



Charity Code of Governance

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LEGAL DISCLAIMER

This governance code is issued by TU Dublin to encourage and facilitate the better administration and management of TU Dublin as a registered charity. It is intended to provide support to Governing Body Members as its charity trustees to meet their legal duties, by putting in place systems and processes which focus on advancing the charitable purpose and providing a public benefit and ensuring TU Dublin as a registered charity is managed in an effective, efficient, accountable and transparent way.

It is not, nor is it intended to be, a definitive statement of the law and it does not constitute legal advice. Governing Body Members are recommended to consult the University Secretary in relation to obtaining legal advice where necessary on a case by case basis.

1.	INTRODUCTION	1
1.1	About the TU Dublin Charity Code of Governance	1
1.2	What is the Code?	2
1.3	Who is the Code for?	2
2.	HOW TO USE THIS CODE	3
2.1	Legal duties of Governing Body Members as Charity Trustees	3
3.	TEN STEPS TO REPORTING ON COMPLIANCE	4
4.	THE SIX PRINCIPLES OF CHARITY GOVERNANCE	5
4.1	Principle 1: Advancing charitable purpose	6
4.2	Principle 2: Behaving with integrity	7
4.3	Principle 3: Leading people	9
4.4	Principle 4: Exercising control	10
4.5	Principle 5: Working effectively	11
4.6	Principle 6: Being accountable and transparent	13
	APPENDIX 1: GLOSSARY OF TERMS USED	16
	APPENDIX 2: ANNUAL COMPLIANCE RECORD FORM	21
	APPENDIX 3: RESOURCES	29

1. INTRODUCTION

TU Dublin (RCN 20204754) is a charity, registered with the Charities Regulatory Authority (CRA) with charitable tax status from the Revenue (CHY 22443). Arising from this, Governing Body Members are also Charity Trustees and therefore have responsibilities and duties pursuant the Technological Universities Act 2018, Charity Law, CRA requirements and Revenue Commissioners' requirements.

Section 13 (1) of the Charities Act 2009 established the CRA, also referred to as the Charities Regulator, which published its Charities Code of Governance in 2018. Under this Code and commencing in 2021, TU Dublin is required to provide an Annual Report to the CRA not later than ten months after the financial year end, and make a declaration on how it complies with the CRA Code. It must have available, if requested by the CRA, the Annual Compliance Record Form for that year, and a template is shown in Appendix 2 of this document.

In line with the recommended 'comply or explain' basis, it is required that TU Dublin in its Annual Report to the CRA and its Annual Compliance Record Form highlights that due to its governing document, the Technological Universities Act 2018, and its reporting obligations to the Office of the Comptroller & Auditor General and the HEA, may not be in strict compliance with CRA Charities Code of Governance in three areas. These are that:

- TU Dublin reports its Financial Statements under FRS 102 rather than the Charities SORP Standard.
- The TU Dublin President as a Member of Governing Body is a Trustee for a term longer than the recommended nine years.
- While TU Dublin may seek to retain accumulated funds for more than two years, this is done with the agreement of Revenue.

In stating such non-compliances, TU Dublin should explain in the Annual Report and the Annual Compliance Record Form the reasons why these arise.

Also, this Code highlights that Governing Body Members as Charity Trustees should ensure that there are TU Dublin procedures for dealing with complaints, that they regularly receive updates on fundraising activities and strategies, and review that TU Dublin is acting in line with its charitable purpose.

As TU Dublin Governing Body was recommended by its legal advisors to adopt the CRA Charities Code of Governance, this TU Dublin Charity Code document is adapted from the CRA Code to take into account the Technological Universities Act 2018 and other compliance requirements as TU Dublin's governing instruments, and is proposed for approval by Governing Body.

1.1 About the TU Dublin Charity Code of Governance

The TU Dublin Code explains the minimum standards that should be met to effectively manage and control TU Dublin as a charity. Good governance involves putting in place systems and processes to ensure that the charity achieves its charitable objectives with integrity and is managed in an effective, efficient, accountable and transparent way.

Appendix 1 is a glossary of terms used and throughout this document the TU Dublin Charity Code of Governance is referred to as the 'Code'.

Appendix 2 is the template of the Annual Compliance Record Form.

Appendix 3 contains a selection of relevant web links for further information.

1.2 What is the Code?

The TU Dublin Charity Code of Governance ('the Code') adopted from the CRA Charities Governance Code which was launched in November 2018, with full compliance required in 2020, and an Annual Report to commence in 2021. The Code is on a "Comply or Explain" basis and sets out the minimum standards Governing Body Members as Charity Trustees should meet to effectively manage and control their charity.

The Code set out Principles and Standards for charities with full compliance required in 2020, and the first year of reporting in 2021. Under the Code, Governing Body Members are required to approve an Annual Compliance Record Form listing the actions taken, together with evidence of those actions, to put in place governance systems and processes to ensure the charity achieves its charitable objectives with integrity and transparency.

In particular, the Code consists of:

- Six principles of governance which all charities should apply.
- Core standards (32) which all charities are expected to apply when putting the principles into action.
- Additional standards (17) that reflect best practice for charities with:
 - High levels of income
 - Complex organisation and funding structures
 - Significant numbers of employees

Given its income, complexity, funding and number of employees TU Dublin must comply with both with the core standards and the additional standards.

For every standard within the Governance Code, TU Dublin must specify the actions it takes to meet the standard together with the evidence of those actions. Such evidence of actions may include those taken in relation to the Technological Universities Act 2018, the TU Dublin Code of Governance, the TU Dublin Governing Body Standing Orders, the Minutes of its meetings, and the TU Dublin Policies.

