



WicklowUplands
COUNCIL

Board Member Handbook



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Introduction

Wicklow Uplands Council is an independent, membership based organisation that first established in 1997 in response to growing pressure facing the Wicklow and Dublin uplands. Wicklow Uplands Council serves as a representative voice for the region, representing the concerns of local people and enabling them to have their say about decisions affecting sustainable developments in their area. The aim of our organisation is:

‘To promote the sustainable use of the Wicklow uplands through consensus and partnership with those who live work and recreate there’

Wicklow Uplands Council represents a broad spectrum of interests in the Wicklow uplands including farming and landowners, economic and tourism interests, environmental and recreation groups and community groups.

Our Core Values:

Consensus:

The Board of Directors operate on the basis of consensus and have never taken a single decision by vote. This requires the resolution of all minority concerns and objections. Consensus building is central to the work of the Uplands Council

Community Participation:

We believe that the people who live, work and recreate in the Uplands must be provided with the opportunities to participate in the various local, regional and national decision making processes affecting the area. Wicklow Uplands Council represents the views of the local people and presents their case to statutory decision makers.

Partnership & Collaboration:

We are committed to work for the sustainable use of the Wicklow Uplands in partnership with statutory stakeholders.

Key Objectives

1. To build consensus and understanding between the stakeholder groups
2. To represent the shared interests of the upland communities
3. To respond to the challenges facing the uplands through innovative projects and partnerships

Membership and Nominations to Board of Directors

Our membership is divided into four representative panel groups. Prior to the AGM each panel group may nominate from its members, a specific number of persons to the Board of Directors (see table 3 below). The panel shall decide for itself the manner in which nominations are agreed. Nominations are subject to the approval of the wider members the AGM. All Directors shall retire each year and shall be eligible for re nomination.

Table 3	
Membership Panel Group	No of members for election
Farming and Property Owners	7
Economic and Tourism	4
Community	4
Recreational and Environment Panel	4

Co-options

Those members appointed to the Board of Directors at the AGM may co-opt up to an additional nine Directors to the Board. Co-options to the Board shall be made by consensus. If an agreement cannot be reached through consensus there may be a secret vote with a majority of at least 75% of those voting required, securing the co-option of each Director to the Board.

Election of Officers

Each year, the Board of Directors will appoint from among its members a Chairman, a Vice Chairman, a Secretary and a Treasurer, these four will be called the Officers of the Company. Normally an office bearer shall be obliged to retire from office for a minimum of one year, if he or she has occupied that particular office for three consecutive years. To encourage equal representation between all panel groups, it is desirable that consecutive Chairperson's shall not be elected from the same panel. Therefore, the Board of Directors will aim to rotate the position of Chairperson through the various panels groups in so far as possible.

Requirements of Directors

Becoming a Director is a serious responsibility. For your time you serve on the Board, you will be an important custodian and ambassador for Wicklow Uplands Council. Whilst your responsibilities as a member of the Board need not be unduly onerous, Directors shall be:

- Committed to the work in the best interests of Wicklow Uplands Council
- Committed to the development of the Wicklow and Dublin uplands
- Willing to work towards consensus
- Willing to attend regular meetings throughout the year

Principles Guiding the Board of Directors

The Board of Wicklow Uplands Council is committed to the principles of the Charities Governance Code. As such, each member of the Board of Wicklow is understood to commit to:

1. Advancing the Charitable Purpose of Wicklow Uplands Council
2. Behaving with integrity
3. Leading people within Wicklow Uplands Council
4. Exercising control over Wicklow Uplands Council
5. Working effectively
6. Being accountable and transparent.

The main areas of responsibility for the Board of Directors are:

- To Govern the organisation
- To provide leadership

- To plan strategy for future development
- To establish partnerships with other organisations
- Through the Chairperson to manage the people involved in running the organisation
- To oversee and implement the strategic plan and monitor progress
- To ensure a realistic programme of participation and performance

Code of Conduct for Directors:

Wicklow Uplands Council is a company limited by guarantee with charitable status. Directors have ultimate responsibility for guiding the work and direction of the organisation and ensuring that it complies with all relevant legal obligations while delivering on the outcomes for which it was established. Directors are expected to champion, safeguard and enhance the reputation of Wicklow Uplands Council. The Board of Directors shall conduct business with due regard for the following guiding principles:

