

DYO Governance Handbook

Approved by DYO Board on 16th March 2017

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1. Introduction.

In changing times DYO has remained a constant, offering an orchestral music experience to almost 400 players spread over four orchestras. In a time when life can be so insular for children and teenagers, we offer a musical experience that is based on teamwork and cooperation, achieving excellence as a group and not just on an individual basis. We consider the social aspect of their involvement to be as important as the music.

The mission statement “The main objective for which the company is established is to advance education in the art and science of music, to promote the appreciation of music and to promote

orchestral and chamber music playing among young people in Ireland through the operation of orchestral and chamber music groups” is as pertinent today as it was when the company was founded over thirty years ago.

The organisation was set up by a group of parents who wanted to provide their children with an orchestral music experience with a strong social aspect. DYO facilitates this through monthly rehearsals with each orchestra, residential and day courses, concerts and tours.

There are four orchestras under the umbrella of DYO. These are Junior Strings, Intermediate Orchestra, Concert Orchestra and Symphony Orchestra. Each orchestra is run by a team of volunteers under the guidance of a manager. Their responsibilities include communicating with parents and players, setting up rehearsal spaces, arranging seating plans, sorting music folders, scheduling sectional rehearsals, supervising players and of course organising social activities for the players. Organising tours also falls under their remit. The two younger orchestras have an annual tour and the older orchestras have a foreign trip every two years.

Each orchestra manager sits on the board of directors along with a finance manager, treasurer, company secretary, chairperson and up to five others, giving a total of no more than twelve members. The board meets regularly to ensure that DYO is in compliance with The Companies Act 2014 and its own Memorandum and Articles of Association.

This handbook has an important role in detailing the governance arrangements and policies for Dublin Youth Orchestras. It complements DYO’s constitution and sets out the core principles for how DYO will be governed.

Dublin Youth Orchestras is committed to transparency and good governance.

2. Background

DYO was founded in 1982 by a group of parents who believed that their children would benefit from the opportunity to play in an orchestra. They saw, as we see today, the value of music in enriching children’s lives. From small beginnings DYO has grown into what we see today. The founding principal of providing orchestral education to young people is achieved in no small part thanks to the many volunteers who give of their time and talents. Without them DYO could not function as it does and provide so much, to so many young people.

The first rehearsals took place in Holy Child Community School in Sallynoggin on one Sunday afternoon per month. Parents brought all that was required for each rehearsal to the venue, a procedure still in place today. Rehearsals moved to our current home, Sancta Maria College, Ballyroan in 1993.

The first summer course took place in Aravon School, Co Wicklow in 1984 with the emphasis on Chamber music. This course is still running today and continues to go from strength to strength. It gives young players an opportunity to perform in small groups over a period of days under the supervision of professional tutors. It also encompasses a large degree of fun which enhances the learning process. To use one of the phrases used by one of the founders of the course – DYO summer courses are “synonymous with magical music making”

Tours are an important feature of DYO life and the first tour took place in 1985 with an orchestra travelling to Anglesey in Wales as part of European Music Year. To this day each player with DYO will get the opportunity to tour with DYO. Tour venues over the years have ranged from Greystones, Donegal, Glasgow, Edinburgh, Rouen, Madrid, Seville, San Francisco and China to name a few.

Since the foundation of DYO there has been a very strong philosophy of providing our young players with a memorable experience whilst playing with our orchestras. We strongly believe in social inclusion and work to ensure that all players who achieve a place within one of our orchestras are encouraged to get maximum benefit from their membership.

DYO is a registered charity and a Company Limited by Guarantee run by a Board of Directors all of whom are volunteers.

3. DYO Commitment to Principles of Good Governance

We, the board of Dublin Youth Orchestras commit to ‘The Governance Code’ (www.governancecode.ie) principles of good governance.

Principle 1. Leading DYO. We do this by:

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

Principle 2. Exercising control over our organisation. We do this by:

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

Principle 3. Being transparent and accountable. We do this by:

- 3.1 Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation;
- 3.2 Responding to stakeholders' questions or views about the work of our organisation and how we run it;
- 3.3 Encouraging and enabling the engagement of those who benefit from our organisation in the planning and decision-making of the organisation.

Principle 4. Working effectively. We do this by:

- 4.1 Making sure that our governing body, individual board members, committees, staff and volunteers understand their: role, legal duties, and delegated responsibility for decision-making;
- 4.2 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective;
- 4.3 Making sure that there is suitable board recruitment, development and retirement processes in place.

Principle 5. Behaving with integrity. We do this by:

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

We confirm that DYO is committed to the standards outlined in these principles. We commit to reviewing our organisational practice against the recommended actions for each principle every year.

Chairperson of Board

Secretary of the Board

Date: Date:

4. The Structure and Governance of DYO

4.01 President

The role of the President will be an honorary one, to represent the Company. The President will be nominated by the board of directors and appointed at an Annual General Meeting.

