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# The National Hub Network

Guidance Handbook  
for Good Governance



Rialtas  
na hÉireann  
Government  
of Ireland

Ár dTodhchaí  
Tuaithe  
Our Rural  
Future



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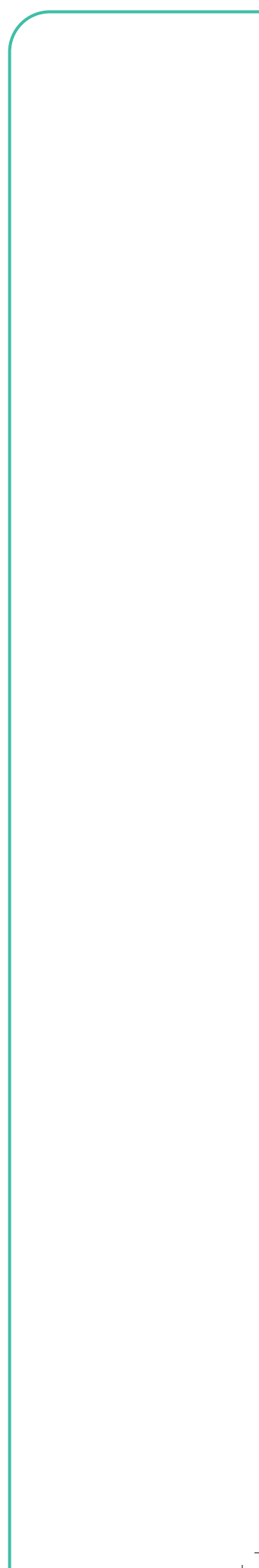
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# Introduction

The Western Development Commission (WDC) and the Community Enterprise Association Ireland (CEAI) have, in partnership, prepared this Handbook to support good governance practices across the National Hub Network.

Connected Hubs is managed by the WDC and is a key driver of the National Hub Network on behalf of the Department of Rural and Community Development (DRCD). CEAI represents the community enterprise centre and enterprise hub sector within the Network, estimated at circa 180 locations which are funded and supported by Enterprise Ireland to drive innovation and entrepreneurship across local communities and regions. In order to address the diverse governance needs and challenges arising from the varied legal structures found across the Network's centres and hubs, this Handbook takes a broad and inclusive approach.



# The National Hub Network

The National Hub Network is a Government of Ireland initiative which provides a vehicle for individual centres and hubs to come together under a shared identity to maximise the economic opportunity of remote working.

The National Hub Network is led by the Department of Rural and Community Development with the aim of creating a network of over 400 locations across Ireland. This Network supports Ireland's Broadband Connection Points (BCPs) and may include some libraries which offer remote working spaces to the communities they serve (e.g. desks, meeting rooms, event spaces).

These Hubs – which can act as enterprise centres, innovation spaces, or co-working and hot-desking locations – are an important part of the support system for entrepreneurs, innovators, and early-stage companies as well as micro and SME businesses across the regions. Specialised hubs within the Network provide crucial supports for the development of high-potential tech businesses alongside rural and urban regeneration initiatives.



The Hub Network promotes and showcases individual locations through an online platform – [connectedhubs.ie](https://connectedhubs.ie).

When Hubs work with each other, they benefit from increased occupancy, improved visibility, and the cross-pollination of ideas, all of which help to drive business development at community, regional, and national levels.

In order for the National Hub Network to deliver on government ambition and to ensure the credibility, operational transparency, and business sustainability of hubs at local, regional, and national levels, it is vital that their governance standards and practices are clear and robust, inspiring trust in potential partners, as well as network members, government agencies, and investors.



# The QHubs Quality and Innovation Management Programme

*The QHubs Quality and Innovation Management Programme is Ireland's Standard for the National Hub Network.*

*The QHubs Programme is a world-first, with biennial third-party verification and certification awarded by the National Standards Authority of Ireland (NSAI).*

The Programme offers a strategic framework for the management of Centre and Hub locations through

- the development of a location-specific growth pathway,
- the measurement of Centre and Hub performance,
- the establishment of innovation and growth targets, and
- the promotion of a culture of continuous improvement, ongoing innovation, and best-in-class leadership across the National Hub Network.

At the core of the QHubs Programme are six key pillars which reflect the core strategic and operating functions of all locations across the National Hub Network. These pillars are underpinned by comparable and appropriate principles drawn from the relevant families of ISO Standards:



- 9000 Series (Quality Management Systems)
- 14000 Series (Environmental Management)
- 27000 Series (Information Security Management)
- 37000 Series (Governance of Organisations)
- 44000 Series (Collaborative Business Relationship Management)
- 56000 Series (Innovation Management Systems)

The pillars will work together to achieve, sustain, and improve the capability of each Centre or Hub location to deliver services – consistently and to the highest standard – to the satisfaction of clients, tenants' companies, remote employees, stakeholders, and the wider community.

## **QHubs Verification & Certification**

*The QHubs Mark is awarded to locations which are verified and certified members of the Programme.*

Performance against pre-defined programme targets across the six key pillars is measured biennially, leading to independent verification and certification by the NSAI.

To achieve the QHubs Mark, participating locations are passed through a rigorous audit-based process which underpins the integrity of the Programme.

## The QHubs Growth Programme

The Growth Programme focuses on ongoing performance improvement, supporting Centres and Hubs to achieve and excel in effectiveness and efficiency. It enables participating locations to set and achieve measurable goals to enhance their business functions, thus building their capacity and capability to provide ambitious, progressive, and innovative services that will drive performance and growth for the National Hub Network.

The QHubs Growth Programme is structured on a Framework which allows participating locations to set meaningful performance improvement goals on a mapped timeline.

Progression through the Programme is supported by mentorship and complementary programmes, with the pace of engagement entirely driven by the participating location.

### *Notes:*

*QHubs development, funded by Enterprise Ireland, was overseen by Community Enterprise Association Ireland (CEAI) – it was a key deliverable of the CEAI's Strategic Plan (2019–2021).*

*The International Organization for Standardization sets and certifies internationally agreed standards for quality, safety, and efficiency. Known as 'ISO standards', they are central to the design and development of the QHubs framework and programme.*

It will make sense for governance and compliance measures within individual Centres or Hubs to be assessed as part of this audit process to support the credibility of the entity outside the sector.

## Oversight & Governance

*The design, development, and rollout of the Programme is overseen by a National Steering Group on behalf of the Department of Enterprise, Trade and Employment.*

The Group's membership is drawn from the following government departments, organisations, and key representative bodies:



**An Roinn Fiontar,  
Trádála agus Fostaíochta**  
Department of Enterprise,  
Trade and Employment



**An Roinn Forbartha  
Tuaithe agus Pobail**  
Department of Rural and  
Community Development



Cumann Lucht Bainistíochta Contae agus Cathrach  
County and City Management Association



**Enterprise  
Ireland**



**IDA Ireland**



**NSAI**

National Standards Authority of Ireland  
Údarás Um Chaighdeán Náisiúnta na hÉireann



REGIONAL ENTERPRISE PLANS



**WESTERN  
DEVELOPMENT  
COMMISSION**



Irish Knowledge Transfer Association



**Údarás na  
Gaeltachta**

**connectedhubs**

# What is Governance?

The term 'governance' refers to the structures and processes that are used for directing and managing an organisation. Good governance assures stakeholders that an organisation is operating properly and efficiently: it supports effective management and performance, involves key stakeholders in decision-making, and helps to ensure long-term success and delivery on strategic goals.

## **Corporate Governance**

Governance within an organisation is shaped by 'Corporate Governance' – the external systems and procedures that set out how organisations operate. Corporate Governance is informed by relevant legislation, regulations (e.g. rules created by membership bodies), self-regulatory arrangements, voluntary codes and commitments, and sector-specific ideas concerning best practice. While corporate governance frameworks vary in some respects, they are all concerned with how effectively and transparently an organisation operates.

Good corporate governance relies on organisations respecting the rule of law, demonstrating moral integrity, ensuring their processes are transparent, and encouraging participation. Organisations also need to be effective and transparent, and they must demonstrate responsibility and accountability for their actions too.



*State Bodies also have to comply with Ireland's Code of Practice for the Governance of State Bodies (2016). This applies to all bodies funded either directly or indirectly by the State. It requires that they serve the interests of government, the taxpayer, and all other stakeholders. This Code seeks to ensure value for money; good risk management; and prudent, ethical, and transparent governance practices, in accordance with State Bodies' statutory responsibilities.*

# Choosing the appropriate legal structure for your Centre or Hub

## **Organisational structures**

At present, the majority of Centres and Hubs across Ireland's National Network can be described as social enterprises: although their primary areas of focus may differ, their ultimate goal is to serve their communities through the provision of services, employment, and business/community animation.

The legal structures these Centres and Hubs operate through also vary (see Appendix A). The National Hub Network is currently made up of a mixture of companies limited by guarantee (CLGs); registered charities; and Centres and Hubs that are either community-owned, established by local authorities or local development companies, or alternatively have been set up by private organisations.

- Most often, a Centre or Hub is incorporated on a non-profit basis as a company limited by guarantee without share capital (CLG) and is governed by the Companies Act 2014. CLG Centres and Hubs will often have representatives of corporate bodies (e.g. local authorities) on their boards.
- A Centre or Hub will sometimes be established as a private company limited by shares (a limited company).
- Sometimes a non-profit Centre or Hub will be incorporated as a designated activity company (DAC).
- Some Centres or Hubs have not been incorporated as legal entities, and this creates risk for the groups who run them because appropriate oversight and governance systems are not in place.
- Less commonly, a Centre or Hub may be established as a Trust, Cooperative, or Friendly Society.

It is important for a Centre or Hub to have a defined legal and organisational structure and incorporation, supported by strong governance, because these measures can reduce risk and protect an organisation's mission and its stakeholders.