- Directors will have a good understanding of the aims and objectives of Wicklow Uplands Council and act in accordance with the constitution
- Directors must make decisions in the best interest of Wicklow Uplands Council, use independent judgement, and do their best to avoid conflicts of interest or loyalty arising
- In the event of a conflict of interest arising, the Director must inform the Board at the earliest opportunity
- Any information of a confidential nature must remain confidential outside of Board meetings. Directors will respect confidentiality of the discussion process leading to decision making
- All Directors shall be treated in an inclusive and equal way with each Directors having equal weight
- Consensus decision making is the cornerstone of Wicklow Upland Council. Directors will strive to achieve consensus and shall participate fully in deliberations
- To act honestly and in good faith with all dealings with fellow Board Members
- To exercise their powers in a prudent and business like way

Consensus decision making

Consensus is central to work of Wicklow Uplands Council. Consensus is a group decision making process in which the Board members must develop and agree to support a decision in the best interests of the whole. The Board is a collective decision making body and therefore it is up to each Board member to make sure that they fully understand the issues and voice any concerns before a decision is made. Once a decision is reached by consensus Board members are expected to support it.

Operating by consensus ensures:

- Better decisions – through input from all stakeholders
- Better Implementation – greater cooperation in implementation of decisions
- Better Group relationships – A cooperative, collaborative group atmosphere can foster greater group cohesion and interpersonal connections

Staying Informed

All Board members must take steps to ensure that they have all the information necessary to take informed decisions about Wicklow Uplands Council. This means taking time to read and reflect on the

Board papers, minutes and agenda before each meeting. Willingness to meet with staff on occasion and attend a reasonable number of events throughout the year. Directors should keep up to date with press releases and media campaigns that may be of importance to Wicklow Uplands Council

Conflicts of Interest

Directors should be familiar with Wicklow Uplands Councils' 'Conflict of Interest Policy' and provide details of any potential conflict of interest for the 'Conflict of Interest Register'. 'A conflict of interest is any situation in which a Director's personal interests or loyalties could, or be seen to, prevent the Director from making a decision in the best interests of the organisation. This personal interest may be direct or indirect, and can include interests of a person connected to the organisation.

You should take care to avoid any conflict of interest such as procuring work for your business. In the risk of a conflict of interest arising, a Board member should declare this to other members of the Board at the earliest opportunity. If, at a meeting, a decision is to be made where there may be a conflict of interest the Board member may be asked to leave the meeting while the issue is being discussed. This will be at the discretion of the Chairperson.

Conflicts of Loyalty

This arises where a member may be (or perceived to be) influenced by considerations other than the best interests of Wicklow Uplands Council. Board members must act in the best interests of Wicklow Uplands Council regardless the group or organisation that nominated them to the Board of Directors.

Meetings of the Board

Standing Orders

1. There will be a Board meeting held on the third Wednesday of every month throughout the year (with the exception of August and December).
2. Meetings shall be held at 8.30pm on these dates and should not exceed 1.5 hours in duration
3. Meetings of the Board will be held in the Wicklow Uplands Council Office, Parish Hall, Roundwood. A decision to alter the venue shall require the approval of the Board – Throughout the Covid19 restrictions meetings were held virtually via Zoom.
4. An agenda setting out the business to be transacted shall be furnished to each member 5 days before the date of the meeting. Members shall be deemed to have received such agenda papers on the day after distribution.
5. Every agenda shall include; activity updates and addressing any conflict of interest which may arise. A Financial update will be provided monthly to the executive and quarterly to the Board
6. The quorum for Wicklow Uplands Council shall be eight or such other number as a 75% majority of all the Directors present shall at any time decide.
7. If after thirty minutes of the time which a meeting had been summoned, a quorum is not present, the business shall stand postponed to the next meeting.
8. The minutes of each meeting shall contain a record of those present at the meeting and of decisions taken on various matters discussed. A copy of the minutes of every meeting of the Board shall be circulated to each member of the Board at least five days in advance of the date of the next meeting. Members shall be deemed to have received such minutes on the day after distribution. The minutes shall be submitted for confirmation at this meeting at which time they shall be taken as read.

