RAPE CRISIS NETWORK IRELAND

Rape Crisis Centre
Governance Resource Pack

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RCNI Chairperson Foreword

RCCs exist to create a better world. We operate and meet the needs of survivors of sexual violence in difficult and demanding conditions, and usually within severe budget shortages. Being a board member of a RCC can be both rewarding and challenging. RCCs are part of a diverse NGO sector in Ireland,and even RCCs come in different shapes and sizes.. The new legislative and regulatory environment governing charities will continue to bring greater accountability to the sector. The donating public will demand, and deserve, increased transparency in the workings of charities to determine how their contributions are being utilised. All stakeholders will expect charities to be properly managed and governed by an effective board to best practice standards.

A strategic aim of the representative body of Irish RCCs is to support and encourage member RCCs to adopt best practice, including governance of RCCs. Adopting best practice can help members keep pace with the changes and make them more effective.

As Chair of the Board of Rape Crisis Network Ireland I have found the experience to be rewarding, challenging and a great privilege. I hope that as a Board member you will find this resource useful and I look forward to working with you in the coming years towards the elimination of all forms of sexual violence in Ireland.

RCNI Chairperson,
Miriam Duffy,
May 2013.

Miriam Duffy, Chairperson, RCNI and Fiona Neary, Executive Director, RCNI
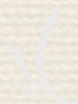
Introduction

Rape Crisis Network Ireland (RCNI) is a specialist information and resource centre on rape and all forms of sexual violence with a proven capacity in strategic leadership. The RCNI role includes the development and coordination of national projects including expert data collection, supporting Rape Crisis Centres (RCCs) to reach best practice standards, using our expertise to influence national policy and social change. We are the umbrella body for our member RCCs who provide free advice, counselling and support for survivors of sexual violence in Ireland.

The development of this Resource Pack and associated training fit specifically within goal 5 of the current RCNI Strategy:

> ### 5.4 Support and promote good governance in relation to strategy, decision making and employment practice.

This Resource Pack is designed to be utilised by RCC Boards collectively, and Board Members individually, to educate themselves about their roles, duties and responsibilities.[1] Some Board Members have more Board experience and therefore may have a greater level of specific knowledge about their roles than others.

Throughout the document, RCNI roles and resources are listed where specifically relevant as either backup or useful information in terms of meeting legal obligations. Other resources are also included where appropriate.

Useful resources, along with their web addresses, are included at the end of the document. Appendix 1 contains a checklist for board member induction.

For ease of reading the term Manager is used to describe the person who is the Manager, Director or Coordinator of an individual RCC.

What is a RCNI Rape Crisis Centre?

A RCNI member RCC provides direct services to sexual violence survivors utilising a survivor-centred and trauma-based approach. In addition, member RCCs engage in prevention, education and social change. All of this work is underpinned by the triple principles of equality, human rights and feminism. Governance lays the appropriate foundation for a centre and underpins the vital services which RCCs deliver.

A Rape Crisis Centre is a place where the reality of the effects of sexual violence are witnessed and believed, and hopefully a journey of recovery started. Sexual abuse and violence is always about an absence of choice. It is an experience of isolation. It is about power and autonomy being taken away. It is about trust in the world being broken, often completely. A RCC is a place where the worst that humans can do is sat with, listened to and responded to. It is a place often of great hurt and distress. It is equally a place where hope is seeded, where the core values of openness, non-judgement, respect, affirmation, trust, courage and creativity flourish on a daily basis. It is a place of heart, hope and healing.

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[1]   While every care is taken to ensure that this Resource Pack accurately reflects current legal obligations, please note that it does not and cannot guarantee to any Centre, and/or any Centre staff member or volunteer, immunity from suit and/or legal liability in civil courts, criminal courts or other tribunal.

The range of services delivered by RCCs is often under-estimated. RCCs are cost-effective service providers and services include:

Counselling and support to adults

Counselling and support to children over the age of 14

Accompaniment and advocacy – to Sexual Assault Treatment Units (SATUs), Forensic Medical Examination, Garda Stations, through-out the legal process and to other agencies as required

Helpline Support and Information

Support to family members and others affected by abuse or supporting a survivor

The high levels of trust in the professionalism of RCCs can be seen in the level of both self-referrals and referrals by other professionals.

RCCs are tremendous community information, education and resource centres, equipping many other local agencies and professionals in tackling sexual violence. RCCs provide Training, Education and Information Sessions to a range of organisations annually on request.

In a commitment to ensuring the best responses for victims and preventing violence RCCs engage in various inter-agency, joined-up working, both formal and informal.

Through on-going collaboration and partnership with RCNI National Data Collection RCCs are also experts in the collection and presentation of accurate data on sexual violence in Ireland.

Becoming a Board member of a Rape Crisis Centre

To be on the board of a rape crisis centre that is a member of the RCNI is to be part of a historical movement that is still fresh and evolving. A Rape Crisis Centre is a place where a client can begin the journey from victim to survivor – **A board member is part of this landscape.**

All clients will have had an experience of sexual violence, be it once, a few times or over many years. Supporters of victims may also be offered a service. The majority of service users are female, but all RCNI members provide a service to males.