For now, the legal forms open to the non-profit sector in Ireland are the CLG; the DAC; and, in rarer circumstances, Trusts or Cooperatives. Many CLGs have also registered as charities (see Appendix B for a full breakdown of legal structures and their advantages and disadvantages).



# Incorporating your Centre or Hub

## **Incorporating your Centre or Hub**

To incorporate a Centre or Hub, you should take the following steps:

1. Decide on the most suitable legal form for your Centre or Hub (see Appendix A), taking account of legal advice and basing your decisions on factors including the advantages and disadvantages of each form and the requirements of potential funders and other stakeholders (see Appendix B).
  2. Draw up your governing document (Memorandum and Articles of Association) with legal advice.
  3. Seek out company members to incorporate the company.
  4. Seek out Directors to oversee the Centre or Hub's governance in accordance with its constitution.
  5. In conjunction with your solicitor/accountant, file the governing document with the Companies Records Office (CRO) and file Directors' details with the Register of Beneficial Owners.
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## Understanding Key Roles

### **Executive(s)**

The 'Executive' is the senior management team of an organisation. Its size and activities will be shaped by the organisation's purpose. For example, a larger Centre or Hub may have a Chief Executive Officer, a Chief Operations Officer, a Chief Financial Officer, a Chief Technical Officer, and other senior roles, where relevant, while a smaller Centre or Hub may operate with a leaner team.

### **Directors**

Directors (sometimes called 'board members', 'officers of the board', or 'trustees', in the case of charities) must be admitted to an organisation's governing Board through a process defined in its Constitution and Board Handbook. They will have specific responsibilities under the Companies Act 2014, and organisations are required to keep an up-to-date register of Directors.

### **Company Members**

Company members may have subscribed to the company's Memorandum and Articles of Association at incorporation ('subscribers'), or they may have been admitted by the Board at a later date. Members have voting rights at an organisation's AGM, unlike general members (who may have paid a subscription to join the organisation in a client role, for example). The company's Constitution may dictate that all Directors become company members by default, until they retire from the board. Organisations are required to keep an up-to-date register of company members.

# Identifying Key Stakeholders

In order to ensure good governance and support strategy development for your Centre or Hub, it is vital to understand who your stakeholders are, what they need, and how to deal with their expectations.

## **What is a Stakeholder?**

Traditionally, a stakeholder has been understood to be a person, group, or organisation involved in, or directly affected by, your organisation and its goals. These stakeholders may stand to benefit from your work, either financially or through improved opportunities.

In recent years, the definition of the term has expanded to include groups, such as local communities, government bodies, and trade groups, that will be indirectly affected by your projects or would benefit from having their views listened to by your Board and Executive.

# Stakeholders and their interests

## Internal stakeholders

People or groups linked directly to an organisation/project.

### **Management & employees**

*Income, well-being, satisfaction, & safety.*

## Connected stakeholders

People or groups linked directly to an organisation/project but outside its structures.

### **Service users**

*Quality of services offering, value for money, social benefits.*

### **Suppliers and vendors**

*Revenues & safety.*

### **Funders**

*Returns on financial investment (financial, social etc.)*

## External stakeholders

People or groups outside, but affected by, an organisation/project.

### **Communities**

*Health, safety, & socio-economic development.*

### **Government**

*Local enterprise development & community animation.*

The general public & the media

Stakeholder  
Value = Quality,  
Responsibility,  
Innovation

Stakeholders will have different perspectives on how your organisation can deliver 'good value'. Some may appreciate 'value for money' or 'return on investment', while others will focus on less tangible outcomes, such as 'social benefits', for example.

Your capacity to deliver good value across all of these metrics will always be better if you have a strong strategic vision, good governance mechanisms, and an awareness of your organisation's responsibilities, so that you can be responsive to stakeholders' needs.

*Stakeholders can make an important contribution to your organisation by prompting you to innovate to achieve the best solutions in line with your mission, purposes, and objectives. (See Appendix C for guidance on how to map your stakeholders).*

## **Good Stakeholder Management**

To support good working relationships with this important cohort:

- Identify your organisation's key stakeholders.
- Chart their interests, needs, and expectations.
- Assess the ways in which these interests impact on your organisation.
- Prioritise key stakeholders and develop a strategy to govern your relationship with them.
- Document and promote the ways you produce stakeholder value.
- Invite regular feedback from your stakeholders.

# The Role and Function of the Board

The Board is at the heart of a Centre or Hub's corporate governance. It has a central role in ensuring that a Centre or Hub can achieve its objectives. While your Executive runs the Centre or Hub on a day-to-day basis, your Board is responsible for ensuring it operates in line with its own strategic vision as well as internal and external standards.

The Board has a critical oversight role. It sets the strategy for an organisation and reviews relevant risks. Management personnel deliver on that strategy and put in place practical operational plans. Those plans are then implemented under the supervision of the Board, which is responsible for ensuring that they are developed and implemented in line with the overall strategy.



<b>The Board of Directors</b>	<b>Management (Managers)</b>
<b>Provides intrinsic leadership and direction</b>	Carries through the Centre or Hub strategy on behalf of the Board
<b>Is legally required to act in the best interests of company members and its employees</b>	Manages employees and volunteers
<b>Sets strategy and makes strategic decisions</b>	Delivers on operational plans
<b>Considers how decisions relate to stakeholders</b>	Engages with stakeholders
<b>Ensures the company is run properly</b>	Runs the company

A Board must also be able to act as the link between the Centre or Hub and its range of stakeholders. A well-structured Board can help to strike the right balance between often diverse stakeholder objectives too. It is a good idea to set out the Board's ideal composition in your organisation's governing document.

The duties of the Board – often referred to as 'fiduciary duties' – will reflect the commitment that Directors have made to act in the best interests of your Centre or Hub, setting aside their own disagreements and interests and taking collective responsibility for the decisions of the Board.

Under normal circumstances, the Board is responsible for appointing the Chief Executive Officer (CEO) or Managing Director, and, in all circumstances, it is responsible for holding the CEO to account.

### **Board Members and their Appointment**

In order to be successful, a Board needs members ('Directors') with relevant skills and expertise who also have an understanding of the Centre or Hub's business and its overall vision. These types of Directors can supervise management effectively and provide accountability to stakeholders. Each Board also needs to have a 'Chairperson' or 'Chair', whose responsibility it is to lead and manage the business of the Board.

When you are looking to appoint Board members, you must decide on the number of members you need to balance efficiency, diversity, depth of insight, and freedom of discussion.

Each new Director must receive a formal Letter of Appointment which sets out the nature of the role and their office. Any person invited to join a Board should also conduct their own due diligence to ensure that they understand the requirements of the role, that they are comfortable with the strategic intent of the company, and that they are not exposed to undue risk.

The appointment of a Director is governed largely by the Companies Act 2014 and by your organisation's governing document. In the case of CLGs and registered charities, Directors cannot be paid due to the rules set out in their governing documents.

## **Characteristics of an Effective Board of Directors**

A Board that is likely to be effective will have:

- Appropriate governance structures (architecture).
- A comprehensive suite of policies and procedures (see Appendix D).
- A well-rounded culture that reflects a diverse range of views, skills, and experience.
- A culture where respectful challenge is acceptable.
- An ability to lead and influence.
- A willingness to be held accountable.
- A commitment to monitoring and ensuring regulatory compliance.
- A strategic vision.

## **Board Composition and Skillset**

It is important to find a happy medium between having a Board large enough to carry out its fiduciary duties and having one that is too large to organise and manage. It will be helpful to develop a plan for the composition of your Board that produces the following outcomes.

Your Board should be:

- Independent in its decision-making and demonstrate integrity and honesty.
- Strategic in its mindset and offer visionary leadership.

- Equipped with a range of relevant management skills, talents, abilities, and areas of expertise (e.g. governance, finance, human resources, marketing, and public relations).
- Good at communicating, both within and beyond the Centre or Hub.
- Representative of specific bodies/stakeholder groups, if required.
- Able to evaluate risk and comply with regulatory requirements.

Smaller Boards can promote active participation and engagement, with individual Directors assuming lots of responsibility, ownership, and accountability. Consensus can be easy to reach, and small Boards can also help to reduce costs and time commitments; however, they can put excessive burdens on members, and they can also lack diversity and an adequate range of experience and skills.

On larger Boards, it can be difficult to ensure that everyone gets a chance to participate fully. Discussions can be more shallow, and large meetings need more management. It can be tricky to ensure consistent attendance too. However, larger Boards can support a well-rounded committee structure and decision-making, without relying too much on individual members' time.

### **The Role of the Director**

Directors must, at all times, act in the best interests of the company. They are obliged to participate in, and contribute to, the business of the Board, and they must ensure that they fulfil their statutory duties and their fiduciary duties.

The principal responsibilities of a Director (set out in Part 5 of the Companies Act) are, broadly speaking, to act in good faith, honestly and responsibly, and to act according to the company's Constitution.



Directors are also obliged to respect both the interests of the organisation's employees and the interests of tenants and clients, beneficiaries, and stakeholders, without regard for their own benefit or profit.

Directors need to disclose any interest they have in contracts made by the company (Companies Act, section 231), and they should consider obtaining legal advice to make sure they are compliant with these obligations. There are consequences for an individual Director if they breach their statutory and/or fiduciary duties, including removal from office; disqualification from being a Director; and, potentially, criminal sanctions for serious dereliction of duty.

### **The Role of the Board Secretary**

The Secretary is appointed by the Board and generally reports directly to the Chair, though Secretaries may report to Managers for practical reasons. The Board Secretary, who may also be referred to as the 'Company Secretary', has important legally mandated duties that go far beyond note-taking.

The Secretary must ensure that the Board adheres to all relevant statutory duties and timelines. They also need to make sure that the operations of the Board and its Committees are carried out in an orderly manner, so that your Centre or Hub can operate in a well-managed way. The Secretary should become a key resource for the Chair and a key link to the CEO/Manager/Managing Director and other Executives.

