



Corporate Governance Manual
September 2024
Confidential

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1.0 Introduction

WIND ENERGY IRELAND (WEI) is committed to the promotion and education of wind energy issues and plays a leading role in the areas of conference organisation, lobbying and policy development on the island of Ireland. WEI is committed to promoting the use of wind energy in Ireland and beyond as an economically viable and environmentally sound alternative to thermal or nuclear generation.

Our primary purpose is to promote the use of wind power in Ireland. We act as a central point for information for our membership as well as a lobbying group to promote wind energy to government. We research and find solutions to current issues and generally act as the forum for the Irish wind industry.

WEI has an ambitious programme aligned to its mission and strategy and it has structured itself to enable it deliver on this programme and to maximise the benefit to its membership. It is committed to serving its membership and achieving its goals using best practice governance and by remaining true to its core values.

WEI has adopted and adheres to the following values:

Positive

“We have a positive approach, reflecting an openness to ideas and innovative solutions. We constructively engage with the community and are proud to lead Ireland in the transition to a low carbon energy system.”

Leadership

“We are recognised externally as a trusted industry authority. We demonstrate supportive leadership internally, instilling confidence and building capability.”

Respect

“We communicate with respect. We represent the organisation with professionalism and pride. In striving to meet membership needs, we respect communities, members and stakeholder perspectives.”

Safety

“We are passionate about the health, safety and wellbeing of the people with whom we work. “

Sustainability

“We promote a cleaner, greener environment and long-term energy security, sustainable jobs and rural development.”

Responsiveness

“We are accountable to our membership and mindful of their differing needs and we are open and transparent in all dealings with all members.”

WEI commits to staying true to these core values in all it does.

The Governance Manual sets out roles and responsibilities, governance processes and governance policies which underpin our absolute commitment to applying best practice governance in WEI.

2.0 Purpose of the Corporate Governance Manual (the “Manual”)

IWEA t/a WIND ENERGY IRELAND is a Company Limited by Guarantee and a membership body and thus while it is subject to the 2014 Companies Act, it does not come under the aegis of any mandatory governance code. Notwithstanding this, WEI is committed to applying the highest standards in terms of how it is governed and to that end, WEI has adopted the Governance Code for Community, Voluntary and Charity sector organisations (the “Governance Code” or “Code”) which is set out in the following section. The provisions and principles within this Manual are consistent with the provisions under the five principles of the Governance Code and with best practice governance for a membership body.

The purpose of this Manual is to provide a blueprint for how all levels of the organisation (being members, council and board) should work from a governance perspective and that all such levels within the organisation must align to, and comply with, all of the governance provisions within this Manual.

In the event of any assumed conflict or contradiction between this manual and the provisions as set out in the Articles of Association, the provisions and meaning as set out in the Articles of Association takes precedence.

This Manual will be formally reviewed by the Council on an annual basis, on the date of the anniversary of its adoption, and any revisions or additions then made, must be formally approved and adopted by the Council of WEI.

3.0 Code of Practice and Governing Principles

WEI has adopted the voluntary Governance Code for Community, Voluntary and Charity organisations (CVC) which is based on five key principles. WEI commits to abiding by these principles in all it does.

Principle 1: Ensuring effective leadership of the Association

- Adopt a Strategy which sets out the vision, mission and values
- Annual business plans and budgets with proactive monitoring of performance
- Structure, systems and processes which ensure accountability for achieving planned results

Principle 2: Exercising control over the Association

- Ensuring compliance with all relevant legal, regulatory and policy requirements
- Establish adequate internal controls, both financial and management
- Adopt a Risk Management Framework, identifying and managing all relevant types of risk

Principle 3: Being Transparent and Accountable

- Identify and engage effectively with all stakeholders
- Voluntary sharing and publication of full information about all relevant aspects of the Association
- Enable engagement of members in decision-making through appropriate processes

Principle 4: Working Effectively

- Ensure all Groupings / Committees / Officers / Individuals understand their role, duties and responsibilities
- Ensure top level in structure exercises collective responsibility in support of Association interests
- Ensure appropriate recruitment, development and retirement processes in place

Principle 5: Behaving with Integrity

- People at all levels and in all capacities acting with honesty, fairness and independence
- Disclosure of all conflicts of interest or loyalty, with a formal process for managing them
- Acting so as to protect and promote the Association's reputation

In the event that there is a breach of the Company's Code of Conduct, the process of an investigation is set out in Appendix E of this Manual.

While the Code is voluntary and self-assessed, the Board of WEI will arrange for an assessment against the five principles on an annual basis and a compliance statement will be issued on our website. WEI will arrange for an external assessment of compliance with the Code and with best practice governance in general, once every three years.

4.0 Governance Structure

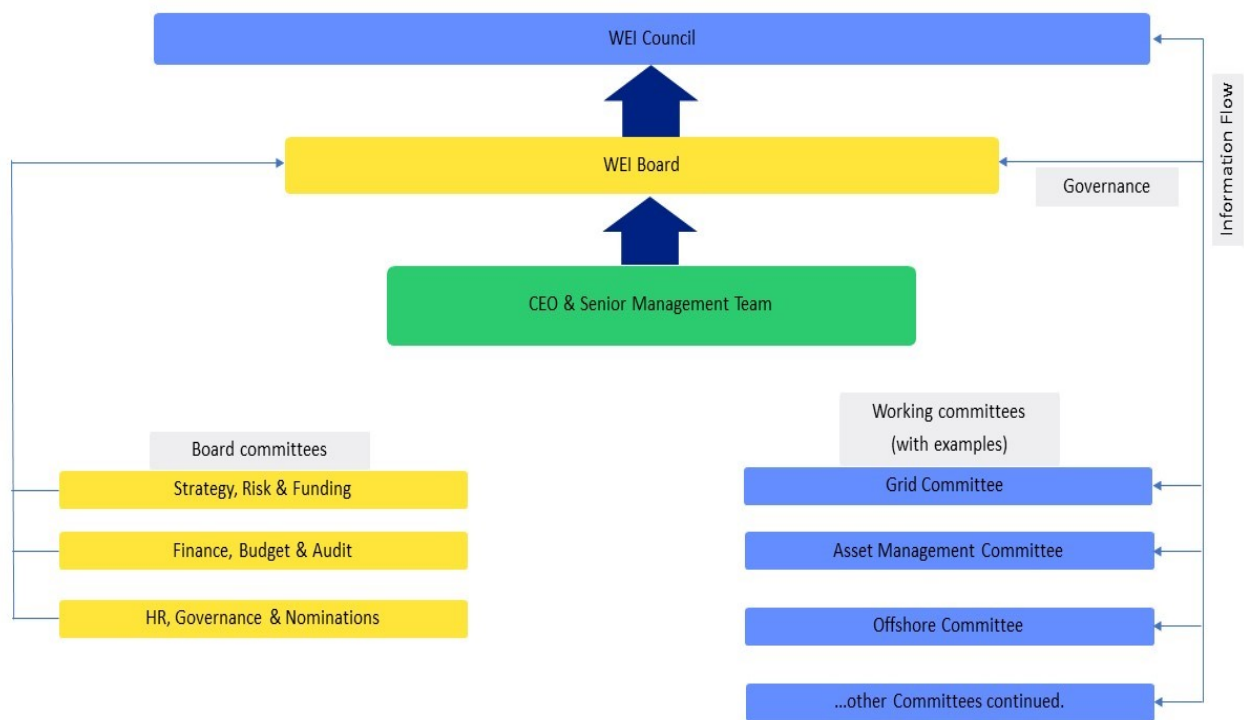


Figure 1.0 – Governance Structure

This list includes examples only as the Working Committees are likely to change as the requirements from membership change. Working Committees are created and dissolved by the Board

4.1 Board Structure

4.1.1 Board Composition

The election or re-election, as the case may be, of Directors (the “Election Meeting”) shall take place at a meeting of the Council to be held no later than 30 days after the general meeting for the election of Council members. The Directors shall be proposed and elected by members of the Council only. In the event of a tie in number of votes, lots will be cast to see which of the tied candidates is elected. The Board will consist of at least eight Directors who will come from WEI’s membership, with half from WEI’s Sustaining members and half from non-Sustaining members. Each member can have a maximum of one representative on the Board. Up to two additional Directors can be co-opted onto the Board, upon approval by Council, from either within or outside of WEI’s membership. The Board has a diversity policy which clearly outlines its position and objectives with regard to diversity. This policy will be fully adhered to in achieving and maintaining diversity on the Board.

