responsibilities under the Companies Act 2014.
- A nominee director must act in the interests of the organisation to which she/he has been nominated.
- Play an active role in the governance, strategy and oversight of the other organisation.
- Represent and safeguard the interests of the nominator as far as is possible.
- Act as a liaison between the nominator and the other organisation.

- Make periodic or event-based reports to the nominator according to pre-agreed disclosures between the nominator and the other organization.
- Be conscious of confidentiality and potential conflicts of interest between loyalty to the nominator and fiduciary duty towards the other organisation (*fiduciary duty to the other organisation overrides loyalty to the nominator when making decisions regarding the other organisation*).
- Cooperate with cessation of her/his office as a nominee director under the terms of her/his appointment.

#### **4.0 ROLE AND RESPONSIBILITIES OF A NOMINEE REPRESENTATIVE**

- A nominee representative should act in the interests of the organisation to which she/he has been nominated.
- Other than providing specific and informed advice and opinion, a nominee representative has no legal or fiduciary duty to the other organisation.
- Play an active role in the pre-agreed terms of reference and/or objectives of the other organisation.
- Represent and safeguard the interests of the nominator as far as is possible.
- Act as a liaison between the nominator and the other organisation.
- Make periodic or event-based reports to the nominator according to pre-agreed disclosures between the nominator and the other organisation.
- Be conscious of confidentiality and potential conflicts of interest between loyalty to the nominator and loyalty to the other organisation.
- Cooperate with cessation of her/his office as a nominee representative under the terms of her/his appointment.

#### **5.0 POLICY FOR APPOINTMENT OF CORK CHAMBER NOMINEE DIRECTORS AND NOMINEE REPRESENTATIVES**

- All requests to the CEO of Cork Chamber for nominations to other organisations must, in the first instance, be considered by the Governance & Nominations Committee to establish if such nomination would represent, safeguard or promote the strategic objectives of Cork Chamber.
- The Nomination Committee will assess what, if any, potential risks to Cork Chamber the nomination might carry.
- The Governance & Nominations Committee will recommend nomination or not to the board of Cork Chamber for approval.
- If the Governance & Nominations Committee proposes recommending a nomination, it will also attempt to identify together with the CEO the person in Cork Chamber best suited for the particular nomination, but the eventual nomination will be a decision of the board of Cork Chamber.
- Where possible, the nominee shall be a member of the board or executive of Cork Chamber.
- A formal agreement will be put in place with the other organisation outlining the terms of the nomination covering:
  - Confirmation of the suitability of the nominee to promote the interests of Cork Chamber and meet the expectations of the other organisation

- The terms of reference of the other organisation including its strategy and objectives
  - The expected role and responsibilities of the nominee
  - The format and outline content of any reports (verbal or in writing) that the nominee may make to Cork Chamber
  - Who in Cork Chamber may receive such reports and how the reports will be covered by GDPR
  - The term of the nomination
  - Reasons for terminating the nomination prior to end of the agreed term
- The term of a nominee director or nominee representative shall cease prior to the agreed term when or if:
    - The nominee's term on the board of Cork Chamber ceases
    - The nominee ceases to be employed by Cork Chamber
    - The nominee's employer ceases to be a member of Cork Chamber
    - The nominee ceases to be employed by a member of Cork Chamber
    - Any reason deemed appropriate by the President of Cork Chamber
    - The other organisation deems the term to be ended
    - The honorary secretary shall maintain a register of all Cork Chamber nominee directors and nominee representatives and shall report on the register to the board annually.

## APPENDIX C

### Policy for use of social media

Cork Chamber has designed the following policy to help clarify how best to enhance and protect our professional reputation when participating in social media. Cork Chamber requires a social media policy to avoid any situations that may arise that may distort our reputation, brand and image as a leading business organization. The Cork Chamber team/board needs to understand how their presence, actions, associations and engagement in social media can have repercussions for the organisation. With this in mind it is imperative that the social media guidelines are understood and agreed by the Cork Chamber team and Board of Directors.

Social media tools are valuable and powerful communication assets that can assist Cork Chamber to connect and engage with people. Social Media tools can have a significant impact on our brand, image and professional reputation. While the language used within the social media arena is sometimes informal, Cork Chamber has a reputation and professional standard which needs to be maintained and upheld at all times.

#### SCOPE OF SOCIAL MEDIA POLICY

This Social Media Policy applies to all employees and board members of Cork Chamber and cover all forms of social media including, but not limited to: Facebook, Twitter, LinkedIn, Instagram, Blogs etc

#### DEFINITION OF SOCIAL MEDIA

Social Media can be defined as websites and applications that enable users to create and share content or to participate in social networking. It facilitates the sharing of ideas, thoughts, and information through the building of virtual networks and communities.