The Rape Crisis Response is a grass roots response to sexual violence which came from women responding to women. At the beginning of the women's movement women encouraged each other to speak the truth about their real life experiences. There was much shock and indeed disbelief at the reality of some women and children's lives and at the extent of sexual violence. Effectively this grass roots response was the beginning of **"breaking the silence"**. "A grass roots" movement is one driven by the politics of a community. It grows spontaneously and naturally from a need. It is very different from a movement orchestrated by a traditional power structure[2]". RCNI attempts to hold onto the deeply held core beliefs that have informed its development since the first Rape Crisis Centre was opened in Washington, USA in 1972. The first in Ireland opened thirty years ago. Sexual Violence was being addressed in Ireland for the last thirty years by the first RCCs, and the women who set up these organisations were the "canaries singing in the mines". Looking at the ensuing scandals that have rocked Ireland since 1993, we note that it is 20 years since the first Inquiry: The Kilkenny Incest Case. There has been little let-up in that time with regard to scandal after scandal being uncovered. Disbelief is still at the core of disclosing sexual violence. Disbelief, discomfort, distress and trauma. **Being on the board of a RCC means you are actively part of the solution.**

In the ensuing forty years the whole area of recovery from sexual violence, be it as an adult or as a child, has developed. Much of that learning and development has been informed by the sterling and courageous work done by the earliest RCCs. Most recognised counselling trainings will have some specific training around sexual abuse and violence. Recovery from sexual violence has in some ways become "Mainstreamed" but it has also become "Medicalised". This is of course helpful to some clients and indeed necessary. However the breadth of the Rape Crisis Response allows the client to choose how they wish to deal with their recovery. RCNI Members (or RCCs) have always viewed the client as "the expert in their recovery." They have always seen the victim of a sexual crime as reacting normally to an abnormal situation.

[2]   Its origins are thought to be from Senator Albert Jeremiah Beveridge of Indiana, U.S.A who said of the Progressive Party in 1912. "This party has come from the grass roots, it has grown from the soil of people's hard necessities."

Core Values

What makes a Rape Crisis Centre response different is that the client is viewed and valued as a person with or without a medical diagnosis or condition. Some clients may have been through the medical system without ever speaking about early childhood abuse. Recently, in one centre, a client who had spent 10 years under Psychiatric Care had not alone never been able to speak about the chronic childhood abuse she endured, she had never been asked. RCCs see the client as the agent of their own recovery and our role involves giving them back the power to make a choice. Abuse is always about taking away choice. One of the early values of the first RCCs was that if you have endured an experience of sexual violence it should not cost you to recover. Most clients who access the counselling services could not afford private counselling or therapy.

Unlike a regular counselling service RCC clients often have other needs perhaps around education, housing, medical care or legal issues. The impact of sexual violence often brings a multitude of other problems for the client. From the beginning, RCCs have held and worked with this dynamic. There is an Advocacy element to each service that again was always part of a Rape Crisis Response. It has always been a pivotal piece of what makes a RCC different. Each client's story is listened to, witnessed and whatever they need to heal is the journey the centre takes with them; be it through face to face counselling, support through a forensic medical examination, sourcing an advocate in the Mental Health System, listening on the phone, teasing out how to make a complaint, going to court with them, helping them confront a difficult current situation or leaving a dangerous family situation.

RCNI has done groundbreaking work to ensure that these core values and ways of responding that are central to a grass roots response are what inform the development of all RCC services. RCNI and its member centres are client/survivor informed. Constant feedback from clients informs the overall movement and development of the organisation. It is key. It is a constant listening, revising, changing and processing of clients experiences as well as staff and volunteers. A high standard training and constant supervision of staff and volunteers are also key components of any RCNI RCC. The clients safety and well-being is paramount.

Who are the clients?

The Client is the person who makes contact by phone or comes in for an appointment. A client can be:

- the broken young girl who cannot see a way out because if she leaves her family to go to college, then her younger brother or sister will become the victim,
- the newly married man who regularly meets the person who raped him one night because he is kind of related to his new wife,
- the young girl who cannot face her Leaving Cert because she cannot stop thinking about what happened and everyone knows,
- the newly married woman who cannot have sex,
- the young girl who is bethrothed in marriage to a man she has never met and who cannot tell her parents that she was brutally raped,
- the woman who has reared her family and never spoken to her husband about what his brother has done to her over the years,
- the young woman who comes every week and has told a little of her story but cannot speak about the worst part yet,
- the person who cannot sit back in the chair for fear of relaxing.

Clients are anyone over the age of 14 who has been affected by sexual violence, and he or she is welcome regardless of sexual orientation, nationality, race or creed.

Staff, paid and unpaid, and training

Volunteering has been essential to the development of RCCs. In the early days hours, days, weeks and months were given without want of a return except a safer world. As time has moved on, and as responding to sexual violence has become mainstreamed, funding has become available and many volunteers have become workers. In RCNI centres all volunteers and workers have received a minimum of 70 hours training. This training was developed over the years by RCNI, informed by the latest learnings around trauma and is of a very high standard. The training follows an interview and selection process that at its heart always has the interests of clients. The training is not an easy training but it is of a very high quality and it is delivered by experienced RCC Trainers. No one answers the phone or sees a client in an RCNI RCC until they are ready.

Over the years high standards for Practicing Counsellors, including accreditation have developed. RCNI always demanded high standards for anyone working in a RCC and now operates an internal accreditation system of registration for all those working or volunteering in a RCC. Many who volunteer already have counselling qualifications; these volunteers are provided with 70 Hours of "Top Up" training specific to RCNI.

All who work in the centre, paid or unpaid, are **frontline workers**, often working with crisis situations where calmness, quick thinking or simple care are required. It is a difficult landscape to work in with Clients walking in the door with difficult emotions and beliefs. The landscape of loss, grief, distrust, shame, humiliation, depression, trauma and sheer distress requires a stability, steadiness and heartfelt witness to withstand. RCNI workers work at being the witness to the pain of sexual violence. No human wants to feel these feelings. No one wants to work through the distorted thinking and beliefs left in the wake of sexual violence. But the courage of the clients and the steadfastness of the workers allows the client to find a new way in the world. That is what a Rape Crisis Centre is.