4.1.2 Chairperson

The Chairperson of the Board is that person appointed by Council to Chair the WEI Council and Board.

4.1.3 Nomination Process

All WEI Board members must be formally nominated and appointed through Council. The nominations process will be managed by the Remuneration, Nominations and Governance Committee, who will present valid nominations to Council. Nominations of candidates for election as Directors must be received by the Secretary at least 14 days prior to the Election Meeting. Nomination of candidates shall be signed by at least two members of the Council proposing the candidate and accompanied by an intimation in writing signed by each candidate nominated that he or she is willing to serve as a Director. In the event that the nominated person is not a member of the Council, the nominated candidate shall have the nomination form signed by three existing Council members and one existing WEI Director, independent of the 3 Council members, endorsing him/her as a Director candidate, and s/he would also need to participate in a contested election. In the event that the successful person in the Director elections is not a member of the WEI Council, s/he can then be seconded onto the WEI Council for their three-year board term in a non-voting capacity.

4.1.4 Tenure

WEI Board members will have a tenure of three years, commencing on 1st January in the year after s/he is elected, and individuals may serve up to three tenures each. Members, both the Company & the individual, will serve two terms consecutively, and then take a gap of one year; and are then eligible to put him/herself forward to serve for a further tenure of three years only, , unless otherwise determined by Council. Term limits will not apply to co-opted members.

4.1.5 Termination

A Director can be removed during their term of office by an ordinary resolution at a general meeting of members. At least 28 days' notice must be given in relation to the resolution proposing to remove a Director.

It is important to note that the Director must be given the opportunity to speak at the meeting and must receive a copy of the notice of the resolution. The Director is also entitled to make representations in writing to WEI (through the Company Secretary) upon receipt of the notice.

4.2 Council Structure

4.2.1 Composition

Council is composed of members of WEI, with each Sustaining member entitled to 1 seat on Council, and with all other members of Council elected. Each member can have a maximum of 1 representative on Council. Up to 2 additional Council members can be co-opted onto the Council, upon approval by Council, from either within or outside of WEI's membership.

The composition of Council shall comprise of a 3:1 ratio with 3 Sustaining Council seats per each elected Non-Sustaining Council seat. The total number of Council members is therefore determined by the number of Sustaining members. If the number of Sustaining members changes during the year, then the number of Non-Sustaining seats on Council shall be rebalanced at the next AGM by ensuring the appropriate number of Non-Sustaining seats are made available for the annual election to realign with the 3:1 ratio. If the number of Sustaining members at that time is not equally divisible by 3, the total number of elected seats on Council will be determined via rounding.

In order to maintain annual Council elections via terms ending each year, it is guaranteed that 3 seats are made available for election each year for Non-Sustaining members until the 3:1 ratio has been achieved.

4.2.2 Nomination Structure

4.2.2.1 Council Member

The election of Council will take place at the Annual General Meeting (AGM) of the company aided by online voting which will open no earlier than 14 days in advance of the AGM, with the final results announced at the AGM itself. The newly appointed Council member shall take up their council seat on 1st January in the year after s/he is elected. Serving (elected) Council members that have completed their first tenure may present themselves for re-election. Nominations of candidates to the Council must be received by the Secretary not less than fourteen days nor more than twenty one days prior to the annual general meeting. Nominations for candidates shall be signed by at least two WEI members proposing the candidate and accompanied by an invitation in writing signed by each candidate nominated that he or she is willing to serve as a Council member. Members vote for 3 nominated candidates, which are equally weighted. In the event of a tie in number of votes, lots will be cast to see which of the tied candidates is elected.

A Council member may propose a person to be co-opted onto Council. Such proposal must be seconded by a different Council member and (if not done at the AGM) notified to all Council members at least 7 days prior to a meeting to discuss the matter.

Council shall have the power at any time and from time to time to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of Council but so that the total number of members of Council shall not at any time exceed the number fixed in section 4.2.1 of this governance manual.

4.2.2.2 Chairperson

The election for WEI Council chairperson will take place at a WEI Council meeting and will take place at least 2 months before expiry of the tenure of the existing chairperson. Voting is open to all members of the WEI Council who are in attendance at the meeting, or whom have voted in line with the voting procedure agreed by Council for the election, with one vote per Council Member.

Process:

- a) The Chairperson shall be proposed and elected by members of the WEI Council only.
- b) Nominations of candidates for election as Chairperson must be received by the Secretary at least 14 days prior to the Election Meeting.
- c) Candidate nominations shall be signed by at least two members of the Council proposing the candidate and accompanied by an intimation in writing signed by the candidate nominated that he or she is willing to serve as WEI Chairperson in accordance with the provisions of this Governance Manual while carrying out the agreed roles and responsibilities of Chairperson.
- d) Candidates must currently, or be eligible to, serve on the Board of WEI, as per the provisions of Section 4.1 of this document.
- e) At least ten days before the date appointed for the election meeting the list of candidates for election shall be sent to all persons entitled to attend and vote.
- f) Should more than one candidate emerge, each nominated candidate will be given 5 minutes at the election meeting to verbally address Council, and/or have a pre-recorded 5-minute video address circulated to members, outlining why they are prepared and of suitable experience to seek the role of WEI Council Chairperson.
- g) A ballot shall be held in secret among Council members to elect the new Chairperson from the circulated list of candidates and the Chairperson shall take office upon expiry or termination of the tenure of the outgoing Chairperson.
- h) In the event of a hung vote the current WEI Chairperson will cast a deciding final vote.
- i) Chairperson term is 3 years from appointment (which may require an extension of Board & Council term if appointed mid-term)

4.2.3 Tenure

Council members will have a tenure of 3 years. Elected individuals may serve up to two consecutive terms and then take a gap of one year; and are then eligible to put him/herself forward to serve for a further tenure of three years only, unless in exceptional circumstances as outlined in section 10.3. Organisations can serve unlimited terms on Council, so elected members can nominate a different individual for election if an individual has reached their three terms. It is recommended that permanent Council organisations (e.g., Sustaining members) rotate their representative on the Council every 3 years, but this is not a requirement. Term limits will not apply to co-opted members.

4.2.4 Rotation

Sustaining members may replace their Council members within the tenure period, if required. At the end of their first tenure, elected Council members may present themselves for re-election at the AGM, for a second term. A retiring Council member may be eligible for re-election, if he or she has not served the maximum of two terms and in exceptional circumstances (see section 10.3).

4.2.5 Termination

A Council member can be removed during their term of office by way of a properly convened extraordinary general meeting of the Company.

The Council member must be given the opportunity to speak at the meeting and must receive a copy of the notice of any resolution. The Council member is also entitled to make representations in writing to WEI (through the Company Secretary) upon receipt of the notice.

4.3 Committee Structure

4.3.1 Committee Structure

The Board can delegate powers to Board Committees and/or Working Committees. A Board Committee must have at least one Board Member and deals with the internal workings of WEI as an organisation including for example, corporate governance matters. A Working Committee deals with external, typically policy related, issues for WEI and its members.

4.3.2 Committee Set-up

Committees, whether Board Committees or Working Committees, are set up at the discretion of the Board and each Committee must operate to a standard Terms of Reference schedule in line with those included in this document (Appendix A), and the Terms of Reference must be formally approved and adopted by the Board.

4.3.2 Delegation of Power

The Board may delegate Board powers to any Committee and such powers must be formally set out in the Terms of Reference of the Committee.

4.3.3 Committee Chair Appointment

The Board will formally appoint Committee Chairs. While Committees themselves may nominate persons for position of Chair the formal appointment of each Committee Chair is a decision for the Board and all appointments will be formally recorded in the Board minutes for the meeting at which the appointment of Committee Chair was made.

4.3.4 Tenure

Committee Chairs will have a tenure of 3 years, or, in the case of Board members, at the end of their tenure as Director, whichever is the sooner.

4.3.5 Termination

Committee Chairs or Committee members may have their appointments or Committee memberships terminated at the discretion of the Board. Any such terminations must be formally decided by the Board and formally recorded in the minutes of the respective Board meeting.

4.3.6 Board Committee Members

A Board Committee must contain at least one Board member in its composition since it is delegated powers reserved for the Board. All Board Committee member appointments must be approved by the Board.