#### SOCIAL MEDIA IN CORK CHAMBER

##### Cork Chamber General

- Twitter
- LinkedIn Group
- LinkedIn Business Page
- Facebook – Faces of Cork Business
- Instagram

##### Cork Chamber Skillnet

- Twitter
- LinkedIn Group
- Facebook
- Instagram

##### EEN & Connecting Cork

- Twitter
- LinkedIn

## USE OF SOCIAL MEDIA:

To increase our engagement with members and stakeholders online, to protect our reputation and to support our members.

**Brand Engagement** – Cork Chamber Social Media accounts allows us to interact with our members, people across the globe, share news, alerts, information, content and ultimately increase our profile and visibility as a leading professional business organization in Ireland.

**Reputation Management** – News breaks first on social media - through @CorkChamber and other channels, we can respond in real-time to news relevant to us as well as create positive word of mouth. To protect the reputation of Cork Chamber, it is important to follow the guidelines

- Think twice before posting: if in doubt about certain messages or retweets consult Director of Public Affairs, Sustainability & Communications or Communications and Marketing Manager. Although users of social media sites may interact in an informal manner, tweets, retweets and broadcasting of information via our social media tools is still a representation of the Cork Chamber brand and we have a certain professional business image that consistently needs to be maintained. Social media sites consist of personal opinions/views and not everyone will always agree with the Cork Chamber perspective however, as a member of the Cork Chamber team/board you must be aware that all interactions, comments and feedback will be monitored for appropriateness.
- Strive for accuracy: Quotes, facts & figures, spelling and grammatical errors should be avoided and only directly quote when you are certain of the data.
- Remember your audience: Social media mechanisms allow Cork Chamber messages, brand, image and logo available to large amounts of people quicker than ever before over a large geographical area. This includes Cork Chamber members, prospective members, stakeholders, other business organisations, media, colleagues and other Chamber representatives i.e., President, Board Members and Ambassadors.
- Always remember that privacy does not exist in the world of the internet. Consider what could happen if a post becomes widely known and how that may reflect and affect Cork Chamber. Search engines can turn up posts years after they are created, and comments can be forwarded or copied. If you would not say it to a member of the media, to your manager, consider whether you should post it online. Be respectful and do not tweet anything that reveals any sensitive, confidential or private information about yourself, your work, your colleagues or the company.
- Personal Accounts: Online, your personal and business profiles are likely to intersect. You are, of course, free to use social media in your own time but you need to be mindful of your duties as an employee and board member of Cork Chamber. If you choose to identify yourself as a Cork Chamber employee/board member on social media profiles, or in your commentary on personal topics within social media sites, it is important to be aware of the nature of your comments and their possible consequences. You should always clearly indicate that all views are your own and separate to your employer however this is not a justification of inappropriate comments.
- Data Protection requirements, defamation law and basic duty of care all still apply in comments that are made while off-duty and online. If an employee/board member comments online in a personal capacity while identified as a Cork Chamber employee/board member, these comments can be attributed or perceived as the official position of the Cork Chamber. Therefore, it is imperative that comments posted via social media are impartial.

- As a representative of Cork Chamber, you may be required to post to social media when attending work-related events. Posts should be constructive and relevant to our member and stakeholder audience. If you need guidance on this consult your manager, the Director of Public Affairs & Communications or Communications and Marketing Manager.
- It is important that you are aware that posting any content that is considered inappropriate may result in disciplinary action.

## APPENDIX D

### Role Specification for President of Cork Chamber

**ROLE:** President of Cork Chamber

#### **ROLE PURPOSE**

The President is the de-facto head of the Chamber and has a fiduciary duty to ensure that the Chamber fulfils its responsibilities to its members. The President has multiple roles to perform and a number of executive and administrative functions to discharge.

#### **KEY ACTIVITIES**

##### **General**

- Represent the Chamber at events
- Represent the Chamber on external committees
- Liaise with key stakeholders and influencers
- Lead Chamber delegations to Government Departments and Ministers
- Lead international delegations
- Be a general advocate for the Chamber
- Be available for media and public relations activities
- Champion diversity, equality and inclusion in the ongoing evolution of Chamber governance and operations.

##### **Regarding Members**

- Lead the Chamber for Presidential term
- Listen to and reflect members' concerns and represent the collective interests of the membership
- Address the members at key Chamber events
- Act as an advocate for the Chamber and Chamber policies
- Ensure the efficient conduct of business at the Chamber's General meetings.

