ONE IN FOUR

Ending the trauma of childhood sexual abuse

One in Four Board of Directors [Trustees] Handbook

Last Updated: 25th October 2023

Chairperson's Welcome

Dear Director [Trustee],

Welcome to the Board of One in Four Ireland, CLG (One in Four). Thank you for taking on this role. The purpose of this Handbook is to outline the governance policy of our organisation.

With this Handbook, I hope you will feel equipped to undertake this important role of being a Director [Trustee] of One in Four. You will also receive a copy of the organisation's Constitution and undergo a thorough induction process, which includes a review of all relevant operating policies and procedures. If you require any additional information, please do not hesitate to request it from our CEO Deirdre Kenny or myself.

If, at any time, you wish to discuss any of the issues, or have any other questions, please do not hesitate to contact me. Thank you for taking on this voluntary role.

Sincerely,

Catherine Heaney
Chairperson, One in Four
January 2023

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1. Introduction & Organisational Overview

One in Four provides psychotherapy and advocacy services to adult who have experienced child sexual abuse, to their families and to people who have caused sexual harm. Established in 2002, we have grown over the years and now meet 850 clients every year.

Background

One in Four initially started out as a public voice for people abused in clerical and institutional settings and provided therapy. Since then, as more people have come forward for help, the range of clients and the required response services have expanded. We now run a wide range of therapy programmes (individual, group, family, and prevention treatment), and an increasingly busy advocacy service, often providing vital support during the criminal justice journey from initial reporting through to trial.

Funding

One in Four operates on an approximate annual budget of €1.8m[1]. This budget consists of income from a variety of sources, namely statutory funding, non-statutory grants from private philanthropic foundations, income from services provided, and private fundraising through individual donations, corporate giving, or community fundraising events.

- Statutory funding makes up approximately 71% of One in Four's income and consists of grants or funding from the HSE, TUSLA, and the Department of Justice. This funding is restricted to be used for purposes outlined in the grant or service level agreement between the issuing agency and One in Four.
- Non-statutory grants make up approximately 11% of One in Four's income. Past and current donors have included the Community Foundation for Ireland, the Social Innovation Fund Ireland, and ESB Energy for Generation Fund. This funding is restricted to be used for purposes outlined in the grant agreement between the grant-making body and One in Four.
- Income from One in Four Services makes up approximately 7% of One in Four's. This income is unrestricted and consists of clinical contributions, therapy service incomes and fees for conducted trainings to external organisations.
- Fundraising income makes up approximately 11% of One in Four's income. This income is considered unrestricted and consists of:
    - Individual donations from clients, regular donors, or the general public
    - Corporate donations from businesses or individuals on behalf of a company
    - Income received from community fundraising events.

[1] Based on 2022 Audited Financial Statements.

Organisational Overview

As a Director [Trustee][2], you will find in the table below essential information concerning the organisation.

Registered Name:	ONE IN FOUR (IRELAND) COMPANY LIMITED BY GUARANTEE other registered name: One in Four Ireland, CLG
Business Address:	35-36 Arran Quay, Smithfield, Dublin 7, D07 E221
Telephone Number:	+353 1 662 4070
Company Number (CRN):	359278
Charities Regulatory Authority Number (RCN):	20052393
Charitable Tax Exemption Status Number (CHY):	15289
Legal Status:	One in Four Ireland is a Company Limited by Guarantee and a registered charity with the Charities Regulatory Authority, with charitable tax exemption status within the Revenue Commissioners.
Main Objects of One in Four (Ireland), CLG (From One in Four Constitution):	To provide support to men and women who have experienced sexual abuse during childhood, their families and to those who cause sexual harm through psychotherapy, advocacy and prevention services. Further subsidiary and ancillary objects are listed in One in Four's Constitution.
Auditors:	Mazars Chartered Accountants and Statutory Audit Firm Harcourt Centre, Block 3 Harcourt Road, Dublin D02 A339
Bankers:	Bank of Ireland Lower Baggot Street, Dublin D02 Y754
Insurers:	ALLIANZ; BHP Insurance Broker
Solicitors:	Pearse Mehigan & Co. Solicitors 83/84 Upper Georges Street Dun Laoghaire, Co. Dublin A96 W8W9

[2] Trustees have specific duties under the Charities Act 2009 and are also required to ensure that their charity complies with the requirements of other relevant legislation. In One in Four the Charity Trustees are also Directors of the company and therefore, have additional duties under company law and common law in their capacity as company Directors. In this document, we have used the term Trustee to encompass both the terms of Charity Trustee and Company Director.

2. One in Four Vision, Mission and Values

Vision

One in Four envisions a society where children are safe from sexual harm.

One in Four believes that the world would be a better place if children were safe from sexual harm. We are working to end the trauma of child sexual abuse through our psychotherapy, advocacy and prevention programmes.

One in Four is unique in that we work with all facets of sexual abuse. We provide professional services for adult survivors of child sexual abuse through our psychotherapy, advocacy and family support programmes and also deliver a therapeutic intervention programme to sex offenders. Through our work we have come to understand that the impact of child sexual abuse reverberates far beyond the life of the abused individual and involves family, community and the wider society.

Mission

One in Four's mission is to deliver professional services to adult survivors of child sexual abuse, their families and to those who cause sexual harm.

We design and deliver programmes and services in ways that allow us to make more sense of the dynamics of power and relationship that play out in families impacted by child sexual abuse, including in the wider community.

Seeking justice can be a further manifestation of trauma and distress so we act as advocates for those who choose to engage with the legal system and harness the insights and healing that understandings of restorative justice practices make possible.

We collaborate and build relationships with other NGOs, state agencies, academic institutions and policy makers to share our learning, improve services and highlight how child sexual abuse and exploitation is happening in an increasingly digitised and global world.

Drawing on our clients' experiences and using evidence-based research, we aim to be a credible expert voice in influencing developments in national policy and practice in areas which have a bearing on our clients' lives and in the field of child protection.

We wish to share our learning and experience with professionals and organisations in the statutory and voluntary sectors through the provision of training and consultation. We are determined to make the reality of child abuse less hidden and will continue to inform public attitudes so that everyone, particularly children and young people, feel safe from sexual harm.

Values

We believe that a systemic approach is required if the cycle of sexual abuse is to be broken.

Our theoretical basis is an attachment-based trauma-informed practice that provides specialist supports to survivors, families and those who cause sexual harm to find the necessary resilience and determination to overcome the shame and isolation of living with the consequences of child sexual abuse. From listening to clients and families we know that fear, shame and silence can make it difficult to seek assistance and support.

Working within an ethos of restorative approaches, we seek to provide services that are responsive to our evolving client needs and that meet international standards of best practice. We are committed to evaluating our work on an ongoing basis.

Drawing on the principles of restorative justice we seek to:

- Maintain a client-centred organisation;
- Strive to provide the highest standards of services informed by our clients' evolving needs;
- Engage with service users and with each other with dignity and respect;
- Operate a transparent, consultative decision-making process within the organisation; while respecting the organisational structures that are in place;
- Promote collaboration with other actors in the field of sexual violence;
- Provide a reliable, evidenced-based voice to inform public awareness and policy debates;
- Foster an environment of reflection and review of all our activities.

We value our autonomy to speak about how trauma impacts on our client's capacity to recover and feel safe is all the dimensions of their lives – including when engaging with structures and systems that seek to administer care and justice.

We are committed to innovative practices that include engaging with those who cause sexual harm or those who know they may be at risk of undermining the safety and protection of children. We acknowledge the challenge involved in this work and will continually review its progress and impact.

We will continue to hold institutions accountable by careful listening to client and family stories of their engagement with these institutions and by supporting people to use their own voices through public commentary and advocacy.

Our work demands empathy, professionalism and transparency and it challenges us in ways that we can't anticipate or imagine. We know the value of teamwork and blending expertise so that we contribute to the social change that is necessary to end sexual violence.

3. One in Four Board of Directors [Trustees]

Structure of the Board

One in Four is governed by a Board of Directors [Trustees]. The process for appointments in outlined in a dedicated section below. The Directors [Trustees] of One in Four are also the Members of the company as outlined in the Constitution.

One in Four has a Board of Directors [Trustees] of a minimum of seven (7) members, and no more than ten (10), including:

- Chairperson
- Secretary (Company Secretary)
- Treasurer

The term of office for a Director [Trustee] is three years with an option of extending for an additional three years to a maximum appointment of nine years. The term of office commences on the day of the first Board of Directors [Trustees] meeting attended.