4.3.7 Working Committee Members

Only WEI members can join the Working Committees. Each member of WEI can nominate one person to a Working Committee upon approval by the Committee Chair. A short bio/CV is submitted to the Chair of the Committee by the nominee outlining how he/she can contribute to the work of the Committee. If approved by the Board, the nominee will be invited to join the Committee and provided with the minutes from the three previous Working Committee meetings.

4.3.8 Working Groups

The Chair of a Committee can create a Working Group to carry out a specific task on behalf of the Committee, as long as it is aligned to and consistent with the Committee's Terms of Reference and WEI's Strategic Plan. Upon doing so, the Chair of the Committee must nominate a member of the Committee to Chair the new Working Group. The Chair of the Working Group must approve any new members for the Working Group. A short bio/CV is submitted to the Chair of the Working Group by the nominee outlining how he/she can contribute to the specific task of the Working Group. WEI members can have more than one representative on a Working Group and members of the Working Group can include individuals from outside of WEI's membership.

5.0 Role of Council

Council members are required to devote their time at WEI Council meetings and events to problems of national wind energy policy and act as ambassadors for the Irish wind sector. Council members are required to consistently consider the existing and future development of the wind and renewables sector in Ireland and ensure that the focus of the discussion remains to the benefit of wider industry and not individual projects or companies. Council members must always act in the broad interest of progressing WEI's adopted strategy and policy and will not use their position to advance their own private interests or those of connected parties.

Council members are also required to support the WEI Board and executive¹ in the delivery of WEI operational and strategic objectives for the organisation. Each council member, can make and second motions, participate in discussions, and vote on every matter before the Council.

The following functions are the responsibility and authority of Council:

- The Council is the governing body for all policy decisions relating to the wind and associated industry in Ireland. The Council sets and approves all major policy positions, engagement strategies and lobbying activities;
- Council shall approve annual Subscription rates and entitlements for all classes of Member;
- Council is responsible for electing the Directors of the Company;
- Council is responsible for electing the Chair of the Board/and the Chair of the Council of WEI;
- Council shall approve WEI's Strategic Plan;
- Council must approve any change or dilution of its function against that set out in this Governance Manual;
- Council shall monitor the information flow and output of working committees to ensure it aligns to the objectives of WEI's strategic Plan.

¹ The WEI executive includes all of the staff employed by WEI.

6.0 Role of the Board

The authority and responsibility for the transaction of the business of WEI and for its management is vested with the Board, and who, may exercise all powers and do all acts in furtherance of the objectives for which WEI is established.

6.1 Role

The Board is the governing body of WEI and it is accountable for monitoring and overseeing the activities and performance of WEI and its management. It is accountable to members through the Council, and the Board, as a collective and as individual Directors, are accountable for ensuring that WEI complies with all relevant statutes of the State, including company law.

6.2 Responsibilities

As the principal governing body of WEI, the Board has specific responsibilities and obligations, set out as follows:

- to act as trustee for and be the guardian of, the interests of members of WEI;
- to ensure that WEI carries out its statutory responsibilities as set out in statute by the State;
- to provide leadership, vision and direction for WEI;
- to ensure effective management by the executive and to monitor the performance and achievements by management against the operational and strategic objectives of WEI;
- to set strategic and performance targets, including key financial targets, for management;
- to agree and approve the annual budget;
- to ensure proper books of account are kept;
- Applications for membership shall be considered by the Board in accordance with the nominations procedures set out in this document.
- to appoint a chief executive officer, a secretariat and any other officers as required from time to time. Their annual remuneration and terms of employment will be agreed by the Board from time to time;

- to appoint a company secretary, authorise the use of the Company seal and convene extraordinary general meetings;
- to ensure that WEI as an organisation acts responsibly and ethically and remains true to its core values in all it does;
- to ensure that WEI remains relevant and upholds a position of key influence within the sector, by ensuring that WEI engages constructively and proactively with stakeholders and policy makers;
- to deliver the mission of WEI, follow the strategic goals set by Council and develop the strategies required to deliver these goals;
- to delegate any of its powers to sub-committees of the Board and decommission committees as it sees fit;
- to manage the affairs of all committees and ensure that they are performing their functions in accordance with the provisions of their Terms of Reference. The Board shall appoint the chairs of all committees;
- to investigate, suspend or expel any member or officer who has breached the provisions of the Code of Conduct policy of WEI;
- to report to Council openly and transparently, at least twice each year, providing an update on the activities and performance of WEI against its strategic objectives.

6.3 Remuneration

Directors are not entitled to remuneration. Travel costs, out of pocket costs and expenses may be retrieved once vouched and submitted in compliance with the travel, cost reimbursement and subsistence policies of WEI.

6.4 Strategy

The Board will ensure that WEI has an appropriate strategic plan for both WEI as an organisation and for the sector as a whole, which both supports and is aligned to the mission of the organisation. The Board is responsible for:

- the development of a 3-year strategic plan through direction of Council
- ensuring the plan sets out the vision and goals of the organisation for the lifetime of the plan

- ensuring the plan is supported by a SMART set of objectives which are specific, measurable, attainable, realistic and timely
- costing the plan and supporting management in obtaining the required resources
- approval of the plan and recommendation to Council for adoption
- ongoing monitoring of implementation of the plan by management and reporting half yearly to Council on progress, through the agreed forum

6.5 Business Plans and Budgets

WEI's business plans and budgets will be aligned to the strategic plan and the Board will approve the annual business plan and budget of WEI for the forthcoming year, before the end of October of the preceding year. Any resource shortfalls requiring an increase in membership contributions must be brought to the attention of Council.

6.6 Schedule of Matters Reserved

The Board will maintain a schedule of matters reserved for decision by Board and the agenda and order of business will reflect the matters that fall under the remit for decision by the Board per this schedule.

6.7 Executive Management

The Board has a responsibility to promote the capacity of WEI, including the capability of its leadership and staff. The Board must hold the CEO and senior management to account for the effective performance of their roles and responsibilities.

6.8 Scheme of Delegation

The Board will maintain a scheme of delegation which lists the functions and powers that have been delegated to the CEO and Management Team.

6.9 Work Plan

The Board will agree and maintain an annual work plan setting out the meeting dates, times and key areas of focus for individual meetings for the forthcoming year. Sub-Committees of the Board will also set out a plan and schedule for its programme for the forthcoming year, which will feed directly into the Board's work plan. The plan will help the Board apply focus and that it is meeting all of its functions, while it will aid the CEO and management in preparing for its reporting obligations. The work plan should be agreed and approved by the Board before the end of December of the preceding year.

6.10 Reservation of Polices for Board approval

The following policies should be reviewed annually and require formal Board approval before they are adopted.

- Code of Conduct for Board and Council members
- Code of Conduct for staff (within Staff Handbook)
- Disclosure of Interest Policy
- Conflict of Interest Policy
- Confidential Disclosures Policy
- Delegation of authority and thresholds for financial approval / signoff

6.11 Board Committees

The following Board committees are delegated authority by the Board to carry out specific functions on its behalf, as set out in that Committee's Terms of Reference.

- Remuneration, Nominations and Governance Committee
- Strategy Committee
- Audit & Risk Committee

Board Committees may be set up or stood down at the behest of the Board. All committees must maintain a Terms of Reference which is designed from the template approved by the Board and Terms of Reference must be reviewed on an annual basis. Any new, or revised Terms of Reference, for a Board Committee must be formally approved by the Board.

All long-term and temporary working committees must work to a Terms of Reference approved by the Board.

The Board must formally appoint the Chairs of all committees.

6.12 Performance Reports

Reports outlining budget performance, policy development and strategic risk will be presented to each Board meeting. Performance reports will be aligned to the strategic objectives of WEI.

6.13 Internal Control

The Board of WEI is responsible for ensuring that effective systems of control, covering financial, operational and risk management, are in place and implemented within WEI. Systems of internal control are to be reviewed by the Board annually. When deemed necessary, the Board has the authority to seek external expertise to independently assess the effectiveness of the organisation's systems of internal control.

6.14 Ethics

The Board has a major role in setting the ethical policy and tone of WEI. To ensure that WEI pursues and complies with the highest standards in ethical behaviour and governance practice, the following policies and procedures are in place to support this end:

- Code of Conduct for Board and Council members
- Code of Conduct for Staff (within Staff Handbook)
- Conflict of Interest Policy
- Disclosure of Interests Policy
- Confidential Reporting Policy

7.0 Role of Individual Board Members

7.1 Companies Act 2014:

The Board of WEI have duties under the Companies Act, 2014 and related law, and it is the responsibility of each Board member to act in conformity with applicable provisions.