A President will be appointed for a term which shall expire at the end of the fifth Annual General Meeting after his or her appointment. The president may be nominated for additional terms of five years.

Nominations for the role of President may be submitted by a member, in writing, to the Chair and or Secretary at least 30 days in advance of the Annual General Meeting at which a President is to be appointed.

4.02 The Board

The Board of DYO has responsibility for governance of the Company. The board will have up to Twelve Directors and will normally include, The Chair, Treasurer and the Manager of each Orchestra (Symphony, Concert, Intermediate Orchestra Manager and Junior Orchestra) and a member with relevant artistic expertise.

The schedule of decisions reserved for the board is set out in appendix 1 of this document.

4.03 Appointment to the Board

Directors must be members of the Company and no Director will be appointed to any office of the Company paid by salary from the Company. However, Directors may be paid reasonable fees for services provided to the Company.

Not more than 14 days before an Annual General Meeting a member may nominate another member for appointment to the board. Any such nomination should be in writing, to the Chair or Secretary.

At the Annual General Meeting the Members will appoint a person to the board. Directors will be appointed for a period of three years. This period can be extended by mutual agreement of the Director and the board. Any extension beyond the first three years must be subject to formal review of the board each year. The term of office will expire at the end of the Annual General Meeting three years after the initial appointment.

If the number of nominees to the board exceeds the maximum allowable a vote will be held at the Annual General Meeting to determine which of the persons so nominated is to be appointed.

A person shall not be appointed to the board unless he or she has indicated in writing that he or she is will to accept such appointment.

The Directors will have power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors will not at any time exceed twelve. Any Director so appointed will hold office only until the next Annual General Meeting.

The Board may be deemed to be properly constituted, and may have full power to act as long as there are a minimum of four Directors.

4.04 Election of a Chair

The Chair will be elected by the board at the first meeting after the AGM. The Chair will be appointed for one year and may serve in that position for up to 3 years

4.05 Board meetings

Board meetings will be scheduled as required. A board meeting may be called by any two directors. Questions arising at any meeting will be decided by a majority of votes. Where there is an equality of votes, the Chair shall have a second or casting vote.

The quorum necessary at board meetings will be four.

The Chair, if present, will act as chair at meetings of the Directors. If not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.

At each board meeting, directors need to declare if the director has an actual or may have a potential conflict of interest in regard to any matter being discussed or to be decided upon or any contract or proposed contract to be approved or any initiative to be taken by the company. The director with the conflict of interest will may be asked to leave the room for the duration of the discussion and will excuse himself/herself from any decisions on matters relating to the area of conflict of interest.

Minutes will be taken at each meeting and signed, by the Chair at the subsequent board meeting

The general manager of the Company and a nominee of the management of DYO Summer School may attend meetings of the Directors.

4.06 Powers and duties of Directors

The activities of DYO will be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers on behalf of the Company.

The Directors may from time to time and at any time by power of attorney appoint any company, firm or person to act on behalf of the company.

The income and property of the Company will be applied solely towards the promotion of its main objectives as set out in the Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

4.07 Authorized Signatories

Only those authorised by the board, are approved to incur expenses on behalf of DYO. The authorized signature list is provided in Appendix 2.

4.08 Disqualification of Directors

The office of Director shall be vacated if the Director:-

- holds any office or place of profit under the Company; or
- is adjudged bankrupt; or
- becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
- becomes of unsound mind; or
- resigns his office by notice in writing to the Company, or
- is convicted of an indictable offence unless the Directors otherwise determine;
- is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required

4.09 Removal of Directors

The Company may by ordinary resolution of the board which required notice has been given remove any Director before the expiration of his or her period of office. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

4.10 Board Committees

The Directors may establish board committees as required. Each committee will have clear terms of reference and will normally be chaired by a member of the board. The committee can be made up of anyone from the board, the membership, or from outside the organisation that the board considers has the relevant knowledge, expertise or skills required. Questions arising at any committee meetings will be determined by a majority of votes of the members present, and when there is an equality of votes, the chair shall have a second or casting vote.

4.11 Secretary

The Secretary will be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.

4.12 General Manager

The board may appoint a General Manager who will be paid appropriately for this role. The General Manager will not be a member of the board but will report to the chair of the board. The role will be responsible for the day to day running of DYO.

5. Membership

Members of the company will be defined as those on the register of members that will normally be maintained by the General Manager.

An annual membership subscription is normally required per player. In the case of hardship or other circumstances the Directors may, at their discretion reduce or waive the subscription.

Entry to the register of members is limited to one person per family for which membership subscription has been paid. The board of Directors may, at its discretion add members to the register

A Member may by notice in writing to the Secretary of the Company resign his membership of the Company.

Membership of the Company shall cease on a Member's death.