The Secretary needs to ensure that the company is compliant with the requirements of the Companies Registration Office (CRO), provide advice and guidance on procedures to the Board, and generally ensure the smooth running of the Board's affairs.

Company Secretaries may be paid or unpaid, and they may be employees of the company. It is also permissible to have their services provided by an external company. Under the Companies Act, the onus is on the company to ensure that the Secretary has the necessary skills and experience to fulfil the role.

## **Board Handbook**

The Secretary's most valuable tool will be the Board Handbook, one of the most important documents relating to the governance of your organisation. It brings together, in one place, the key elements of the Constitution and details about its governance architecture, policies, procedures, and legislative requirements. The Handbook is sometimes described as the 'Playbook' for the Board because it clarifies its purpose, role, and function.

*A Board Handbook needs to be a living document that becomes more sophisticated as your organisation grows.*

It is recommended that your Board Handbook should be compiled by the Executive under the direction of the Board (generally represented by the Company Secretary and one or two Directors). It needs to be submitted for formal approval by the Board, and, after its adoption, it should be subject to a regular review and revision process, especially at times when the Centre or Hub is expanding, shifting strategic direction, or undergoing a major re-organisation. Suggested contents for your Board Handbook are included in Appendix E.

## **Duration of Board Membership**

A company's Constitution generally prescribes the term of service for Directors. It should set out how long someone can be in office before becoming eligible for re-election. It should also explain when the re-election will happen.

Because it takes a new Director a significant amount of time to get up to speed in relation to their role, a Director's term of office should be long enough to ensure that they can play a significant governance role. It is also important to ensure that your Board does not become stale or stagnant, and so there should be regular opportunities to bring new perspectives to the table. Changes in Board personnel also help members to avoid succumbing to 'group think'.

*Given the nature of governance requirements for Centres and Hubs, our considered opinion is that the term of office for a Director should be no shorter than three years and no longer than five years. No Director should be permitted to be a member for longer than two consecutive terms. It is also recommended that appointments to the Board should be staggered.*

*If a maximum of one third of the Board is rotated out at any one time, the Board will be able to retain valuable experience and tacit knowledge to support continuity.*

## **Strategic Planning**

One of the key responsibilities of the Board is to set the organisation's strategy. In a Strategic Plan, the Board determines its vision for the future of the Centre or Hub and the goals and objectives that will deliver on that vision. A strong strategy sets out the mission of your organisation, and it also establishes guidelines for its culture, making clear your Centre or Hub's ethical values.

The Strategic Planning process is not just about expressing a top-line vision. It involves deciding on specific goals and the sequence in which those goals should be delivered so that the stated vision can be achieved.

A good place to start is with Strategic Objectives, which describe what you would like your outcomes to be. You can then break those Outcomes down into specific Goals that you will need to achieve in order to deliver on your vision. Once you have set out your Objectives and Goals, the next steps are to identify the risks involved in the plans you have made and create an agreed Implementation Plan.

*A time-frame of three to five years is ideal for a Strategic Plan, but the document should always be kept under review, particularly in times of greater uncertainty.*

While it is essential to have the Executive involved in devising and proposing your Centre or Hub's strategy, the ultimate responsibility rests with the Directors, who need to agree on and approve it. It is then the role of the management team to devise operational plans to deliver your strategic goals, and the team should be held to account for progress on an ongoing basis.

*Ideally, at each Board Meeting, a permanent agenda item should remind the Board to assess progress in relation to the strategy, with the Chief Executive reporting on steps taken since the last meeting.*

### **Separation of Powers and Clarity of Purpose**

A clear and well-documented separation of powers between the Board and the Executive will help your Centre or Hub to succeed. Remember, the role of the Board is to set the strategy for success. It then needs to hold the Executive to account for the delivery of that strategy, through regular progress updates and reviews.

Sometimes, Boards spend too little time devising their Strategic Plan and overseeing its implementation. When Directors have a poor grasp of this vital information, or become bogged down in operational issues, they can lose focus on their oversight role.

If this happens, the management team will lack bird's-eye insights from the Board, as well as guidance on good practice. Keeping the roles and responsibilities of Board and Executive separate helps to avoid loss of clarity and unnecessary scuffles for control. A strong Board Handbook should support good governance by making clear:

- The powers that the Board reserves to itself (e.g. setting the company strategy, appointing the Chief Executive Officer, determining the organisation's appetite for risk, and signing off on financial statements), and
- The powers that the Board has delegated to the Chief Executive Officer (e.g. making administrative decisions, hiring senior executives, and acquiring assets up to a stated value).

The Board can, if it sees fit, decide that it will exercise a specific power that it has delegated to the Chief Executive Officer, but the CEO and the Executive do not have the power to carry out any function that the Board has reserved for itself.

*Make time for regular reviews of this separation of powers, and be sure to assess how well relationships between Board and Executive are working in support of the strategic vision of the Centre or Hub.*

## **Board Director Induction**

The formal Letter of Appointment each Director receives should explain their role and anticipated time commitment under a contract for service (Directors are not employees), as well as their term of office and remuneration (applicable only in LTDs or public limited companies (PLCs)). It is also essential that Directors participate in a comprehensive induction programme when they join the Board, so they can get up to speed on the key issues and learn more about the areas on which they need to focus.

An induction checklist and induction pack should be used to support and acclimatise new Directors. Your Board Handbook will be an essential element of the induction process too, and it is important that all Directors, including those who are new to the Board, are fully conversant with its contents and know how to raise any issues of concern.

### **Board Performance: Assessment and Oversight**

When Boards fail, sometimes in scandalous circumstances, it often emerges that policies and procedures were either missing or failed to guide the Board in its oversight role.

In cases like these, Directors have become uncertain of their responsibilities, or the right balance of skills and experience has not been in place. The dynamic between Board and Management may have become unhelpful and, often, strategic issues have been left to one side, with Board members investing too much time and attention in day-to-day operations. Boards have lost sight of risks or failed to manage them.

The term 'asleep at the wheel' is commonly used to describe Boards that have neglected their oversight and accountability duties. The expression reflects the fact that problems can creep up over time without vigilance and good procedures in place.

In order to identify areas of potential weakness and improve the overall performance of the Board, it is essential that its operations are submitted to regular and systematic evaluation.

### **Board Review and Evaluation Processes**

There are a number of steps your Board can take to support its Directors and safeguard its own functions and processes:

- A regular Board evaluation process, conducted using a questionnaire and Skills Audit Matrix, should be completed annually, with results reported back to the Board for discussion. This will help you to evaluate views on the Board's operations, keep track of your Board's skillset, and note any gaps that should be addressed when you next recruit Directors.

(This is a requirement for State Bodies under the Code of Practice for the Governance of State Bodies 2016, and the Code's templates and toolkits will be helpful to all organisations). Once every five years, an external review is also advisable.

- Regular informal meetings between the Chair and individual Directors will create opportunities for each party to discuss concerns or opportunities that arise.
- An annual, formal away-day event will allow Board members to discuss progress and recalibrate plans.
- A short 'members only' period at the start of each Board meeting, without management present, can support free discussion. Meanwhile a closing recap, reviewing how each meeting went, can help to ensure that organisational issues are addressed in a timely way.
- A succession plan will ensure that you approach the process of replacing retiring Directors methodically. Succession planning can also help you to make sure you address skills gaps and minimise the risks associated with change.

## **Board Sub-Structures**

It is becoming increasingly common for Boards with good governance to empower committees (sometimes referred to as Sub-committees) to take on specific projects on their behalf. Committees allow Boards to increase the pool of expertise at their disposal, and it can help to have a process in place, and a separate space, in which to address key elements of a Board's oversight functions or specific projects planned.

In Appendix G, we review the different forms that these committees, working groups, and taskforces can take and the ways they can assist with the Board's oversight processes.



# Your Centre or Hub's Operations

## **Policies and Procedures**

A comprehensive suite of policies and procedures ('policies') provide a guide for how an organisation is governed and operates. Policies help your Centre or Hub to comply with legal obligations, and they also support consistency and transparency. We have developed a non-exhaustive list of policies which a Centre or Hub should consider creating and implementing (see Appendix D).

It is vital that your Board facilitates:

- Regular reviews of policies to ensure they are fit for purpose.
- Version control measures, so that everyone can easily identify the current policy.
- Distribution of policies to relevant parties and training to support dissemination, understanding, and policy implementation.
- Checks to ensure that policies are being adhered to at every level of your organisation.

## **Management Structure**

A management structure sets out an organisation's hierarchy and determines its lines of authority and communication, as well as assorted rights and duties.

Centres and Hubs are intended to attract a diverse set of people with different talents and skills, and this diversity should be reflected as far as possible in each Hub or Centre's management team, as well as its Board. The management structure plays a critical role in sustainability, especially in the case of a small rural Centre or Hub, and management teams need to be fully supported by their Boards and by robust governance structures.



The size of your team (including full-time and part-time staff members) will depend on the workspace you have available; the programme of services on offer; and the vision, mission, and goals of your Centre or Hub. It may also reflect the current stage of development.

There are various options you can explore when you are sourcing staff, and your final decisions will depend on the roles you are looking to fill, the scale of your activities, and the budget or funding you have available.

**Staffing Options:**

- Full-time employee
- Part-time employee
- Shared resource staff (partially funded by two or more organisations)
- Community Employment Scheme participants
- Volunteers
- Directors

**Employee Recruitment and Succession Planning**

When your Board is recruiting key staff or making plans for succession, its members will need to draw on a clear strategy and robust processes to ensure the new team member will be a good fit with your Centre or Hub and ensure continuity.

Planning for succession, as well as recruitment, ensures that your organisation can weather change successfully. Succession planning may also form part of a contingency or continuity plan. For more details on resources for employers, see Appendix H.

## **Volunteers**

Volunteers play a significant role in forming and supporting community and not-for-profit organisations, and they can be a key resource for Centres or Hubs of all types. The government recognises the unique contribution that volunteers make across Irish society and, to that end, it has set out a long-term vision for volunteering in its useful National Volunteering Strategy 2021–2025.