1.3 Who is the Code for?

The Code is primarily for TU Dublin Governing Members. TU Dublin was registered as a charity on 30th September 2019, and as a result it has obligations and responsibilities to comply with the Charities Act and with requirements of the CRA.

The CRA was established in 2014 pursuant to the Charities Act 2009 to secure compliance with the Charities Act 2009 and encourage better governance, management and administration of charities. It replaced the existing Commissioners for Charitable Donations and Bequest, and has strong investigative powers and may impose sanctions for offence.

Section 2(1) of the Charities Act 2009 defines a Charity Trustee for a body corporate as including any person for the time being performing the functions of an officer of the body and section 11(1) of the Technological Universities Act 2018 requires a governing body to perform the functions of the technological university, each Member of the Governing Body is therefore a Charity Trustee.

TU Dublin Charity of Governance

By law, Governing Body Members have individual and joint responsibility for what happens within their charity. This means that if their charity does not meet its legal duties, they are responsible both as individuals and together as the Governing Body.

The CRA's consultative Panel on the Governance of Charitable Organisations, May 2018, defines good governance as the duties and responsibilities of the charity trustees to put in place systems and processes to ensure that the charity achieves and sustains its charitable objectives with integrity and is managed in an effective, efficient, accountable and transparent manner.

2. HOW TO USE THE CODE?

Governing Body Members should read this Code and be familiar with its six principles and its standards, core and additional, and be in a position to decide:

- What actions will be taken to meet each core standard; and
- What evidence will be kept to show that the standards have been met.

Included at the end of this document in Appendix 2 is the Annual Compliance Record Form template which includes questions together with requirements to provide actions taken and demonstrate evidence.

This Annual Compliance Record Form must be retained as the Charities Regulator could request it at any time.

Finally, Governing Body Members should be aware of legal obligations that apply.

2.1 Legal duties of Governing Body Members as Charity Trustees

The responsibilities of Governing Body Members as charity trustees under Charity Law the responsibilities of Charity Trustees arise from five main legal areas:

- (i) The governing document of TU Dublin as a charity, the Technological Universities Act 2018
- (ii) Charity-related Legislation including the Charities Act 2009 which requires:

- Registration of the Charity with the CRA.
- Keeping of proper books of account.
- Preparation of an annual activity report
- Requesting approval of the CRA for any change of name.
- Not acting as a Charity Trustee while disqualified.
- Disclosing to the CRA any grounds for the belief that an offence under the Criminal Justice (Theft and Fraud Offences) Act 2001 has been committed.
- Ensuring compliance with directions of the CRA.

- (iv) Revenue and fundraising legislation including the Taxes Consolidation Act 1997 which provides:

- Governance of CHY numbers and section 848a donations relief.
- Exemptions from IT, CGT, DIRT, and stamp duty.
- Adherence to Revenue requirements.

TU Dublin Charity of Governance

- Accumulations greater than 2 years.
- Majority of Charity Trustees must be Irish-resident charity trustees.

Please note that fundraising for TU Dublin is performed by the TU Dublin Foundation, a separate legal entity and Company Limited by Guarantee (CRO 343001) which is also a Registered charity (RCN 20045807) with charitable tax exemption (CHY 14226) and governed by its constitution (memorandum and articles of association), and is responsible for its own compliance.

However, TU Dublin Governing Body Members as Charity Trustees should receive regular updates in relation to TU Dublin fundraising activities and review the strategy of its own fundraising activities.

(v) Common law duties of Charity Trustees:

- Execute the terms of the governing instrument
- Not to profit from the position as a charity trustee
- Not to have a conflict of interest
- Act in the best interests of the charity
- Manage the Charity's resources responsibly

In addition to the responsibilities of the above four legal areas, Governing Body Members as Charity Trustees must also ensure that TU Dublin as a Charity complies with other relevant legislation including Health and Safety, Employment, Freedom of Information and Data Protection.

Charity Trustees may delegate tasks but not responsibilities, and if delegating they must act in good faith, take such precautions as are reasonable, and exercise such supervision as is necessary.

3. TEN STEPS TO REPORTING ON COMPLIANCE

These are:

- (i) Read the Charities Code in full
- (ii) Decide that it is appropriate that TU Dublin is a complex organization in the context of the Code.
- (iii) For each standard, decide what action or actions will be taken to meet that standard in TU Dublin.
- (iv) State each action next to the relevant standard in the Annual Compliance Record Form included with this document.
- (v) If any of the standards do not apply to TU Dublin, explain why next to that standard in the Annual Compliance Record Form.
- (vi) Decide what evidence can be provided for the action or actions taken to meet each standard that applies to TU Dublin.

TU Dublin Charity of Governance

- (vii) State the evidence you can be provided next to the relevant action in the Compliance Record Form.
- (viii) Review the Compliance Record Form and agree it is accurate at a Governing Body meeting.
- (ix) Declare TU Dublin's compliance (or provide reasons for not complying) with the Code when submitting Annual Report to the Charities Regulator.
- (x) Having considered the standards, actions and evidence (steps 3 to 7) again, complete a fresh Annual Compliance Record Form at a Governing Body meeting every year before reporting on compliance to the CRA.

4. THE SIX PRINCIPLES OF CHARITY GOVERNANCE

Governing Body Members as Charity trustees are responsible for the governance of TUDublin as a charity and should make sure that the following governance principles are being applied:

- (i) Advancing its charitable purpose.
- (ii) Behaving with integrity.
- (iii) Leading people.
- (iv) Exercising control.
- (v) Working effectively.
- (vi) Being accountable and transparent.