The training helps create an atmosphere where the hard questions can be asked, the difficult emotions can be welcome and processed, and the "unspeakable" can be spoken. The staff are not afraid of the discomfort, the distress or the anguish. They know there is recovery. RCCs are places of dynamism, vision, creativity and humility. **The history of RCNI and RCCs mean that you as a board member are part of that too, as a very valued volunteer.**

Changing the world as a Board member

There is still a deficit with regard to adequate training and understanding of the dynamics, the needs, the prevalence and the recovery from sexual violence. Recall in the last few years the court cases where victims were vilified by the neighbours of a defendant despite obvious culpability. This goes on day after day around Ireland. The stories that make the headlines are the tip of the iceberg. For many survivors, it is just as hard to walk into a Rape Crisis Centre now as it was thirty years ago. The feelings, the effects and the journey are very similar. That more clients are finding themselves able report the crimes against them and to go to court is because of the support they are receiving. You as a board member are part of this wonderful affirmation.

Becoming a board member can be about participating in your local community, and even in your national community, in a new and different way. You might be bringing useful skills from your profession, and you may have many other skills that you want to explore and contribute also. Becoming a board member can be a tremendous learning experience. To be on the board of an RCNI Rape Crisis Centre is a privilege, a responsibility and – as one of the most recent new board members of Mayo Rape Crisis Centre stated when she was nominated to the board – 'an honour'. You are part of history and part of a powerful movement that is at the forefront of responding to sexual violence locally, nationally and internationally. .

How can you help?

That the first Rape Crisis Centres chose to believe and give witness to the women disclosing to them was revolutionary at the time, largely seen as extreme and uninformed. Belief, Witness and Safety are still important in any Rape Crisis Centre. You as a member of the Board are part of that movement. You are part of the movement that keeps the values that are sacred to the RCNI protected, adhered to and developed.

You do this by learning about sexual violence yourself and by listening to what the staff and volunteers tell you about what they are learning, hearing and dealing with; by recognising their expertise and listening, listening and listening. You have been invited to be a board member for a reason. You have a skill, a gift or an expertise that is valued by your RCC. What you must also bring are the qualities of listening, learning and recognising limits. RCNI has taken the best from around the world in terms of standards of practice with regard to Responding to Sexual Violence, Advocacy, The Legal Process, Updating Training, Data Collection, Relationships with other statutory agencies, Therapy Practice, and is always auditing itself, evaluating itself and indeed has been a contributor on the world stage itself. Your local Rape Crisis Centre, where you are a board member, has evolved its strategies, organisation and dynamics from years of experience. It knows how to respond to clients who are distressed and traumatised. You as a Board Member: **Do you know what sexual violence is? Do you know what its effects are short and long term? Do you know what recovery looks like? Do you know the statistics for your own centre?** RCCs know what they are at, they need your support, your affirmation and your heart to continue this vital and deeply moving work.

A core part of the development of the earliest RCCs was the capacity to listen to the stories of women - listening and learning. That capacity to listen and learn is still pivotal today and key in shaping where RCCs go to in the future. Commitment to the clients truth, the history of RCCs, the RCNI training and flexibility has placed RCCs truly amongst 'the experts' in Ireland. Most RCCs began as Feminist Collectives, where consensus and inclusion were key values, but all have negotiated a change to a more structured organisation. RCNI's work has been to hold onto the values, practices and methods that have been core to RCCs and to their clients.

Recognise that you may not know or understand what a client may need, what a centre may need. Often this work has an impact that requires alternative and creative responses. Most centres have key requirements to make sure they continue to be safe places for their clients. Staff Supervision, Ongoing Training and Process Work are essential for centres to remain safe places for clients. Working with Trauma has an effect on workers. They can end up with Vicarious Trauma which reduces greatly their capacity to continue working. Good self care is the anti dote. A worker can become burnt out as well if the centre is not listening to their needs. Good self care for the worker and the centre means good care of the client. Constant reviewing of training, knowledge and procedures require time and work. These are key components of a healthy centre, even in times of financial restraints. These cannot be compromised.

In the end it is a good news story because on a daily basis clients finish their work with a centre, they walk out and live again or for the first time. They often become agents of change themselves and save or help numerous others. They pay it forward and they help make the world safer. **YOU are part of that dynamic.** Learning about Power, its abuses and learning about your centre and its history. **The recovery that is a daily part of RCCs work also creates a dynamism that is truly awe inspiring. You are part of that... Listen and Learn. You are working in a place of hope and healing...**

What is Governance?

Governance, in its widest sense, refers to how any organisation is run, how decisions are made and how they are implemented. Every organisation has a governing body whose members have legal and financial responsibility for the organisation[3]. This group, commonly known as 'the board', has responsibility to ensure the organisation meets the needs of its client group, is accountable, draws on people's experience or expertise in making decisions and is appropriately managed. Governance has been described as "A transparent decision-making process in which the leadership of a non-profit organisation, in an effective and accountable way, directs resources and exercises power on the basis of shared values[4]".

Good governance creates a strong future for an organisation by continuously steering towards an agreed, shared vision. It ensures that the day to day management, in the hands of the manager, is always lined up with the organisations goals. At its core, governance is about leadership[5].

What is Good Governance?

The notion of good governance comes originally from international development and the examination of what characteristics or principles are required to deliver human rights based, inclusive and respectful development. Poor governance can allow an organisation to lose sight of its purpose and responsibilities. Both the process of decision-making and the process whereby decisions are implemented (or not) can be carried out in ways which are abusive of power, do not support healthy relationships between involved groups, are not accountable to anyone other than the person or persons making the decision and are influenced by persons with a vested interest in an outcome financially favourable to themselves.

The RCNI supports member RCCs to implement good governance through the *RCNI Charter for Membership*. This Charter requires RCCs to follow the Quality Assurance Framework, including the section on good governance. The good governance characteristics or principles named in the Framework are drawn from the United Nations Development Programme (UNDP) and include fairness, accountability, direction, performance and legitimacy.[6] The good governance characteristics or principles in the Framework are underpinned by the guiding principles of human rights, equality and feminism. It is within these guiding principles, while practicing good governance, that RCCs offer trauma-based, survivor-centred services which aim to hold perpetrators accountable for their behaviour.[7]

Further development of good governance in and by the Irish community and voluntary sector has led to the Governance Code (www.governancecode.ie). The principles at the foundation of the Governance Code are in line with the UNDP principles and are shown in the diagram on the next page.