Volunteer Ireland and local volunteer centres can also play a huge role in supporting Centres and Hubs. They are a valued support service and they can advise on appropriate governance and e-vetting procedures. Your Centre or Hub can access the services of the National Vetting Bureau if your volunteers plan to work with children or vulnerable adults.

### **Managing and Supporting Volunteers**

Volunteers differ from employees in that you will have no contractual relationship with them in place, but you will still have responsibilities in relation to volunteers' health and safety, and you will require appropriate management systems to safeguard volunteers and benefit the organisation.

It is essential that there is an induction programme for volunteers that equips them with a clear understanding of their roles, as well as an information pack and volunteer role description upon commencement.

Volunteer management should also be supported by robust policies, procedures, and processes across a number of key areas (see graph opposite and Appendices D and H).



**Planning and preparation**




**Role/assignment description and development**



**Recruitment**



**Screening**



**Induction**



**Training**



**Ongoing support and motivation**



**Feedback and evaluation**



**Appreciation and recognition**

# Resource-sharing Models

Resource-sharing between organisations can be a useful response to insufficient resources and increasing client and operational demands. It can take many forms, but resources, including staffing, are generally shared between organisations that want to secure the benefits of cooperation while maintaining their separate legal identities.

Small community service organisations may consider resource-sharing when they want to address threats to their viability. Resource-sharing can be positive for larger organisations too, generating benefits that can include increased organisational efficiencies gained through economies of scale and improved effectiveness thanks to greater access to knowledge and expertise.

*Various models of co-location and shared resources have evolved to respond to local community needs and demands. Partnerships between national and local government organisations, private companies, and voluntary and community service organisations, as well as Centres and Hubs, all work to harness the benefits of shared resources and co-location.*

Resource-sharing can be part of any organisation's strategy for ensuring it can deliver sustainable and high-quality services to its clients. It can allow Centres and Hubs and their partners to benefit from each other's knowledge, experience, and strategic/policy resources. It can also offset some of the issues that small organisations encounter when they need to access costly software and/or expertise.

Of course, resourcing brings with it some governance concerns, and you should conduct a detailed assessment of resource-sharing arrangements to ensure, first, that actual financial and operational benefits are identified that contribute to delivery of your Strategic Plan, and, second, that the processes for resource-sharing are efficient and fair.

## **Operational Considerations**

There are operational areas where you need to establish strong processes in line with good governance practices.

### **Costs**

The costs involved in operating an organisation may include:

- **Running costs** (fixed and variable), which involve your team in procurement practices (See Appendix J for examples of running costs).
- **Pension considerations** Employers are legally obliged to offer their employees access to a pension. They are not legally obliged to set up or contribute to a pension scheme for their workforce. Nevertheless, it is advisable for an organisation to assess the cost and benefit impacts of offering a scheme to its employees.

## **Procurement of Goods and Services**

### **What is Procurement?**

At national and EU levels, procurement has been identified as an area that requires strong corporate governance and compliance from the people, processes, and systems it involves.

The term 'procurement' encompasses all elements of an organisation's purchasing process, from identifying your organisation's needs to the receipt of goods, services, and property. The procurement process can require expertise in areas such as supply chain management, the sourcing of raw materials, and relationship-building, for example, as well as strong administrative processes.

The rules and procedures used for buying goods and services need to comply with legal and ethical codes, as well as ensure that value for money is produced from competitive supply chains.

### **Steps in the Procurement Process**

- 1. Determine your procurement needs:** Establish what goods and services your organisation needs to fulfil its mission statement and deliver on its values.
- 2. Develop a procurement strategy:** Ensure that managers have a clear plan for acquiring necessary items or services that is aligned with your organisation's mission statement and values. You will also need to pay attention to the thresholds beyond which you are obliged to begin a competitive tendering process.
- 3. Manage and review contracts and relationships with suppliers:** Make sure that managers are equipped to evaluate new suppliers, build effective relationships with long-term suppliers, and keep procurement options under regular review.
- 4. Assess value for money:** Evaluate your purchase options, whether you are negotiating directly with suppliers or with a third party to secure the best quality goods and services at the very best price. Having multiple vendors can lead to a competitive bidding process.
- 5. Purchase goods/services:** Develop and comply with a management approval process for purchase requests and payments.

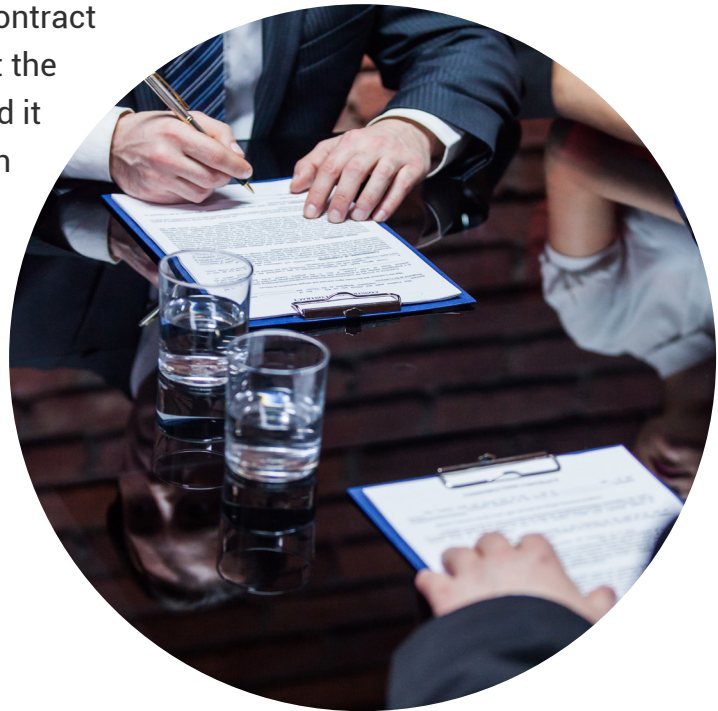
### **What is a Framework Agreement?**

A Procurement Framework or Framework Agreement is an arrangement whereby a body (e.g. a purchasing consortium, the government, or a Local Authority) carries out a process to pre-select suppliers and sets terms and prices for an extended period.

A framework agreement is different to a contract for supply of services or goods. It sets out the terms and conditions for future orders, and it places no obligations on your organisation to order anything. A binding agreement to purchase and deliver services only begins when an order is made.

Framework agreements can be useful because they can help your organisation to benefit from:

- Access to a larger supplier network
- Cash savings
- Administrative savings (e.g. less time spent on tendering)
- Greater purchasing insights
- Improved consistency
- Enhanced service levels
- Legal certainty



### **What is a Purchasing Consortium?**

A Purchasing Consortium is created when a group of organisations procure jointly in order to maximise their bargaining power and benefit from economies of scale.

### **Conflicts of Interest**

A conflict of interest can be described as any form of personal interest which may impinge, or might reasonably be deemed by others to impinge, on an individual's impartiality in decision-making.

Any individual participating in the tendering process must be aware of potential conflicts of interest and should take appropriate action to avoid them. If conflicts of interest arise, these should be immediately declared and appropriate actions taken to ensure the decision-making process is not tainted by a conflict, perceived or otherwise.

## **Risk Management**

Risk management means taking a systematic approach to setting the best course of action in relation to an element of uncertainty. You will need to identify, assess, understand, act on, and communicate risk. Preventative controls stop something happening, and detective controls anticipate and seek to mitigate an existing risk. Detective controls can be broken down further into strategic and operational controls.

The Board is tasked with risk management, as well as strategy development and management, while management is responsible for implementing risk controls and measures.

Your Centre or Hub will need:

**A risk management policy:** This policy will provide guidance regarding the management of risk to support the achievement of corporate objectives, protect staff and business assets, and ensure financial sustainability.

**A risk register:** This repository for all identified risks should include additional information about each risk (e.g. the nature of the risk, the likelihood of it happening, who is responsible for managing the risk, and mitigation measures).

Your risk assessment should aim to identify, analyse, mitigate, and/or solve risks before they become an issue or problem for your Centre or Hub. Having a risk register that will take into consideration the different types of risk your organisation may encounter can help to prevent and predict problems before they arise. For a breakdown of different risk types, see Appendix I.



# The Governance Policy Landscape

A variety of regional, national, and international policies, strategies, and codes of good practice are influencing governance in Ireland and the development of the National Hub Network. Some focus directly on governance, while others address issues vital to the network, such as climate change, remote working, the digital divide, and the reinvigoration of rural communities (see Appendix K for an overview of Centres and Hubs in national, EU, and international contexts).

They include:

## **The Code of Practice for the Governance of State Bodies (2016)**

The Code is a key guidance document and it is revised and updated on a regular basis to take account of developments in corporate governance, best practice, and relevant changes in legislative provisions (see Appendix F). The Code should be read in tandem with additional guidance documents which address a number of key areas such as business and finance reporting requirements, audit and risk committee guidance, remuneration and superannuation, and Board self-assessment tools.

## **The Charities Governance Code (2018)**

The Code, overseen by the Charities Regulator, applies to all registered charities in Ireland, regardless of size or access to funding. It sets core principles for the sector, which include advancing the charitable purpose, behaving with integrity, leading people, exercising control, working effectively, and being accountable and transparent. These principles inform the list of prescribed standards that charities must action and evidence in writing each year.

The Code's principles and standards are useful for all organisations, whether or not they are charities, because they can help you to demonstrate compliance with best practice in governance and management. The Charity Regulator website contains useful toolkits, guides, template policies, and explanatory documents that your Board may find helpful.

### **UK Corporate Governance Code (2018)**

As there is no equivalent document specifically framed for the Irish context, the current UK Corporate Governance Code, issued in 2018, is another significant resource for Irish Boards and their management teams.

#### **Emerging trends in Corporate Governance**

It will also be important to be aware of international trends in governance. Environmental and Social Governance is an emerging concern, for example, and it is shaping broader trends in Corporate Governance. Changes in reporting standards and performance evaluation procedures for Boards can also occur over time as practices are improved.