The Directors may terminate a person's membership of the Company if he or she is in material breach of his obligations under the constitution or Governance Handbook. Reasons for termination will include, not be limited to:

- Conduct has been such that she/he is unfit to be a Member or where continued membership of DYO would be injurious to it.
- Failure to pay a Subscription when it falls due, unless an exemption had been granted

The Directors shall, before considering a resolution under which a person's membership may be terminated, afford him/her a reasonable opportunity to respond to any complaints which have been made regarding his/her conduct.

6. General Meetings

The notice, specifying the place, date, time and purpose of the Annual General Meeting and any Exceptional General Meetings will be distributed by eMail at least 21 days in advance.

A quorum of 10 members is required for General Meeting and the meetings will normally be chaired by the chair of the Board. If the chair is not available the Directors present will elect one of their number to chair the meeting

Every member will have one vote and any resolution at a General meeting will normally be decided on a show of hands.

Additional Rules relating to the conduct of General meetings:

- i. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceeding at that meeting.
- ii. Annual General Meeting will
 - a. Consider the audited accounts, and the reports of the Directors.
 - b. Elect Directors.
 - c. Appoint Auditors and the fix their remuneration.
- iii. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting will be postponed. If a quorum is not present within half an hour from the time appointed for the re-arranged meeting, the members present will constitute a quorum.
- iv. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands
- v. Votes may be given either personally or by proxy. Confirmation of the appointment of a proxy must be provided to the Chair or Secretary in advance of the general meeting.

7. Transparency

DYO is committed to transparency. As a result the following information will be published each year.

- The names of all the current board member, along with the date of their appointment to the board.
- A brief biography of each of the board members
- A Copy of most recent audited accounts will be sent annually to each member.
- A commitment to comply with the Code of Governance and with the Principles of Good Fundraising.

Appendix 1

Schedule of Matters Reserved for Board Decision

1. Business purpose and strategic focus
 - a. Changes to the organisation's mission and its constitution
 - b. Approval of the organisation's Strategy statements
2. Finance
 - a. Approval of the annual income and expenditure budget
 - b. Approval of authorised expenditure policy
 - c. Approval of authorised signature rules and policies
 - d. Approval of the organisation's reserves policy
 - e. Approval of the Annual audited accounts
3. Employment
 - a. The Board must approve all permanent or temporary staff posts
 - b. The Board must approve all employment contracts
4. Board membership and governance
 - a. The Board appoints one of its members as Chairperson of the board
 - b. The position of Company Secretary is appointed by the Board and can only be removed by the Board. The Company Secretary does not have to be a member of the Board of Directors
 - c. The Board may co-opt new board members up to the maximum total of 12. The appointment of these new board members would be subject to ratification at the next AGM
 - d. The establishment of sub committees of the board and setting the terms of reference of the committees
 - e. Corporate Governance policy and the code of conduct for Board members.

Appendix 2

Only those authorised by the board, are approved to incur expenses on behalf of DYO.

1. Board Approval: For significant, planned expenditure –such as orchestra tours or the acquisition of instruments, board review and budget approval is required prior to incurring any expenses. Board approval is required to:
 - a. Open bank accounts on behalf of the Company;
 - b. Enter into investment transactions on behalf of the Company;
 - c. Acquire any fixed assets
 - d. Any expenditure or contract which exceeds the limits set out below
 - e. Any contract that exposes DYO to liabilities beyond 12 months.

2. Two Authorised Signatories: Once Board approval has been granted, any Two Authorised Signatories acting together are authorised to:
 - a. Enter into binding agreements/contracts on behalf of the Company
 - b. Incur expenses in excess of €5,000
 - c. Signing Cheques on behalf of DYO.
 - d. All contracts and expenditure in excess of €1,000 must be notified in advance to the Treasurer and General Manager and be approved by the board in advance.

3. One Authorised Signatory
 - a. One Authorised Signatory is approved to:
 - b. Incur expenses up to €1,000 –once it is within budget provided and approved in advance by the board.
 - c. The Treasurer, Chair and General Manager have the authority, upon joint consultation, to incur expenditure not exceeding €1,000 without prior board approval.

4. Additional Discretion
 - a. In very limited circumstances, such as emergencies, Directors/Orchestra Manager Manager of DYO Summer School s/ have discretion to incur expenses up to €5,000 –but must notify the board in advance or as soon as practical.
 - b. Orchestra Conductors are authorised to purchase music on behalf of DYO and will be reimbursed on presentation of receipts. Any such purchase, in excess of €500 must have prior approval of the Treasurer or a board member.

The Authorised Signatory List and Rules will remain in force until an amending resolution is passed by the board.

Authorized Signatory List

Name	Position
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Ciara Harrington	Chairperson
John Leahy	Treasurer
Wendy Arlow	General Manager
Michael O'Donovan	Director/Co. Secretary
Eoin O'Neill	Director
Molly Flanagan	Director
Kieran Pryal	Director
Colin Doherty	Director
Isabel Ryan	Director
Julie Bond	Director / Finance Manager
TBC	Manager, DYO Summer School