Should the Board membership fall below seven for a period of more than six months, Directors [Trustees] can become personally liable for any commitments the organisation may have that they are unable to meet.

The Board meets seven times per year, and the quorum necessary for the transaction of business shall be three (3) Directors [Trustees].

Periodically, the Board will undertake a skills audit to ensure that the Board has among its membership the specific skill sets it needs. New members of the Board may be co-opted to fill a vacancy or bring a new skill set required. The Board will determine the process for consideration of adding to the Board via co-option.

A register of Directors [Trustees] is maintained by the Company Secretary. The following information is recorded:

- Name of Director [Trustee]
- Address
- Contact Details
- DOB
- PPSN
- Date of joining the Board (first meeting)
- Date confirmed at AGM
- Position held
- Date of resignation or retirement
- Other Directorships

Function of the Board

The purpose of the Board of One in Four is to ensure the organisation is governed in accordance with the highest standards of integrity and accountability and that the organisation is managed correctly. The Board provides direction and guidance and oversees the organisation by:

- Defining the vision, mission and values of the organisation
- Setting out the long-term Strategic Plan
- Establishing policies and procedures to ensure good governance

- Developing a risk management strategy to protect the organisation
- Overseeing the use of the financial and other resources of the organisation to meet its goals and objectives and to ensure its long-term sustainability

Responsibilities of Directors [Trustees]

All Directors [Trustees] have a responsibility to:

- Be familiar with the One in Four Constitution, ensuring any changes are in line with constitutional and legal requirements
- Develop a working knowledge of the organisation
- Share responsibility for decisions of the Board and support these decisions whether made by unanimous or majority vote
- To develop and approve the organisation's strategic plan, ensure the plan is implemented, monitor and evaluate the plan
- Reviewing and evaluating strategic performance against key performance indicators
- To set annual fundraising target and monitor implementation
- To assist fundraising by facilitating possible professional and personal networks for fundraising purposes and by contributing to the overall strategic direction of fundraising activities and focus
- To ensure financial resources are available and can be maintained
- Ensure compliance with all regulatory and statutory requirements
- To ensure the organisation complies with the Charities Regulator Governance Code
- To recruit and select the CEO and monitor his/her performance annually
- To form committees as required, e.g. Audit and Finance Committee, Governance and Risk Committee
- Assist the Chairperson and CEO and any committees as appropriate
- Regularly attend Board meetings
- Adequately prepare for meetings by way of reading all relevant documents and minutes prior to Board meetings
- To promote the organisation and avail of opportunities that would assist this
- To respect the professional responsibilities/roles of the staff
- To constructively challenge so as to achieve collaborative organisational objectives
- Conduct their duties at the highest level of integrity
- Set a standard of honesty, fairness, diligence, and competency in the role of Director [Trustee]
- Maintain the confidentiality of all information acquired in the course of serving as a Director [Trustee]

In addition, a Director [Trustee] has eight Fiduciary Duties under Section 228 of the Companies Act 2014:

1. Act honestly and responsibly
2. Act in accordance with the organisation's Constitution
3. Not use the company's property, information or opportunities for his or her own interest
4. Exercise care, skill and diligence
5. Avoid conflicts of interest
6. Have regard to the interest of members
7. Act in good faith for the best interests of the organisation
8. Not agree to the restriction of his or her power to exercise independent judgement

It is also the duty of each of the Directors to ensure compliance with the Companies Act 2014.

Annual Reports

Directors [Trustees] shall agree to have their names published in One in Four's Annual Report. The Board should ensure that the One in Four's Annual Report is widely available and accessible, and assist in providing any requested content and/or in any agreed dissemination plan as discussed by the Board.

Code of Conduct

A Code of Conduct for Directors can be found in the Appendix. Directors are requested read this document and sign to confirm their understanding and agreement to abide by the Code of Conduct.

Chairperson

The Chairperson acts on behalf of the Board. The Chairperson provides leadership, ensuring that Directors [Trustees] work collectively in partnership with the Chief Executive Officer (CEO) to fulfil his/her duties and responsibilities. An essential function of the Chairperson is to support, and where appropriate, challenge the CEO, ensuring that operational duties and responsibilities are appropriately delegated to the CEO and staff team within One in Four. Chairperson responsibilities are:

- Convene and chair the Board meetings and AGMs of the organisation
- Ensure meetings are run effectively and efficiently
- Ensure that all Directors [Trustees] have access to accurate, relevant, clear and timely information
- Ensure that all Directors [Trustees] are given the opportunity to express views before decisions are taken
- Preside over Board meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making
- Ensure that the Board undertakes a thorough analysis of all issues and concerns
- Ensure that all Board decisions are in the best interests of the organisation
- Participate in the recruitment of new Board members
- Provide for an effective, objective Board self-evaluation process and support implementation of recommendations for improvement
- Determine, when necessary, if a Director [Trustee] has a conflict of interest or loyalty, and ensure that the matter is dealt with in accordance with the Conflict of Interest/Loyalty Policy
- Facilitate positive relations between the CEO and the other Directors [Trustees]
- Ensure that a robust performance management process is in place for the supervision and development of the CEO
- Put in place appropriate succession plans for the position of CEO as part of the risk management strategy for the organisation
- Serve as the organisation's primary representative with its principal stakeholders

Secretary (Company Secretary)

As per the legal requirements of a registered company, One in Four has a Company Secretary. The Company Secretary will be one of the Directors of the company supported by a member of staff who is not the CEO. A core function of the Secretary is to ensure the preparation and maintenance of organisation documents including:

- Maintenance of accurate records with the Company's Registration Office (CRO) and the Charities Regulator
- Completion, sign-off, and return of the organisation's annual accounts and B1 with the CRO and filing of annual report with the Charities Regulator

- Organisation of the annual, extraordinary and general meetings of the organisation, including circulation of documents relating to these meetings

The Secretary is appointed by the Board. The Secretary also serves as the Chair of the Governance & Risk Committee.

Treasurer

The Treasurer is a member of the Board of Directors. The primary focus of the Treasurer is the financial management of One in Four, noting the entire Board shares the responsibility of financial oversight and accountability. The Treasurer is appointed by the Board and serves as the Chair of the Audit & Finance Committee.

Chief Executive Officer (CEO)

The role of the CEO is to develop and deliver the organisation's strategic plan in the most effective and efficient manner. S/he is accountable for the overall performance of the organisation and the day-to-day running and management of the organisation's operations, under delegated authority from the Board. The CEO will at all times act as spokesperson for One in Four with all stakeholders at national policy and government (including politicians and senior officials in government departments) to further the objectives of the organisation. The CEO may, at his/her discretion, delegate the role of spokesperson for attendance at forums, events and so on.

In fulfilling the overall strategic aims for the role, which are the delivery of the agreed annual One in Four work programme, the securing of sustainable funding channels to achieve the organisation's objectives and the development of organisational capacity and profile, the Chief Executive Officer is expected to:

- Lead and manage the organisation
- Lead the implementation of the strategic plan, including annual review and reporting of progress against the key performance activities
- Develop operating policies to ensure programmes and activities are implemented effectively
- Responsible for the day-to-day financial management of the organisation, including preparation of budgets for agreement by the Board, ensure that income is maintained and expenditure is controlled in line with budgets and, that potential risks are identified and managed
- Define and secure the resources (human, material and financial) needed to operate effectively
- Lead, manage and support the staff team to maximise their personal contributions
- Ensure job descriptions are in place for staff, and a formal appraisal process is conducted annually
- Ensure that the organisation has the appropriate policies, procedures, systems and processes in place and that they are being implemented
- Develop, test, and update continuity plans annually
- Seek opportunities to expand and promote the role of the organisation
- Ensure the organisation is presented in an appropriate and professional manner to its stakeholders
- Represent One in Four in the press and public forums such as speaking at conferences, attending sector policy forums, producing written material for the organisation's own publications/promotional material as well as any appropriate external channels such as trade press etc.