### **Environmental and Social Governance**

Environmental and Social Governance (ESG) criteria are a set of standards for a company's operation that can be used to assess how the Centre or Hub

1. performs as a steward of nature;
2. manages its relationships with staff, suppliers, customers, and the wider community; and
3. deals with its own stewardship, leadership, pay, internal controls, and stakeholder rights.

Current trends in the wider field of corporate governance include:

- Developing and maintaining diverse Boards characterised by equity and inclusion;
- Boards making direct commitments to act in an ethical manner;
- Clearly defined roles and responsibilities, with the roles of Board and executive fully separated;
- Greater efforts to align strategy and goals to help achieve objectives;
- Greater accountability to stakeholders;
- Greater focus on risk and the Board's risk appetite;
- Management of climate change risk;
- Oversight mechanisms for Codes of Conduct and Compliance Measures;
- Improved audit systems and processes;
- Improved people management policies and practice;
- Improved Board/management dynamics; and
- Increased digitisation (including the use of hybrid and virtual meetings).

# Glossary

**Articles of Association:** Articles of Association govern the internal management of a company, setting out how it is normally to be governed. These articles are usually chosen from a standard set of Articles provided within the Companies Act, with appropriate amendments made.

**Board:** A Board is the governing body of an organisation, made up of the number of Directors prescribed by the governing document.

**Board member:** A Board Member is a member of the Board of Directors and may also be known as a Director or Trustee (in the case of charities).

**Company member:** Company members are members of the legal company as prescribed by the governing document and they have voting rights. They are bound by the provisions of the governing document and its rules on matters such as the cessation of membership.

**Conflict of interest:** A conflict of interest arises when a person's private interests compete with their professional duties and obligations. For example, a conflict of interest may arise if a board member influences the awarding of a contract to a company owned by a family member. It is legal to award a contract to the best qualified company, even if that company is owned by a relative of a board member, but the board member must not be part of the decision-making process, as they would stand to benefit financially from their position. A conflict of interest can also occur in relation to a board member's business connections.

**Constitution:** An organisation's governing document is also known as its Constitution. A Constitution sets out an organisation's purpose and its basic rules for governance. It may simply be made up of the Memorandum and Articles of Association, depending on the organisation's legal requirements in relation to Companies Act 2014.

**Director:** A Director is a member of the Board of Directors. A Director may also be known as a board member or as a trustee, if the person is a Director of a charity.

**CEO:** The Chief Executive Officer is the person responsible for managing the activities of an organisation. This person reports to the governing body. The post of CEO is usually a paid position. This person may be known by other names such as Managing Director, Manager, Coordinator, or Director (not to be confused with those people who are members of the Board of Directors of the organisation).

**Incorporating/incorporated:** This term indicates whether or not a group has been established (or is being established) as a separate legal entity.

**Objects Clause:** The Objects Clause sets out, in an organisation's governing document, the objects of the organisation and the reasons for its existence.

**Register of Directors' interests:** This document is a list of the interests and loyalties of the Directors which may conflict with the interests of the organisation.

**Officer of the Board:** The Directors and Secretary of the Board are also known as its officers.

**Register of members:** Every company is required by the Companies Act 2014 to keep a register of the company's members, containing details of

- The names and addresses of each member.
- The date at which each member was entered in the register as a member.
- The date at which any person ceased to be a member.

**Register of Directors:** This register, required by the Companies Act 2014, must record:

- The name and address of each director.
- The date at which each member was entered in the register as a director.
- The date at which any person ceased to be a director.

**Register of Beneficial Owners (RBO):** This internal register, mandated under money-laundering legislation, requires that an organisation must maintain and file data with the Central Register ([rbo.gov.ie](http://rbo.gov.ie)) about the people who own or control it.

**Executive:** Members of the Executive are employees in managerial positions (e.g. CEO, Managing Director, Human Resources Manager).

**Governing instrument:** The governing instrument is also known as a governing document (See Constitution above).

**Memorandum of Association:** A company's Memorandum of Association states the company's name and sets out its main and subsidiary objectives.

**RRDF:** Rural Regeneration and Development Fund

**RETS:** Regional Enterprise Transition Scheme

**REDF:** Regional Enterprise Development Fund

**URDF:** Urban Regeneration and Development Fund

See Appendix L for details of some useful resources.







# Appendices

# Appendix A

## Organisational Forms

### **What is a Company Limited by Guarantee without Share Capital (CLG)?**

A company limited by guarantee ('CLG') is the most common corporate legal form for organisations that do not exist for private profit. Unlike most limited companies, a CLG does not have share capital. Instead, its members each guarantee to contribute a fixed amount of money that will be used to offset the payment of any debts and liabilities at the point when the CLG is wound up. (This contribution is typically set at the nominal sum of €1.)

### **What is a Private Company Limited by Shares (LTD)?**

Private companies limited by shares ('Ltd') are the most common form of commercial company in Ireland. A limited company is typically established to carry on a trade with a view to making a profit that it will distribute to its shareholders. The shareholders would also expect to see a return on the company's assets, after the payment of its liabilities, on a solvent liquidation. A limited company is not required to have an Objects Clause, and therefore it can lawfully change its business activities as it sees fit. It is established solely for commercial aims and it would not, generally speaking, be a social enterprise.

### **What is a Designated Activity Company (DAC)?**

In Ireland, a designated activity company ('DAC') can take two forms. It can be a private company, limited by shares, which is restricted to carrying out only the acts described in the Memorandum of Association in its two-part constitution. Alternatively, and much more rarely, it may be a private company limited by guarantee with share capital.

### **What is an Unincorporated Organisation?**

An unincorporated organisation is a collection of individuals who come together with a common purpose without establishing a separate legal personality for their endeavour. Any property the association holds is the legal responsibility of the organisation's members, who do not benefit from limited liability and are responsible for any debts the organisation generates. The governing document of an unincorporated association will generally set out its permitted activities and powers. For a social enterprise, this document would normally refer to the social enterprise's main aims.

## **What is a Trust?**

A trust is an arrangement whereby property is held by a person or people (the trustees) on behalf of others (the beneficiaries) for a particular purpose. A trust does not have a separate legal personality to its trustees and its property is the legal responsibility of the trustees. A trust can be a suitable form for social enterprises, as the trustees may not profit from the trust, which owes strict duties to its beneficiaries. However, these duties are considerable and, owing to the lack of separation between trust and trustees, the trustees may incur personal liability for the debts of the trust.

## **What is a Co-operative?**

A co-operative (also known as an 'industrial and provident society') is a corporate body established by a group of people who unite to meet economic, social, and cultural needs and aspirations through a jointly and democratically controlled enterprise.

Co-operatives tend to do business primarily with their own members, with the objective of providing a service at a minimal cost. They are generally registered under the amended Industrial and Provident Societies Act (1893), though some organisations with co-operative features incorporate as companies. A co-operative may operate in any business field, industry, or trade authorised by its rules, but these rules must contain the object of the co-operative, which can have a social benefit.

# Appendix B

## Legal Structures of Organisations

### Company Limited by Guarantee

Features	Member Requirements	Legal Requirements	Director Requirements
Company limited by guarantee with no share capital	Minimum 1 member	Companies Act (2014) Must hold an AGM	Minimum 2 Directors
Suitable for most non-profit organisations (NPOs)/charities/social enterprises	No maximum	Change in Directors/officers must be notified to the Companies Records Office (CRO)	Maximum stated in Company Memo & Articles
Assets cannot be distributed to members	No requirement to update the CRO when members change	Must file an annual return, including financial statements	Change in Directors/officers must be notified to the CRO
Members have limited liability to the value of €1	–	Financials made publicly available by the CRO Name must end in CLG	All current Directors must be registered with the Register of Beneficial Owners (RBO)
Defined Memorandum Articles of Association Objects Clause	–	No requirement to update the CRO when members change	–
		CEO/Manager/ Senior Managing Official to be registered with the RBO	

## Limited Company

Features	Member Requirements	Legal Requirements	Director Requirements
Private company limited by shares	Minimum 1 member	Governed by Companies Act (2014)	Minimum 1 Director
Not suitable for most NPOs/charities/social enterprises	Maximum 149 members	One document constitution No Memo & Articles	2 officers required, one of whom must be a Secretary
No Objects Clause, so it can determine its business as it sees fit	No requirement to update the CRO when members change	Must file annual return, including financial statements Financials made publicly available by the CRO	Change in Directors/officers must be notified to the CRO
Members have limited liability	–	Name must end in Ltd.	Change of Directors/officers must be notified to the CRO Directors must be registered on the RBO
A written resolution can be passed to cancel an AGM in any given year	–	Governing instrument takes the form set out in Schedule 1 of the Companies Act (2014)	–
Not restricted to a particular activity	–	All current Directors, shareholders, and those with voting rights, must be registered on the RBO	–

## Designated Activity Company (DAC)

Features	Member Requirements	Legal Requirements	Director Requirements
Private company limited by shares  <b>or</b> A company limited by guarantee with an authorised share capital (uncommon) <sup>1</sup>	Minimum 1 member	Defined Memorandum	Minimum 2 Directors
Some social enterprises use this form	Maximum 149	Articles of Association	Maximum stated in company Memo & Articles
Objects Clause required, which confines the organisation to a specific business/ activity	When members change, transfer documents must be filed with the CRO	Governing instrument takes the form set out in Schedules 7 & 8 of the Companies Act (2014)	Change in Directors/ officers must be notified to the CRO
Members have limited liability	When members change, transfer documents must be filed with the CRO	An AGM is required if there are more than two members	All current Directors, as well as shareholders and those with voting rights, must be registered with the RBO
Governed by Part 16 of the Companies Act (2014)	–	Name must end in DAC	–

<sup>1</sup> Private Company limited by Guarantee with a share capital – not addressed further in this document.

