

IRISH ARCHITECTURE FOUNDATION BOARD MEMBERS POLICY

MISSION AND VISION OF THE IRISH ARCHITECTURE FOUNDATION (IAF)

The IAF is an arts organisation whose mission is to excite a wide audience about the cultural value of architecture. The IAF is an independent, open and accessible organisation whose purpose is to encourage the public to become thoughtful custodians of the built environment. Using its knowledge of current and future trends and issues related to architecture both nationally and internationally, it creates a programme that is visionary, inspirational and can affect the future of the built environment and the people that use it.

STRUCTURE

The IAF is registered with the Companies Registration Office as a company limited by guarantee without a share capital. It is governed by a board of Directors led by a Chairperson and managed by an executive led by an Executive Director (ED) under a written constitution comprising a Memorandum and Articles of Association.

BOARD

The board governs the organisation so as to best achieve its stated objectives. It establishes policy and interprets and guards the mission of the organisation. The board works to ensure that the organisation has sufficient resources. The board delegates to the ED the planning and programming that deliver the mission and vision of the organisation. The board also determines its composition and ensures its own maintenance and succession.

DIRECTOR PROFILE

A director is required to have a keen understanding of what the organisation is and what it does. Each director will be aware of the specific skills and expertise they bring to the IAF and will apply these to their dealings with the organisation both within the formal structures and outside of them, so that they actively promote and support the organisation.

CHAIR PROFILE

Officially, the role of the Chair is to chair board meetings and work with the ED to develop agendas and with the executive and board to ensure items are actioned. However in practice the role of a Chair is far wider than this: within the organisation the Chair has authority which may be called upon in times of uncertainty or stress and externally, he or she is called upon to act as spokesperson and represent the IAF in a formally capacity. A successful Chair reflects the personality of the organisation, has experience and knowledge of the sector of Architecture and a thorough understanding of its cultural role and the part the Irish Architecture Foundation plays in supporting and developing a public awareness of the built environment. Given the current and on-going issues regarding the proper resourcing of the organisation, a Chair with knowledge of fundraising and/or ability to access potential supports for the organisation is critical.

DUTIES AND CODE

See 'Brief for Role of Director of the Irish Architecture Foundation' for the legal duties and the profile of the Director.

BOARD EXPERTISE

In order to govern the IAF responsibly, the board has identified the required expertise and skills. These can be divided into two categories; essential and relevant (see table below). New appointments to the board are considered in the context of the current skills available; it is also an opportunity to examine the current demography of Directors with a view to ensuring a dynamic and continually evolving succession. There is an opportunity when inviting a candidate to become Chair of the organisation to address some of these gaps.

DIRECTOR AND CHAIR APPOINTMENT

Directors are elected at general meetings but may be co-opted by the board until the next such meeting. Once formally appointed the term of appointment is three years and each director is eligible to stand for re-election for one further three-year term to a maximum of six years. The Chair is appointed by the board and the term is also three years for a maximum of two terms.

APPOINTMENT OF BOARD MEMBERS AT THE IRISH ARCHITECTURE FOUNDATION

Board rotation is an important element of corporate governance at the Irish Architecture Foundation (IAF). Rotation procedures are set out in the IAF's Memorandum and Articles of Association. Directors are appointed for fixed three-year terms and may serve for a maximum of two such terms. It is a necessary corollary of these rotation procedures that the IAF must regularly recruit new board members. The IAF's policy for board recruitment is set out below.

1. The competencies required at board level will be reviewed annually by the board and an evolving matrix of necessary competencies will be maintained, including (but not limited to) awareness of/engagement with the culture of architecture in Ireland and/or abroad, and skills and experience in the following areas: accountancy, administration, commerce, communications, curation, fund-raising, governance, human-resources, legal, public engagement, public relations, and teaching.
2. The IAF Governance Committee (GC) will review board membership annually, and will audit the board to identify gaps in competencies and any issues relating to gender, geography or age diversity. This audit will be used to establish criteria for the identification and selection of new board members.
3. The IAF will maintain a combination of appointment of new board members by open submission and appointment by invitation.
4. Appointment by open submission:
 - Board vacancies, as and when they arise, will be publically notified on the IAF's website, newsletter, social media outlets, and on appropriate third-party websites (for example www.boardmatch.ie). This notification will include an indication of required competencies and will seek expressions of interest from eligible perspective board members.
 - Where an expression of interest is received, that expression of interest will be reviewed by the board, bearing in mind the required competencies, and if approved an invitation to join the board will be issued by the CEO.
 - Where more expressions of interest are received than there are vacancies on the board, the board may authorise that selection will be by interview, the interview panel to consist of the CEO, the Chairperson and the Company Secretary.

