



Coimirce

Internal Charter

Coimirce and The National Board for Safeguarding Children in the Catholic Church

INTERNAL CHARTER

- 1.1 Coimirce (“The Company”) is a company limited by guarantee and not having a share capital which was incorporated in December 2008. Its founding members (“the Members”) comprise each of the Archbishops and the Episcopal Secretary of the Irish Episcopal Conference together with the Director General of C.O.R.I., a nominee of the executive of C.O.R.I., the Executive Secretary of the I.M.U. and a nominee of the Executive Board of the I.M.U.
- 1.2 The first directors of the Company were appointed by the Members. The directors of the Company automatically comprise the membership of the National Board for Safeguarding Children in the Catholic Church (“The Board”).
- 1.3 The main object for which the Company is established is to provide advice, services and assistance in furtherance of the development of the safeguarding of children within the Roman Catholic Church on the island of Ireland and to monitor compliance with legislation, policy and best practice and to report on these activities annually, all as comprehensively set out in the Memorandum of Association of the Company.
- 1.4 The Memorandum and Articles of Association of the Company set out the terms and extent of its constitution and nothing in this Charter shall supercede, take priority over or, replace any content of the Memorandum and Articles of the Company.
- 1.5 This Charter has been developed to aid and assist in describing the relationships between the Members and the Board.

2 The Commitment of the Members

- 2.1 The Members recognise and agree that from time to time, but at least annually, a set of clear objectives should be established by them for achievement by the Board and the National Office established by the Board (“The National Office”). Such objectives shall be set following advice from and consultation with the Board and The Chief Executive Officer (“The C.E.O.”). These can be expressed as a set of annual objectives or otherwise. The Members further agree that a review of progress and implementation of all or any objectives set be undertaken at least annually.

- 2.2 The Members recognise and agree that the resources (financial and otherwise) allocated or agreed to be allocated to the Board and the National Office shall be reasonable and adequate to fulfil the objectives set by the Members for achievement by the Board and National Office in any defined period.
- 2.3 The Members recognise and agree that from time to time, but at least annually, the Members and Board shall meet, with the C.E.O. in attendance. The primary purpose of such meeting(s) shall be the discussion and agreement of objectives, discussion and agreement of financial budget(s) and discussion on relevant strategic or policy matters deemed appropriate by the Members, the Board and the C.E.O.
- 2.4 In clause 4(1) of the Memorandum of Association of the Company the “Establishing and operating a National office for the Safeguarding of Children” is explicitly expressed as an Object to be used for the attainment of the Main Object of the Company. An express Term of Reference of the Board (see Appendix 1 herein) is to “assist in establishing and operating a National Office for Safeguarding of Children for the Catholic Church in Ireland.”
- 2.5 The Members recognise, agree and support the terms set out in paragraph 5 hereunder.

3 The Commitment of the Board

- 3.1 The Board accepts and adopts as its Terms of Reference the Terms of Reference as explicitly incorporated as Appendix 1 to this Charter.
- 3.2 The Board agrees to adopt and to undertake and implement to the best of its ability, the objectives established by the Members from time to time and communicated to the Board for achievement and to meet regularly to discharge its responsibilities under this Charter and otherwise to discharge its responsibilities as Directors of the Company. The Board recognise that the allocation to it of Resources (financial and otherwise) required to fulfil its Terms of Reference and to implement any other set objectives sought or required by the Members, lies solely within the discretion of the Members in consultation with the Sponsoring Bodies.
- 3.3 The Board accept and agree full participation in all or any meetings with Members as more fully described in paragraph 2.3 above.
- 3.4 The Board recognise, agree and support the terms set out in paragraph 5 hereunder.

4. The National Office

4.1 The Terms of Reference for the National Office and its C.E.O. as set out in Appendix 2 hereto are expressly incorporated within the terms of this Charter.

5. Liaison

5.1 The Members agree to nominate three of their number, representative of the Sponsoring Bodies, who shall meet together with the Chairperson of the Board (or any other director nominated by the Board) ("The Board's Representative") and the Chief Executive Officer, quarterly each year (or more frequently as may be required) to discuss matters relevant to the operations of the Board and the National Office. This group of five shall be called The "Liaison Group". Subject to mutual agreement they can invite others to attend their meetings. Such meetings shall, inter alia; deal with the progress towards the achievement of set current objectives and the management of resources and budgets in furtherance of such objectives. Such meetings shall also address any issues of concern to the Members, the Board or the C.E.O.

5.2 The Liaison Group shall be responsible for preparing the proposed agenda together with the arrangements for or preparation of any papers or material for meetings between the Members, the Board and the C.E.O.

Approval / Modification

This Charter has been approved in a meeting between the Members, the Board and the C.E.O. on 24th November 2009 and can be modified in the same manner.