## Unincorporated Entity

Features	Member Requirements	Legal Requirements	Director Requirements
Not legally incorporated in any form	No legal requirement regarding changes in membership	No governing legislation	No legal requirement for Directors
Common for clubs and societies		No AGM requirement	
Members personally liable for debts or liabilities		No CRO or financial filing requirement	
All details private No publication/transparency required		No financial publication requirement	
Rules and accounts self-administered		No requirements regarding change of members	
Suitable where no property or staffing involved		No requirement to register with the RBO	
Governed by Constitution or rules (Samples available from the Charities Regulator)			

## Unincorporated Entity

Maintain proper accounts and submit audited accounts with the annual return

Maintain a Register of Members and Directors

Hold an Annual General Meeting

Make Annual Returns to the Companies Registration Office

Notify the Companies Office of any Special Resolutions and of any changes to the Memorandum and Articles of Association

Notify the Companies Office of any changes in the Directors, Secretary, auditors, or the registered office

Keep minutes of all meetings



## Advantages of each Legal Form

CLG	LTD Company	DAC	Unincorporated Company*
Limited liability	Limited liability	Limited liability	Easy to establish
Activities stated in Objects Clause	Flexibility to raise funds via equity and loan finance	Activities stated in Objects Clause	Governance and administrative requirements are minimal, if any
High degree of transparency, as constitution and accounts are publicly filed	High degree of transparency	High degree of transparency	Transparency is discretionary
Well recognised by funders and the public	Well recognised by funders and the public	Well recognised by funders and the public	

## Disadvantages of each Legal Form

CLG	LTD Company	DAC	Unincorporated Company*
Ongoing and annual compliance obligations	No stated Objects Clause, so no focus on a socially beneficial object	Ongoing and annual compliance obligations	Personal liability
Cannot raise funds by issuing shares	Ongoing and annual compliance obligations	Constrained by the requirements of company law – filing/reporting requirements include audited accounts (unless exemptions apply)	Difficult to raise funds
Constrained by the requirements of company law – filing/reporting requirements include audited accounts (unless exemptions apply)	Constrained by the requirements of company law – filing/reporting requirements include audited accounts (unless exemptions apply)		Low degree of transparency – no public filing of accounts

## Legal Entities Compared

CLG	LTD Company	DAC	Unincorporated Company*
Company limited by guarantee with no share capital	Private company limited by shares	Private company limited by shares, or a company limited by guarantee with an authorised share capital (uncommon) <sup>2</sup>	Not legally incorporated in any form
Suitable for most NPOs/charities/social enterprises	Not suitable for most NPOs/charities/social enterprises	Some social enterprises use this form	A common form for clubs and societies, this leaves members open to personal liability
Assets cannot be distributed to members	No Objects Clause, so a company can determine its business as it sees fit	An Objects Clause confines the organisation to a specific business/activity	All details private, with no publication or transparency required
Members have limited liability to the value of €1	Members have limited liability	Members have limited liability	Members have duties and liabilities to each other that stem from the rules of the association
Governed by Part 18 of the Companies Act (2014)	Governed by Part 17 of the Companies Act (2014)	Governed by Part 16 of the Companies Act (2014)	Governed by Part 22 of the Companies Act (2014)

<sup>2</sup> Private Company limited by Guarantee with a share capital – not addressed further in this document.

## Governing Instrument

<b>CLG</b>	<b>LTD Company</b>	<b>DAC</b>	<b>Unincorporated Entity</b>
Defined Memorandum	One-document Constitution	Defined Memorandum	Constitution or rules (Samples available from the Charities Regulator)
Articles of Association	No Memorandum or Articles	Articles of Association	–
Objects Clause required	No Objects Clause	Objects Clause required	–
Activity limited to objects only	Not restricted to a particular activity	Activity limited to objects only	–
Governing instrument takes the form set out in Schedule 10 of the Companies Act (2014)	Governing instrument takes the form set out in Schedule 1 of the Companies Act (2014)	Governing instrument takes the form set out in Schedule 8 of the Companies Act (2014)	–

## Legislative Regime and Requirements

CLG	LTD Company	DAC	Unincorporated Entity
Companies Act (2014)	Companies Act (2014)	Companies Act (2014)	No governing legislation
Must hold an AGM	A written resolution can be passed to cancel an AGM in any given year	AGM required if more than two members	No AGM requirement
Must file annual return, including financial statements	Must file annual return, including financial statements	No filing requirement	No filing requirement
Financials made publicly available by the CRO	Financials made publicly available by the CRO	No publication requirement	No publication requirement
No requirement to update the CRO when members change	No requirement to update the CRO when members change	When members change, transfer documents must be filed with the CRO	No requirement with regards to change of members
Changes in Directors/officers must be notified to the CRO	Changes in Directors/officers must be notified to the CRO	Changes in Directors/officers must be notified to the CRO	No requirement
Name must end in CLG	Name must end in Ltd	Name must end in DAC	No requirement

## Legal Requirements Company Members

CLG	LTD Company	DAC	Unincorporated Entity
Minimum 1 member	Minimum 1 member	Minimum 1 member	No legal requirement
No maximum	Maximum 149 members	Maximum 149 members	No legal requirement
No requirement to update the CRO when members change	No requirement to update the CRO when members change	When members change, transfer documents must be filed with the CRO	No requirement with regards to change of members

## Legal Requirements (Directors)

CLG	LTD Company	DAC	Unincorporated Entity
Minimum 2 Directors	Minimum 1 Director	Minimum 2 Directors	No requirement
Maximum stated in Company Memo & Articles	2 officers required, one of whom must be a Secretary	Maximum stated in company Memo & Articles	No requirement
Changes in Directors/officers must be notified to the CRO	Changes in Directors/officers must be notified to the CRO	Changes in Directors/officers must be notified to the CRO	No requirement

## Eligibility for Charity Registration

CLG	LTD Company	DAC	Unincorporated Entity
Minimum 3 members required	Not eligible	Minimum 3 members required	Minimum 3 members required
Established for public benefit	Not eligible	Established for public benefit	Established for public benefit
Purpose must be listed in Charities Act (2009), Section 3	Not eligible	Purpose must be listed in Charities Act (2009), Section 3	Purpose must be listed in Charities Act (2009), Section 3
Activities of the company must advance a charitable purpose	Not eligible	Activities of the company must advance a charitable purpose	Activities of the company must advance a charitable purpose

## Obligations of Registered Charities

Must upload an annual report together with unabridged financial statements to the Charities' Regulator Portal

Must comply with the Charities Governance Code and publicise compliance on a yearly basis

Must maintain a compliance record form for viewing by the Regulator, if requested

Subject to the Charities Act (2009)

Must enter details into the Register of Charities and keep them updated

## Obligations and Benefits of Registered Charities

Demonstrate that your organisation operates to high standards of governance and administration

Highlight your commitment to transparency and accountability

Be in a better position to retain and attract statutory funding and contracts

Provide a sound basis for donors and volunteers to support you

Find it easier to secure permits for on-street collections

Be able to apply to the Revenue Commissioners for charitable tax-exempt status and associated benefits

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# Appendix C

## Mapping the Stakeholders

### Direct Stakeholders

Remote workers / SME tenants / Local Authorities / Academic partners / Core funders.

Vision & Purpose  
The Hub Team

### Indirect Stakeholders

Wider-circle influencers / Regional & national interests. Consumers / customers.

### Potential Stakeholders

Govt. bodies / International funders / Aligned larger businesses & networks.

# Appendix D

## Policies and Procedures

### Board

- Terms of Reference for Board\*
- Standing Orders (rules of engagement)\*
- Template for Minutes
- Standing agenda items on Minutes
- Code of conduct for Board of Directors\*
- Schedule of powers reserved by the Board and powers delegated to the Executive
- Board/Directors Handbook (sample table of contents in Appendix E)
- Board performance evaluation process\*
- Skills matrix for board Directors\*
- Succession plan\*
- Board conflict of interest policy
- Induction list for Board Trustees/Directors\*
- Induction pack for Board Trustees/Directors
- Board communications policy\*
- Acceptance of gifts policy\*
- Board data protection notice
- Company Member data protection notice
- Terms of Reference for Committees
- Register of Beneficial Owners
- Register of Members
- Register of Directors
- Register of Interests
- Schedule of powers reserved by the Board and powers delegated to the Executive

*\* These types of policies are often included in the Board/Directors Handbook.*

## Employees

- Job descriptions for employees
- Employee contracts
- Employee Handbook
- Employee induction policy
- Training & development policy (to include volunteers)
- Performance management policy or support, supervision and appraisal policy
- Bullying & harassment policy (dignity at work)
- Grievances policy
- Disciplinary policy
- Leave policies (illness/parental/maternity/paternity/holiday)
- Remuneration policy
- Resignation and termination policy
- Diversity and inclusion policy
- Right to disconnect policy
- Complaints policy
- Data protection policy
- Data breach policy
- Subject access request policy
- Health and safety policy
- Incident management policy
- Information security policy
- CCTV policy and procedure (if applicable)
- Remote working policy
- Protected disclosure policy

## **Volunteers**

- Job descriptions for volunteers
- Induction pack and for volunteers
- Volunteer Handbook
- Volunteer management policy

## **Operational Policies**

- Fundraising management (if applicable)
- Health and safety policies (including a health and safety statement, protocols for fire evacuation etc.)
- Finance policy
- Fraud policy
- Travel and subsistence policy

## **Other**

- Garda vetting policy (if working with children or vulnerable individuals)
- Strategic plan
- Operational plan
- Risk register
- Risk management policy
- Complaints policy for service users/community (queries/comments/complaints)
- Asset management policy
- Data retention/document management policy
- Business continuity policy

# Appendix E

## Board/Directors Handbook: Suggested Contents

There is no set length for this Handbook document, but there is broad agreement about what its key elements should be.

A typical Board Handbook should include the following elements and sections relating to the Board's organisation, membership, and operations. Their relevance and importance will vary, depending on the nature and scale of the Board.

