

DYO Governance Handbook

Approved by DYO Board on 21/05/2019

Index

1. Introduction and Mission Statement
2. Background
3. DYO Commitment to principles of good Governance
4. The Governance Structure of DYO
5. Membership
6. General Meetings

7. Transparency

Appendix 1: Schedule of Matters Reserved for Board Decision

Appendix 2: Template for Board Agendas

Appendix 3: Schedule of Matters Reserved for the Operations Team

Appendix 4: Schedule of Matters Reserved for the General Manager

Appendix 5: Authorised Signatories and Spending Limits

Appendix 6: The Legal Duties of Charity Trustees/Directors and Specific Roles within the Board

1. Introduction and Mission Statement

In changing times DYO has remained a constant, offering an ensemble musical experience to almost 400 players in each year, spread over four orchestras and through annual summer courses and chamber day. 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.

Mission Statement

Our mission is to inspire young musicians and enhance their musical education by:

- providing them with opportunities to play and perform orchestral and chamber music and
- encouraging and fostering a love for and appreciation of ensemble playing.

Vision

Our vision is to create a safe and secure environment where young musicians meet, play and perform to the highest standards, where they can be taught and inspired by professional musicians, where the dedication required to learn their instruments is rewarded with the fun and joy of meeting other young musicians and coming together to create and perform music which is greater than the sum of the individual parts.

Values

Respect: We treat all our members, staff, volunteers, visitors and all those with whom we come in contact, with respect and dignity at all times

Inclusivity: We are inclusive, friendly, courteous, welcoming and helpful to all

Integrity: We are open, fair, honest and transparent in everything that we do

Generosity: We willingly give of our time and expertise

Nurturing: We continually search for new ways to ensure that all young people have the opportunity to develop through music and social interaction

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 to provide four orchestras with monthly rehearsals, residential and day courses, concerts and tours. The founding principal of providing ensemble music 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 orchestra 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, although not in the same location, 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 maintains an accent on 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. The board meets regularly to ensure that DYO is in compliance with The Companies Act 2014, guidelines from the Charities Regulator and its own Constitution as well as this Governance Handbook.

3. DYO Commitment to Principles of Good Governance

We, the board of Dublin Youth Orchestras commit to principles of good governance and to following the Guidelines issued by the Charities Regulatory Authority.

Principle 1. Advancing our Charitable Purpose. 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. Behaving with integrity. We do this by:

- 2.1 Being honest, fair and independent;
- 2.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalties;
- 2.3 Protecting and promoting our organisation's reputation.

Principle 3. Leading DYO. We do this by:

- 3.1 Being clear about the roles of everyone working in and for DYO, both on a voluntary and paid basis;
- 3.2 Developing effective policies for the involvement of volunteers;
- 3.3 Ensuring that DYO comply with all employment legislation for paid staff;
- 3.4 Developing operational policies and procedures to guide the actions of everyone involved in DYO.

Principle 4. Exercising control over our organisation. We do this by:

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

Principle 5. Working effectively. We do this by:

- 5.1 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective;
- 5.2 Making sure that there is suitable board recruitment, induction, development and retirement processes in place.

Principle 6. Being transparent and accountable. We do this by:

- 6.1 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;
- 6.2 Responding to stakeholders' questions or views about the work of our organisation and how we run it;
- 6.3 Encouraging and enabling the engagement of those who benefit from our organisation in the planning and decision-making of the organisation.

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 Chair of the Operations Team. The skillsets required by the board are set out in Appendix 1 of this document. This appendix also includes the schedule of decisions reserved for the board.

4.03 Appointment to the Board

Directors will 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. Directors can be drawn from the parent body or the wider community as required.

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 persons to the board. Directors will be appointed for a period of three years. This period can be extended by two further periods of three years by mutual agreement of the Director and the board. -The term of office will normally expire at the end of the Annual General Meeting three years after the initial appointment. if an extension is agreed, the term of office will expire at the end of the Annual General Meeting a maximum of nine 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 that he or she is willing 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.

4.04 Election of a Chair

The Chair will be elected by the board annually 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. The Chair will normally have served on the board for at least a year prior to his/her election as chair. The Chair will not have an Operational Role such as Orchestra Manager.

4.05 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. The secretary will not necessarily be a board member.

4.06 Board meetings

Board meetings will be scheduled as required. A board meeting may be called by any two directors. A minimum of one week's notice should be given for all board meetings. If, an emergency Board meeting is required, it may be called on not less than 48 hours notice, so long as at least six directors are present and have agreed to the short notice. 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. This shall include, where necessary attendees who are present on a conference call or by other digital means.