General Board Rules

- In the absence of the Chairperson, the Vice Chair shall act as the Chairperson of the meeting. If neither are present, the members shall choose one of the members present to chair the meeting.
- The Board of Directors will strive to make decisions by consensus
- Minutes of the previous meetings shall be circulated in advance to the members of the Board for their adoption and are to be certified as correct. This will be taken as evidence of proceedings and decisions taken.
- All members should declare any personal involvement which may lead to a conflict of interest in the work of the Board
- The business of the Board should be conducted in private and no disclosures of the business of the Board should be made without the authority of the Board.
- It is the responsibility of the Board members to respect and take up ownership of the decisions of the Board.
- No remuneration shall be payable to Board members. Members may be paid all out of pocket expenses as properly incurred in connection with the affairs of the organisation.
- The Chairperson will have the power to call a special meeting of the Board or Executive Committee to discuss issues of pressing importance.
- Should a Board member not attend three or more consecutive Board meetings he/she will be asked to clarify their interest in their membership of the Board.
- A Board member who is absent for three consecutive meetings without apology or good cause will be liable for disqualification from the Board

Governance

Directors are responsible for ensuring that activities conform to the rules of the company (Constitution) and are consistent with national legislation and best practice. Staff have an appropriate level of delegated authority to manage the organisation's activities. An effective Board should be fully representative of the membership, work well with staff and volunteers, and reach decisions in an efficient manner. The Board of Directors shall ensure that Wicklow Uplands Council complies with the Governance Code.

Partnerships

Wicklow Uplands Council needs to work in partnership with other statutory and non-statutory organisations in order to carry out its work. An important role of the Board is to try foster good relationships with these organisations. Before a partnership is developed with other groups, the Board should clarify the purpose of the partnership and what principles are open for negotiation. The Board should identify its own core strengths when it is contributing to any partnership and which are likely to make the Uplands Council an attractive partner.

Managing People

People are the most valuable asset to Wicklow Uplands Council and the Board plays a key role in ensuring that everyone makes an effective contribution to the future success of the organisation. Wicklow Uplands Council relies on a small number of paid staff to carry out day to day activities and organise events and activities. The Board should encourage staff and recognise their contributions to promote job satisfaction.

Providing Leadership

The Board is in a unique position to demonstrate leadership within Wicklow Uplands Council through all its functions. The Board sets the tone and direction of the future development of the organisation. In line with strategic planning, the Board should be engaged in 'big picture' thinking, rather than immersing itself in operational detail. This thinking allows the Board to understand how components connect with each other. In this overview role, the ability to weigh and consider all differing views and options demonstrates the leadership of the Board.

The Board is the ultimate decision maker for the organisation, and should ensure all decisions are made on time, based on clear thinking, and then communicated to all people who need to know.

Outside of the Board meetings, Directors can continue to provide leadership by acting as advocates and lobbyists for Wicklow Uplands Council. Many Board members will find opportunities to promote the work of the Uplands Council through meetings of their organisations and businesses.

Role of Officers

Chairperson

The Chairperson chairs the Board meetings and is responsible for the management of the meetings, exercising control over proceedings, making judgements where decisive issues arise in proceedings and keeping the meetings relaxed and constructive.

The chairperson should be:

- Well informed of the activities of Wicklow Uplands Council and current financial position
- Able to represent Wicklow Uplands Council at a local and national level
- Able to chair committee and general meetings
- Well informed on the agenda of meetings and items to be covered
- Able to keep the meeting focused avoiding unnecessary deviations
- Able to ensure the agenda is followed, all business completed and decisions understood and recorded
- Unbiased and impartial
- Diplomatic and able to get the best out of the other members
- Able to keep harmony among the group even when there are disagreements
- Lead the Board in developing an ethical culture in line with the values of the organisation.

Treasurer

The treasurer should:

- Be well organised and confident in handling figures
- Authorise payments as they arise
- Prepared to make a regular time commitment
- Give a summary of finances to the AGM

The following financial duties shall be carried out by the staff directly:

- Maintaining the accounts in good order
- Paying bills and keeping a record of all transactions
- Issuing receipts for all money received and raising invoices when necessary

- Carrying out bank reconciliations and ensuring the accuracy of bank records
- Reporting quarterly to the Board on the financial position
- Preparing a year-end statement of accounts to present to auditors
- The preparation of core funding applications

Secretary

The role of the secretary is to provide a link between members, the Board of Directors and outside agencies. He/she should support the Chairperson and ensure the smooth functioning of the Board of Directors. The secretary is responsible for;

- Arranging venues for meeting and notifying members of date, time and place of said meetings
- Ensuring meetings are effectively organised and accurate minutes recorded
- Upholding the legal requirements of governing documents
- Communication and correspondence

While the secretary should ensure these duties are met, the majority of these duties can be delegated to staff.

The secretary should be:

- Organised
- Have discretion and tact
- Be a good communicator
- Be able to lead supervise and delegate to others
- Be enthusiastic
- Have a close working relationship with the Chairperson