As is apparent from these five principles, good governance is not just about rules. "It is an attitude of mind. It is about the ethical culture of the organisation and the behaviour of the people on the governing body."[8]

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[3]   'Just about managing', Adirondack, S. LVSC, 1992.

[4]   C&EE Working Group on Non-profit Governance.

[5]   www.tpk.govt.nz

[6]   More information is available from the Institute of Governance in Canada http://iog.ca/iog-principles-of-good-governance/

[7]   All of these characteristics and principles are in line with the Council of Europe Minimum Standards for Support Services (Kelly, L. & Dubois, L.).
        http://www.coe.int/t/dg2/equality/domesticviolencecampaign/Source/EG-VAW-CONF(2007)Study%20rev.en.pdf

[8]   The Governance Code: A Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland,
        www.governancecode.ie

In the absence of a Charity Regulator, Irish government departments are encouraging community and voluntary organisations to sign up to the code. The Charity Regulator is discussed in the Company Status & Charitable Status section. The code envisages that organisations are divided into three categories, primarily on the basis of size. It is expected that organisations will compare themselves to the standards outlined in the code on a "comply or explain" basis. This means measurement of the Centre against each of the actions included with each principle. If the Centre is not currently in a position to make changes to suit all of the actions, it is still possible to be in compliance with the Code. The Governance Code encourages publication of compliance with the code on the Centre website, in newsletters, etc. and also publishes a list of those organisations which are in the process of adoption. At the time of writing two Rape Crisis Centres have adopted the code and several domestic violence programmes are in the process of adoption.

Good governance is largely within the remit of the Board and Manager roles. The specifics of Board and Manager governance roles are included in the section below.

What is the Difference between Governance & Management?

Good governance involves the separation of governance and management. The role of Boards, Manager, Staff and Volunteers are strongly interdependent, and ideally operate in a harmonious relationship. It is not unusual though for the relationship between the roles to be unclear and even problematic.

The powers (authority) of the Board are laid out in the governing document (Articles and Memorandum). The Board is ultimately responsible for the Centre. They must ensure the Centre has a clear, shared vision of its purpose, what it is aiming to achieve and how in broad terms it will go about doing it. Boards should set clear aims and objectives, establish priorities, safeguard the Centre's assets (money, property, equipment and human resources) and ensure these are used effectively and exclusively for the benefit of the people and cause the Centre exists to help. The responsibility of the Board includes supervising and appraising their Manager. It is not the job of the Board to 'manage' its Centre or become involved in the day-to-day operations. This is delegated to managers and staff.

Management is the organisation of resources (e.g. information, time, energy, money and reputation) to achieve the purpose and goals of the Centre. This includes planning and progress chasing and ensuring adherence to core values, guiding principles and operating principles, and Best Practice Standards. Key to effective management is respect for people and understanding the role of procedures and processes (e.g. supervision and annual

reviews) in the everyday life of a Centre. Ultimately it is the responsibility of Managers to account to the Board for what happens and how well or badly the Centre is administered and managed. Members of the Board may be involved, as volunteers, in some aspect of the Centre's work (e.g. Court Accompaniment) and for that portion of their contribution to the work of the Centre will be managed by the appropriate staff members.

A helpful image to keep in mind can be that of hiring a taxi: the Board decides where the taxi is going (the ultimate destination), and directs the driver (Manager) they have hired regarding what is most important – a scenic route or the most direct route, stopping for tea or not, etc. The Manager is then responsible for bringing together all of the knowledge and resources available to reach the destination. This includes informing the Board of anticipated problems or information that the Board may not have in order to assist it in giving the best possible direction. The arrangement works best when there is consultation and open communication between both parties and clarity regarding roles.

When a Board is functioning well, the authority relationship looks like:
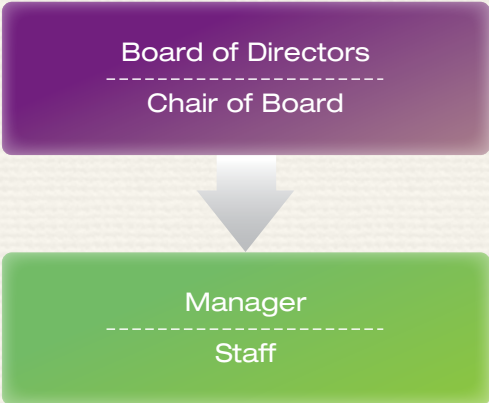
On a working level, the partnership between Board and Staff often looks like:
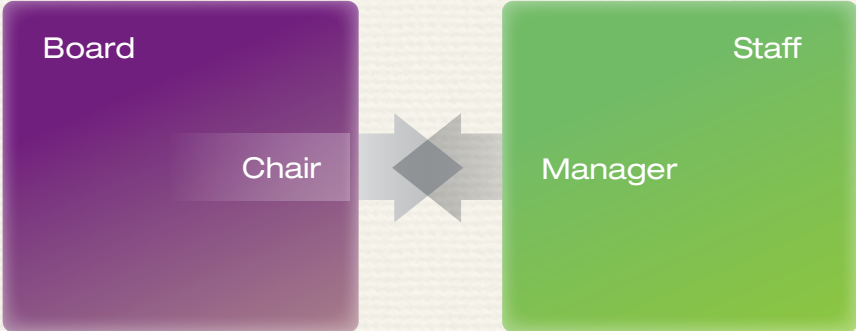
Both relationships can exist at the same time, ideally generating a positive tension that strengthens decision-making and deepens organisational capacity. Keeping expectations clear requires good induction, and regular reviews and action planning.[9]

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[9] This section was adapted from Wyatt, M., *A Handbook of NGO Governance* http://www.dochas.ie/pages/resources/documents/Governance_Handbook.pdf.

While not exhaustive, the table below[10] provides a more detailed illustration of the separation between governance and management roles.