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 may be asked to leave the room for the duration of the discussion and must 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.

The Board may be deemed to be properly constituted, and may have the full power to act, where decisions are made or documents are ratified by email so long as there are a minimum of six directors in agreement.

4.07 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.

The legal duties of directors as charity trustees have been outlined by the Charity Regulator and are included in Appendix 6. Within the Board specific responsibilities are assigned to the Chairperson, the company secretary and the Treasurer. These are also outlined in Appendix 6.

4.08 Authorised Signatories

Only those authorised by the board, are approved to incur expenses on behalf of DYO. The detailed authorisations and spending limits and the arrangements in relation to signatories are included in Appendix 5.

4.09 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

4.10 Removal of Directors

The Company may by ordinary resolution of the board, for 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 or her and the Company.

4.11 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.

4.12 Operations Team

The Operations team will be made up of the General Manager , Managers of each Orchestra, the Finance Manager, a representative from the Summer Courses and others as needed. This team is responsible for all day to day operations. The chair of the Operations team will normally be a member of the board. The schedule of matters reserved for the Operations Team is included in Appendix 3.

4.13 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 responsibilities of this role are detailed in Appendix 4.

4.14 Summer Courses

The Summer Courses Committee will be responsible for all aspects of running the summer courses. They will have a representative on the Operations Team and will liaise with both the General Manager and the Operations team throughout the year.

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. Entry to the register of members is limited to one person per family and would normally be the primary contact nominated for the first player in each family. Board directors who are not parents are deemed to be company members for the duration of their tenure on the board.

The board of Directors may, at its discretion add members to the register. The Directors should review the list of additional members annually.

An annual membership subscription is normally required per player. It is a condition of membership that all annual subscriptions should be paid in full. In the case of hardship or other circumstances the Directors may, at their discretion reduce or waive the subscription.

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. Membership also ceases when players leave the organisation.

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 directors, along with the date of their appointment to the board.
- A brief biography of each of the board directors.
- A Copy of most recent audited accounts will be sent annually to each member of the company.
- A commitment to comply with the guidelines for governance as issued by the Charities Regulatory Authority in incorporated in this document which will be published on our website.

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.
 - f. Appointment/Review of Members of the Company who are not representing players.

A template for board agendas including the timing of annual reviews has been included in Appendix 2.

The ideal skillset for the board as identified during the Governance Review is as follows:

- Chair/Vice Chair
- Artistic Direction
- Child Protection
- Legal/Secretarial
- Finance
- Fundraising
- Orchestra Management
- Educational Institute Relationships
- Marketing/Communication

Appendix 2: Template For Board Agendas

1a). Minutes of previous meeting and matters arising

1b). Declaration of Conflicts of Interest

2). Items requiring attention from Operations report or Finance Report – listed and split between items for decision and items for discussion.

3). Policies for review and ratification

4). Annual reviews

- Review of Financial statement – September
- Review of Board composition – September – See skillset agreed at Governance Workshop

- Review of Bank mandate – November
- Review of Insurance requirements and policies – November
- Review of Governance Code – November

- Review of annual budgets – February
- Review of strategic plan - February

- Review of Risk Register – May
- Review of Child Protection – May
- Set Board dates for next year – May
- Review of Members of the Company who do not represent players - May

5) Financial Report to be taken as read except where specific items are for discussion or for decision as requested by the Treasurer.

6). Operations report – all actions points from this that require attention to be put on main agenda and therefore report not referred to – already been read by Directors.

7) AOB

Appendix 3: Schedule of Matters Reserved for the Operations Team

The core activities of DYO are the operation of the four orchestras, the summer school and the chamber day. The operational activities which are delegated to the Operations Team in order to keep these core activities going are:

- Running Concerts / Performances
- Running Auditions for New Members and overseeing movement between orchestras
- Nurturing the musical development of our members
- Ensuring that there is a fun / social element to each of the core activities
- Operating the Instrument Loan Scheme for unusual and/or expensive instruments
- Development of relationships with other orchestras and educational institutions.
- Ensuring that we have sufficient volunteers for all activities and nurturing and developing and maintaining those relationships
- Ensuring that the Operations Team and any other volunteers with access to DYO data have sufficient IT and Data Protection training
- Ensuring that all DYO personnel have Garda Vetting and Children Protection Training that is appropriate to their responsibilities
- Ensuring that the day to day finances of the organisation run smoothly, subscriptions are collected, all payments due are made and that all income and expenditure is recorded
- Fundraising to support our core activities as appropriate

Appendix 4: Schedule of Matters Reserved for the General Manager

The DYO General Manager will play a key role in the administration of all day to day functions of the organisation. Managing a large team of volunteers, as well as professional musicians, the GM will report primarily to the chair of the board but will also work closely with the chair of the operations team.