##### **Regarding the Board**

- Lead the Board for presidential term
- Chair Board meetings to agreed agenda to achieve efficient meeting outcomes
- In conjunction with the Governance & Nominations Committee ensure the Board committee Chairs are in place and are fully briefed on objectives and expected outcomes
- Ensure Board Members' compliance with their role;
- Nominate, following consultation with the Executive Committee and Governance & Nominations committee, co-optees to the Board for Board approval where appropriate
- In consultation with the Executive Committee, Governance & Nominations committee, CEO and Board nominate Chamber representatives to external bodies.

##### **Regarding Committees**

- Chair Executive Committee meetings to agreed agenda to achieve efficient meeting outcomes
- Be a member of the Remuneration committee
- Nominate in conjunction with the Governance & Nominations committee, for Board approval, the members of chamber committees.

### **Regarding CEO**

- Guide, counsel and advise the CEO
- Set annual performance targets with CEO
- Meet regularly with CEO to review Chamber performance against the Chamber's rolling strategic plan and agreed key performance indicators, and the CEO's performance

### **Experience & Essential Personal Skills**

- Someone who has clearly demonstrated their commitment to the Chamber over a number of years – committee participation, attendance at board meetings, participation at board meetings etc.
- A senior executive in their own organisation ensuring the full support of their organisation regardless of whether that organisation is large or small, indigenous or MNC.
- Capable of comprehending the basics of a wide range of complex business and policy issues.
- Knowledge and experience of the industrial policy landscape and appropriate institutional structures
- Capability and experience to bring a national/international perspective
- Capable of 'carrying themselves' well in the company of Lord Mayors, Ministers, Diplomats, elected representatives, public servants and senior executives across every facet of business.
- A competent public speaker.
- A good Chair of the Board.
- Available for Chamber events, interviews and photoshoots throughout the day and evening.