- Develop income generation strategies to maintain and enhance the level of funding from existing sources and develop new funding streams
- Ensure appropriate presentation and reporting on the progress of the organisation and on all matters relevant to the discharge of its responsibilities
- As agreed with the Chairperson, develop policy proposals for Board discussion and decision
- Provide in a timely and appropriate manner, information that will assist the Board in carrying out its responsibilities
- Support the Chairperson in ensuring the continued engagement/involvement of all members of the Board

Operation and Running of Meetings of the Board of Directors [Trustees]

Provisional dates for meetings will be proposed and agreed at the beginning of each calendar year. The Board will meet seven times per annum, which includes one AGM, and whenever needed as decided by the CEO and/or Chairperson.

Unless previously agreed with the Chairperson, attendance at Board meetings is in person at the office of One in Four. If a Director [Trustee] is unable to attend a Board meeting, apologies should be sent to the Chairperson and CEO in advance. A log of attendance will be maintained, and this information may be displayed in the One in Four's Annual Report.

The minimum number of members of the Board of Directors [Trustees] who must be present at any of its meetings in order to make valid the proceedings of that meeting, i.e. a quorum is three (3). It is acceptable for Directors [Trustees] to attend Board or Committee meetings remotely, provided advanced notice is provided.

The Agenda for the meeting of the Board is set and circulated by the CEO in advance of each meeting and approved by the Board at the beginning of each meeting. Directors [Trustees] who wish to add an agenda item must communicate this to the CEO in advance of the meeting or advise the Chairperson at the start of the meeting that they want to have an item considered under "any other business".

A routine set of Board papers – "Board Pack" - will be sent electronically to the Directors [Trustees] at least five days in advance of the Board meeting. Hard copies will not be provided at the meeting unless requested otherwise. These papers will include the following:

- Proposed Agenda for approval by the Board
- Proposed minutes of the previous meeting for approval by the Board
- Proposed minutes of previous Committee meetings (if applicable)
- Income and Expenditure Report
- CEO Report (including reports from Advocacy, Clinical, and Fundraising Departments)
- Other documentation relevant to the Agenda

Decisions arising at any meeting shall, where possible, be arrived at by agreement. However, where agreement cannot be reached, decisions shall be decided by a majority of votes. When there is an equality of votes, the Chairperson shall have a second or casting vote.

Directors [Trustees] share responsibility for and must support decisions of the Board whether made by unanimous or majority vote.

Proceedings at Board meetings will be documented through the minutes. Minutes will be stored by One in Four administration staff and provided to funders and auditors as required. The minutes of the

previous meeting must be proposed, seconded and signed at each meeting. The minutes must accurately reflect the following information:

- Names of the Directors [Trustees] present at the meeting
- All resolutions at the meeting
- All proceedings at the meeting
- All appointments made by the Directors [Trustees]

New Appointments, Re-Appointments, and Appointments

New appointments to the Board of Directors [Trustees] undergo a recruitment and selection process initiated by the Nominations Committee (see Terms of Reference in Appendix). A person being nominated for co-option to the Board must be proposed by one of the Directors [Trustees] on the Nominations Committee and seconded by another. The Chair of the Nominations Committee then presents the new appointment to the Board for consideration at the following Board meeting. If the Trustees agree, he or she must then be appointed by the Chairperson and co-opted to the Board of Directors [Trustees]. He or she is simultaneously registered as a Director for the Companies Registration Office, Charities Regulator, and Register of Beneficial Owners.

At the Board meeting directly before the AGM, all Directors [Trustees] who were appointed since the last AGM are proposed to the upcoming AGM by one Director [Trustee] and seconded by another. The Board then agrees on the proposal at the AGM, which is minuted.

The term of office for a Director [Trustee] is three years with an option of extending for an additional three years to a maximum appointment of 9 years. Upon completion of the first and subsequent three year term and assuming consent from the Director [Trustee], reappointments of Directors [Trustees] occur at the Board meeting directly before the AGM. All eligible Directors [Trustees] for reappointment are proposed to the upcoming AGM by one Director and seconded by another. The Board then agrees on the proposal at the AGM, which is minuted.

Should a resignation or maximum term limit occur for a Director [Trustee] who holds the position of Chairperson, Treasurer, or Company Secretary, the position will need to be filled by an incoming or existing Director [Trustee]. A Director being nominated for a specific position within the Board must be proposed as such by one of the Directors [Trustees] and seconded by another. If the Trustees agree, he or she must then be appointed by the Chairperson to the specific position within the Board. In the case of appointing a new Chairperson, either the outgoing Chairperson will make the appointment or if unavailable, the Company Secretary. A change in the position of Chair and/or Treasurer must be registered at the Companies Registration Office and Charities Regulator.

At the Board meeting directly before the AGM, all re-appointed or newly appointed positions since the last AGM are proposed to the upcoming AGM by one Director and seconded by another. The Board then agrees on the proposal at the AGM, which is minuted.

Committees

The Board may from time to time appoint Committees for specific areas/items, and these meetings will be scheduled as necessary to consider items of detail between scheduled meetings of the Board. If more than two meetings of a group are proposed a Terms of Reference for that group will be agreed by the Board.

The Board has currently several Committees established. The Audit & Finance Committee and the, Governance & Risk Committee meet regularly and present updates to the Board at each Board

meeting. Additional committees convene as necessary or requested by the CEO, Chairperson of the Board or Committee, or another Director [Trustee]. Terms of Reference for all active committees may be find in the Appendix.

Audit and Finance Committee (AFC)

The role of the Audit and Finance Committee is to maintain a financial overview of the organisation. The Committee will develop and align practice with the organisation's policies and procedures. With support from the CEO and the Head of Business Service, the Chairperson of the AFC reviews and presents budgets, accounts and financial statements to the Committee. The Committee will ensure the information presented to the Board with regard to the financial operations of the company is clear, easily understood and transparent and all necessary information is sent to the Board of Directors [Trustees]. The Committee's main objective is to assist the Board in fulfilling its functions by providing independent and timely advice to Board on areas within its remit.

Governance and Risk Committee (GRC)

The Board continuously reviews current trends and best practice in relation to corporate governance and monitor risks. As part of the Board's plans to fulfil its obligations in this area it has constituted a Governance and Risk Committee. The Governance and Risk Committee reports to the Board and its main objective is to assist the Board in fulfilling its functions by providing independent and timely advice to Board on areas within its remit.

Annual Performance Evaluation

The Board shall perform an annual review and evaluation of the performance of the Board, led by the Chairperson.

Areas for performance evaluation include:

- Review of compliance with the Governance Code and this Director [Trustee]s' Handbook
- Staff and volunteer structures and working methods
- Mechanisms for internal control reporting
- Committee effectiveness
- Individual Director [Trustee]s' and their collective contributions, skillset and effectiveness

4. Division of responsibilities: Governance – Management

Matters reserved for decision by the Board

There are clear distinctions between the roles of the One in Four Board of Directors and the Executive, (CEO supported by the management team). The Board is responsible for providing leadership, setting overall strategy, budgets and monitoring outcomes of the organisation. The Board is also responsible for identifying the risks affecting One in Four and ensuring procedures are in place to reduce and manage the major risks identified.

The day-to-day management is delegated to the Executive. The executive prepares and present policies, work plans, annual financial budgets and cash flows for consideration and approval to the Board. The CEO is responsible for all operational matters. There is a schedule of matters reserved to the Board for decision.

Board approval (minuted) is required for the following matters:

Business purpose and strategic focus

- Changes to One in Four mission
- Changes to the Constitution to be proposed to AGM
- One in Four strategy statements

Finance

- Annual income and expenditure budget
- One in Four reserves policy
- Annual audited accounts
- Delegated Authorities and Levels (outlined in detail in the next chapter)

Risk

- The Risk Register and risk mitigation measures

Governance

- Corporate Governance policy
- Directors' Handbook
- Code of conduct for Board members
- Compliance with the Charities Governance Code

Employment

- Appointment of the CEO and the remuneration of the CEO
- New/additional permanent staff posts that increases One in Four headcount/budget)

Board membership and structures

- Appointment of the Board Chairperson
- Appointment of the Company Secretary. The Company Secretary can only be removed by the Board. The Company Secretary does not have to be a member of the Board of Directors

- The co-option of new board members to fill vacancies that may occur (in line with Constitution. The appointment of these new board members would be subject to ratification at the next AGM)
- The establishment of Committees of the board and setting the terms of reference of the committees
- Annual Performance evaluation and review

There is further detail provided in the next section, Delegated Authorities and Levels.