	Governance	Management
Vision & Values	Act as guardians of vision and values.	Ensure all operations are run in accordance with vision and values.
Strategic Plan	Ensure clear direction and strategic framework including priorities and targets. Ensure pattern of reporting and review.	Survey needs and impact; draft strategic options; devise work programmes; follow agreed priorities and target; regularly report on activities and outcomes/outputs.
Standards & Framework	Discuss and adopt RCNI Best Practice Standards.	Implement Best Practice Standards.
Personnel	Be a fair employer; enact discipline and grievance role if called upon.	Provide supervision and appraisal; monitor workloads; enact proper procedures if there are issues of conduct or capacity.
Finance	Ensure proper processes are in place; review & sign off all accounts; safeguard any investments.	Operate and overview financial systems; prepare budgets and account for expenditures; limited cheque signatory.
Funding	Ensure sufficient funding for operation of the Centre; establish and review fundraising strategy.	Carry out fundraising activities; report on outcomes, opportunities and threats.
Compliance	Ensure all legal requirements are met – e.g. charity law, health & safety, child protection, data protection.	Ensure systems are up-to-date and complied with by all in the Centre. Report on changes, issues and impacts.
External Relationships	Establish & review strategy for maintaining and development external networks and partnerships.	Attend priority groups and working parties; support partnership arrangements; report on outcomes and issues.

[10]   This table has been adapted from a table contained in Rape Crisis Scotland, *Ensuring Good Governance within Rape Crisis Centres: Information Pack 2009/2010*

Charitable Status & Company Status

All RCNI member Rape Crisis Centres are both registered charities and companies limited by guarantee. This means that the Board has responsibilities for the company under the Companies Acts[11] and as trustees of a charity under the Charities Act, 2009[12]. As of March 2013 the only portions of the Charities Act which have been enacted are the title, definitions, regulations and offences. Charitable status does not give legal status to an organisation nor confer incorporation. A group can have charitable status without being incorporated and vice versa. When an organisation has "charitable status" it currently means that it is recognised as charitable by the Revenue Commissioners for tax purposes. In order to be recognised as charitable an organisation must have: (1) Legal status by means of a specific legal structure with it associated 'governing instrument.' This means the organisation has a written constitution or a Memorandum and Articles of Association or a Trust Deed. The governing instrument must include a clause stating that the organisation will use its money for charitable purposes only. (2) The aims of the organisation as set out in the governing instrument must be exclusively charitable and come under one of the following headings: relief of poverty, advancement of education, advancement of religion, or other purposes beneficial to the community.

The Charities Act, 2009 includes provision for a Charities Regulatory Authority. That Authority has not yet been implemented and the Department of Justice and Law Reform has recently (at the time of writing) completed a consultation process to determine how to enact the remainder of the act. If an organisation is currently registered as a charity, that registration will probably remain. The Charity Regulatory Authority may require the charity to provide it with the information that would be required of any organisation applying for a new registration. Charities that are Companies Limited by Guarantee will continue to be bound by the requirements of Company Law in relation to submitting audited accounts to the Companies Registration Office.

It is easier to define a company limited by guarantee not having a share capital by examining its component parts. A company, once incorporated, is a legal person in its own right and is to be regarded as a separate entity from that of its members. When a company is limited that means that the company members are liable only for the company's debts up to the amount they have agreed to contribute to the company. By guarantee means there are no shareholders, instead anyone who joins the company is a member. The members are effectively the owners of the company and all members must guarantee to pay a nominal sum of IR£1/€1 if the company is in debt or is winding up. Not having a share capital means companies limited by guarantee cannot raise finances by issuing or selling shares and therefore do not have a share capital.

[11] http://www.irishstatutebook.ie/2009/en/act/pub/0020/sec0011.html#sec11
[12] http://www.irishstatutebook.ie/2009/en/act/pub/0006/index.html

Board Member Roles & Responsibilities

All Board members are collectively responsible for:

1. **Safeguarding and promoting the values and mission of the Centre**
2. **Determining the strategy and structure of the Centre**
3. **Ensuring the Centre operates in an effective, responsible and accountable manner**
4. **Ensuring the effective functioning of the Board**
5. **Supporting the CEO/Manager.**

All Board members are equally responsible in law for Board actions and decisions and have equal status as board members. Induction for new Board Members should contain information on all of the topics listed in Appendix 1. The overriding legal responsibility of the Board is its duty of care to the Centre as a whole, Centre users, staff, volunteers, and others with whom the Centre comes in contact. In Ireland, company Board Members have specific responsibilities. Every Board Member needs to:

- Act in good faith and in the interest of the organisation;
- Act in accordance with the governing documents;
- Not use their powers for personal gain or for the benefit of others at the expense of the organisation;
- Not profit financially from being a director;
- Account for any profit secretly obtained;
- Act with due care, skill and diligence;
- Prepare financial statements that give a 'true and fair view' of the organisation's affairs;
- Have organisational accounts audited.

These duties require Board Members to be open about any **conflict of interest**. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the organisation. Each board member and anyone else present must tell the Board if they believe they have a conflict of interest on a matter to be decided at the meeting. Unless the Board decides otherwise, they must leave when the Board is discussing or deciding on that matter. The person concerned should be told what decision was reached. More information on conflict of interest and Board Member legal responsibilities can be found in documentation from the Office of the Director of Corporate Enforcement at: http://www.odce.ie/en/media_general_publications_article.aspx?article=f3575030-291a-4fbc-b472-56126635ad0f

In order to meet the collective responsibilities for the Board, all **Board Members need to:**

- Actively participate in any induction training;
- Regularly attend Board meetings and important related meetings;
- Make a serious commitment to participate actively in Board work;
- Stay informed about Board matters, and prepare well for meetings;
- Maintain confidentiality of Board meetings;
- Get to know other Board members and build a collegial working relationship that contributes to consensus;
- Actively participate in evaluations and planning;
- Participate in efforts to maintain good relations with donors and in fundraising for the Centre;
- Not engage in any activity which would damage the reputation of the organisation.