A Board member, as a company director, shall comply with the notification requirement to the Registrar of Companies upon becoming a Board member with a signed statement in the following terms:

"I acknowledge that, as a director, I have legal duties and obligations imposed by the Companies Act, other statutes and common law".

Part 5 of the Companies Act 2014 consolidates the duties and responsibilities of directors in one unified code for clarity and transparency. The Companies Act, 2014 applies to all company directors, incorporated under the provisions of the Companies Act, 2014 or under any former company law enactment including those directors that have been formally appointed and to de facto directors.

Under The Companies Act 2014, section 228, the statement of principal fiduciary duties of directors states: A director of a company shall—

- (a) act in good faith in what the director considers to be the interests of the company;
- (b) act honestly and responsibly in relation to the conduct of the affairs of the company;
- (c) act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law;
- (d) not use the company's property, information or opportunities for his or her own or anyone else's benefit unless—
 - this is expressly permitted by the company's constitution; or
 - the use has been approved by a resolution of the company in general meeting;
- (e) not agree to restrict the director's power to exercise an independent judgment unless—
 - this is expressly permitted by the company's constitution;

- the case concerned falls within, Companies Act 2014, section 228, subsection (2); or
- the director's agreeing to such has been approved by a resolution of the company in general meeting;

(f) avoid any conflict between the director's duties to the company and the director's other (including personal) interests unless the director is released from his or her duty to the company in relation to the matter concerned, whether in accordance with provisions of the company's constitution in that behalf or by a resolution of it in general meeting;

(g) exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both—

- the knowledge and experience that may reasonably be expected of a person in the same position as the director; and
- the knowledge and experience which the director has; and

(h) in addition to the duty under section 224 (duty to have regard to the interests of its employees in general), have regard to the interests of its members.

7.2 Non-compliance:

If a Board member/Director finds evidence that there is non-compliance with any statutory obligations that apply to WEI, he/she should immediately bring this to the attention of their fellow Board members/Directors with a view to having the matter rectified.

7.3 Letter of Appointment:

A formal standard letter of appointment should be issued to new Board members. The letter of appointment should include the following:

- role of the Board and that of a Board member;
- the Board's terms of reference;
- duration of appointment and renewal provisions;
- support and training to be provided;
- the time commitment involved;

- details on the induction process;
- rules on travel and expenses
- conflict of interest rules;
- termination arrangements; and
- rules on confidentiality.

8.0 Role of the Chairperson of the Board and Council

8.1 The WEI Chairperson, as Chair of the Board will:

- Coordinate dates and times of WEI Board meetings with the CEO
- In consultation with the CEO, confirm an agenda for each meeting
- Officiate and conduct WEI Board meetings and guide the Board through the agenda items
- Ensure meetings are called and held in accordance with the Board's mandate and terms of reference as set out in this document.
- Provide leadership & ensure WEI Board members are aware of their obligations and that the Board complies with its responsibilities
- Ensure there is sufficient time during meetings to fully discuss all agenda items
- Ensure that discussion on agenda items is on topic, productive and professional and that there is a balance in respect of participation and contributions from Board members.
- Ensure minutes are complete and accurate, and reviewed and signed off at the next meeting
- Support the WEI executive in the delivery of WEI's operational and strategy objectives and performance.

8.2 The WEI Chairperson, as Chair of Council will:

Coordinate dates and times of WEI Council meetings with the WEI executive

- In consultation with the WEI executive, confirm an agenda for each meeting
- Officiate and conduct WEI Council meetings and guide the WEI Council through the agenda items
- Ensure meetings are called and held in accordance with the WEI mandate and terms of reference
- Provide leadership & ensure WEI Council members are aware of their obligations and that Council complies with its responsibilities
- Ensure there is sufficient time during the meeting to fully discuss agenda items
- Ensure that discussion on agenda items is on topic, productive and professional
- Ensure minutes are complete and accurate, retained, included and reviewed at the next meeting

- Support the WEI executive in the delivery of WEI operational and strategy delivery.
- Attend stakeholder meetings on behalf of WEI as required and represent WEI Council views on policy.
- On direction from WEI Council, act as WEI spokesperson on agreed messages, where required.

8.3 Statutory Responsibilities / Powers

The fundamental duties of the Chairperson under the Companies Act 2014 are listed below:

- Section 160 of the Act introduces the position of Chairperson in the context of meetings of directors and committees;
- Section 161(6) deals with board meetings by phone with the meeting deemed to have taken place according to where the chairperson is unless where the largest group of those participating in the meeting has assembled.
- Section 187 introduces the Chairperson to general meetings of companies, addressing how the Chairperson is to be appointed, his or her power to adjourn and casting vote.
- Section 185 deals with the representation of bodies corporate at general meetings of companies and gives the Chairperson a power to require production of evidence of representative's authority.
- Section 188 deals with the votes of members at general meetings, whether on a show of hands or on a poll, the right to rule on any objection as to the entitlement to vote.
- Section 189 deals with the Chairperson's role with respect to a poll.
- Section 199 provides for the Chairperson's role in relation to minutes of general meetings of shareholders.

9.0 Board Secretariat

9.1 Board Secretary

The Board and Council of WEI should be supported by a Secretariat function and the Board has a duty to ensure that the person appointed as Secretary has the skills necessary to discharge their statutory and legal duties and such other duties as may be delegated by the Board. Both the appointment and removal of the Secretary of the Board should be a matter for the Board as a whole.

The functions of the Secretary role are:

- keeping minutes of the Board, Council, Board Sub-committee (where applicable) and general meetings on behalf of the Directors / Council;
- Coordinating and circulating information packs to Council members and Board members ahead of meetings.
- keeping, and making available for inspection, the company's registers on behalf of the directors, including, *inter alia*, the:
 - register of members;
 - register of directors and secretaries
 - register of directors' interests
 - register of Director / Council member Appointment Letters
- communicating with members, for example notifying the members of meetings of WEI, details of proposed resolutions to be considered at meetings, circulating them with copies of the annual financial statements etc.;
- providing the directors with administrative support;
- ensuring that the Board's decisions are properly communicated;
- maintaining and circulating an induction pack for new Board members and Council members and arranging induction programme where applicable.
- Supporting Directors in their development and training needs

The Board may decide to split the Secretariat function between a role supporting the Board / Council and a role supporting Sub-committees. The Secretary to the Board should not be appended to an existing role that has an executive reporting function to the Board or Council.

The Secretary of the Board should report to the Chairperson of the Board of WEI on all Board governance matters and should assist the Chairperson in ensuring relevant information is made available to the Board and its committees.

9.2 Company Secretary

WEI must also have a Company Secretary, that may or may not be combined with the Board Secretary role. The Company Secretary is required under Company Law and is required to carry out the duties set out below.

Duties of Company Secretary

The duties of the secretary of a company shall, without derogating from the secretary's statutory and other legal duties, be such duties as are delegated to the secretary, from time to time, by the Board of WEI. These duties include:

- signing the annual return (which is also required to be signed by a director of the company).
- certifying that the financial statements attached to the annual return are true copies of the originals;
- making out the statement of affairs in a winding up or receivership;
- signing the relevant application form including a "statement of compliance", to re-register a company as a different type of company, for example converting from company limited by guarantee into a private limited company;
- as an officer of the company, is under an indirect duty to comply with the company's obligations under the Companies Act. The company secretary is in default where he or she authorises or permits a default to take place in breach of his or her duty as a secretary.

The directors of WEI, in their appointment of a secretary, have a duty to ensure that the person appointed has the skills necessary so as to enable him or her maintain (or procure the maintenance of) the records (other than accounting records) required to be kept under the Companies Act 2014 in relation to the company. The cases to which this applies includes the case of an appointment of one of the directors of the company as secretary.

The consent form (to be filed with the Companies Office) in respect of the Company Secretary shall include a statement by the secretary (immediately above the signature of the secretary on the consent) in the following terms:

"I acknowledge that, as a secretary, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law."

10.0 Board Effectiveness

10.1 Skills and Knowledge

Board members should have the requisite skills and knowledge required, and updated as necessary, to enable the Board and Committees (to which it has delegated any of its reserved powers) carry out their role effectively. The Board should identify any gaps in skills and knowledge by way of its annual self-evaluation assessment and have an action plan for addressing any gaps identified, either through future appointments, or through upskilling of existing Board members.