Responsibilities

Overall Administration of DYO

- Administration of all day to day functions of the organisation e.g. stationery
- Co-ordinate IT function including website – ensure volunteers are available to avoid expenditure where possible
- Management of board meetings in conjunction with the Chair and Company Secretary including preparation of operational report, agenda and minutes
- Contact point for Charities Regulatory authority – produce report annually
- Maintain relationship with Music Network – produce report annually
- Maintain relationship with IAYO and other Music schools
- Provide office support as required for Board and Volunteers e.g. email, printing of documents, full office management
- Attendance at operational meetings

Support Orchestra Managers

- Auditions – manage application, audition and post audition process

- Renewals and registration process – issue renewal notices, manage registration day
- Handle all logistics of rehearsals and rehearsal venue – Liaison with designated Sancta Maria caretaker at start of day and handover of building at end of day, arrange volunteers not associated with a specific orchestra e.g. catering
- Maintain relationship with rehearsal venue
- Support individual orchestra managers as requested
- Manage instrument on loan and storage data base and provide instruments as requested.
- Provide office support – email, printing of music, full office management,
- Support managers with Tour planning – from planning to administration of payments and on occasion travel with touring orchestra
- Provide all critical data e.g. medical or other special needs of participants to the managers

Child Protection and other legislation

- Review, update and dissemination of child protection policy and ensuring DYO procedures are satisfactory to comply with same
- Management and administration of Garda vetting – arrange vetting and maintain records
- Ensuring DYO Critical Incident Response implemented
- Review, update and dissemination of data protection policy and ensuring DYO procedures are satisfactory to comply with same Review, update and dissemination of Health & Safety policy and ensuring DYO procedures are satisfactory to comply with same

Fund raising

- Co-ordinate activities where appropriate
- Manage the “Friends of DYO” initiative

Performances

- **National Concert Hall** – Sign contract, handle marketing information for NCH, co-ordinate production of programme, invite guests, arrange support for all managers – catering etc., produce flowchart for evening, engage any additional musicians, arrange percussion equipment transport to and from performance venue. Arrange meals for volunteers and musicians, arrange interval drinks reception, meet and greet, flowers for conductors and leaders, gifts for conductors, arrange post NCH dinner for conductors, staff and volunteers
- **Other Performances:** Co-ordinate other performances as for the NCH. In particular, visit possible performance venues to ensure they are suitable for use. Ensure sufficient space for performers, audience, meet health & safety regulations, cost criteria etc.

Manage Volunteers

- Co-ordinate volunteers to ensure vital areas of DYO are staffed
- Arrange social event for staff – Gift at end of year

Confidentiality

- Ensure all data is treated in accordance with the DYO Data Privacy Policy.

Appendix 5 : Authorised Signatories and Spending Limits

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, Finance Manager 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/GM/Orchestra Managers/ Manager of DYO Summer Courses 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. The Authorised Signatory List and Bank Mandate will be reviewed annually each year at the board meeting following the AGM. Amendments to the Summer Courses Bank Mandate should be noted at this meeting also.

Appendix 6: The Legal Duties of Charity Trustees / Directors and specific roles within the Board

The directors of DYO are the trustees of the charity. Their responsibilities by law have been outlined by the charity regulator and are listed below. In addition there are specific responsibilities of certain board members which were identified during the Governance Review. These are also listed below.