Some of these principles relate to the inner workings of the Governing Body of Charity Trustees and others to the external activities of the TU Dublin, but they are all equally important.

Each of the six principles are now discussed in turn to explain:

- (i) What the principle requires of Governing Body Members as Charity Trustees.
- (ii) Why the principle is important; and
- (iii) How to put the principle into action using:
 - (a) Core Standards, and
 - (b) Additional Standards.

4.1 Principle 1: Advancing charitable purpose

4.1.1 Requirements of Principle 1

Governing Body Members as Charity Trustees must ensure their charity promotes its charitable purpose only and that it is of public benefit.

From time to time, the charity should review its governing document to ensure that:

- (i) No private benefit arises.
- (ii) It is still acting in line with its charitable purpose.
- (iii) It has sufficient resources to carry out its objective.

4.1.2 Importance of Principle 1

This principle is important because charitable purpose has a specific meaning in charity law. The Charities Act 2009 sets out four categories of charitable purpose:

- (i) Prevention or relief of poverty or economic hardship.
- (ii) Advancement of education.
- (iii) Advancement of religion.
- (iv) Any other purpose that is of benefit to the community.

A charity must promote at least one of these purposes and must provide public benefit.

A charity's governing document elaborates on the charitable purpose in the main object clause by describing:

- (i) What outcomes the charity is set up to achieve.
- (ii) How it will achieve these outcomes.
- (iii) Who will benefit from these outcomes.
- (iv) Where the benefits will be felt.

By law, charity trustees must ensure their charity promotes its charitable purpose only and that it is of public benefit.

4.1.3 Core and Additional Standards of Principle 1 - Advancing charitable purpose

These are:

Core Standards

TU Dublin Charity of Governance

- (i) Be clear about the purpose of the charity and be able to explain it in simple terms to anyone who asks.
- (ii) Consider whether or not any private benefit arises (Appendix 1 - Glossary). If a private benefit arises, consider if it is reasonable, necessary and ancillary to the public benefit that the charity provides.
- (iii) Agree an achievable plan for at least the next year that sets out what you will do to advance the charity's purpose.
- (iv) Make sure the charity has the resources it needs to do the activities you plan. If you don't have the resources, you need to show a plan for getting those resources.
- (v) From time to time, review what is being done to make sure that TU Dublin is still:
 - (a) Acting in line with its charitable purpose; and
 - (b) Providing public benefit.

Additional Standards

- (vi) Develop TU Dublin's charity's strategic plan and associated operational plans.
- (vii) Make sure there is an appropriate system in place to:
 - Monitor progress against plans; and
 - Evaluate the effectiveness of the work of TU Dublin as a charity.
- (viii) From time to time, consider the advantages and disadvantages of working in partnership with other charities, including merging or dissolving (winding up).

4.2 Principle 2: Behaving with integrity

4.2.1 Requirements of Principle 2

Governing Body Members as Charity Trustees have an individual power to create an ethical culture and set a tone where agreed values are reflected in everything the charity does. Individual behaviour is fundamental.

The legal duty to act in the best interests of the charity means that Governing Body Members as charity trustees must:

- (i) Be independent
- (ii) Avoid conflicts of interest

4.2.2 Importance of Principle 2

Ethics are fundamental in the charity sector. Statements about ethos can undoubtedly play an important role, but it is when these values are lived out that they are at their most powerful. Charity trustees have the power to create an ethical culture and set a tone where agreed values are reflected in everything the charity does. The behaviour of individual charity trustees is very important; they must lead by example.

The legal duty to act in the best interests of the charity means that Members as Charity Trustees must:

- (i) Be independent; and
- (ii) Not act in their own personal interest or the interest of other individuals or bodies.

This principle also means that Charity Trustees should maintain confidentiality about sensitive Governing Body matters. However, this requirement for confidentiality does not apply if it becomes necessary for a charity trustee to inform the CRA about any matter which could threaten the future of the charity.

4.2.3 Core and Additional Standards of Principle 2 - Behaving with integrity

These are:

Core Standards

- (i) Agree the basic values that matter to TU Dublin as a charity and publicise these, so that everyone involved understands the way things should be done and how everyone is expected to behave.
- (ii) Decide how Members will deal with conflicts of interests and conflicts of loyalties. Members should also decide how they will adhere to the CRA's guidelines on this topic.
- (iii) Have the code of conduct for Members of Governing signed by all Members as Charity Trustees (please refer to the Code of Governance for TU Dublin, 10th April 2019, Appendix D1 Code of Conduct for the Governing Body). This must make clear the standard of behaviour expected from Charity Trustees. This includes things like maintaining Governing Body confidentiality and what to do in relation to:
 - (a) Gifts and hospitality
 - (b) Out-of-pocket expenses.

Additional Standards

There are no additional standards for this principle as behaving with integrity applies equally to all charities, whatever their size or complexity.

4.3 Principle 3: Leading people

4.3.1 Requirements of Principle 3

Governing Body Members as Charities Trustees must:

- (i) Ensure their people feel valued.
- (ii) Provide clarity around their own roles and those of others.
- (iii) Ensure all employment related legislation is complied with.
- (iv) Put in place an appropriate set of organisational policies.

4.3.2 Importance of Principle 3

The most essential resource of any charity is its people. This means people should feel valued and have clarity around their own roles and the roles of others. Charity Trustees are responsible for providing leadership to volunteers, employees and contractors.