10.2 Diversity

Appointment to the Board and to Council should be made against objective criteria with due regard for the benefits of diversity within representation of both bodies. The board through the Remuneration, Governance and Nominations Committee should maintain a focus on representation on the Board and Council, on which either women or men are significantly under-represented, and through the Chairperson the Board should bring a proposal for addressing the issue to the attention of Council.

10.3 Terms of Appointment

Consistent with best practice and per the rules set out in this Governance Manual, it is recommended that no Council member, or Board member should exceed the limitation of their terms of service, unless an exception is made for retaining a member in an ex-officio / expert member capacity. In such exception cases, the majority of Council members must agree to a retention beyond the normal term limit, which will be an extension of 3 years as standard, unless otherwise determined by Council.

10.4 Performance Review

The Board should undertake an annual self-evaluation assessment of its own performance and that of its Committees. The evaluation should be proportionate to an organisation of WEI's size and be aligned to the principles of the Governance Code adopted by WEI.

Following the evaluation, the Board and its Committees should set out an action plan for addressing any weaknesses or issues raised. An independent evaluation covering the performance of the Board and the Council should be conducted once every 3 years, in line with best practice.

10.5 Statement of Board Operation

The Board should provide an annual statement of Board operation to the Council, including what types of decision have been made by the Board, any non-compliance with the governance provisions within this manual (and including the Governance Code) relating to the Board and its operation, and a summary of Board attendance for the calendar year.

10.6 Appointment of CEO as Chairperson

The CEO should not go on to be the Chairperson of WEI.

11.0 Role of the CEO

The CEO's role is to:

- administer, manage and control the day to day business of WEI and perform such other functions as is set out in writing and which may be delegated to him or her by the Board, by way of scheme of delegation.
- supply the Board with information (including financial information) relating to the performance of the CEO's functions as the Board may require. In delivering his or her role, the CEO must:
 - ensure effective systems (of internal and financial control), procedures and practices are in place to carry out the functions and for evaluating the effectiveness of WEI's operations
 - establish a unified management structure to manage the work of WEI
 - agree individual plans with performance targets for the management team, monitoring their performance and holding them accountable
- comply with all aspects of this Governance Manual and the Governance Code
- act in good faith and in the best interests of WEI at all times.
- ensure economy and efficiency in the use of resources.

12.0 Induction & Board Training

12.1 Induction

On the appointment of new Board members, the Secretary of the Board should provide the new member with the following documents:

- a copy of the Governance Manual;
- a schedule detailing the composition of all Board committees and their terms of reference;
- a copy of all Board packs for the prior 12 months
- a copy of all Council packs for the prior 12 months
- a copy of all Board Committee packs for the prior 12 months
- a copy of the Strategic Plan

The Secretary should arrange a session with the CEO, to allow the CEO introduce the Board member to staff and to explain the day to day workings of WEI.

12.2 Board Training

The Board should carry out a training needs assessment for Board and Board Committee members on an annual basis, to ensure the Board is equipped with the level of competency and training required to carry out its role effectively. This assessment should be done as part of the annual performance review, where competency gaps should be identified.

The Secretary should, in consultation with the CEO, plan and schedule the required training, to meet the requirements identified by the Board. Provision for this training should be considered during the annual budget process.

13.0 Division of Responsibilities

13.1 Separation of Roles

The role of the Chairperson and the CEO will be kept separate at all times and shall not be occupied by the same person contemporaneously.

13.2 Division of Responsibilities between Chairperson and the CEO

The roles of Chairman and Chief Executive Officer are split. There is a clear division of responsibility between the Chairman and the Chief Executive Officer. The Chief Executive Officer is responsible for day-to-day management of WEI including implementing the strategy adopted by Council and reporting on the performance of WEI. He or she is accountable to the Board as Chief Executive Officer for all authority delegated to executive management. The Chairman is responsible for leading the Board, Council and ensuring their effectiveness in all aspects of their respective roles.

Reporting Lines	
Chairperson <ul style="list-style-type: none"> The Chairman reports to the Board and to Council 	CEO <ul style="list-style-type: none"> The Chief Executive Officer reports to the Chairperson (acting on behalf of the Board) and to the Board directly and to Council on matters relating to the Council
Key Responsibilities	
Chairperson <ul style="list-style-type: none"> The Chairman's principal responsibility is the effective running of the Board and Council The Chairperson is responsible for ensuring that the Board and Council as a whole plays a full and constructive part in the development and implementation oversight of WEI's strategy The Chairperson is the guardian of the Board's decision-making processes and the decision making processes of Council 	CEO <ul style="list-style-type: none"> The CEO's principal responsibility is running the WEI organisation The CEO is responsible for proposing and developing WEI's strategy in consultation with the Chairman, the Board and Council, and for implementing the strategy adopted by Council The CEO is responsible, with the executive team, for implementing the decisions of the Board and its Committees.

Other Responsibilities	
<p>Chairperson</p> <ul style="list-style-type: none"> • Running the Board / Council and setting the agenda for meetings of each • Ensuring that Board and Council agendas take full account of the important issues facing WEI and the concerns of all Board members. There should be an emphasis on strategic, rather than routine, issues. • Ensuring that the Board receives accurate, timely and clear information on WEI's performance, the issues, challenges and opportunities for WEI and matters reserved to it for decision • Ensuring that Council receives accurate, timely and clear information on matters reserved to it for decision 	<p>CEO</p> <ul style="list-style-type: none"> • Providing input to the Board's agenda and the agenda for Council • Ensuring that he/she maintains a dialogue with the Chairperson on the important and strategic issues facing WEI, and proposing Board and Council agendas to the Chairperson which reflect these. • Ensuring that the executive team gives appropriate priority to providing reports to the Board, its Committees and Council which contain accurate, timely and clear information.

14.0 Schedule of Matters Reserved for Decision by Council

Matters for Decision of the Council: Council will hold at least one governance meeting per annum. The following schedule lists those matters which are reserved for decision by Council:

- key policy decisions / contentious decisions (Council to engage as required);
- appointments to the Board of WEI;
- any amendments to the Governance Framework or Constitution of WEI – for onward presentation to members for consideration / vote;
- any amendments to the powers delegated to the Board;
- approval of WEI Strategic Plan;
- any change in the subscription fees for members, classes of membership and entitlements for all classes of Membership.

The Council will reserve a period of private time at meetings where members of the Executive team are not present.

15.0 Schedule of Matters reserved for Decision by the Board

Matters for Decision of the Board: The Board will meet sufficiently regularly and the following schedule lists those matters which are reserved for decision by the Board to ensure that the direction and oversight of WEI is under its control.

- all acquisitions, disposals and retirement of assets where the acquisition or disposal, or book value of the asset is above €10K
- all major investments in research and any commitment or contract for capital projects where the spend exceeds €10K;
- any borrowings acquired by WEI;
- delegated authority levels and risk management policies;
- approval of terms of all major contracts with a value exceeding €10K;
- determination of senior management remuneration;
- assurances of compliance with all statutory obligations;
- approval of annual budgets;
- approval of annual reports and financial statements;
- adoption or amendment of any corporate policies;
- adoption or amendment of any significant sectoral policies;
- appointment, remuneration and assessment of the performance of, and succession planning for, the CEO and
- any initiation or amendments to the pension benefits of the CEO and staff.

The Board will reserve a period of private time at meetings where members of the Executive team are not present.

16.0 Meetings

16.1 Board

16.1.1 Meeting frequency

The Board will meet a minimum of 6 times per annum. Each meeting should last for circa. 2 to 3 hours.

16.1.2 Meeting Dates and Times

The Board will meet on dates and times that are convenient for all Board members. The Board will agree its schedule of meetings for each calendar year by the end of the prior year. A copy of the meeting schedule will be sent to all Directors by the Board Secretary.

16.1.3 Agenda

The Agenda for each meeting will be agreed between the Chairperson and the CEO. A copy of the Agenda will be circulated to Directors together with the Board pack. Standing items on each Agenda will include:

- Quorum
- Disclosure of Conflicts of Interest
- Minutes of prior meeting
- Items for decision by the Board
- Risk
- CEO Report

The Chair must ensure that adequate time is given to all agenda items and that constructive participation and discussion is given to each item.

16.1.4 Chairing of Meetings

Meetings will be chaired by the Chairperson of the Board of WEI. In the event of the absence of the Chairperson, other Directors at the meeting will select a Director to Chair that particular meeting. The selected Chair of the meeting will assume all the responsibilities of the Chairperson in presiding over the meeting and will hold the casting vote in the case of a tie in the voting for any decisions being taken at that meeting.