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- The IAF reserves the right not to appoint to the board individuals who respond to the public call for expressions of interest.
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5. Appointment by invitation:
- Where board vacancies exist, current board members may put forward individuals for consideration as potential new board members.
 - Where it is agreed such individuals meet the criteria of competencies established by the board audit, the CEO or the Chairperson will be nominated to invite that individual to join the board.
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6. All new board members will receive an induction pack, and will be required to sign the Brief for the Role of Director below.
7. The policy and procedures for identifying and appointing a new Chairperson will be identical to those for new board members.

The IAF complies with the Governance Code: A Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland (www.governancecode.ie).

**IRISH ARCHITECTURE FOUNDATION
BOARD MEMBERS UNDERSTANDING**

As signed by each Board Member

BRIEF FOR ROLE OF DIRECTOR OF THE IRISH ARCHITECTURE FOUNDATION

The Irish Architecture Foundation (IAF)

The IAF is an arts organisation established in 2005 whose mission is to excite a wide audience about the cultural value of architecture. The IAF is an independent, open and accessible organisation whose purpose is to encourage the public to become thoughtful custodians of the built environment.

Using our knowledge of current and future trends and issues related to architecture both nationally and internationally, we create a programme that is visionary, inspirational and can affect the future of the built environment and the people that use it.

FORMAL STRUCTURE

The IAF is registered with the Companies Registration Office as a company limited by guarantee without a share capital. It is governed by a board of directors led by a Chairperson and managed by an executive led by an Executive Director (ED) under a written constitution comprising its Memorandum and Articles of Association.

The membership of the organisation is made up of retired directors who meet at least once annually at the Annual General Meeting.

ROLE OF THE BOARD

The board governs the organisation so as to best achieve its stated objectives. It establishes policy and interprets and guards the mission of the organisation. The board works to ensure that the organisation has sufficient resources. The board delegates to the ED the planning and programming that deliver the mission and vision of the organisation. The board also determines its composition and ensures its own maintenance and succession.

THE DIRECTOR

Appointment

Directors are elected at general meetings but may be co-opted by the board until the next such meeting to fill a vacancy or to address a particular need. Under its constitution, the Architectural Association of Ireland, the Irish Architectural Archive and the Royal Institute of Architects of Ireland each can appoint one director to sit on the board: a number of funding agencies also request a representative to sit on the board and these appointments are made following an invitation by the Chair of the IAF.

Once formally appointed, the term of appointment is three years and each director is eligible to stand for re-election for one further term to a maximum of six years.

LEGAL DUTIES

Company law confers certain duties on boards and on directors of companies: these include duties which are owed to the general public such as not trading recklessly or fraudulently:

and duties which are owed to the organisation itself which are that the director must:

- always act honestly in the best interests of the company
- always act with due care, skill and diligence
- avoid conflict between personal interests and those of the company
- not make an undisclosed profit from the position

Once appointed to the board of the IAF the duty of a director has to be to the organisation itself and not to any third party. While he or she may at times, feel pressure to promote the interests of an external organisation they are not at liberty to do so.

CONFLICT OF INTEREST

Conflicts of interest may arise for directors. If a director feels that they cannot fulfil their legal duty to 'act in the best interests' of the IAF when deliberating on any issue they are obliged to make the conflict known to their fellow directors. The director is not at liberty to act in any way that would harm the IAF and non disclosure of information that would be beneficial to the organisation also constitutes conflict. Once the issue has been made known to the Chair and the board a decision will be made in consultation with the ED on whether or not conflict does exist and if so, what action should take be taken.