Delegated Authorities and Levels

	Delegated Matter	Delegated To
1.	**Leadership & Management**	
1.1	Operational leadership and management of staff and volunteers within the organisation's governance framework to meet the organisation's short and long-term objectives	CEO Monitored by: the Board
2.	**Strategy and Policy Formulation**	
2.1	Leadership of the organisation's overall strategy and key policies	The Board with advice and support from the CEO
2.2	Formulation of policies to meet the organisation's legal/ regulatory obligations and/or implement the organisation's strategy	CEO Monitored by: the Board
3.	**Policy Implementation**	
3.1	Implementation of policies to meet the organisation's legal/regulatory obligations and/or implement the organisation's strategy	CEO Board Committees Monitored by: the Board
4.	**Planning and Finance**	
4.1	Control and monitoring of One in Four's activities and expenditure in line with the annual budget approved by the Board	CEO Monitored by: AFC and Board
4.2	Re-allocation of resources to meet emerging requirements	CEO Assessed by: AFC Approved by: the Board
4.3	Cheque signing and financial authorities	CEO/Deputy CEO approved to authorise all payments on Business Online. AFC reviews security and procedures to ensure good governance of Business Online. CEO and designated signatories can sign cheques valued up to €1,000[3]. All cheques over €1,000 must be signed by 2 out of 3 of the following: CEO, Chairperson or Treasurer.
4.4	Contract signing and renewal	Chairperson, CEO and designated signatories approved to sign/renew

[3] Such designated signatories are noted within One in Four's banking instruction at Bank of Ireland for all recurring transactions.

	Delegated Matter	Delegated To
		budgeted contracts valued up to €5,000. All contracts over €5,000 are reviewed by the AFC and/or Board prior to signing.
4.5	Expenditure for items or projects	Chairperson, CEO and designated signatories approved to authorise budgeted expenditure valued up to €5,000. All expenditure over €5,000 is reviewed by the AFC and/or Board at purchase order stage and prior to payment.
4.6	Statutory and other routine reports to regulatory bodies	CEO Monitored by: the Board
4.7	Enter into contractual or other partnerships in pursuit of the organisation's objects	CEO Monitored by: the Board
4.8	Changes to banking arrangements	CEO Monitored by: AFC and Board
4.9	Risk management & Preparation of Risk Register	GRC Approved by: the Board
5.	**People**	
5.1	Determine pay and conditions of service of the CEO and appraisal of the CEO's performance	Chairperson
5.2	Determine pay and conditions of service for employees within constraints of approved Budget (other than the CEO)	CEO Monitored by: RemCo and the Board
5.3	Approval of policies for organisation staff management (including discipline and grievance procedures)	CEO Monitored by: RemCo and the Board

Further controls are outlined in Internal Controls Manual.

5. Conflicts of Interest and Loyalties Policy

The Board are obliged to act in the best interest of One in Four and in accordance with the Constitution and to be guided in their actions by the Strategic Plan.

A conflict of interest can arise where a Director [Trustee]'s interests and/or loyalties to another individual or organisation conflict with those of One In Four. Such conflicts could undermine confidence in the decisions taken by One in Four.

All declared conflicts of interest and/or loyalty will be recorded in the meeting minutes.

Conflicts of Interest

A conflict of interest arises where a Director [Trustee]'s personal interest or loyalties:

- Conflict with the interests of One in Four
- Diverge from the loyalty owed by the Director [Trustee] to One in Four
- Compete with a duty or loyalty the Director [Trustee] has to another organisation or person.

A conflict of interest can arise where a Director [Trustee] has the potential to benefit personally from his or her position on the Board. Interests can be financial or non-financial and direct or indirect. A conflict of loyalty can arise where a Director [Trustee] has obligations to another organisation or goals which are incompatible with those of One in Four.

If it is proposed that One in Four enters a contract or a financial or professional arrangement with any organisation or individual, then any Director [Trustee] who has an actual or perceived interest in or connection with that organisation, either directly or indirectly, must declare his/her interest to the Board without delay.

The Director [Trustee] must make a statement and answer any questions put to him/her on the issue by other Directors [Trustees]. Following the statement and answering of questions, the Director [Trustee] may be asked to recuse him/herself and not vote on the particular issue.

In the interest of avoiding conflicts of interest, a former CEO of One in Four may not be appointed to the Board of Directors [Trustees] until a minimum of two years has elapsed since he/she ceased to be CEO/employed by the organisation.

Conflicts of Loyalty

The duty of loyalty is a standard of commitment; a Director [Trustee] must give undivided faithfulness when making decisions affecting the organisation. A Director [Trustee] can never use information obtained as a Director [Trustee] for personal gain or for a role in another organisation but must act at all times in the best interests of One in Four.

Gifts, hospitality and donations

One in Four's policy requires that Directors [Trustees] must not accept gifts or favours which could compromise their position on the Board. All gifts over €100 should be declared. Please refer to One in Four's Gifts, hospitality and donations Policy in full for further guidance.

6. Directors [Trustees]' Expenses

One in Four reimburses its Directors [Trustees]' travel and subsistence expenses if incurred in respect of attendance at Board meetings. These expenses will not exceed the Civil Service Travel and Subsistence rates. The expenses will be paid directly to the Director [Trustee] and will not be paid through One in Four's payroll system[4].

7. Confidentiality

All Directors [Trustees] must treat the information presented to them, in their role as a Director [Trustee], as being confidential, unless the Board has authorised its release or its release is required by law. This duty is indefinite and applies even after a Director [Trustee] has ceased to be Director [Trustee]. Confidentiality is also important to ensure that all Directors [Trustees] feel comfortable expressing their views and ideas at Board meetings.

[4] Document SP-IT-2/07 (DATCEO July 2014) 4.9 states that under Section 195A of the Taxes Consolidation Act 1997 *"exempts from tax the reimbursement of expenses of travel and subsistence to certain members of non-commercial bodies, in both the public and the private sector, in respect of attendance at meetings of such bodies. The exemption applies where the work of the members is generally carried out at such meetings. In this context, "a member" in relation to a body means a person holding office as a member of that body and who has no other duties in relation to that body".*

All communications under this policy shall be treated in a confidential manner, except to the extent necessary:

- To conduct a complete and fair investigation, or
- For review of One in Four operations by the Board and/or any Committees of the Board, External Auditor, or company solicitor.

8. Reporting of Concerns or Complaints

It is the responsibility and duty of One in Four Board of Directors [Trustees], staff or volunteers to report breaches or suspected breaches of the One in Four Code of Conduct for Board of Directors [Trustees].

Directors [Trustees], staff and volunteers may communicate suspected violations of the Code of Conduct or other wrongdoing by contacting the Board Chairperson or CEO. It is not necessary that a Director [Trustee], staff or volunteer give his/her name in any notification.

To enable a proper investigation to be conducted, the reporter shall provide as much information as possible, including where and when the incident occurred.

9. Complaints Policy for Board of Directors [Trustees]

If there is a conflict between Directors or between Directors and Staff it is agreed in the first instance, the Chair will speak informally with those involved. If a Director has an issue, they should raise it informally with the Chair. If the issue involves the Chair, they should raise it with the Company Secretary (Chair of Governance & Risk Committee). The Chair is charged with seeking resolution in a discreet and timely manner. If this does not resolve the situation, it should be raised at a meeting of the Board of Directors. If there is no resolution, the Code of Conduct may be invoked, which may result in a Director or Directors being asked to leave the board.

10. Risk Management Policy and Risk Register

The risk management policy provides guidance regarding the management of risk to the Board, management team and staff of One in Four. The policy applies to all One in Four activities. It forms part of One in four's governance framework and it applies to all Board members, employees, contractors and volunteers.

The risk governance structure of One in Four is as follows:

Board of Directors [Trustees]	Provides policy, oversight and review of risk management
Governance &Risk Committee	Oversees regular reviews of risk management activities
CEO	Responsible for improving risk management policy in light of changing circumstances and fostering a culture where risks can be identified and escalated
Managers	Ensure staff on their teams comply with the risk management policy
Staff and contractors	Comply with risk management policy

The Risk Register is reviewed annually by the Governance & Risk Committee. The Governance and Risk Committee presents its review finding to the Board annually, whereby the Directors [Trustees] agree on an updated Risk Register. The Board has a standing item on its agenda to discuss new and emerging risks. Where relevant the Risk Register is updated accordingly.