16.1.5 Quorum

The Chair will determine at the outset of the meeting whether a quorum is present. A quorum is met when a simple majority of existing (voting) Board members are present at the meeting (either in person or remotely). A quorum is required to validate and give authority to any decisions taken at the meeting. The minutes of the meeting must record whether a quorum was present or not.

16.1.6 Minutes

The Secretary of the Board will record the minutes of each Board meeting (or arrange for someone else to do so). If a Board Secretary has not been appointed, the Chairperson will make arrangements for the recording of the minutes.

The minutes will be an accurate record of the meeting, including:

- Attendance and quorum
- Directors attending, apologies, and confirmation of a quorum.
- If a Director leaves the room during the meeting (e.g. due to a conflict of interest), the time and agenda item(s), or part thereof, for which he or she is absent and confirmation that a quorum remains.
- Management and any Non-directors attending and the times and agenda item(s), or part thereof, for which they are present.
- The time each agenda item commences and finishes.
- Information on standing items
- A record of each Board Decisions, a record of who tabled the motion/proposal at the meeting and who seconded. A brief note of key factors material to the board's decision and, if requested, to a dissenting vote (avoiding details of 'who said what').
- Action items (if any) flowing from the decision, who is responsible for completing each action, and any relevant timelines.

An initial draft of the minutes will be sent to the chair for review, As soon as practical after the draft minutes are approved by the Chair they will be sent to the other directors for review, within two weeks after the meeting.

The minutes will be endorsed by the Board, with any necessary amendments, at the next Board meeting.

The Chairperson (or stand-in) will sign the endorsed minutes on behalf of the Board.

16.2 Council

The Council will meet a minimum of 2 times per annum. Otherwise, the same procedures for meetings outlined in Section 16.1, will apply to Council meetings.

17.0 Decision Making Procedure

17.1 Decision Making Hierarchy

Council is the ultimate ranking decision-making body of WEI. Any contentious decisions, as defined below for the Board, Committees, and Working Groups which cannot be resolved in these fora, will ultimately be reserved for the Council to decide upon.

17.2 Council

Council is collectively accountable for its decisions. Each member of Council will have the opportunity to participate actively in each decision. As part of its duty to exercise due care, diligence and skill, prior to making a decision Council will:

- ascertain all relevant information;
- objectively consider all relevant facts and criteria
- consider all relevant options; and
- understand the full implications of its proposed decision.

There will be an appropriate opportunity for members of Council to ask questions, express ideas, and offer opinions. Council members will treat one another with respect and courtesy during this process.

If a Council member is unable to vote on a particular issue (e.g. they had to recuse themselves and leave the room due to a conflict of interest), the Chair will check that a quorum still exists before Council proceeds with making a decision.

Only Council members who attend the meeting, in person or remotely, are part of the quorum. Where appropriate, an online poll may be used to facilitate remote voting. A minimum window of at least 24 hours will be offered to Council members to provide a response and the same rules for a quorum will apply.

17.2.1 Formal voting

Each decision will be made by formal vote.

A decision is determined by the majority of votes of members who are present or voting remotely, and voting on the question.

In the event of a deadlock, the Chair, or other member who is presiding at the meeting as Chair, has a casting (i.e. second) vote.

17.3 Board

The Board is collectively accountable for its decisions. Each director will have the opportunity to participate actively in each decision. As part of its duty to exercise due care, diligence and skill, prior to making a decision the board will:

- ascertain all relevant information;
- objectively consider all relevant facts and criteria
- consider all relevant options; and
- understand the full implications (strategic, financial, impact on the membership, community, etc.) of its proposed decision.

There will be an appropriate opportunity for all directors to ask questions, express ideas, and offer opinions. Directors will treat one another with respect and courtesy during this process.

If a director is unable to vote on a particular issue (e.g. they had to recuse themselves and leave the room due to a conflict of interest), the Chair will check that a quorum still exists before the board proceeds with making a decision.

Only directors who attend the meeting, in person or remotely, are part of the quorum.

17.3.1 Formal voting

Whilst it is vital for directors to consult together as a team, due diligence requires that each director decide individually whether to agree with, or dissent from, a proposed decision, and make their choice known. This is a key responsibility for each director, regardless of whether it results in a consensus vote.

Each decision will be made by formal vote.

A decision is determined by the majority of votes of members who are present and voting on the question.

In the event of a deadlock, the chair, or other member who is presiding at the meeting as Chair, has a casting (i.e. second) vote.

If the Board decides it cannot or will not decide a matter, or there is a tied vote and the Chairperson opts not to use his/her casting vote, then the matter will revert to Council for consideration.

17.4 Committees

Decision-making in the Committees will be based on a majority vote, where a vote is taken. Members of Board Committees whom are not in attendance at a meeting, either in person or by teleconference, are not allowed to vote. Working Committees may allow remote or online voting, once the voting procedure has been agreed by the Working Committee.

Where Committees decide the matter cannot or should not be decided by them, the Committee will revert the matter to the Board.

17.5 Working Groups

The Working Groups carry out a specific task on behalf of a Committee and therefore they do not have the authority to make a decision on behalf of WEI. If a decision arises, then the Working Group must report to its parent Committee to see if there is consensus on a position taken.

18.0 Internal Controls

The Board should ensure that there are effective arrangements in place in WEI for governance, risk management and internal control. The Board should be supported by an Audit and Risk Committee;

The Audit & Risk Committee should have responsibilities regarding:

- risk management;
- internal control;
- internal audit;
- external audit; and
- reviewing its own effectiveness.

The Committee will ensure that a balance is struck during Audit and Risk Committee meetings between governance, risk management, internal control, and financial reporting items.

The Board, as part of its annual report and update to Council, for each calendar year, will include a statement in this report on the effectiveness of existing internal controls, financial controls and risk management in operation within WEI.

It will at the discretion of the Audit & Risk Committee, if and when it deems it beneficial, to contract an independent internal audit function, to conduct independent audits of the existing internal controls and systems in operation within WEI. In the event of the contracting of an Internal Audit function, this function will remain independent of management and report directly to the Audit & Risk Committee.

The Board must approve and adopt an Internal Audit Charter, consistent with the principles of the Institute of Internal Auditors, prior to the contract and appointment of any Internal Auditors.

Appendix A Example of Terms of Reference for Committees

Remuneration, Governance & Nominations Committee – Terms of Reference

Name of Committee: Remuneration, Governance & Nominations Committee

1.0 Introduction:

The Remuneration, Governance & Nominations Committee is a Sub-Committee of the Board set up on [relevant date].

2.0 Role & Purpose:

The role of the Remuneration, Governance & Nominations Committee is to advise the Board on matters relating to a) the organisation's human resource, performance management and remuneration b) governance policy and assessment and c) the nomination, recruitment, induction and training of new members."

3.0 Responsibilities:

- Determine and agree with the Board a framework or policy for the remuneration of the CEO and Senior Staff and a process for conducting an annual performance review of the CEO's role. Review the ongoing appropriateness and relevance of this framework / policy.
- Make recommendations in relation to the remuneration of the CEO and Senior Management for consideration by the Board.
- Conduct an annual performance review of the role of the CEO and report to the Board on the outcome together with any recommendations for consideration.
- Agree the policy for authorising claims for expenses by the CEO and by Board and Committee members.
- Ensure that valid employment contracts are in place for the CEO and Senior members of staff.
- Consider and agree with the Board a process for succession planning for the position of CEO including the development of internal candidates.

- Determine and agree with the Board the nomination process, aligned to recruitment and rotation policy, for the recruitment of new Board, Council and Committee members.
- Ensure rotation policies and tenures for the Board and Council are fully adhered to and report accordingly to the Board.
- Develop an induction process for new Board, Committee and Council members
- Issue Letters of appointment, on behalf of the Board, to all new Board, Council and Committee members.
- Conduct an annual competency and skills audit of Board members and maintain a competency and skills schedule (actual and required), to be utilised during the nominations process and when matching candidates with Board Sub-Committees.
- Develop and agree with the Board, a standard process for Board and Sub Committee self-performance assessment and ensure that the Board and all Board Sub-Committees conduct the self-assessment on an annual basis.

4.0 Access to External Advice

The Committee may obtain any necessary external professional advice to enable the Resource Strategy and Governance Committee to carry out its responsibilities more effectively.