For the Members _____

Date _____

For the Board _____

Date _____

Chief Executive Officer

Date _____

APPENDIX 1

The National Board for Safeguarding Children in the Catholic Church

Terms of Reference

Coimisce delegates the following Terms of Reference to the National Board. The main objective of the Board is to promote and safeguard, on behalf of the Catholic Church in Ireland, the rights of children so that they may grow and develop in a healthy and nurturing environment. In fulfilling this objective, the Board's core and essential tasks can be summarised as follows:-

1. To assist in establishing and operating a National Office for the Safeguarding of Children in the Catholic Church in Ireland.
2. To liaise regularly with those agencies in both parts of the island of Ireland which have responsibility for the welfare of children with a view to maintaining awareness of the relevant developments in civil legislation, policy and practice.
3. To monitor and report on adherence to the best practice in all policies and practices relating to the safeguarding of children in the Catholic Church in Ireland.
4. To advise the Members on the implications of developments in best practice in the area of safeguarding children and, in light of such developments, make recommendations for the adaptation and progress of the Catholic Church's policy on safeguarding children in Ireland.
5. To provide support and advice to dioceses and religious congregations in the procurement of adequate training in relation to the safeguarding of children.
6. To prepare from time to time guidance for the safeguarding of children for approval in accordance with clause 4 (iv) of the Memorandum of Association of Coimisce.

These activities will be reported on publicly through the medium of an Annual Report.

APPENDIX 2

The National Office for Safeguarding Children in the Catholic Church in Ireland and its Chief Executive Officer.

Terms of Reference

The members of Coimisce together with its Board of Directors (who comprise the members of the National Board for the Safeguarding of Children in the Catholic Church in Ireland “The Board”) constitute and establish the National Office for the Safeguarding of Children in the Catholic Church in Ireland (“The National Office”) with authority, responsibility and specific duties as described below:

1. The National Office

- (a) The National Office shall comprise the executive and operational arm of the Board. It shall be headed by a Chief Executive Officer (“C.E.O”), who shall appoint an Executive Committee of senior staff to assist in the carrying out of the duties of the National Office in accordance with the Memorandum and Articles of Association. The National Office, under the leadership and direction of the C.E.O. shall be accountable for the development of appropriate policy and accompanying best practice in all relevant aspects of child safeguarding and for developing recommendations in those regards and in other relevant ancillary matters as they deem appropriate, all for submission to, and approval by, the Board. The National Office under the leadership of the C.E.O. shall also be accountable for the implementation of the goals and objectives of the Board throughout the island of Ireland;
- (b) The National Office is granted the authority to investigate any activity within its Terms of Reference and seek any information it requires subject only to reporting on any such investigation(s) to the Board;
- (c) The minutes of each Executive Committee Meeting of the National Office shall be made available on request to the Board.

2. The Chief Executive Officer (“CEO”)

- (1) The C.E.O. shall have overall responsibility for the affairs of the National Office, for implementing the agreed strategic goals and objectives of the Board and for assisting and advising the Board and the Members in the areas of policy development and best practice. The C.E.O. shall be accountable to and report to the Board. In matters of administration the C.E.O. shall report to the Chairperson

of the Board and keep him/her fully apprised of all significant developments that occur;

- (2) The C.E.O. shall give advice to the Board towards the achievement of its functions, including, the development of strategic and operational plans. This responsibility shall include the planning, managing, implementation and overseeing of those operations adopted by the Board and delegated to the National Office for implementation. The introduction of material or significant strategic or operational plans, outside any set of clear objectives as envisaged under par 2.1 of the Internal Charter, shall first be discussed by the Liaison Group as provided in paragraph 5.1 of the Internal Charter, before adoption by the Board;
- (3) .The C.E.O shall manage and be accountable for the financial affairs of the National Office. He/She shall also be responsible for the production annually of the annual budget, which shall be submitted in timely fashion to and discussed with the Board. He/She shall play a pivotal role in the budget process and in participation with the Board and Members of the company, as may be required in agreeing the annual budget for the Board and National Office. Once approved, the C.E.O. shall be responsible for managing resources subject to the budget approved and allocated;
- (4) The C.E.O. shall be responsible for the recruitment of staff to the National Office as may be agreed with the Board. The outline details of skill-sets, range of total remuneration costs and major terms and conditions shall be discussed with the Board in advance of a recruitment process for any post; in addition the Board shall be represented during the interview process in relation to the appointment of any senior executive post;
- (5) The C.E.O. shall be responsible for the management and development of staff employed within the National Office;
- (6) The C.E.O shall be available to represent and to act as the public spokesperson for the Board, in consultation with the Chairperson, from time to time (either generally, or in relation to specific matters);
- (7) The C.E.O shall assist in ensuring compliance with all legal obligations and with best practice in corporate governance in the management and operation of the National Office, the Board and Coimirce.
- (8) The CEO, in agreement with the Board, shall take responsibility for his/her own professional development.
- (9) The C.E.O shall collate relevant information in relation to the safeguarding of children and assist and co-operate with the Board in publishing an annual report

on the implementation of child safeguarding policies and procedures within the Catholic Church in Ireland;

(10)The C.E.O, in consultation with the Board, shall provide support to dioceses and religious congregations, missionary societies, prelatures, religious institutions and such other bodies within the Catholic Church as is deemed appropriate in the planning and procurement of adequate training in child safeguarding and protection;

(11)The C.E.O. shall report to the Board on a regular basis and shall attend at Board meetings;

(12)The C.E.O. shall carry out such other functions or tasks for or on behalf of the Board as the Board, with the agreement of the Members, may reasonably require from time to time.

3. Relationships

It is expected that the Chairperson of the Board and the C.E.O shall work closely together, holding regular meetings from time to time as they deem necessary. It is expected that, quarterly, the C.E.O shall meet with the Chairperson of the Board together with three representatives of the Members for the purposes set out in par 5.1 of the Charter.

4. Approval / Modification

These Terms of Reference have been approved following consultation between the Members of Coimirce, the Board and the C.E.O on 24th November 2009 and can only be modified in the same manner.