11. Policies and Procedures

Please refer to the One in Four Register of Requirements, Policies, Standards and Codes for a detailed list of all operational policies and procedures of One in Four. This register is continuously monitored by the Governance and Risk Committee of the Board and updated as needed. All policies are reviewed at minimum every three years as part of the annual Board and Governance schedules. The CEO is responsible for ensuring the implementation of these policies and procedures, with support from the Board as needed.

At corporate level, One in Four has a number of policies that can be provider to Directors upon request.

Child Safeguarding Policy

One in Four does not work directly with children under the age of 18, but we are committed to a life course perspective on safeguarding the wellbeing of all children, young people, and adults with whom we encounter indirectly in the course of providing our services. One in Four's Child Protection Policy and Statement on Child Safeguarding is in accordance with "Children First – National Guidance for the Protection and Welfare of Children" (Department of Children and Youth Affairs, 2017) and can be found on our website or is available on request.

Volunteer Policy

One in Four has a volunteer policy and volunteer code of conduct in place. As a charity, people are our most important asset. Volunteers play a particularly important role in the work of One in Four. We therefore recognise that it is crucial that we attract volunteers to our organisation to help us achieve our charitable purpose and associated goals.

We provide appropriate support and supervision to allow volunteers to realise their full potential in their role with One in Four. We appreciate and value the significant contributions that volunteers make to the aims and objectives of One in Four. We are committed to compliance with all relevant legislative obligations relating to the environment in which our volunteers carry out their role.

Protected Disclosures / Whistleblower Policy

One in Four values its staff members and appreciates their commitment and dedication to the organisation. It aims to be an employer of best practice. In your role as a Director [Trustee], you must be open to any protected disclosure made by an employee and be prepared to respond to such a disclosure.

One in Four is obligated under the Protected Disclosures Act 2014 and subsequent amendments to this legislation. It wishes to demonstrate its commitment to observing and maintaining the highest standards of honesty, openness and accountability in all of its practices.

The One in Four Staff Handbook has a Protected Disclosures / Whistleblower policy intended to encourage and enable staff to raise, rather than overlook, genuine concerns within our workplace and to disclose information related to potential wrongdoing within this policy, without fear of penalisation or threat of less favourable treatment, discrimination or disadvantage.

A protected disclosure is the term used when an employee raises a concern about a relevant wrongdoing such as possible fraud, crime, danger or failure to comply with any legal obligation which came to the employee's attention in connection with the employee's employment. 'Relevant wrongdoings' are broadly defined in the Protected Disclosures Act and include the following circumstances:

- That an offence has been, is being, or is likely to be committed;
- That a person has failed, is failing, or is likely to fail to comply with any legal obligation, other than one arising under the individual's contract of employment or other contract whereby the individual undertakes to do or perform personally any work or services;
- That a miscarriage of justice has occurred, is occurring, or is likely to occur;
- That the health and safety of any individual has been, is being, or is likely to be endangered;
- That the environment has been, is being, or is likely to be damaged;
- That an unlawful or otherwise improper use of funds or resources of a public body, or of other public money, has occurred, is occurring or is likely to occur;
- That an act or omission by or on behalf of a public body is oppressive, discriminatory or grossly negligent or constitutes gross mismanagement; or
- That information tending to show any matter falling within any of the points above has been, is being, or is likely to be concealed or destroyed.

Directors [Trustees] are encouraged where necessary to make a disclosure to the Chairperson of the Board or the CEO (whichever is deemed most appropriate) if at any time they have a concern or an issue arises. Every reported issue will be taken seriously, and appropriate action will be taken based on the outcome of any actions or investigation undertaken.

Complaints Policy

One in Four is committed to resolving complaints in an effective and timely manner and uses an early resolution approach to complaints wherever possible.

Complaints Policy for Service Users

The Complaints Policy is underpinned by the Health Act 2004, Part 9 and Regulations (Complaints) 2006 (S.I. 652). It exists to provide a staged process by which a current or former service user can raise a complaint regarding treatment by a member of staff at One in Four.

At all stages, the investigation will be conducted thoroughly and objectively with due respect for the rights of the complainant and the rights of the service providers/staff members to be treated in accordance with the principles of restorative justice.

The stages are:

1. Informal Approach
2. Formal Approach with possible Investigation Procedure
3. HSE Review
4. Independent Review

One in Four will maintain a record of all complaints, including any findings and outcomes. Please refer to the One in Four Complaints Policy for Service Users.

12. Fundraising

One in Four's approach to fundraising meets legal requirements and is guided by recognised industry best practice. Any fundraising activity undertaken by One in Four must show respect for beneficiaries, donors, and the public.

One in Four uses four fundraising streams to raise income for the organisation:

1. **Trusts and Foundations Fundraising.** This includes applying for grants from independent grant-making entities, such as trusts and foundations, for overall operational support, or for a specific project or expense. Trusts and Foundations fundraising is restricted to purposes set for the in grant agreement.
2. **Community Fundraising.** This includes One in Four hosted events, either physical or virtual, where participants raise money for the organisation. In addition, One in Four hosts cash collection events such as bagging groceries and collecting cash with a bucket outside of locations with heavy foot traffic. This income is unrestricted.
3. **Individual / Direct Marketing Fundraising.** This includes sending appeal letters out to previous donors, regular giving, one off donations, and donations raised from an event that is hosted by an individual donor rather than One in Four directly. Direct donor fundraising occurs through website donations, Facebook donations, direct debits or from cash or cheques posted or dropped off to the One in Four office in person. This income is unrestricted.
4. **Corporate Fundraising.** This includes establishing relationships with companies whereby the company directly makes a contribution to One in Four through a donation, benefit in kind, or match funding raised by employees. This income can be either restricted or unrestricted depending on the arrangement of the agreement with the company.

One in Four Donor Charter and Triple Lock Status

As a charity seeking donations from the public, One in Four (Ireland), CLG complies with the Charities Regulator's Guidelines for Charitable Organisations on Fundraising from the Public, pursuant to section 14(1) of the Charities Act 2009. One in Four's commitment to our donors is underpinned by the Guiding Principles of Fundraising:

1. Respect
2. Honesty and Integrity
3. Transparency and Accountability

One in Four has been awarded 'Triple Lock' status by the Charities Institute Ireland (CII), which is awarded to charities that uphold the highest standards in transparent reporting, ethical fundraising and strong governance structures. This recognition is the gold standard for Irish charities to offer assurances to donors and the general public.

Data Protection in Relation to Fundraising

One in Four is fully compliant with GDPR, including with respect to fundraising activities. In this regard, all personal data must be collected fairly and lawfully and information which can be identified or attributed to one or more individuals must be treated as confidential.

Financial Accountability and Transparency in Relation to Fundraising

One in Four has strict financial and accounting internal controls in place to manage and account for its finances including income, expenditure, banking, assets, investments and monitoring arrangements. Our policies regarding approving expenditure, delegated financial authorities and financial controls

are documented in our Internal Controls Manual, which is reviewed and approved by the Board on a regular basis. Financial accountability and transparency in relation to fundraising fall within the purview of overall financial management of the organisation.

Complaints Policy for Fundraising Matters

One in Four has clear, transparent procedures in place to enable interested parties including donors, potential donors and the public to notify the organisation of their complaints, questions or comments related to fundraising. These procedures include systems to ensure that all complaints are responded to and addressed promptly, within a specified time frame.

13. Lobbying

The Lobbying Act 2015 ("The Act") commenced on 1 September 2015. The purpose of the Act is to ensure that the process of lobbying is open and transparent. A publicly accessible register of lobbying is available on www.lobbying.ie

As an organisation that on occasion lobbies Designated Public Officials, One in Four provides information in relation to its lobbying activities to the Standards Commission three times a year as required under the Act.

If in your role as a Director [Trustee] of One in Four, you engage in any lobbying activities, this will need to be noted as part of the organisation's submission to the Standards Commission. The organisation will request this information from Directors [Trustees] in advance of the deadline.

14. Data Protection

The General Data Protection Regulation (E.U.) 2016/679 (the "GDPR") came into effect on 25 May 2018. The GDPR is directly effective in each E.U. member state, with the aim that the same rules will be applied uniformly within the E.U. and replaces existing data protection law. Many of the principles of the GDPR are similar to those that underpinned previous data protection legislation. The body who oversees GDPR in Ireland is the Office of the Data Protection Commissioner ("ODPC"), which has had responsibility for previous data protection legislation.