This includes taking their duty of care towards these people seriously and promoting a culture of respect.

As employers, charities with paid staff also have particular legal responsibilities.

4.3.3 Core and Additional Standards of Principle 3 - Leading people

These are:

Core Standards

- (i) Be clear about the roles of everyone working in and for TU Dublin as a charity, both on a voluntary and paid basis.
- (ii) Make sure there are arrangements in place for the effective involvement of any volunteers, including what to do if any problems arise.
- (iii) Make sure there are arrangements in place that comply with employment legislation for all paid staff including:
 - (a) Recruitment.
 - (b) Training and development.
 - (c) Support, supervision and appraisal;
 - (d) Remuneration (money paid for work) and dismissal.
- (iv) Agree operational policies where necessary, to guide the actions of everyone involved in TU Dublin as a charity.

Additional Standards

- (v) Make sure to document the roles, legal duties and delegated responsibility for decision-making of:
 - (a) Individual Charity Trustees and the Governing Body as a whole;
 - (b) Any sub-committees or working groups;
 - (c) Staff and volunteers.
- (vi) Make sure that there are written procedures in place which set out how volunteers are:
 - (a) Recruited, supported and supervised while within your charity; and
 - (b) The conditions under which they exit.
- (vii) Decide how operational policy will be developed in TU Dublin as a charity, and how Governing Body Members as Charities Trustees will make sure that the policy is put in place and kept up to date.

4.4 Principle 4: Exercising control

4.4.1 Requirements of Principle 4

Governing Body Members as Charity Trustees must ensure:

- (i) The requirements of the Technological Universities Act 2010 are observed.
- (ii) Compliance with all relevant laws and regulations.
- (iii) Appropriate financial controls are in place.
- (iv) Appropriate insurance is in place.
- (v) Appropriate process is in place for the identification and addressing of risks.

4.4.2 Importance of Principle 4

All charities, no matter what their complexity, must abide by all legal and regulatory requirements that are relevant to the work they do. The charity trustees are responsible for making sure this happens. Charity Trustees must understand that the governing document of a charity is a legally binding document in its own right.

The Members of Governing Body are also responsible for a charity's funds and any property or other assets that it holds. As much as is possible, they must also consider and reduce risks to which their charity is exposed.

It is essential that proper control of TU Dublin as a Registered Charity is exercised which greatly assists keeping the confidence of:

- (i) Regulators;
- (ii) Funders;
- (iii) Beneficiaries; and
- (iv) The general public.

4.4.3 Core and Additional Standards of Principle 4 - Exercising control

These are:

Core Standards

- (i) If relevant, decide if TU Dublin as a charity's current legal form and any governing documents are fit for purpose. Make changes if necessary, telling the CRA in advance that you are doing so.
- (ii) Find out the laws and regulatory requirements that are relevant to your charity and comply with them.
- (iii) If TU Dublin as a charity raises funds from the public, read the CRA's guidelines on this topic and make sure that your charity adheres to them as they apply to your charity.
- (iv) Make sure TU Dublin as a charity has appropriate financial controls in place to manage and account for the charity's money and other assets.
- (v) Identify any risks TU Dublin as a charity might face and how to manage these.
- (vi) Make sure TU Dublin as a charity has appropriate and adequate insurance cover.

Additional Standards

- (vii) Have written procedures to make sure that TU Dublin complies with all relevant legal and regulatory requirements.
- (viii) Make sure there is a formal risk register that Governing Body regularly reviews.
- (ix) Consider adopting additional good practice standards that are relevant to the particular work that your charity does.

4.5 Principle 5: Working Effectively

4.5.1 Requirements of Principle 5

Governing Body as a board of Charity Trustees must be able to function effectively.

4.5.2 Importance of Principle 5

Running TU Dublin as a charity requires capable Charity Trustees who work together as an effective team. Governing Body meetings are especially important, as this is where the Members as Charity Trustees exercise their collective authority. It is also important that there is a good mix of skills, experience and background amongst the Charity Trustees and that these are refreshed on an ongoing basis. It is vital that new Members of Governing Body Charity Trustees receive a proper induction to TU Dublin as the charity.

Governing Body Members as Charity Trustees must therefore have the required skillsets to govern the organisation arising from Section 12(4) Technological Universities Act 2018: “Before appointing members, the governing body shall agree...the competencies required of such members”. Also, as a Charity there should be regular meetings of the Members of Governing Body as Charity Trustees where trustees must have sufficient facts to make informed decisions, and at a minimum the meetings cover the following headings:

- (i) Reporting on activities.
- (ii) Review of finances.
- (iii) Conflicts of interests and loyalties.

4.5.3 Core and Additional Standards of Principle 5 - Working Effectively

These are:

Core Standards

- (i) Identify Charity Trustees with the necessary skills to undertake:
 - (a) Any designated roles set out in your governing document.
 - (b) Other roles as appropriate within the board.
- (ii) Hold regular Governing Body meetings. Ensure enough notice is given before meetings and provide prepared agendas.
- (iii) At a minimum, Governing Body agendas should always include these items:
 - (a) Reporting on activities.
 - (b) Review of finances.
 - (c) Conflicts of interests and loyalties.
- (iv) Make sure that Governing Body Members as Charity Trustees have the facts to make informed decisions at board meetings and that these decisions are recorded accurately in the minutes.
- (v) Consider introducing term limits for Governing Body Members, with a suggested maximum of nine years in total.