COMMITMENT

The IAF conducts board meetings four times a year which typically last for two hours. There is an AGM and a Stakeholders meeting held annually. In addition one board meeting is held annually to attend to training or governance issues. Directors are required to attend board meetings and actively participate in the decision making processes.

The IAF commissions a programme of events and directors are required to attend events and to remain informed about the content of the programme and the activities of the organisation at all times.

DIRECTOR PROFILE

A director that has a keen understanding of what the organisation is about coupled with an understanding of what he or she specifically brings to it will be a confident positive contributor to the IAF.

Each director will apply themselves to support and promote the IAF and ensure that they are appropriately informed to make decisions as required within the formally structures of the organisation. The board of directors is collectively responsible for all decisions they are required to make on behalf of the organisation.

The director confers on the ED full responsibility to manage and oversee all operational matters including commissioning the annual programme offering support where necessary.

CODE OF CONDUCT FOR BOARD MEMBERS

As a board member of the Irish Architecture Foundation, I promise to abide by the fundamental values that underpin all the activities of our organisation.

All my interactions with the organisation will be able to stand the test of scrutiny by members of the public,

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the media, stakeholders and the regulatory authorities.

Integrity and Honesty will be the hallmarks of all my conduct within the Irish Architecture Foundation, particularly when dealing with colleagues (board and staff) and external individuals and agencies.

I will strive to promote an atmosphere of openness throughout the organisation in order to promote confidence to members of the public, staff, stakeholders and regulators

In my role as board member I will not break the law or go against any regulation in force.

I will support the organisation's mission and actively promote it and I will abide by organisational policy and procedure.

I will always act in the best interests of the organisation and declare any conflict of interest or any such circumstance as may be viewed by others as conflicting as soon as it arises. I will submit to the judgement of the board and do as it requires regarding potential conflicts of interest.

I will not act in disregard of organisational policies in my relationships with fellow board members, staff, volunteers, stakeholders or anyone I come into contact with in my role as board member.

I will not speak as a board member to the media or any public forum without the prior knowledge and approval of the Chairman. If I am asked to represent the organisation, any comments I make will reflect current policy even if I do not agree with them. When speaking as a private citizen I will aim to uphold the reputation of the organisation and those who work and volunteer for it.

I will respect and maintain organisational, board and individual confidentiality.

I will take an active interest in the organisation's public image.

APPENDIX OF DOS AND DON'TS

Always

- act in the best interest of the success of the company
- act honestly act diligently and keep good records of how the company was directed and controlled
- take good advice whenever necessary
- keep knowledge up to date
- disclose conflicts of interest
- treat staff and individuals with respect
- ensure a culture of good communications
- be informed and make sound judgement
- attend board meetings whenever possible

Never

- act in anyone's interests other than the company's
- act dishonestly or recklessly
- be involved in wrongful or fraudulent trading
- take bribes/make a personal gain
- withhold information that is relevant to the board of directors decisions
- break the law
- make assumptions/fail to challenge
- allow the company to trade while insolvent
- act for competitors

PERSONAL GAIN

I will not personally gain from my role as a board member nor will I permit others to do so as a result of my actions or negligence.

I will document expenses and seek reimbursement according to agreed procedure.

I will not accept gifts or hospitality without the consent of the Chair.

I will use organisational resources responsibly, when authorised in accordance with procedure.

AT BOARD LEVEL

I will embody the principles of good governance in all my actions and live up to the trust placed in me by the Irish Architecture Foundation. I will abide by the board governance procedures and practice.

I will strive to attend all board meetings.

I will strive to absorb agenda items sent to me in good time and be prepared to contribute my opinions during meetings.

I will honour the authority of the Chair.

I will maintain a respectful attitude to the opinions of others.

I will accept a majority vote.

I will maintain confidentiality unless authorised to speak on matters outside board meetings.

ENHANCING GOVERNANCE

I will participate in appropriate induction, training and development board activities.

I will support the CEO in his/her executive role and the Chair in their leadership role.

LEAVING THE BOARD

I understand that any substantial breach of this code may result in my removal from the board.

Should I wish to resign I will inform the Chair in writing, stating my reasons for resigning from the board.

I will participate in an exit interview if necessary.