The Board can appoint working groups or committees and delegate specific work to the group. These groups can be standing groups or short-terms. These groups:

- Support organisational strategy and aims;
- Provide specific expertise;
- Ensure entire Board is not obligated to learn large amounts of specific details in a given area;
- Permit broader participation;
- Can include persons with specific expertise who are not Board Members.

There are specific roles on the Board. In smaller organisations, a Board Member may have more than one role.

Board Chair:

- Is a member of the Board;
- Is Chairperson of the Board and of the whole body;
- Is a partner with the Manager in achieving the organisation's mission;
- Provides leadership to the Board;
- Chairs meetings of the Board;
- Reviews with the Manager any issues of concern to the Board;
- Encourages the Board's role in strategic planning;
- Discusses issues confronting the organisation and the sector with the Manager;
- Helps guide and mediate Board actions with regard to organisational priorities and governance concerns;
- Monitors financial planning and financial reports;
- Plays a leading role in relations with donors and in fundraising activities;
- Act as point of communication for other Board members;
- Informally evaluates the participation and effectiveness of Board members;
- Evaluates annually the performance of the organisation in achieving its mission;
- In the event of an unscheduled absence of the Manager, responsible for:
  - Informing Board Members;
  - Ensuring ongoing management of the organisation is appropriately handled or delegated;
  - Ensuring appropriate financial oversight remains in place;
- Other responsibilities as assigned by the Board.

Vice Chair:

- Is a member of the Board;
- Performs Chairperson responsibilities when the Chair cannot be available;
- Reports to the Chairperson;
- Works closely with the Board Chair and Manager;
- Other responsibilities as assigned by the Board.

Treasurer:

- Is a member of the Board;
- Responsible for overseeing the effective financial management of the organisation;
- Works with Board Chair and Manager to provide an annual budget for the Board and ultimately to the AGM for approval;
- Ensures development, and Board review of, financial policies and procedures;
- Works with Manager and Auditor on production of the annual audited accounts for discussion and approval by the Board and ultimately by the AGM;
- Responsible to the Board for the discharge of financial responsibilities.

Employment/Human Resources:

- Responsible for ensuring formal performance evaluation of the Manager at least annually;
- Participate in employee disciplinary and grievance procedures with Manager as specified in organisational employment handbook and, if Manager is the subject of a complaint or grievance participate with the Board Chair as specified in organisation employment handbook;
- Serve as point of reference for any issues that cannot be worked out mutually by staff, in line with procedures laid down in Employment Handbook.

Company Secretary:

- Member of the Board, or if not a Member of the Board, not the Manager;[13]
- Act as 'guardian of governance';
- Responsibility under company law to ensure organisation meets all statutory obligations and fully complies with the law – this includes:
  › Make annual return and file appropriate documentation with the Companies Registration Office and, when enacted, the Charities Regulatory Authority;
  › Maintain records of all AGMs.
- Be sufficiently familiar with legal documents such as RCC Articles & Memorandum to note applicability during meetings;
- Maintain records of Board meetings and ensure effective management of records.

Manager Role & Responsibilities

The role of a Manager falls within five headings. This section contains highlights of the responsibilities within each heading. It is by no means an exhaustive list.

Creating and maintaining a vision

- Commitment to the organisational mission;
- Creation of a vision;
- Ensure staff understand and are inspired by vision.

Leading and managing

- Outlining tasks to be accomplished and referring back to the vision to aid in completion;
- Hiring and managing other staff members;
- Motivating staff and volunteers;
- Encouraging good performance and values;
- Allocating resources and supplies to staff;
- Ensuring programmes and activities are laid out efficiently and effectively;
- Ensure activities implemented are delivered well and are relevant to the organisational mission and vision;
- Lead by setting high standards and living by those standards;
- Mentoring staff;
- Making the necessary hard decisions and critical choices.

Engaging community/partnership agencies

- Listening to community needs;
- Recognising and supporting change within the community;
- Developing working partnerships with other relevant organisations;
- Providing opportunities for community feedback and evaluation of Centre activities.

Managing finances and fundraising

- Fundraising programmes are carried out with high ethical standards;
- There are clear policies/standards in relation to fundraising activities;
- Funds are being accepted and used responsibly, as well as accounted for properly;
- Fundraising strategies have been identified that benefit and complement the mission and vision of the Centre;
- Funders are kept regularly informed about projects to which they contribute resources.

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13   One of the roles of the Company Secretary is to act as a custodian of governance. As such, if the Company Secretary is also the Director one important component of the checks and balances on good governance is lost. This is discussed in further detail in a Governance Code Guidance Note at - http://www.wheel.ie/sites/default/files/GuidanceNote%29.pdf

Supporting the Board of Directors

- Ensuring that they are not dominating the Board, letting the Board do their job effectively;
- Highlighting issues and dilemmas of which the Board needs to be aware;
- Providing the information, including staff recommendations, the Board requires in order to make decisions;
- Keeping the Board informed of decisions and changes;
- Maintaining structure by providing an agenda, sending out any information required ahead of Board meetings.

In case of any confusion, please refer back to the table listing the differences in function between management and governance as a guide to differentiating between the two sets of roles. It is regarding these five headings that the Manager should be regularly evaluated by the Board.

Additional Specific Duties of Relevance to a RCC Board

Below is a list of duties that are specifically relevant to a functioning RCC. As the Board has ultimate responsibility, it is up to the Board to assure itself that all of these requirements are being met.

Child Protection

As of the date of writing, Children First had not yet been put on statutory footing. All RCCs sign Service Level Agreements with the HSE which require compliance with Children First. The best and most efficient way to ensure that the RCC is meeting all Children First requirements is to monitor Centre compliance with the RCNI RCC member Child Protection Best Practice Standard. All RCC Boards have adopted this Best Practice Standard.