The general legal duties of Charity Trustees

1. Ensure your charity is carrying out its charitable purpose for the public benefit by assessing whether:
 - a. All activities advance a charitable purpose only.
 - b. The charitable purpose is benefiting the public or a section of the public in Ireland or elsewhere.
 - c. Any personal benefit is necessary, reasonable and ancillary.
 - d. The charity is making a positive difference.
2. Comply with your charity's Governing Document by reading and understanding:
 - a. Your charity's governing document
 - b. Your charity's main object and the public benefit it provides
 - c. The extent of your powers arising from the governing document.
3. Be accountable and comply with the law by:
 - a. Being aware of and complying with reporting requirements that apply to your charity.
 - b. Keeping all of your charity details up to date with the regulator.
 - c. Being aware of and complying with all other laws that apply to your charity.
 - d. Being transparent to stakeholders.
4. Manage your charity's resources responsibly by:
 - a. Planning your charity's budget, agreeing short, medium and long-term financial needs.
 - b. Developing and implementing a plan to ensure the continuance and growth of your charity.
 - c. Identifying and managing risks
 - d. Ensuring appropriate financial controls and procedures are in place.
 - e. Ensuring all staff and volunteers understand their role and responsibilities.
5. Act in the best interests of your charity by:
 - a. Embodying the values of your charity and being impartial when carrying out your duties.
 - b. Working with other charity trustees to reach required decisions to further your charities purpose.
 - c. Developing and implementing policies.
 - d. Identifying and managing conflicts of interest.
6. Act with reasonable skill and care by:
 - a. Being aware of and complying with your duties as a charity trustee.
 - b. Bringing your experience and skills to the role of charity trustee.
 - c. Being informed, attending and contributing at regular meetings of charity trustees.
 - d. Making balanced decisions and formally recording those decisions.
 - e. Seeking specialist advice when necessary, preferably before an issue arises.
 - f. Reviewing the performance of the board of charity trustees.

Chairperson

- Visible head of the organisation
- Promote DYO and build relationships with all stakeholders
- Oversee affairs of the Board including Board development, approaching potential new members, transition and effectiveness
- Chair the Board meetings, pre- approve agenda and Board papers and ensure circulated five working days before each meeting, approve minutes. Ensure there is full participation, that all relevant matters are discussed and that effective decisions are made and carried out
- Mediate in any disputes or complaints. Sign off on action taken in relation to any Health and Safety, Disciplinary or other issues and ensure a Critical Incident report has been produced
- Act as “employer” of paid staff report i.e. report to Chair, perform goal setting and appraisals
- Ensure all data is treated with the utmost respect and confidentiality
- Conduct exit interviews with key personnel both paid and volunteers

Company Secretary

The responsibilities of the Company Secretary are defined by law and are as follows:

- Making sure that the full name of the organisation is displayed outside the registered office, and that a change in the registered office is notified to the Companies Registration Office (CRO) within 14 days
- Seeing to it that the certificate of incorporation is displayed
- Ensuring that the company name, registered number, place of registration, registered office and directors’ names (and nationality if not Irish) appear on the organisation’s letterhead
- Keeping the company’s registers (that is, lists of all members and directors) up to date and at the registered office (if not there, you must inform the CRO)
- Notifying the CRO of any change in director, company secretary or home address within 14 days
- Ensuring that all legal agreements and contracts are properly discussed, agreed by directors and kept in a safe place
- Ensuring that the annual AGM is held within 18 months of becoming a company and at least every 15 months from then on provided that an AGM is held in each calendar year
- Calling general meetings (AGMs and extraordinary general meetings, EGMs) at the request of the directors and/or members, according to the rules in the articles of association
- Ensuring that due notice in accordance with your governing document (and, where relevant, company law requirements for general meetings is given) and that they are run according to the articles of association
- Ensuring an independent auditor is appointed at the AGM
- Ensuring that the accounts are properly prepared and audited (in conjunction with the treasurer)
- Keeping the minutes book (AGM and EGM minutes and the minutes of the board of directors and any subcommittees); general meeting minutes should be open for inspection by members
- Sending in the annual return to the CRO by the annual return date applicable to your company

- Notifying the CRO within 15 days of passing special resolutions (for example, changes to the memorandum and articles of association or a change to the organisation's name)
- Keeping copies of all annual returns and accounts
- Complying with any other duties as imposed by the Companies Acts 1963 – 2014.
- Ensure all data is treated with the utmost respect and confidentiality

Treasurer

- Oversight of income and expenditure
- Sign off on payment of electronic payments (with DYO Finance Manager) to conductors/tutors and other suppliers
- Ensuring authorised signatories list up to date (in conjunction with Finance Manager)
- Collection of membership subs including on Moving Up Day and follow up thereafter (with Finance Manager)
- Oversight of banking relationships and deposits
- Reviewing expenditure plans and equipment/instrument, tours and other expenditure
- Placement of DYO general insurance and instrument insurance
- Liaising with General Manager on miscellaneous items
- Preparation of the DYO accounts (with Finance Manager) and oversight of the audit and preparation of the Financial Statements by the auditor
- Attendance at Board, AGM and other Meetings including preparing and delivering presentations to the Board and members
- Support required for activities etc
- Ensure all data is treated with the utmost respect and confidentiality