TU Dublin Charity of Governance

- (vi) Recruit suitable new Governing Body Members as necessary and make sure that they receive and induction.
- (vii) Make sure of the Governing Body Members as Charity Trustees understand:
 - (a) Their role as charity trustees;
 - (b) The charity's governing document; and
 - (c) This Code.
- (viii) Commit to resolving problems and emerging issues as quickly as possible and in the best interests of your charity.
- (ix) From time to time, review how your board operates and make any necessary improvements.

Additional standards

- (x) Make sure Governing Body packs are sent with enough notice and include all relevant reports and explanatory papers to enable informed decision-making.
- (xi) Make sure that you have a charity trustee succession plan in place and consider how you can maximise diversity among the Governing Body Members as Charity Trustees.
- (xii) Put in place a comprehensive induction programme for new Governing Body Members as Charity Trustees.
- (xiii) Conduct a regular review that includes an assessment of:
 - (a) The effectiveness of Governing Body as a whole, office holders and individual charity trustees;
 - (b) Adherence to the Governing Body Members code of conduct; and
 - (c) The structure, size, membership and terms of reference of any sub- committees.
- (xiv) Do regular skills audits and provide appropriate training and development to Governing Body Members as Charity Trustees. If necessary, recruit to fill any competency gaps on the Governing Body or of TU Dublin as a charity.

4.6 Principle 6: Being accountable and transparent

4.6.1 Requirements of Principle 6

Governing Body as a board of Charity Trustees must ensure openness and transparency in all charity matters concerning TU Dublin.

4.6.2 Importance of Principle 6

Accountability for the TU Dublin as a charity does not just mean accounting for the income and expenditure, although that is clearly very important, it also involves being open and transparent about all charity matters. It is about being able to:

- (i) Stand over what TU Dublin as a charity does and how it does it.
- (ii) Justify this to any person or group who queries what your charity has done or is doing.

As an organisation set up to provide public benefit, this means TU Dublin as a charity should be able to explain this to anyone who asks.

TU Dublin's charity stakeholders are any individuals or groups of people who have a legitimate stake in the work of that charity. This includes:

- (i) The people who benefit (directly or indirectly) from any services provided by the charity.
- (ii) Members.
- (iii) Staff and volunteers.
- (iv) Partner organisations and supporters.
- (v) Funders and donors.
- (vi) Regulators.
- (vii) Public representatives.
- (viii) The general public.

Being open and transparent is an important way for charities to build public trust not only in their own organisation, but also in the charity sector as a whole. The charity must be open and transparent in all its dealings. It should be able to stand over the actions of charity and how it achieves its aims and justify this to any person or group who queries what the charity has done or is doing.

TU Dublin as a charity should ensure its name and registered charity number is displayed on all written materials.

It should set out procedures for dealing with:

- (i) Queries
- (ii) Comments and
- (iii) Complaints

4.6.3 Core and Additional Standards of Principle 6 - Being accountable and transparent

Core Standards

- (i) Make sure that the TU Dublin name and Registered Charity Number (RCN) is displayed on all of written materials, including:
 - (a) Website;
 - (b) Social media platforms; and
 - (c) Email communications.
- (ii) Identify TU Dublin's stakeholders and decide how to communicate with them.
- (iii) Decide if and how you stakeholders will be involved in:
 - (a) Planning;
 - (b) Decision-making; and
 - (c) Review processes.
- (iv) Make sure you have a TU Dublin procedure for dealing with:
 - (a) Queries.
 - (b) Comments.
 - (c) Complaints.
- (v) Follow the reporting requirements of all of TU Dublin funders and donors, both public and private.

Additional standards

- (vi) Produce unabridged (full) financial accounts and make sure that these and TU Dublin's Charity Annual Report are widely available and easy for everyone to access.
- (vii) Make sure all the codes and standards of practice to which TU Dublin as a charity subscribes are publicly stated.
- (viii) Regularly review any complaints your TU Dublin as a charity receives and take action to improve organisational practice.

APPENDIX 1: GLOSSARY OF TERMS USED

Assets	All funds held, and all property and equipment owned or held by the charity are assets.
Board	<p>The board is the governing body of a charity. It is made up of the charity trustees. It may also be known by a different name such as the:</p> <ul style="list-style-type: none"> • Governing Body • Committee. • Council or core group.
Board Packs	<p>These are the papers that are sent out to the charity trustees before a board meeting. They should always contain:</p> <ul style="list-style-type: none"> • An agenda for the meeting; and • Draft minutes from the last meeting. <p>They may also include:</p> <ul style="list-style-type: none"> • Written reports from staff, trustees and sub-committees; • Financial reports; and • Papers giving information about significant proposals to be discussed at the meeting.
Charitable object	A charitable object is the purpose of a charity as outlined in its governing document. It may consist of a main object and a number of ancillary objects. A main object is the primary purpose of a charity detailed in its governing document. An ancillary object is a purpose detailed in a charity’s governing document that is incidental to and supports the charity’s main object.
Charitable purpose	<p>Under charity law, charitable purpose is one or more of the following:</p> <ul style="list-style-type: none"> • prevention or relief of poverty or economic hardship; • advancement of education; • advancement of religion; or • any other purpose that is of benefit to the community. <p>Any other purpose that is of benefit to the community includes:</p> <ul style="list-style-type: none"> • integration of the disadvantaged; • protection of the natural environment; • promotion of health and voluntary work; • promotion of religious or racial harmony; • advancement of community welfare and development; • advancement of environmental sustainability;