Under its current Service Level Agreement with the HSE, the RCNI is producing the templates for policies and procedures required in the RCC sector as required under new legislation with the assistance of two HSE Children First Information Officers. As the new legislation remains in draft form and subject to change each RCC board will be required to ensure it has full clarity on whom criminal liability lies when the legislation comes into effect. The RCNI will do its best to keep RCCs up-dated, however, ultimately it is the responsibility of the RCC Board to ensure compliance with any new legislation or statutory instruments.

In addition, the Board has responsibility for ensuring that all staff and volunteers who may have contact with children are properly vetted (Please see Vetting below).

Data Protection

Confidentiality is obviously of prime importance to the survivors of sexual violence and their supporters who utilise rape crisis services. The easiest way to ensure compliance is for a RCC to follow the RCNI RCC member Data Protection Best Practice Standard. The Board's responsibility is to ensure that all necessary management functions are undertaken, both to protect service user's personal data and to provide service user's with copies of their own data if and when they request it. The RCNI will do its best to keep RCCs updated, however, ultimately it is the responsibility of the RCC Board to ensure compliance with any new legislation or statutory instruments.

Employment

The Board has the ultimate responsibility for hiring, supporting, supervising and, if necessary, firing staff. One exception might be if a staff member is employed by another body but is seconded to the RCC. Even if some aspects of employment are delegated to senior staff or an employment committee, the Board as a whole is responsible for ensuring the RCC has appropriate procedures to: (1) have current and updated job descriptions; (2) ensure adequate funding to pay staff; (3) advertise appropriately, shortlist, interview and select staff; (4) issue and abide by contracts of employment;(5) ensure there is appropriate induction, training, supervision, support and regular appraisal for staff; (6) deal with dissatisfaction and grievances fairly, promptly and in accordance

with law;(7) undertake any necessary disciplinary action fairly, promptly and in accordance with law; and (8) deal with dismissal or redundancy if required in a fair and prompt manner, in accordance with law. The RCNI RCC Employment Handbook provides a useful template for meeting these requirements.

Equality & Non-discrimination

The Governance Code requires the development and implementation of an equality policy or standard which incorporates the nine grounds contained in Equal Status legislation. Compliance with the RCNI RCC member RCC Best Practice Equality & Diversity Standard, ensures the RCC is meeting all of the requirements of Equal Status legislation in relation to employment and more broadly ensures that a RCC is in a better position to provide services to all survivors by encouraging a diversity of employees and volunteers.

Financial

This is obviously a significant duty of relevance to any Board. There are a number of specific responsibilities of which to be mindful. One is that any charity with an annual income of over €100,000 needs to have the accounts audited. The Board also needs to ensure that the Centre complies with the terms and conditions of any grants or other funding received. In the current economic climate, funding decreases need to be examined in terms of risk management. Please see the section below on risk management.

The UK Charities Commission has published a Statement of Recommended Practice (SORP) which is required practice for charity accounting and reporting in the UK. This SORP may become a requirement in Ireland when the Charity Act, 2009 is fully enacted. Accounts prepared based on SORP will include: a Statement of Financial Activities, balance sheet, extensive notes, and signatures of Board Members with the date of approval. The full SORP can be downloaded from: http://www.charitycommission.gov.uk/Library/guidance/sorp05textcolour.pdf

Fundraising

In 2008 the then Department of Community, Rural and Gaeltacht Affairs (now Community Equality and Gaeltacht Affairs) entered an agreement with ICTR (Irish Charities Tax Research) to carry out research and make recommendations on how the operational aspects of charitable fundraising could be effectively regulated through Codes of Good Practice. The Statement of Guiding Principles for Fundraising was developed as part of this process and in July 2009 the department asked ICTR to oversee the implementation of the scheme, including the guiding principles and the monitoring process as recommended in the feasibility study. To provide practical support for charities in implementing the guiding principles a set of web-based resources have been developed by the Implementation Group. The core guiding principles are: respect, honesty and openness. The establishment of a donor's charter is required. There is a section on conduct of fundraisers and, most importantly for this resource document, information on the responsibilities of the Board. Information on this last aspect is included in the section on Specific Duties of the Board. The Fundraising Code of Practice itself is available from the ICTR website at: http://www.ictr.ie/files/R2.%20Guiding%20Principles%20of%20Fundraising%20-%20Feb%202008.pdf

Responsibility for the 'charity sector' is with the Department of Justice and Law Reform. The Charities Act allows the Minister, in consultation with the Charities Regulatory Authority, to make regulations about the manner and conduct of fundraising by or on behalf of charitable organisations. At the time of going to print (May 2013) the Minister for Justice, in light of the delay in the implementation of the Charities Act is urging all charities to sign up to the existing Guiding Principles for Fundraising. Signing up to these principles may be a requirement for getting a collection permit once the rest of the legislation is enacted or it may be a requirement to be registered as a charity in Ireland.

Health & Safety

This is included as a reminder that all companies are required to have a Health & Safety Standard or Policy specific to their own organisation. In order to have implemented the RCNI member RCC Health & Safety Best Practice Standard, it is necessary for each Centre to have completed their own local appendix to this Standard.

Risk Management

Risk management is included here as it is not a phrase which RCCs regularly employ. This area is often a difficult one for RCC Boards. Boards are ultimately responsible for ensuring that public money is used for public benefit and that the good name of the RCC is not tarnished by financial mismanagement or malpractice. Virtually any form of growth, development or re-deploying diminishing resources carries an element of risk. Failure to adapt to changing circumstances is a major risk in and of itself.

Risk management does not have to be seen as a threatening or negative activity, it can be an opportunity. Proactive risk management involves identifying risks and, assuming complete avoidance is impossible or disproportionately expensive, taking a specific and deliberate course of action to do one of the following:

- Minimise the impact of the risk by, for example, contingency planning;
- Accept the risk;
- Transfer the risk by, for example, taking out insurance;
- Reduce the risk.