There are obligations placed on persons and companies who keep personal data under the GDPR, so as to protect the privacy of individuals concerned. Data controllers owe a duty of care to the data subjects and any data kept must be accurate, kept for lawful purposes and not disclosed in any manner incompatible with those purposes and be protected by adequate security measures. In the case of a charitable company, a duty of confidentiality is owed to Directors [Trustees], employees, service users and to other relevant persons such as donors.

One in Four is fully compliant with GDPR legislation and our Data Protection Policy is available on the website.

15. External Communication Policy

The Board of One in Four has approved the following principles:

- The CEO or Deputy CEO will speak for the organisation. Individual Directors [Trustees] are expected not to communicate on behalf of the Board or the organisation without prior consultation with the Chairperson.

- All Directors [Trustees] are obliged to keep confidential all information provided to them in their capacity as a Director [Trustee].

16. Beneficial Ownership

The European Union (Anti-Money Laundering: Ownership of Corporate Entities) Regulations 2019 (the "Regulations") requires all "relevant entities" to obtain and hold information on their "beneficial owners" and to enter that information into an internal beneficial ownership register ("IBOR") which it must keep and maintain and also into a central State register that is publicly available.

The Regulations define a "relevant entity" as "a corporate or other legal entity incorporated in the State and includes a company and any other body corporate so incorporated". One in Four is incorporated in Ireland as a company limited by guarantee and is therefore a "relevant entity" to which the Regulation applies.

An ownership interest of more than 25% held by a natural person is set as the threshold for an indication of ownership. As no natural person controls more than 25% of the voting rights of One in Four, no such "beneficial owner" can be identified. The definition goes on to specify that if, after having exhausted all possible means and provided there are no grounds for suspicion, no person under above point is identified, the beneficial owners are "the natural person(s) who hold the position of senior managing official(s)".

In the case of One in Four therefore, it is decided to enter the details of the Directors [Trustees] (including the CEO) in both One in Four's IBOR and the public beneficial ownership register.

17. One in Four Ireland Representation

- One in Four is a member of Charities Institute Ireland, Children's Rights Alliance and the Wheel.

- In 2019 the Central Statistics Office was commissioned to undertake a new prevalence of sexual violence survey, which was completed in 2023. One in Four continues to be a member of the Sexual Violence Survey Liaison Group.

- In September 2020, Maeve Lewis was invited to be a member of the High Level Review Group on the Garda Siochana and its role in the public prosecution system.

- One in Four is an active member of Victim Rights Alliance, a coalition of organisations working with victims of crime. In October 2019, Maeve Lewis was elected Chairperson of Victim Rights Alliance.

- One is Four is working with a group comprising of the professional psychotherapy bodies and other organisations working with survivors of sexual violence to seek to amend CASP.

- One in Four works with a number of civil society organisations on shared events or activities or pro rata relationships including accredited psychotherapy bodies, CORU, CARI, RCNI and the DRCC.

Appendix 1 – Terms of Reference: Audit & Finance Committee

ONE IN FOUR Ending the trauma of childhood sexual abuse	Governance	
	Terms of Reference – Audit and Finance Committee	
Policy Reference	Version number	Date Approved
	V3 October 2021	27 October 2021
Approved by	Scheduled review date	Frequency of review
Board	October 2024	Three years

These terms of reference set out the specific responsibilities assigned by the Board to the Audit and Finance Committee.

1. Purpose

1.1 The Board of Directors (Board) have established the Audit and Finance Committee to ensure:

a. Effective review and monitoring of financial risks;
b. Reliable management and financial reporting; and
c. Maintenance of an effective and efficient audit.

2. Responsibilities of the Audit and Finance Committee

Audit

2.1 To oversee the relationship with the external auditor, including approval of their terms of engagement.

2.2 To oversee the selection process for new auditors and if an auditor resigns. To investigate the issues leading to this and decide whether any action is required.

2.3 To assess annually the external auditor's independence, objectivity, expertise and effectiveness, taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole.

Finance

2.4 To continually review the financial sustainability of the organisation for the coming 12/18 months and secondly to do a 3-5 year review.

2.5 To monitor the integrity of the financial statements of the organisation, including its Annual Report, and any other financial disclosures or announcements.

2.6 To review significant financial returns to regulators.

2.7 To review the annual budget process in detail.

2.8 To review any changes to accounting policies; and any methods used to account for significant or unusual transactions where options are possible.

2.9 To establish a finance policy if surplus levels go below the cost of one month's payroll. The goal would be to establish surplus levels of three months payroll cost.

2.10 To set Payment Authorisation limits and review expenditure controls.

2.11 To approve capital expenditure over €5,000.

2.12 To review the organisation's whistleblowing arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.

Other

2.13 To report to the Board any matter identified during the course of carrying out its duties that the Audit and Finance Committee considers should be brought to the attention of the Board.

2.14 To review its own performance annually, and the terms of reference, to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

2.15 To perform or undertake on behalf of the Board any such other tasks or actions as the Board may from time to time authorise.

3. Reporting Responsibilities

3.1 The Committee Chair shall report to the Board on its proceedings and on all matters falling within its responsibilities. To report to the Board in one of three ways:

a. For information: update the Board but no decision or Board input required
b. For discussion: input/feedback required from the Board but no decision
c. For action: decision required by the Board.

3.2 To make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

3.3 A copy of the Draft minutes, following a review by the Chair of the Committee, should be circulated to the Board as part of the Board pack.

4. Authority

4.1 The Committee is authorised to seek any information it requires from the CEO or any employee to perform its duties.

4.2 The Committee is authorised to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its Terms of Reference, subject to the approval of the Board.

5. Membership and meetings

5.1 The Audit and Finance Committee shall consist of at least three Directors from the Board of One in Four.

5.2 The Chair of the Audit and Finance Committee is the Treasurer of One in Four. The Chair is appointed by the Board.

5.3 The Audit and Finance Committee should meet at least four times per year, as follows:

- Q1 - Review internal controls and risk register items within remit of Committee
- Q2 - Approve the audited accounts and meet with the auditor
- Q3 – Any other issues
- Q4 - Review the year end estimate and following year budget

5.4 The Board will formally review the terms of reference of the Audit and Finance Committee every three years.

5.5 A quorum shall consist of at least two members of the Committee.

5.6 Meetings may be held in-person, via an online platform or using a hybrid form.

5.7 Minutes of the Audit and Finance Committee meetings shall be kept.

5.8 The CEO and Head of Business Services will also attend all Committee meetings.

Appendix 2 – Terms of Reference: Governance & Risk Committee

ONE IN FOUR Ending the trauma of childhood sexual abuse	Governance	
	Terms of Reference – Governance and Risk Committee	
Policy Reference	Version number	Date Approved
	V3 October 2021	27 October 2021
Approved by	Scheduled review date	Frequency of review
Board	October 2024	Three years

These terms of reference set out the specific responsibilities assigned by the Board to the Governance and Risk Committee.

1. Purpose

1.1 The Board of Directors (Board) have established the Governance and Risk Committee to:

a. Oversee and report to the Board on Governance policies, processes and compliance
b. Review and monitor the risk management systems of the organisation, including the Risk Register

2. Responsibilities of the Governance and Risk Committee

Governance

2.1 To periodically review and propose changes to the Board on relevant policies and procedures of the organisation.

2.2 To maintain and propose updated versions of Directors' Governance Handbook to the Board for approval.

2.3 To support the work of the Board to comply and report on the Charities Governance Code.

2.4 To monitor developments and changes in the various rules, regulations and laws which relate generally to the organisation and to monitor and review compliance.

2.5 To ensure the organisation has appropriate systems in place to address any potential conflicts of interest or ethical breaches in its operations and structure, and to bring any matters arising to the attention of the Board.

2.6 To review compliance with best practice codes and make recommendations for Board governance.

2.7 To ensure compliance with a Code of Conduct for Directors.

2.8 To ensure that the organisation has appropriate systems in place through which staff can make confidential disclosures about possible improprieties.

2.9 To support the Board to undertake a periodic Board Skills Audit and make recommendations regarding Board composition and skills mix.