	<ul style="list-style-type: none"> • advancement of conflict resolution; • advancement of effective use of the property of charities; • advancement of the sciences and the arts; and • prevention or relief of the suffering of animals
Charities Regulator	<p>This is the Republic of Ireland's national statutory regulator for charitable organisations. The Charities Regulator is an independent authority and was established in October 2014 under the Charities Act 2009. Its main functions include setting up and maintaining a public register of charities and making sure that charities comply with the Charities Acts.</p>
Charity	<p>A charity is any organisation operating in the Republic of Ireland that has a charitable purpose and provides public benefit.</p> <p>Organisations that are not charities include:</p> <ul style="list-style-type: none"> • those established only to promote athletic or amateur games or sports; • trade unions; • political parties; • lobbyists; • Chambers of Commerce; • fundraising groups set up solely to fundraise for charities that are already registered; and • fundraising groups set up solely to help a particular person.
Charity trustees	<p>Charity trustees are the people who ultimately exercise control over, and are legally responsible for, the charity. In the case of TU Dublin the Charity Trustees are the Members of Governing Body.</p> <p>If the charity is a company, these people may also be known as directors or board members.</p> <p>In an unincorporated association they may be known as committee members. In the case of a trust it can be more complicated. If the trustees of the trust (see Trust) are the ones who decide policy and control the assets, then they are also charity trustees. However, if the trustees merely have their names on the deeds of property but cannot sell or dispose of the property without the permission of the Charities Regulator, and have no other responsibilities, they are not charity trustees.</p>
Company Limited by Guarantee	<p>This is the most common form of incorporated legal status for charities because:</p> <ul style="list-style-type: none"> • It is a distinct legal entity and in law is considered to be separate to its

	<p>members or board members;</p> <ul style="list-style-type: none"> • It is a democratic structure – the company is controlled by the members who elect the board of directors; • Members cannot benefit from any profits made; and • Each board member's liability is limited to a nominal sum which they guarantee to pay if the company has debts on winding up.
Conflict of interests	<p>A conflict of interest is any situation in which a charity trustee's personal interests could prevent them, or even just appear to prevent them, from making a decision in the best interests of the charity.</p> <p>Example: a conflict of interest may arise if a charity trustee influences the awarding of a contract to a company owned by a family member. It is legal to award a contract to the best qualified company, even if that company is owned by a relative of a charity trustee, but the charity trustee must not be part of the decision-making process.</p>
Conflict of loyalties	<p>A conflict of loyalties is when a charity trustee's loyalty to another group could prevent them, or even just appear to prevent them, from making a decision in the best interests of the charity.</p> <p>Example: This might happen when the charity trustee has joined the board as a nominee of a particular group, such as members in a particular county, a funding body, or staff.</p> <p>This situation could cause the charity trustee to think that they should act in the interests of the group that nominated them, rather than the charity as a whole.</p>
Contractor	<p>A contractor works on a 'contract for services' basis and invoices the organisation for the services provided. People such as graphic designers, consultants or lawyers would often fall into the category of contractor.</p> <p>Employees are different because they have a 'contract of service' and are on the organisation's PAYE payroll.</p>
Diversity	<p>Diversity in the context of a board of charity trustees means the board members have a mix of skills and experience and they reflect the diversity that exists in our society.</p> <p>Many charity boards are made up of people who are very similar to each other. Increasingly, diversity means considering how to attract people on to the board who are different in terms of:</p> <ul style="list-style-type: none"> • Age;

	<ul style="list-style-type: none"> • Gender; • Ethnicity; • Background; and • Life experience. <p>It also means making sure there are no unnecessary barriers that might prevent people from joining or taking part on the board.</p>
Fit for purpose	<p>‘Fit for purpose’ is the term used in considering a charity’s legal form (see Legal form below) and governing document. It asks if these are robust enough to support the charity’s current operations and needs effectively.</p> <p>Small charities are often unincorporated associations – associations that do not have a legal status of their own. But, if they grow in terms of income and are thinking of taking on staff they should consider becoming an incorporated entity like a company limited by guarantee (see earlier entry). An incorporated entity is established as a separate legal entity.</p> <p>Governing documents can also become outdated, but still be legally binding on the charity unless they are amended (as detailed in the governing document rules).</p>
Governing document	<p>The governing document is the legal document outlining what a charity is and how it operates. It is usually called the ‘constitution’, but may also be known as the ‘deed of trust’ or the ‘rules’, depending on the charity’s legal structure. Companies limited by guarantee used to have a memorandum and articles of association, but these are now called ‘constitutions’.</p>
Legal form	<p>Legal form refers to the type of legal status that the charity has. Many small charities are unincorporated associations, which means that the charity does not have a separate legal status of its own. The most common form of incorporated legal status for charities is a company limited by guarantee (see Company Limited by Guarantee).</p>
Operational policy	<p>Operational policies relate to the running of the charity rather than policy positions that are views and opinions that the charity holds.</p> <p>Example: In a youth project, a policy on how to deal with substance abuse among service users would be an operational policy, while a policy on decriminalizing drug use would be a public policy position.</p>
Out-of-pocket expenses	<p>Out-of-pocket expenses cover any costs incurred by charity trustees while carrying out their duties, provided that they were incurred ‘wholly, exclusively and necessarily in the performance of their duties’ (Office of the Revenue Commissioners’ definition) as charity trustees.</p>