In order to do this well, sound internal control procedures and systems which can provide the Board with information on:

- Identification, evaluation and management of risks;
- Assessment of the effectiveness of the control systems in place;
- Possible actions to counteract any weaknesses.

The Governance Code (www.governancecode.ie) contains further information about the development of sound internal control procedures and systems. The Board is responsible for ensuring that the RCC adheres to all relevant legislation. The range and diversity of legislation, plus the fact that it is constantly changing, means it is not possible to cover everything in one document. The RCNI, to the best of its ability, keeps RCCs regularly updated regarding many legislative changes. It can also be an important factor in managing risk to seek professional advice, where appropriate, to ensure the Board is fully aware of all of the implications of any complex decision they need to make.

A very practical example to think about in terms of risk management is vetting. If a centre does not have proper internal procedures and systems in place to ensure that all staff and volunteers who might come into contact with children are vetted, the Centre runs the risk of having a staff member or volunteer with a criminal conviction for child sexual abuse providing services to sexual violence survivors.

Withholding of Information

This recently enacted legislation covers both children and vulnerable adults within the meaning of the Criminal Justice (Withholding of Information on Offences against Children and Vulnerable Persons) Act 2012. Again, the best way to ensure compliance with this is to follow the RCNI member RCC Best Practice Standard on Withholding of Information. There is an overlap between this legislation and Children First requirements and it is vital to ensure compliance with both. The Centre is responsible for complying with any new legal requirements which come into force as a result of legislative or statutory change.

Vetting

The National Vetting Bureau (Children and Vulnerable Persons) Act 2012 has been passed but has not yet commenced. This legislation will require vetting for volunteers and staff who may have contact with both children and vulnerable persons. The definition of vulnerable person in this Act is not the same as that in the Withholding of Information legislation. This Act will also require the passing on of "soft information" as defined in the legislation. The RCNI is currently the organisation responsible for providing at least one authorised signatory for all RCC staff and volunteers. To the best of its ability, RCNI will keep RCCs up-to-date with legislative requirements. It is, however, ultimately the responsibility of each individual RCC to comply with these legal requirements.

Useful Resources

Accounting Standard of Recommended Practice

UK Charities Commission
http://www.charitycommission.gov.uk/Library/guidance/sorp05textcolour.pdf

Board Member Roles

National Council for Voluntary Organisations UK – National Occupational Standards for Trustees/Board Members
http://www.ncvo-vol.org.uk/uploadedFiles/NCVO/Publications/Publications_Catalogue/Trustee_and_Governance/NOS%20for%20trustees%20-%20full%20text.pdf

Company Board of Directors Roles & Responsibilities - Ireland

Office of the Director of Corporate Enforcement
http://www.odce.ie/en/media_general_publications_article.aspx?article=f3575030-291a-4fbc-b472-56126635ad0f

Dochas Ireland – Irish Association of Non- Governmental Development Organisations Governance Document
http://www.dochas.ie/pages/resources/documents/Model_Doc01.pdf

Deloitte
http://www.deloitte.com/assets/Dcom-Ireland/Local%20Assets/Documents/ie_Au_Responsibilities%20of%20directors%20web%200108.pdf

Charities Act, 2009

http://www.irishstatutebook.ie/pdf/2009/en.act.2009.0006.pdf

Company Law - Ireland

Citizens Information Board Information
http://www.citizensinformationboard.ie/search/?cx=007715321286998184584%3Aml5cah1vbbq&cof=FORID%3A9&ie=UTF-8&q=%22CompanyLawGuidelines%22&sa=Search&siteurl =www.citizensinformationboard.ie%2F...%2FCompanyLawGuidelines...&ref=&ss=7633j3128231j33

Companies Registration Office

www.cro.ie

Data Protection

Office of the Data Protection Commissioner-information for organisations and individuals
www.dataprotection.ie

Fundraising Code of Practice

Irish Charities Tax Research – Fundraising Code of Practice
http://www.ictr.ie/files/R2.%20Guiding%20Principles%20of%20Fundraising%20-%20Feb%202008.pdf

Fundraising

www.mycharity.ie
www.fundraisingireland.ie

Governance - NGO

NGO Governance Handbook – from The Central & Eastern European Working Group on Nonprofit Governance
http://www.dochas.ie/pages/resources/documents/Governance_Handbook.pdf.

Good Governance

Institute on Governance (Canada) Principles of Good Governance
http://iog.ca/iog-principles-of-good-governance/

Governance Code

www.governancecode.ie

Violence against Women

Council of Europe support services minimum standards
http://www.coe.int/t/dg2/equality/domesticviolencecampaign/Source/EG-VAW-CONF(2007)Study%20rev.en.pdf

Appendix 1

Board Induction

RCC Board Member induction should include the following:

1. RCC Ethos
2. RCC Strategic Aims
3. Membership of RCNI
4. Best Practice Standards
5. Membership of other relevant entities (e.g. LAN, SATU Steering Committee)
6. Articles & Memorandum of Association
7. RCC Current Workplan and Key Projects
8. Funding
   a. Current funders
   b. Any funding issues
9. RCC Board responsibilities
   a. Responsibilities for any Board
   b. Responsibilities specific to a RCC Board
10. RCC Board Roles for the year
    a. Chair
    b. Vice-Chair
    c. Treasurer
    d. Employment
    e. Company Secretary
    f. Other
11. RCC Staff Roles
12. RCC Volunteer Roles
13. Governance Code and current status of adoption, seeking adoption, etc.

RCNI Board of Directors 2012-2013

RAPE CRISIS
NETWORK
IRELAND

4 Prospect Hill : Galway
T: 091 563676   E: info@rcni.ie
www.rcni.ie

RCNI   @RCNIRELAND   iPhone App   Android App

RCNI member RCCs board members can find RCNI governance resources on the RCNI website.
Please email info@rcni.ie to be assigned a password and given access.