- Legal structure and liability
- Memorandum and Articles of Association
- Role and responsibilities of the Board
- Code of ethics and conduct for Directors
- Board committee structure and Terms of Reference
- Description of main Board Committees, Working Groups etc.
- Risk management oversight arrangements and statement of risk appetite
- Arrangements for meetings, frequency, attendance policy, standing orders, Agendas, Minutes etc.
- Schedule of Reserved Functions (Powers) – the functions not delegated to the CEO by the Board
- Powers delegated to the Executive and limits imposed on financial transactions
- Reporting arrangements for the Chief Executive Officer
- Key policies and procedures for the Board's attention
- Board calendar with important relevant compliance dates
- Biographies and contact details for Directors
- Key elements of the Strategic Plan for the organisation – mission, vision, values, goals, and objectives
- Overview of the organisation's finances
- Guidelines for the evaluation of the Board and its Committees
- Process for appointing and removing Directors and for succession planning

- Induction arrangements for new members and training and development arrangements for existing members
- Arrangements for remuneration and payment of expenses
- Organisation chart for Executives and Senior Managers

## Appendix F

# The Code of Practice for the Governance of State Bodies

The Code of Practice for the Governance of State Bodies ('the Code') was published in 2016 and aims to ensure commercial and non-commercial State bodies meet the highest standards of corporate governance. It therefore provides a framework for the application of best practice in corporate governance.

The Code seeks to develop and encourage high standards of corporate governance in State bodies, whether in the commercial or non-commercial sphere. These standards are critical to ensuring that bodies make a positive contribution to the State's overall economic efficiency, competitiveness, social cohesion, and regional development. The Code is revised and updated on a regular basis to take account of developments in corporate governance, best practice, and legislative provisions. The Code should be read in connection with a number of associated published documents.

Find the code at <https://www.gov.ie/en/publication/0918ef-code-of-practice-for-the-governance-of-state-bodies/>

# Appendix G

## Board Sub-Structures

### Committees

Committees of the Board are usually established by the Board itself. They have a formal role and so each one should have a Terms of Reference document which is approved by the Board.

Committees play a valuable role in overall governance, helping to manage the Board's workload and mobilise external expertise, which may not otherwise be readily available to the Board. In order for a Committee to be effective, its members must have the right skills mix and personal qualities to make an effective contribution. Committees should comprise at least two members of the Board, along with suitable external members. A Committee of the Board should be chaired by a Director, and the Board should formally approve the appointment of all members. The Chair should report back to each full Board meeting, and any decisions recommended by the Committee will require a final decision of the full Board. It is good practice for each Committee to prepare a formal annual report outlining its activities.

Each Committee should have a code of conduct for its members that is a subset of the Board's code, and it must be consistent with the overall ethos and culture of the Board. Each Committee should go through a formal evaluation process in a manner that is consistent with the full Board evaluation regime.

Committees should have an agreed annual work plan, which should take account of the overall Board calendar to ensure that any time-dependent tasks, such as a review of the accounts, are completed on time. Committees do not generally meet as often as the full Board. For example, Committees of a Board that meets 11 or 12 times per annum would generally meet four or five times during the year.

The number of Committees required by a Board will vary depending on the nature and scale of the organisation's operations. The need to establish Committees often increases as an organisation matures. It is important to ensure that the roles and functions of Committees do not overlap or conflict.

It is recommended that Hubs should consider initially establishing two committees of the Board (perhaps an Audit, Finance, and Risk Committee and a Strategy and Performance Committee). It is further recommended that Executives should not be formal members of Committees, but it is essential that they are available to attend relevant Committee meetings.

## **Working Groups**

Working groups are usually formed by individual members or committees and are generally established for a set purpose, with an end point in mind (it is important to avoid scope creep). Working Groups do not require the formal approval of the Board when they are established, and they do not formally report to the Board, but they serve a similar role to a more formal Committee, and they should have a mechanism for reporting to a Committee of the Board. The Committee's Chair should keep the Board advised periodically of the operations of the Working Group.

Like Committees, Working Groups allow an organisation to call on specialist external expertise to address an issue of concern (e.g. strategy development for your Hub). It is therefore important that their members should reflect diverse perspectives and possess a good blend of skills and expertise. These groups give Directors and Executives the opportunity to collaborate. Hubs might find it useful to establish Working Groups where there are assignments which merit the involvement of external experts and where the Board or its Committees do not have sufficient time to devote to a topic.

## **Task Forces**

Task Forces are usually set up for a shorter period and are responsible for a specific, focused assignment, often drawing on contributions from external experts. Like Working Groups, they offer an opportunity for Directors and Executives to work together to achieve a specific aim, but Task Forces require defined and documented objectives.

While, they can be set up by the Board, they are more typically established by Committees of the Board (e.g. a Risk Committee of the Board could establish a Task Force to review the organisation's Risk Register).

## **Terms of Reference**

In order to ensure the effectiveness and good governance of a Committee, Working Group, or Task Force, it is essential that there are formal Terms of Reference. While their contents will vary, their general focus will be on setting out the scope of a group's activities, and they may establish some necessary limitations too. When Terms of Reference are agreed, they can help to ensure that a group fulfils the purpose for which it was established, without the risk of duplication or confusion about its powers or roles in relation to other groups.

It is recommended that the Terms of Reference and membership of any Committee of the Board should be formally approved by the Board. Other committees, Working Groups and Task Forces should have their Terms of Reference approved by the individual(s) who commissioned the establishment of group.



Typically, the Terms of Reference would include the following:

- Title of the Committee or group
- Key objectives
- Membership
- Frequency of meetings
- Quorum
- Specific role and responsibility
- Term of office
- Reporting relationship
- Administrative arrangements

## **Codes of Conduct**

As with the Board of Directors, it is important that any Committee of the Board or other Working Group or Task Force established by the Hub operates in a manner that is consistent with the Objectives of the organisation, is aligned with its Values and Culture, and behaves in a manner that does not tarnish its reputation.

It is recommended that a Code of Conduct is drawn up for these groups which sets out agreed operating standards. While such a code will not be able to cover every eventuality, it will provide a useful frame of reference because it will set out the group's statutory and regulatory context. It will also outline the need for all parties to avoid conflicts of interest, to act in the best interest of the Hub, and to maintain confidentiality. Any Code of Conduct for Committees should be in line with the overall Code of Conduct for the Board.

# Appendix H

## Supports and Resources

### **Volunteer Ireland**

<https://www.volunteer.ie/>

Volunteer Ireland is the national volunteer development agency. A government initiative, funded by the state, Volunteer Ireland acts as a support body for all local Volunteer Centres in Ireland. The centres facilitate people who wish to fulfil their potential through volunteering, and they operate on the principle that volunteering contributes to healthier and more resilient communities. Volunteer Ireland and its centres work to support, promote, and celebrate volunteering, and they do this in many different ways, working with a variety of stakeholders. Volunteer Ireland also operates an internship programme.

### **Activelink**

<https://www.activelink.ie/>

Activelink works with non-profit organisations to develop online communications in the public interest; to promote action and participation; and to foster the sharing of ideas, experience, and information for a better world. Its website provides a database of vacancies, volunteering opportunities, and funding information for the not-for-profit sector. It is a very valuable one-stop shop for sharing resources, collaborating with other organisations, and recruiting Directors and staff. It is also used by many organisations to tender for goods and services.

### **The Carmichael Centre**

<https://www.carmichaelireland.ie/>

The Carmichael Centre provide support at a national level to not-for-profit organisations and the community and voluntary sector in Ireland. It delivers a range of training, supports, services, and resources to help its members and partners become more effective and impactful, and it takes a collaborative approach to the delivery of services to help non-profits become healthy, transparent, accountable, and vibrant in their own communities and organisations. Using a shared resource model, the Centre also provides accommodation, meeting rooms, and consultancy for not-for-profit organisations, along with a free mentoring programme for the sector's managers.

### **The Wheel**

<https://www.wheel.ie/>

The Wheel is a support and representation network for the community and voluntary sector in Ireland. It is a charitable organisation, registered with the Charities Regulator in Ireland, and its stated goal is to strengthen organisations as well as the sector's infrastructure and environment. It provides fundraising guidance and support in forms including its online database of funding grants for the Irish community and voluntary sector.

The Wheel also operates EU Hub, which is a support service for groups wishing to source partners, find funding opportunities, and learn more about EU policy. The Wheel's mission is to strengthen the capacity and capability of community and voluntary organisations, charities, and social enterprises so that they can play their part in changing Ireland for the better.

## **Ireland's Regional Assemblies**

<https://www.gov.ie/en/publication/7e3f8-regional-assemblies/>

Regional assemblies aim to co-ordinate, promote, and support strategic planning and sustainable development and make local government and public services more effective. There are three assemblies that consist of various members of local authorities, and they make it easier for local authorities to work together to benefit their regions.

The Northern and Western Regional Assembly has 21 members and covers the county councils of Cavan, Donegal, Leitrim, Galway, Mayo, Monaghan, Roscommon, and Sligo, as well as the city council of Galway.

The Southern Regional Assembly has 27 members and covers the county councils of Carlow, Clare, Cork, Kerry, Kilkenny, Tipperary, and Wexford, the city council of Cork, and the city and county councils of Limerick and Waterford.

The Eastern and Midland Regional Assembly has 35 members and covers the county councils of Dun Laoghaire-Rathdown, Fingal, Kildare, Laois, Longford, Louth, Meath, Offaly, South Dublin, Westmeath, and Wicklow, and the city council of Dublin.

## **Employment Schemes**

The Community Employment (CE) programme is designed to help people who are long-term unemployed (or otherwise disadvantaged) get back to work by offering part-time and temporary placements in community-based jobs. Participants can take up other part-time work during their CE placement. CE schemes are managed by Intreo and Local Development Companies working in partnership.