	<p>You should pay back expenses based on receipts from the person who paid the expense, not on a flat-rate basis.</p>
Private benefit	<p>This is something that benefits an individual. It is acceptable for a charity to provide some private benefit, but it must be necessary and reasonable and contribute to the public benefit that the charity provides.</p> <p>Example: A paid employee of a charity receives private benefit. That is acceptable if their employment is necessary to provide public benefit and their pay and conditions are reasonable.</p>
Public benefit	<p>This is something that benefits the public as a whole or a section of the public in Ireland or elsewhere.</p> <p>Example: Raising funds for one person to receive medical treatment overseas is a private rather than a public benefit. However, raising funds to treat a number of people with a rare illness may provide public benefit, as long as everyone with that rare illness can apply to access the treatment.</p>
Register of Charities	<p>This is a list of all charities registered and regulated in the Republic of Ireland, and they are publicly accessible on the website of the CRA (Charities Regulator).</p>
Standing items	<p>Standing items appear on every board agenda and they should be discussed at every board meeting.</p> <p>Example: Every board agenda should include:</p> <ul style="list-style-type: none"> • Reporting on the charity’s activities; • Addressing any conflicts of interests and loyalties (even if there are rarely any conflicts to declare); and discussion of the finances of the charity.
Succession plan	<p>A succession plan is a way of identifying and developing new leaders who replace existing leaders as needed.</p>
Trust	<p>A charitable trust is a legal arrangement:</p> <ul style="list-style-type: none"> • established for a charitable purpose only; • established under a deed of trust that requires the trustees of the trust to apply all of the property (both real and personal) of the trust to further that purpose except for money expended in the management of the trust; and • under which none of the property is payable to the trustees of the trust other than in accordance with section 89 of the Charities Act 2009.

APPENDIX 2: ANNUAL COMPLIANCE RECORD FORM

Please fill in this form to record:

- ♦ The actions that TU Dublin as a Registered Charity takes to meet each standard of the Charities Governance Code; and
- ♦ The evidence that backs this up.

The Annual Compliance Record Form should be approved at Governing Body meeting before the Annual Report is made to the CRA before ten months after the financial year end.

Every year after the first Annual Report, the ‘Ten steps to reporting on compliance’ should be followed. The Charities Regulator may ask to see the recent Compliance Record Form or any earlier Compliance Record Form at any time.

Please refer to the glossary in Appendix 1 when filling in the forms below.

Principle 1: Advancing Charitable Purpose			
Standards		Actions TU Dublin takes to meet the standards	Evidence of TU Dublin’s Actions
Core Standards for advancing Charitable Purpose			
1.1	Be clear about the purpose of your charity and be able to explain this in simple terms to anyone who asks.		
1.2	Consider whether or not any private benefit arises (see glossary). If a private benefit arises, consider if it is reasonable, necessary and ancillary to the public benefit that your charity provides.		
1.3	Agree an achievable plan for at least the next year that sets out what you will do to advance your purpose.		
1.4	Make sure your charity has the resources it needs to do the activities you plan. If you don’t have the resources, you need to show a plan for getting those resources.		
1.5	From time to time, review what you are doing to make sure you are still: <ul style="list-style-type: none"> • Acting in line with your charity’s 		

	<p>purpose; and</p> <ul style="list-style-type: none"> • Providing public benefit. 		
Additional Standards			
1.6	Develop your charity's strategic plan and associated operational plans.		
1.7	<p>Make sure there is an appropriate system in place to:</p> <ul style="list-style-type: none"> • Monitor progress against your plans; and • Evaluate the effectiveness of the work of your charity. 		
1.8	From time to time, consider the advantages and disadvantages of working in partnership with other charities, including merging or dissolving (winding up).		

Principle 2: Behaving with Integrity			
Standards		Actions TU Dublin takes to meet the standards	Evidence of TU Dublin's Actions
Core Standards for Behaving with Integrity			
2.1	Agree the basic values that matter to your charity and publicize these, so that everyone involved understands the way things should be done and how everyone is expected to behave.		
2.2	Decide how you will deal with conflicts of interests and conflicts of loyalties. You should also decide how you will adhere to the Charities Regulator's guidelines on this topic.		
2.3	Have a code of conduct for your board that is signed by all charity trustees. It must make clear the standard of behaviour expected from charity trustees. This includes things like maintaining board confidentiality and what to do in relation to:		

	<ul style="list-style-type: none"> • Gifts and hospitality; and • Out-of-pocket expenses. 		
Additional Standards			
There are no Additional Standards for Principle 2 as behaving with integrity applies equally to all charities, whatever their size or complexity.			

Principle 3: Leading People			
Standards		Actions TU Dublin takes to meet the standards	Evidence of TU Dublin's Actions
Core Standards for Leading People			
3.1	Be clear about the roles of everyone working in and for your charity, both on a voluntary and paid basis.		
3.2	Make sure there are arrangements in place for the effective involvement of any volunteers, including what to do if any problems arise.		
3.3	Make sure there are arrangements in place that comply with employment legislation for all paid staff including: <ul style="list-style-type: none"> • Recruitment; • Training and development; • Support, supervision and appraisal. 		
3.4	Agree operational policies where necessary, to guide the actions of everyone involved in your charity.		
Additional Standards			
3.5	Make sure to document the roles, legal duties and delegated responsibility for decision-making of: <ul style="list-style-type: none"> • individual charity trustees and the board as a whole; • any sub-committees or working groups; • staff and volunteers. 		