5.0 Authority

The Remuneration, Governance & Nominations Committee has been delegated powers by the Board to carry out, on behalf of the Board, all of the responsibilities set out under the Terms of Reference.

6.0 Membership

The Remuneration, Governance & Nominations Committee is composed of at least two Board members. In addition, the Committee may include up to two external non-Board members. At least one member of the Remuneration, Governance & Nominations Committee should have a Human Resources background. Only Board members (i.e. Directors) are entitled to vote at meetings. Management may attend Committee meetings as required, but are not entitled to vote.

7.0 Meetings

The Remuneration, Governance & Nominations Committee meets at least twice per annum on dates to precede Board meetings, allowing time for the Committee to report into the Board. An Agenda of each meeting will be circulated by the Chair of the Committee to all members at least a week in advance. Minutes of each meeting will be recorded and circulated within two weeks after each meeting. The quorum for a meeting is 2.

8.0 Reporting

The Chair of the Remuneration, Governance & Nominations Committee will submit a brief written report on the current status of the Committee's work, to the Board meeting that immediately follows each meeting of the Remuneration, Governance & Nominations Committee.

The Committee will prepare an annual written report for the Board, at the end of each calendar year, setting out the work it undertook and the findings of this work, for the preceding 12 months.

9.0 Deliverables

The Remuneration, Governance & Nominations Committee is responsible for delivering:

- A status report to the Board twice per annum.
- An annual report to the Board on its work and findings
- An annual self-assessment of the Committee with follow-on action plan
- Terms of Reference for annual Board Review/Approval to coincide with anniversary date

10.0 Evaluation of Committee Performance

The Committee will conduct an annual self-assessment on its performance and prepare an action list, as necessary, together with a timeline for delivery of these actions and submit this action plan to the Board.

11.0 ToR Review Date and Board Approval

This Terms of reference was last updated on [relevant date] and approved by the Board on [relevant date].

12.0 Next ToR Review Date

The next review of this ToR document is due on [relevant date].

Appendix B Code of Conduct for Board Members & Council Members

WEI - Code of Conduct Policy for Directors

1.0 Introduction

This is a Code of Conduct policy for Directors of WEI. The Code of Conduct is approved by the Council of WEI and forms part of the Association's governance framework.

2.0 Intent and Scope

This Code provides guidelines to Directors and on the expectations surrounding their conduct while serving on the Board of WIND ENERGY IRELAND. The Code applies to all Board members of the Association.

3.0 Objectives

This Code of Conduct is designed to achieve the following:

- establishment of an agreed set of ethical principles to be followed by the governing members of WEI;
- promotion and maintenance of confidence and trust in WEI as a leading representative organisation;
- assurance to members of WEI that appropriate governance guidelines are in place for the governance of the Association;
- prevention or acceptance of unethical practices.

4.0 Integrity

- a) Directors should disclose details of any employment and business or other interests which are in conflict or potentially in conflict with the operation and business of WEI.
- b) Directors will not accept corporate gifts, hospitality, preferential treatment or benefits from any party (or member) which might impact or appear to impact their independent judgment in terms of them acting in the best interests of WEI at all times.
- c) Directors commit to acting ethically and honestly in all their engagements and workings within and on behalf of WEI.
- d) In all circumstances where Directors have a role, the conduct of purchasing goods and services will be in accordance with best practice.
- e) All persons claiming expenses from WEI will ensure that their claims are honest and verifiable and in accordance with good practice and the guidelines set down by WEI.
- f) Directors of the company will ensure that WEI's financial statements accurately reflect WEI's business performance and are not misleading or designed to be misleading.
- g) Directors will avoid the use of WEI's resources or time for personal gain, for the benefit of persons/organisations unconnected with WEI or its activities or for the benefit of competitors or rival representative bodies.

- h) Directors commit not to acquire information or business secrets either for or from WEI by improper means.

5.0 Information

- Directors of WEI commit to providing information relating to WEI's activities in a way that is open and enhances its accountability to members.
- Directors will respect the confidentiality of sensitive information held by WEI and sensitive information shared with them. This includes:
 - organisation sensitive information (including, but not limited to, future strategy or details of organisational or other changes such as restructuring);
 - personal information; and
 - information received in confidence by WEI
- Directors observe appropriate prior consultation procedures with third parties where applicable.
- Comply with relevant statutory provisions (e.g. data protection legislation).

6.0 Obligations

- Fulfil all regulatory and statutory obligations required of WEI.
- Comply with WEI's tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning contracts and any relevant expenditure.
- Directors will introduce controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to remuneration, claimed expenses and administration expenditure.
- Directors should endeavour to attend all Board meetings.
- Ensure the Board is open and transparent in its reporting to Council.
- Conform with procedures laid down by WEI in relation to conflict of interest situations.
- Acknowledge the duty of all to conform to the highest standards of business ethics.

7.0 Loyalty

- Acknowledge the responsibility to be loyal to WEI and fully committed in all its business activities.
- Directors will be mindful that WEI must at all times take into account the interests of its members.

8.0 Fairness

- Directors will comply with employment equality and equal status legislation.
- Directors and management commit to fairness in all business dealings.
- Value members and treat all members equally.
- Value all members of management and staff and treat them with fairness and respect.

9.0 Work/External Environment

- Directors and Management will promote the development of a culture of 'speaking up', whereby employees can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- Directors will place highest priority on promoting and preserving the health and safety and wellbeing of WEI's employees.
- Directors will minimise any detrimental impact of WEI's operations on the environment.

10.0 Responsibility

- The Board will arrange to circulate the Code of Conduct and a policy document on disclosure of interests to all Board members, for their retention.
- The Board will ensure all recipients acknowledge the receipt and understanding of this Code of Conduct Policy.
- Where required, prepare an explanatory leaflet providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

11.0 Review

The Board will arrange for, and commit to, reviewing the Code of Conduct on an annual basis.

Date Code of Conduct approved by Council:

Date of next review:

Appendix B Code of Conduct for Board Members & Council Members

WEI - Code of Conduct Policy for Council Members

1.0 Introduction

This is a Code of Conduct policy “Code” for Council members of WIND ENERGY IRELAND (“WEI” or the Association). The Code of Conduct is approved by the Council of WEI and forms part of the Association’s governance framework.

2.0 Intent and Scope

This Code provides guidelines to Council members and on the expectations surrounding their conduct while serving on the Council of WEI. The Code applies to all Council members of the Association.

3.0 Objectives

This Code of Conduct is designed to achieve the following:

- establishment of an agreed set of ethical principles to be followed by the governing members of WEI;
- promotion and maintenance of confidence and trust in WEI as a leading representative organisation;
- assurance to members of WEI that appropriate governance guidelines are in place for the governance of the Association;
- prevention or acceptance of unethical practices.

4.0 Integrity

- i) Council members should disclose details of any employment and business or other interests which are in conflict or potentially in conflict with the operation and business of WEI.
- j) Council members will not accept corporate gifts, hospitality, preferential treatment or benefits from any party (or member) which might impact or appear to impact their independent judgment in terms of them acting in the best interests of WEI at all times.
- k) Council members commit to acting ethically and honestly in all their engagements and workings within and on behalf of WEI.
- l) All persons claiming expenses from WEI will ensure that their claims are honest and verifiable and in accordance with good practice and the guidelines set down by WEI.
- m) Council members will avoid the use of WEI’s resources or time for personal gain, for the benefit of persons/organisations unconnected with WEI or its activities or for the benefit of competitors or rival representative bodies.
- n) Council members commit not to acquire information or business secrets either for or from WEI by improper means.

5.0 Information

- Council members commit to providing information relating to WEI's activities in a way that is open and enhances its accountability to members.
- Council members will respect the confidentiality of sensitive information held by WEI and sensitive information shared with them. This includes:
 - organisation sensitive information (including, but not limited to, future strategy or details of organisational or other changes such as restructuring);
 - personal information; and
 - information received in confidence by WEI
- Council members observe appropriate prior consultation procedures with third parties where applicable

6.0 Obligations

- Council members should endeavour to attend all Council meetings
- Ensure WEI is open and transparent in its reporting to members
- Conform with procedures laid down by WEI in relation to conflict of interest situations,
- Acknowledge the duty of all to conform to the highest standards of business ethics.

7.0 Loyalty

- Acknowledge the responsibility to be loyal to WEI and fully committed in all its business activities.
- Be mindful that WEI must at all times take into account the interests of its members.