## APPENDIX E

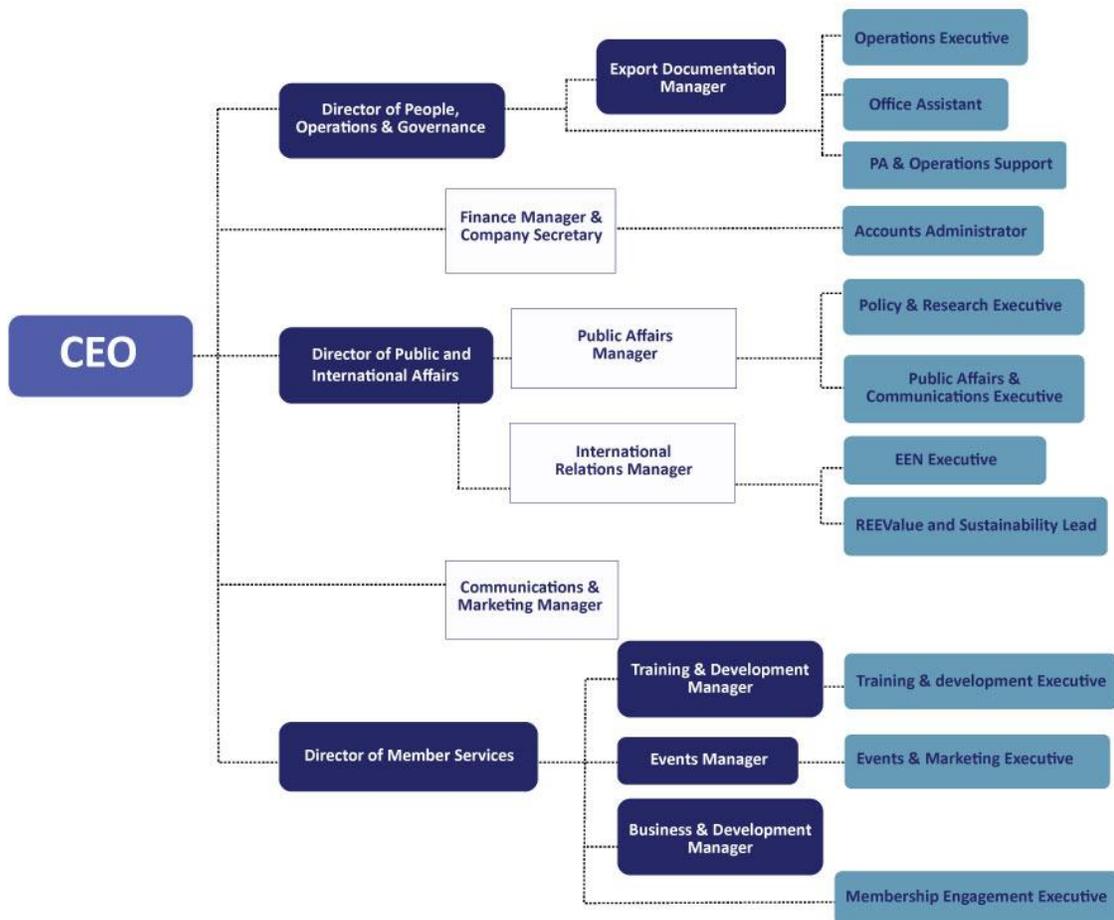
### Governance Structure



## APPENDIX F

### Internal Organisational Structure

#### Cork Chamber Internal Organisational Structure



## APPENDIX G –

# Code of Conduct for Board Members, Officers and Senior Management Team

### **1. Purpose**

This Code of Conduct sets out the standards of integrity, behaviour and accountability expected of all Board Members, Honorary Officers and the Senior Management Team of Cork Chamber. It complements the Cork Chamber Constitution, Governance Manual and relevant legislation, including the Companies Act 2014, the Regulation of Lobbying Act 2015, and all other applicable statutory obligations.

Cork Chamber is committed to conducting its affairs with honesty, transparency and professionalism in line with its purpose — to unite, represent and support members and community — and its vision to lead a transforming Cork city and county.

### **2. Scope**

This Code applies to:

- All Members of the Board and its Committees
- All Honorary Officers
- The Chief Executive Officer and Senior Management Team
- Any individual acting in a representative capacity on behalf of Cork Chamber

### **3. Core Principles**

- Integrity – act honestly and ethically at all times, avoiding any conduct that could bring Cork Chamber into disrepute.
- Accountability – take personal responsibility for decisions, actions and the stewardship of Chamber resources.
- Transparency – ensure openness in decision-making, communication and use of information.
- Respect – treat all colleagues, members and stakeholders with dignity, courtesy and fairness.
- Inclusivity – promote diversity, equality and inclusion across all governance and operational activities.
- Confidentiality – protect sensitive information and use it only for authorised purposes.
- Leadership by Example – demonstrate Cork Chamber’s values in all actions and interactions.

### **4. Conduct Standards**

#### **4.1 Professional Behaviour**

- Act in a manner consistent with the good reputation of Cork Chamber at all times.
- Uphold the independence and non-partisan nature of Cork Chamber.
- Avoid public statements or activities that could reasonably be interpreted as conflicting with Chamber positions.

- Exercise sound judgement and objectivity in all discussions and decisions.
- Refrain from behaviour that could be considered discriminatory, harassing, bullying or disrespectful.

#### **4.2 Conflicts of Interest**

- Disclose all actual, potential, or perceived conflicts of interest in accordance with the Conflict-of-Interest Policy (Appendix A).
- Withdraw from discussion or decision-making where a material conflict arises.

#### **4.3 Confidentiality and Information Handling**

- Treat as confidential all non-public information obtained in the course of duties.
- Maintain confidentiality for at least 12 months after completion of service.
- Use Chamber data, systems and communications securely and in line with the Data Protection Policy.

#### **4.4 Use of Chamber Resources**

- Ensure that any Chamber resources, including property, IT systems or expense reimbursements, are used appropriately and only for Chamber purposes.
- Do not seek or accept gifts, benefits or hospitality that might compromise impartiality or create a perception of undue influence.

#### **4.5 Attendance and Participation**

- Attend all meetings to the best of one's ability and actively contribute to the work of the Board or Committee.
- Prepare adequately for meetings and engage constructively in discussions.
- Respect the authority of the Chairperson and the collective decisions of the Board.

#### **4.6 Public Statements and Social Media**

- Ensure that any public statements or media comments reflect approved Chamber positions.
- Comply with the Policy for Use of Social Media (Appendix C) at all times.
- Where using personal social media accounts, avoid content that could negatively reflect on Cork Chamber.

### ***5. Equality, Diversity & Inclusion***

Cork Chamber is committed to promoting a culture of inclusion and respect. All individuals are expected to:

- Support the Chamber's DEI and wellbeing objectives.
- Foster an environment where different perspectives are valued.
- Actively challenge discriminatory or exclusionary behaviour.

### ***6. Breaches of the Code***

Any alleged breach of this Code will be addressed in accordance with the following process:

1. The matter will be reported to the President or Honorary Secretary (or to the Chair of the Governance & Nominations Committee if the matter concerns the President).
2. The Governance & Nominations Committee will review the concern and, if warranted, recommend further action to the Board.
3. Sanctions may include a formal warning, removal from committee or board duties, or other appropriate actions under the Chamber's Constitution.
4. All reports will be treated confidentially and in line with the Chamber's data protection

obligations.

**7. Acknowledgement**

All Board Members, Officers and members of the Senior Management Team shall sign an annual Declaration of Compliance confirming that they have read, understood and agree to uphold this Code of Conduct and all related governance policies.