Risk

2.10 To review the effectiveness of the organisation's internal controls and risk management systems and approve the risk statements to be included in the Annual Report.

2.11 To review and monitor the organisation's risk register and ensure a risk assessment is conducted annually.

Other

2.12 To report to the Board any matter identified during the course of carrying out its duties that the Governance and Risk Committee considers should be brought to the attention of the Board.

2.13 To review its own performance annually, and the terms of reference, to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

2.14 To perform or undertake on behalf of the Board any such other tasks or actions as the Board may from time to time authorise.

3. Reporting Responsibilities

3.4 The Committee Chair shall report to the Board on its proceedings and on all matters falling within its responsibilities. The Committee shall report to the Board in one of three ways:

a. For information: update the Board but no decision or Board input required
b. For discussion: input/feedback required from the Board but no decision
c. For action: decision required by the Board.

3.5 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

3.6 A copy of the Draft minutes, following a review by the Chair of the Committee, should be circulated to the Board as part of the Board pack.

4. Authority

4.1 The Committee is authorised to seek any information it requires from the CEO or any employee to perform its duties.

4.2 The Committee is authorised to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its Terms of Reference, subject to the approval of the Board.

5. Membership and meetings

5.1 The Governance and Risk Committee shall consist of at least three Directors from the Board of One in Four.

5.2 The Chair of the Committee shall be appointed by the Board.

5.3 The Governance and Risk Committee should meet at least three times per year.

5.4 The Board will formally review the terms of reference of the Governance and Risk Committee every three years.

5.5 A quorum shall consist of at least two members of the Committee.

5.6 Meetings may be held in-person, via an online platform or using a hybrid form.

5.7 Minutes of the Governance and Risk Committee meetings shall be kept.

Appendix 3 – Terms of Reference: Employment and Remuneration Committee

ONE IN FOUR Ending the trauma of childhood sexual abuse	Governance	
	Terms of Reference – Remuneration Committee	
Policy Reference	Version number	Date Approved
	V2 October 2021	27 October 2021
Approved by	Scheduled review date	Frequency of review
Board	October 2024	Three years

These terms of reference set out the specific responsibilities assigned by the Board to the Remuneration Committee.

1. Purpose

1.1 The Board of Trustees/Directors (Board) have established the Employment and Remuneration committee to:
   a. set the pay and conditions for the Chief Executive Officer of One in Four Ireland CLG;
   b. support the CEO setting the remuneration policy for staff; and
   c. consider HR policy and related matters brought to the attention of the Committee by the CEO.

1.2 The CEO must seek the approval of the Board through the Employment and Remuneration Committee of all significant changes to terms and conditions of employment outside agreed policy.

2. Responsibilities of the Employment and Remuneration Committee

2.1 Ensure the CEO is fairly rewarded for their contribution to the organisation's overall performance within the context of relevant benchmarks.

2.2 Demonstrate that the remuneration policy of One in Four is set by a Committee whose members have no personal interest in the outcome of their decisions and who will give due regard to all due and proper considerations.

2.3 Agree and review the ongoing appropriateness and relevance of One in Four remuneration and expense policy.

2.4 Review the terms on termination of employment, and any payments made in such circumstances.

2.5 Set performance measurement criteria for the CEO, in line with the appraisal system in place for other One in Four staff members, and ensure a yearly review meeting is held.

2.6 Set the pay and conditions for the CEO and ensure appropriate oversight of the remuneration policy for staff.

2.7 Consider HR policy and related matters brought to the attention of the Committee by the CEO.

2.8 If appropriate, provide guidance and support to the CEO concerning staff-related issues.

3. Reporting Responsibilities

3.1 The Committee Chair shall report to the Board on its proceedings and on all matters falling within its responsibilities. The Committee shall report to the Board in one of three ways:
   a. For information: update the Board but no decision or Board input required
   b. For discussion: input/feedback required from the Board but no decision
   c. For action: decision required by the Board.

3.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4. Role of CEO

4.1 The CEO shall provide a report in advance of each meeting of the Employment and Remuneration Committee of relevant information to inform the work of the Committee.

4.2 The CEO should not be involved in any decisions relating to their own remuneration.

5. Authority

5.1 The Committee is authorised to seek any information it requires from the CEO to perform its duties.

5.2 The Committee is authorised to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its Terms of Reference, subject to the approval of the Board.

6. Membership and meetings

6.1 The Employment and Remuneration Committee shall consist of the Chairperson and two other members from the One in Four Board of Directors.

6.2 The Chair of the Committee shall be agreed at its first meeting and yearly thereafter.

6.3 The Committee shall appoint a secretary from amongst its members.

6.4 The Employment and Remuneration Committee should meet at least once a year and thereafter as required.

6.5 The Board will formally review the terms of reference of the Employment and Remuneration Committee every three years.

6.6 A quorum shall consist of at least two members of the Committee.

6.7 Meetings may be held via conference call.

6.8 Minutes of the Employment and Remuneration subcommittee meetings shall be kept.

Appendix 4 – Terms of Reference: Research Committee

ONE IN FOUR Ending the trauma of childhood sexual abuse	Governance	
	Terms of Reference – Research Committee	
Policy Reference	Version number	Date Approved
	V1 October 2021	8th December 2021
Approved by	Scheduled review date	Frequency of review
Board	December 2024	Three Years

These terms of reference set out the specific responsibilities assigned by the Board to the Research Committee.

1. Purpose

1.1 The Board of Directors (Board) have established the Research Committee to:

a. Provide oversight and advice in respect of One in Four's engagement with both internal and external research.
b. Establish a process by which research proposals can be appraised and reviewed
c. To provide advice relating to engagement with research to the CEO, or relevant staff member(s), as necessary or required.

2. Responsibilities of the Research Committee

2.1 Review all internal and external research proposals and advise the CEO, and/or relevant staff member.
2.2 To operate a process of reviewing research proposals.
2.3 To advise on access to One in Four staff or clients for the purposes of research.
2.4 To seek written assurance from relevant institutions that all researchers who engage with One in Four are appropriately Garda Vetted.
2.5 To ensure that any external research proposals have received relevant Research Ethics Approval
2.6 To advise the CEO, and relevant staff, in respect of research commissioning.
2.7 To develop and review a Research Strategy for the organisation in line with values and ethics.
2.8 Report to the Board any matter identified during the course of carrying out its duties that the Research Committee considers should be brought to the attention of the Board.
2.9 Perform or undertake on behalf of the Board any such other tasks or actions as the Board may from time to time authorise

3. Reporting Responsibilities

3.1 The Committee Chair shall report to the Board on its proceedings and on all matters falling within its responsibilities. The Committee shall report to the Board in one of three ways:

a. For information: update the Board but no decision or Board input required
b. For discussion: input/feedback required from the Board but no decision
c. For action: decision required by the Board.

3.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
3.3 A copy of the draft minutes, following a review by the Chair of the Committee, should be circulated to the Board as part of the Board pack.

4. Authority

4.1 The Committee is authorised to seek any information it requires from the CEO to perform its duties.

4.2 The Committee is authorised to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its Terms of Reference, subject to the approval of the Board.

5. Membership and meetings

5.1 The Research Committee shall consist of at least one Directors from the Board of One in Four, the CEO, an external research expert, and relevant programme directors. The Board can appoint up to two external experts.

5.2 The Chair of the Committee shall be appointed by the Board.

5.3 The Research Committee should meet at least once a year and thereafter as required.

5.4 The Board will formally review the terms of reference of the Research Committee every three years.

5.5 A quorum shall consist of at least two members of the Committee.

5.6 Meetings may be held in-person, via an online platform or using a hybrid form.

5.7 Minutes of the Research Committee meetings shall be kept.

Appendix 5 – Terms of Reference: Nominations Committee

ONE IN FOUR Ending the trauma of childhood sexual abuse	Governance	
	Terms of Reference – Nominations Committee	
Policy Reference	Version number	Date Approved
	V1 October 2021	8th December 2021
Approved by	Scheduled review date	Frequency of review
Board	December 2024	Three Years

These terms of reference set out the specific responsibilities assigned by the Board to the Nominations Committee.

1. Purpose

1.2 The Board of Directors (Board) have established the Nominations Committee to review the future recruitment needs of the Board, including the position of Chair.