8.0 Fairness

- Commit to fairness in all business dealings conducted on behalf of WEI.
- Value members and treat all members equally.
- Value the staff and treat all management and staff with respect and fairness

9.0 Work/External Environment

- Council members will contribute to and promote the development of a culture of 'speaking up', whereby employees can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- Council members will place highest priority on promoting and preserving the health and safety and wellbeing of WEI's employees.
- Council members will help minimise any detrimental impact of WEI's operations on the environment.

10.0 Responsibility

- Council will arrange to circulate the Code of Conduct and a policy document on disclosure of interests to all Council members, for their retention.

- The Council will ensure all recipients acknowledge the receipt and understanding of this Code of Conduct Policy.
- Where required, prepare an explanatory leaflet providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

11.0 Review

Council will arrange for, and commit to, reviewing the Code of Conduct on an annual basis.

Date Code of Conduct approved by Council:

Date of next review:

Appendix C Disclosure of Interest Policy

WEI – Disclosure of Interest Policy

Definitions:

A “Responsible Person” is a Council member or a Board member of WEI.

A “Family Member” is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

1.0 Purpose of Policy

The Council of WEI has approved a Disclosure of Interest Policy to ensure WEI follows an open and transparent process for identifying and dealing with potential conflicts of interest within the Organisation.

2.0 Procedure

New Council members and Board members are required to submit a completed ‘Disclosure of Interest’ form to the Board Secretary, within 2 weeks of their appointment. At the beginning of each new calendar year the Board Secretary will send each existing Council Member and Board Member a copy of their existing disclosure form. If there are any changes, the Council or Board member will complete a new form and submit it to the Board Secretary within 21 days. If there is no change in the list of disclosures, the Council member or Board member will send a response email to the Board Secretary signifying ‘no change’ within 21 days.

3.0 Disclosable Interests

3.1 Appointments and Activity

A Responsible Person serving as a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with WEI in the provision of services, research, training or sectoral leadership.

3.2 Employment and Consultation

A Responsible Person serving as an employee, partner, associate, or consultant to; an entity or individual that competes with WEI in the provision of services, research, training or sectoral leadership.

3.3 Research Support

A Responsible Person in receipt of financial support, or non-financial support by way of premises, equipment, facilities, assistants, paid travel etc. from any commercial entity or other organisation

with an interest related to the areas of focus of WEI's work. This includes any research support, including grants, collaborations, sponsorships, or funding.

3.4 Other Support

A Responsible Person in receipt of support, including honoraria, for being on a speakers' panel, giving speeches or training for a commercial entity or other organisation with an interest related to the work of WEI.

3.5 Investment Interests

A Responsible Person having investments (shares, share options, bonds and securities), or indirect investments (such as a trust or holding company) in any commercial entity with an interest related to wind or energy.

3.6 Intellectual Property

A Responsible Person having any intellectual property rights in the area of wind or energy, including patents, trademarks or commercial copyrights (including pending applications).

3.7 Public Statements and Positions

A Responsible Person being part of a regulatory, legislative or judicial process, with the provision of any expert opinion or evidence, related to the subject of wind or energy.

3.8 Non-Financial Interests

A Responsible Person being engaged in any professional or other activities which outside parties could consider might represent or give rise to a conflict of interest, or the perception of a conflict of interest, with regard to the business and workings of WEI. These interests would include having an official function in a government agency or international organisation.

3.9 Board / Council Membership

A Responsible Person having a Board membership or Council membership in any other public sector, private sector or voluntary body.

3.10 Connected Parties

A Responsible Person having a Family Member being a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, with a significant interest connected to energy or wind, per the above criteria.

4.0 DECLARATION

Each declarant will sign and make the following statement which shall be included in their disclosure of interest form.

“I hereby declare that the information I am providing in this disclosure is true and complete to the best of my knowledge and belief. I declare that I have disclosed all associations required for disclosure; and that, except as declared, I do not consider that any of the associations present a conflict of interest. Should there be any change to the above information and declaration, I will promptly notify the Board Secretary and complete a new declaration of interest form that describes the changes. I understand that information about my interests will be held by WEI for the entire period of my tenure with WEI.”

5.0 DATE POLICY APPROVED BY COUNCIL _____

Appendix D Conflict of Interest Policy

WEI Conflict of Interest Policy

1.0 Purpose of Policy

This conflict of interest policy is designed to help Council member and directors, identify situations that present potential conflicts of interest and to provide WEI with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction.

2.0. Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

2.1 Outside Interests:

- i. A Responsible Member competing with WEI in the rendering of services to members and external parties;
- ii. A Responsible Member or Responsible Member with a Family Member having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with WEI in the provision of services, research, training or sectoral leadership;
- iii. A Responsible Member accepting gifts, entertainment, or other favours from any individual or entity that does or is seeking to do business with, or is a competitor of WEI under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties.

2.2 Definitions:

- i. A "Responsible Person" is a Council member or a Board member of WEI.
- ii. A "Family Member" is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- iii. A "Material Financial Interest" in an entity is a financial interest of any kind substantial enough that it would, or reasonably could, affect a Responsible Person or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation. (The board may wish to establish an amount that it would consider to be a "material financial interest.")

3. Procedures.

- 3.1 Before Council, Board or Board committee action on a matter involving a Conflict of Interest, a Council member or Director having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- 3.2 A Council member or Director who plans not to attend a meeting at which he or she has reason to believe that the Council, Board or Board Committee will act on a matter in which the person has a Conflict of Interest, shall disclose to the Chair of the meeting all facts material to the Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- 3.3 A person who has a Conflict of Interest shall leave the room or discussion and not participate in or be permitted to hear the Board's or Board Committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- 3.4 A person who has a Conflict of Interest with respect to a matter that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the matter and shall not be present in the meeting room or in the discussion when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Council of WEI has a Conflict of Interest when he or she stands for election or for re-election as a member of the Board.
- 3.5 In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. Confidentiality.

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of WEI. Furthermore, a Responsible Person shall not disclose or use information relating to the business of WEI for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.

5. Review of Policy.

- 5.1 Each new Responsible Person shall be provided with a copy of this Policy and will acknowledge in writing to the Chairperson that he or she has reviewed it.
- 5.2 Each Responsible Person shall annually complete a disclosure form aligned to WEI's Disclosure of Interest policy. Each Responsible Person should also disclose to the Board Secretary any potential Conflict of Interest that may arise during the course of the year between the submission of annual disclosure forms. Any such information regarding

business interests of a Responsible Person or a Family Member shall be treated as confidential and shall be made available only to the Chair and the CEO.

- 5.3 This policy shall be reviewed annually by Council. Any changes to the policy shall be communicated immediately to all Responsible Persons, through the Board Secretary.

6. **This Policy was approved by Council on** _____

7. **The date of the next review of this policy is** _____

Appendix E – Complaints Process

Breach of Code of Conduct Procedure

- A formal complaint against a member (individual or company) for a suspected breach of conduct should be put in writing to the relevant Committee Chair (in the case of a complaint against a member of a Committee), or to the WEI Board Chair;
- If the Committee Chair is conflicted, then the complaint is to be forwarded promptly to the WEI Board Chair;
- The Chair will have 28 days to evaluate the complaint;
If the Chair determines that there is not a breach then this is communicated in writing to the complainant;
- If the Committee Chair or the WEI Board Chair determines that the complaint represents a potential breach of conduct, or it requires further evaluation or redress, then the complaint is forwarded to a designated Recipient (appointed by the Board);
- If the Recipient determines the complaint requires investigation, then WEI will provide the resources needed to conduct the required investigation. Where a significant level of resources or funding is required for the investigation, the Recipient will firstly seek Board approval for these resources in advance of the investigation;
- The Recipient will maintain a register of all formal complaints received and investigated under their tenure;
- The Recipient will report formally to the Board, or to the Committee to which the Board has delegated the relevant responsibility, twice per year, on the number of complaints investigated and case outcomes (while keeping any sensitive information confidential).

The Recipient:

- The Recipient is the designated independent person appointed by the Board to receive and deal with complaints of a breach of conduct;
- The Recipient can be a member of the Board, but may also be an independent external expert;
- The Recipient will be the recipient for all registered complaints for a designated tenure, with the length of tenure determined by the Board;
- The Recipient will be suitably trained to act in the capacity of Recipient;
- The Recipient will maintain a confidential register of complaints and outcomes and maintain a record of all relevant materials.

Note: For WEI, the Recipient to be appointed will likely be Governance Ireland.