3.6	<p>Make sure that there are written procedures in place which set out how volunteers are:</p> <ul style="list-style-type: none"> ☐ Recruited, supported and supervised while within your charity; and ☐ The conditions under which they exit. 		
3.7	<p>Decide how you will develop operational policy in your charity. You also need to decide how your charity trustees will make sure that policy is put in place and kept up to date.</p>		

Principle 4: Exercising Control			
Standards	Actions TU Dublin takes to meet the standards	Evidence of TU Dublin's Actions	
Core Standards for Exercising Control			
4.1	<p>Decide if your charity's current legal form and governing document are fit for purpose. Make changes if necessary, telling the CRA (Charities Regulator) in advance that you are doing so.</p>		
4.2	<p>Find out the laws and regulatory requirements that are relevant to your charity and comply with them.</p>		
4.3	<p>If your charity raises funds from the public, read the CRA's guidelines on this topic and make sure that your charity adheres to them as they apply to your charity.</p>		
4.4	<p>Make sure you have appropriate financial controls in place to manage and account for your charity's money and other assets.</p>		
4.5	<p>Identify any risks your charity might face and how to manage these.</p>		

4.6	Make sure your charity has appropriate and adequate insurance cover.		
Additional Standards			
4.7	Have written procedures to make sure that you comply with all relevant legal and regulatory requirements.		
4.8	Make sure there is a formal risk register that your board regularly reviews.		
4.9	Consider adopting additional good practice standards that are relevant to the particular work that your charity does.		

Principle 5: Working Effectively			
Standards		Actions TU Dublin takes to meet the standards	Evidence of TU Dublin's Actions
Core Standards for Working Effectively			
5.1	Identify charity trustees with the necessary skills to undertake: <ul style="list-style-type: none"> • Any designated roles set out in your governing document; and • Other roles as appropriate within the Board. 		
5.2	Hold regular board meetings. Give enough notice before meetings and provide prepared agendas.		
5.3	At a minimum, your board agenda should always include these items: <ul style="list-style-type: none"> • Reporting on activities; • Review of finances; and • Conflicts of interests and loyalties. 		
5.4	Make sure that your Charity Trustees have the facts to make informed decisions at board meetings and that these decisions are recorded accurately in the minutes.		

5.5	Consider introducing term limits for your charity trustees, with a suggested maximum of nine years in total.		
5.6	Recruit suitable new charity trustees as necessary and make sure they receive an induction.		
5.7	<p>Make sure all of your trustees understand:</p> <ul style="list-style-type: none"> • Their role as charity trustees; • The charity’s governing document; and • This Code. 		
5.8	Commit to resolving problems and emerging issues as quickly as possible and in the best interests of your charity.		
5.9	From time to time, review how your board operates and make any necessary improvements.		
Additional Standards			
5.10	Make sure you send out board packs with enough notice and include all relevant reports and explanatory papers tenable informed decision-making.		
5.11	Make sure that you have a Charity Trustee succession plan in place and consider how you can maximize diversity among your charity trustees.		
5.12	Put in place a comprehensive induction programme for new Charity Trustees.		
5.13	<p>Conduct a regular review that includes an assessment of:</p> <ul style="list-style-type: none"> • The effectiveness of your board as a whole, office holders and individual charity trustees; • Adherence to the board code of conduct; and • The structure, size, membership and terms of 		

	reference of any sub-committees.		
5.14	Do regular skills audits and provide appropriate training and development to charity trustees. If necessary, recruit to fill any competency gaps on the board of your charity.		

Principle 6: Being Accountable			
Standards		Actions TU Dublin takes to meet the standards	Evidence of TU Dublin's Actions
Core Standards for Being Accountable			
6.1	<p>Make sure that the name and Registered Charity Number (RCN) of your charity is displayed on all of your written materials, including your:</p> <ul style="list-style-type: none"> • Website; • Social media platforms; and • Email communications. 		
6.2	Identify your stakeholders and decide how you will communicate with them.		
6.3	<p>Decide if and how you will involve your stakeholders in your:</p> <ul style="list-style-type: none"> • Planning; • Decision-making; and • Review processes. 		
6.4	<p>Make sure you have a procedure for dealing with:</p> <ul style="list-style-type: none"> • Queries; • Comments; and • Complaints. 		

TU Dublin Charity of Governance

6.5	Follow the reporting requirements of all of your funders and donors, both public and private.		
Additional Standards			
6.6	Produce unabridged (full) financial accounts and make sure that these and your charity's annual report are widely available and easy for anyone to access.		
6.7	Make sure all the codes and standards of practice to which your charity subscribes are publicly stated.		
6.8	Regularly review any complaints your charity receives and act to improve organizational practice.		

APPENDIX 3: RESOURCES

CRA (Charities Regulator):
www.charitiesregulator.ie

Guidelines for Charity Trustees:
<https://www.charitiesregulator.ie/media/1078/guidance-for-charity-trustees-july-2017.pdf>

'What is a Charity?' guidance document:
<https://www.charitiesregulator.ie/media/1544/what-is-a-charity-rev-001.pdf>

Managing Conflicts of interest guidance:
<https://www.charitiesregulator.ie/media/1417/managing-conflicts-of-interest-may-2018.pdf>

'Guidelines for Charitable Organisations on Fundraising from the Public':
<https://www.charitiesregulator.ie/media/1265/guidance-for-fundraising-english.pdf>

'Internal Financial Controls Guidelines for Charities':
<https://www.charitiesregulator.ie/media/1081/financial-controls-guidelines-june-2017.pdf>

Guidelines for Charitable Organisations on Fundraising from the Public:
<https://www.charitiesregulator.ie/media/1265/guidance-for-fundraising-english.pdf>

Office of the Revenue Commissioners:
www.revenue.ie

Workplace Relations Commission:
www.workplacerelations.ie

Health and Safety Authority:
www.hsa.ie

Data Protection Commission:
www.dataprotection.ie