1.3 The Nominations Committee will oversee succession planning and keep the Board advised as appropriate.

2. Responsibilities of the Nominations Committee

2.1 Review the recruitment needs of the Board over the coming year, including the already identified position of Chair.

2.2 Review the Board skills matrix undertaken in June 2020 and identify skills, knowledge and mindsets gaps.

2.3 Ascertain the 'ideal' composition of the Board in light of the purpose, vision and strategy of the organisation.

2.4 Consult with relevant stakeholders, including the current Board, on the future composition of the Board.

2.5 Develop draft role descriptions and ideal candidate descriptions for upcoming vacancies, drawing from the Directors' Handbook.

2.6 Develop and propose a succession plan to the Board.

2.7 The Chair of Nominations Committee brings any recommendations to the Board with a brief biography and consults with the Chair of the Board regarding process of appointment. The Board ultimately appoints new members.

2.8 Report to the Board any matter identified during the course of carrying out its duties that the Nominations Committee considers should be brought to the attention of the Board.

2.9 Perform or undertake on behalf of the Board any such other tasks or actions as the Board may from time to time authorise.

3. Reporting Responsibilities

3.1 The Committee Chair shall report to the Board on its proceedings and on all matters falling within its responsibilities. The Committee shall report to the Board in one of three ways:

a. For information: update the Board but no decision or Board input required
b. For discussion: input/feedback required from the Board but no decision
c. For action: decision required by the Board.

3.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4. Membership and meetings

4.1 The term of the Committee is time-limited up to September 2022 or earlier.

4.2 The Nominations Committee shall consist of at least two Directors from the Board of One in Four.

4.3 The Chair of the Committee shall be appointed by the Board.

4.4 The Nominations Committee should meet as required.

4.5 A quorum shall consist of at least two members of the Committee.

4.6 Meetings may be held in-person, via an online platform or using a hybrid form.

4.7 The Chairperson of the Nominations Committee shall present a report to the Board summarising the work of the Committee.

Appendix 6 – Terms of Reference: Clinical Advisory Committee

ONE IN FOUR Ending the trauma of childhood sexual abuse	Governance	
	Terms of Reference – Clinical Advisory Committee	
Policy Reference	Version number	Date Approved
	V1 January 2023	1 February 2023
Approved by	Scheduled review date	Frequency of review
Board	February 2026	Three years

These terms of reference set out the specific responsibilities assigned by the Board to the Clinical Advisory Committee.

1. **Purpose**
   - 1.2 The Board of Directors (Board) have established the Clinical Advisory Committee to provide an advisory forum to support the CEO and the Clinical Director with clinical matters.
   - 1.3 The committee is available to share their expertise and to advise on best practice.
   - 1.4 The issues for discussion are normally identified by the CEO and Clinical Director but the Director and the External Expert may also raise items for discussion.

2. **Reporting Responsibilities**
   - 2.1 The Clinical Advisory Committee reports to the Governance and Risk Committee (GRC) of the Board through the Board member.
   - 2.2 The brief minutes, noting outcomes, will be shared with the GRC via the Policy & Operations Officer.

3. **Authority**
   - 3.1 The CEO and Clinical Director have the ultimate responsibility to make decisions following discussion at Clinical Advisory Committee meetings, while the Director has the responsibility to report any issues of concern to GRC.

4. **Membership and meetings**
   - 4.1 The Clinical Advisory Committee shall be comprised of a Director, an External Expert, the CEO and the Clinical Director.
   - 4.2 The Clinical Director shall chair the Committee.
   - 4.3 The Clinical Advisory Committee should meet at least three times per year, the dates to be confirmed as the need arises.
   - 4.4 The Board will formally review the terms of reference of the Clinical Advisory Committee every three years.
   - 4.5 A quorum shall consist of at least two members of the Committee.
   - 4.6 Meetings may be held in-person, via an online platform or using a hybrid form.
   - 4.7 Minutes of the Clinical Advisory Committee meetings shall be kept.

Appendix 7 – One in Four Code of Conduct for Board of Directors

Last updated: June 2020

Trustees have specific duties under the Charities Act 2009 and are also required to ensure that their charity complies with the requirements of other relevant legislation. In One in Four the Charity Trustees are also Directors of the company and therefore, have additional duties under company law and common law in their capacity as company Directors. In this document, we have used the term Trustee to encompass both the terms of Charity Trustee and Company Director.

By reading this document and accepting the role of Trustee of One in Four (Ireland) CLG, I agree to the following responsibilities:

General Conduct

- I will promote accountability and transparency whereby any action undertaken by One in Four is able to stand the test of scrutiny by members of the public, the media, beneficiaries, stakeholders and the regulatory authorities.
- I will act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which I do not have relevant expertise.
- I will act in the best interests of the charity at all times.

Independence

- I will act independently, particularly in relation to assets, property, legal and regulatory obligations.
- I will conduct myself with integrity and in a manner which does not damage or undermine the reputation of the charity or its employees or volunteers. More specifically, I will:
    - not place myself under any financial or other obligation to outside individuals or organisations that might seek to influence me in the performance of my duties;
    - avoid actual impropriety and any appearance of improper behaviour.
- I will not act in order to gain financial or other benefits for myself or for any persons connected to me such as my family, my friends, or any organisation that I own, manage or at which I work.
- I will avoid accepting gifts and hospitality that might reasonably be thought to influence me in carrying out my role as a Trustee. Any gifts or hospitality received in any connection to One in Four must be declared to the Board and should not exceed the value of €100.00.
- I will declare any conflict of interest or any such circumstance as may be viewed by others as conflicting to the Board as soon as it arises.

Board and Committee roles

- I will understand and perform my role and responsibilities to the best of my abilities at all times.
- I am prepared to provide adequate time and commitment as required to fulfil the role of Trustee, adequately preparing for meetings and participating in committees and special events when required.

Board Meetings

- I will aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- I will participate in appropriate induction, training and development activities.
- I will always respect the authority of the Chairperson of the Board, and the Chairperson of any meeting.

- I will bring a fair and open-minded view to all discussions of the Board, maintain a respectful balance between speaking and listening, treat different views with respect, and ensure that all decisions are made in the best interests of the charity.
- I will bring a genuinely independent perspective to enhance decision-making, given that Trustees share responsibility for Board decisions.
- I will ensure my contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other Trustees.

Employees and Volunteers within the Charity

- I will aim to support employees and volunteers in carrying out their duties and always, in terms of my conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.
- I will work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- I will accept and respect the difference in roles between the Board on the one hand and employees or volunteers on the other, ensuring that the Board, employees and volunteers work effectively and cohesively for the benefit of the charity and develop a mutually supportive and loyal relationship by:
    - respecting management arrangements and avoiding any actions that might undermine such arrangements;
    - not interfering in the performance by employees or volunteers of duties delegated to them within the charity while ensuring that they are held to account through the respective manager/CEO, as appropriate.

Guardian of the Organisation's Reputation

- I will take an active interest in the organisation's public image.
- I will only speak to the media or any public forum if prior knowledge and approval from the Chair or CEO is obtained.
- If asked to represent the organisation, any comments I make will reflect current organisational policy.
- I will respect organisational, Board, and individual confidentiality in accordance to policy.

Legal Requirements and Policies

- I will act in accordance with the charity's governing document and ensure that the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- I will promote and preserve the obligations of confidentiality about sensitive Board matters. However, the requirement for confidentiality may not apply if it becomes necessary for me to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.
- I will abide by the charity's conflict of interests or loyalties policy and ensure any conflicts of interest or loyalties are recorded as required.
- I will abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies and procedures agreed by the Board and set forth by One in Four.
- I will ensure that claims for out of pocket expenses are made in accordance with agreed procedures.

I understand, where a Trustee is found to be in breach of the standards outlined by the Board in this Code of Conduct he or she will be asked to meet with the Chairperson of the Board to assess his or her suitability for the role. Consistent breach of the Code of Conduct by a Trustee may result in the Trustee's tenure being terminated.

_____ _____

Signed Date

_____

Name

Appendix 8 – Role of Vice Chair

The main role of the Vice Chairperson of the Board is to preside over meetings when the Chairperson is absent. The Vice Chairperson is not a successor to the Chairperson.

The responsibilities of the Vice Chairperson are to:

- Stand in for the Chairperson if they are away
- Assist the Chairperson with matters between meetings
- Deal with specific tasks or issues as defined by the Board
- In the absence of the Chair, liaise with the CEO on relevant matters