The Work Placement Experience Programme (WPEP) supports the provision of training and work placement by employers who act as hosts to the participants. The scheme has a value of almost €8,000 over the period of a placement in saved wages. Participants are required to engage in at least 60 hours of training, including certified and non-certified training, over the six-month placement. The identification of suitable training is established in conjunction with the host organisation, the participant, and a Case Officer from the Department of Social Protection, where necessary. Placements are advertised by the host organisation on the Jobs Ireland website.

The scheme helps people off the Live Register and gives them work experience, and it also helps companies to source employees, but the placements are short term and may not therefore help your organisation to maintain a regular service.

# Appendix I

## Types of Risk

**Strategic Risks** are the events or decisions that could potentially stop an organisation from achieving its goals. They also represent the dangers that might arise if an organisation's strategic choices are incorrect or fail to respond effectively to changing circumstances (e.g. economic, commercial, technological circumstances). Strategic planning and decision-making processes at Board level must be thorough and well-informed to help manage strategic risks.

**Financial Risks** relate to an organisation's ability to manage its debt and fulfil its financial obligations. It can take forms such as Market Risk, Credit Risk, Liquidity Risk, and Operational Risk. Some of these risks can be directly managed, while others are largely beyond the control of company management. Your Hub should have a robust set of financial policies and procedures in place at Board and management level. It is advisable to have a financial reserves policy in place to ensure that provisions are made for unforeseen circumstances. You will also need a clear set of guidelines on how finances are dealt with from income, grants, and all sources of funding.

**Operational Risks** arise from the chances and uncertainties an organisation faces in the course of conducting its daily business activities and using its procedures and systems. They often relate to mistakes or failures arising due to actions or decisions made by an organisation's employees, and they can be categorised as People Risks, Process Risks, Systems Risks, External Events Risks, and Legal and Compliance Risks.

Some of these types of risk are associated with third parties (e.g. security, fire, and health and safety risks), and your Hub should be alert to risks arising from technological failures, failed business processes and controls, business interruption, internal and external fraud, or physical disruption (e.g. a natural disaster).

### **Reputational Risk**

Your organisation's reputation is a vital intangible asset that deserves active protection. Reputational risk is the damage that can occur to an organisation when it fails to meet the expectations of its stakeholders and gains a negative reputation. This issue can affect any business, regardless of size or industry. A negative reputation can affect your ability to source funding, create revenue, attract clients, and survive as an entity.

### **Key Person Risk**

Key person risk is the risk to your Hub that arises if one of your critical employees is absent for an extended period of time for any reason. It is one of the more difficult risks to mitigate; however, processes can be implemented to minimise the impact of the departure of a single employee or manager.

Your key managerial personnel are the staff who have the most important roles and functionalities. They are the first point of contact between the Hub and its stakeholders, they are often responsible for the formulation of strategies and their implementation, and they will have accrued a considerable amount of tacit knowledge which is of huge benefit to your organisation.

Failure to prepare for risk related to the loss of key personnel/management can have a serious impact on your Hub, affecting profitability, response time, productivity, business image, reputation, and stakeholder confidence.

## Appendix J

### Budget Considerations

- Building/unit rent and rates
- Motor vehicles
- Salaries and pensions
- Staff training
- Subscriptions
- Audit and accountancy
- Legal and professional fees
- Banking/loans/leasing
- Insurance
- Travel and subsistence
- Marketing and advertising
- Telephone and broadband
- New equipment, fixtures, or fittings
- IT equipment and support
- Water, gas, and electricity
- Cleaning
- Fire detection/prevention
- Security

- Waste disposal
- Printing and stationery
- Health and safety
- Equipment hire
- Equipment maintenance

# Appendix K

## Policy Landscape

### National Context

#### **Sustainable, Inclusive and Empowered Communities: A Five-Year Strategy to Support the Community and Voluntary Sector in Ireland 2019–2024 (2019)**

*Department of Rural and Community Development*

The key objectives of the strategy are to:

- Strengthen and develop participative approaches to the development of public policy and programmes underpinned by an autonomous community and voluntary infrastructure.
- Support and facilitate communities to participate in community development and local development.
- Develop and strengthen processes and mechanisms to secure meaningful consultation, inclusion, and participation in local, regional, and national decision-making structures, particularly by non-engaging and marginalised communities and their representative organisations.
- Develop the capacity of organisations supporting communities to participate in community development and local development, with a specific focus on marginalised communities.
- Strengthen and build understanding and capacity to support the implementation of the Sustainable Development Goals (SDGs).
- Strengthen the Local Economic and Community Plan process, enhancing community participation in the development and implementation of plans and securing more effective collaboration and partnership working nationally, regionally, and locally.
- Support, develop, and enhance capacity in the local government sector in community development and local development.

- Support community development and local development to engage with Climate Change adaptation and mitigation strategies.

## **Our Rural Future: Rural Development Policy 2021–2025 (2021)**

*Department of Rural and Community Development*

Last updated on 6 January 2022

Our Rural Future represents the Irish government's blueprint for post-Covid recovery and the development of rural Ireland over the next five years. It provides the framework to achieve the vision of transforming the quality of life and opportunity for people living in rural areas. The policy is organised in line with nine broad goals:

1. Optimising digital connectivity
2. Supporting employment and careers in rural areas
3. Revitalising rural towns and villages
4. Enhancing participation, leadership, and resilience in rural communities
5. Enhancing public services in rural areas
6. Transitioning to a climate-neutral society
7. Supporting the sustainability of agriculture, the marine, and forestry
8. Supporting the sustainability of our islands and coastal communities
9. Implementation of the policy

## **Harnessing Digital – The Digital Ireland Framework (2022)**

*Department of the Taoiseach*

Last updated on 1 February 2022

This high-level framework sets out a pathway to support Ireland's ambition to be a digital leader at the heart of European and global digital developments, and it places a strong emphasis on inclusiveness, security, and safety, underpinned by strong governance and a well-resourced regulatory framework.

This digital strategy aligns with EU priorities, under the Digital Decade, and also with national priorities, under the 2021 Economic Recovery Plan and Ireland's National Recovery and Resilience Plan. It also complements work towards achieving Ireland's climate targets, with green and digital ambitions reinforcing each other.

## **Making Remote Work – Ireland's National Remote Work Strategy (2021)**

*Department of Enterprise, Trade and Employment*

Last updated on 16 September 2021

The strategy's objective is to ensure that remote working is a permanent feature in the Irish workplace in a way that maximises economic, social, and environmental benefits. The three pillars of the strategy will be bolstered by a number of important underpinning conditions.

- Pillar One: Create a conducive environment
- Pillar Two: Develop and leverage remote work infrastructure
- Pillar Three: Build a Remote Work Policy and Guidance Framework

## **Project Ireland 2040 – the National Planning Framework (2018)**

Project Ireland 2040 is the government's long-term overarching strategy for making Ireland a better country for all and building a more resilient and sustainable future. The strategy ensures the alignment of investment plans with the stated National Strategic Objectives for 2040 in a considered, cohesive, and defined manner. Alongside the development of physical infrastructure, Project Ireland 2040 supports businesses and communities across all of Ireland to help them realise their potential.

The aim of Project Ireland 2040 is to construct an improved Ireland for all of us. By 2040, there will be approximately one million additional people living here in Ireland. This population growth will require hundreds of thousands of new jobs, new homes, heightened cultural and social amenities, enhanced regional connectivity, and improved environmental sustainability. Project Ireland 2040 sets out to deliver on these requirements.

The National Planning Framework (NPF) and the National Development Plan 2021–2030 (NDP) combine to form Project Ireland 2040. The NPF sets the vision and strategy for the development of our country to 2040 and the NDP provides the enabling investment to implement that strategy.

## **Regional Spatial & Economic Strategy (RSES) 2020–2032 (2020)**

The RSES sets out the strategic regional development framework for each region, with the primary aims of implementing 'Project Ireland 2040 – the National Planning Framework' at the regional tier of government and supporting the achievement of balanced regional development.



### **The Planning and Development Act 2000 (as amended)**

The Planning and Development Act requires that all City and County Development Plans and variations are consistent with the RSES and relevant national policy, and it requires draft development plans, or proposed variations to development plans, to be referred by the relevant local authority to the Regional Assembly. The Regional Assembly considers the consistency of the draft with the RSES and can make formal recommendations to the local authority on what amendments, in the opinion of the Regional Assembly, are required to ensure the consistency of the proposed variation with the development plan and its core strategy with the RSES.

## **European Context**

### **European Digital Innovation Hubs**

European Digital Innovation Hubs will have both local and European functions. EU funding will be made available for Hubs that are already (or will be) supported by their Member States (or regions), so as to increase the impact of public funding. European Digital Innovation Hubs (EDIHs) will function as one-stop shops that help companies respond dynamically to digital challenges and become more competitive.

By providing access to technical expertise and experimentation, as well as opportunities to 'test before you invest', EDIHs help companies to improve business/production processes, products, or services using digital technologies. They also provide innovation services, such as financing advice, training, and skills development that are needed for a successful digital transformation.

### **European Network for Rural Development (ENRD) – EU Action for Smart Villages**

Smart Villages is a relatively new concept within the realm of EU policy-making. The emerging concept refers to rural areas and communities which build on their existing strengths and assets, as well as develop new opportunities. In Smart Villages, traditional and new networks and services are enhanced by means of digital and telecommunication technologies, innovations, and the better use of knowledge, for the benefit of inhabitants and businesses. Digital technologies and innovations may support quality of life, a higher standard of living, public services for citizens, better use of resources, reduced impact on the environment, and new opportunities for rural value chains in terms of products and improved processes. The concept of Smart Villages does not propose a one-size-fits-all solution. It is territorially sensitive, based on the needs and potentials of the respective territory, and it is also strategy-led, supported by new or existing territorial strategies.

## International Context

### **United Nations 2030 Sustainable Development Agenda (2015)**

The UN 2030 Agenda for Sustainable Development is a call to action to protect the planet and increase prosperity. The plan sets out 17 Sustainable Development Goals (SDGs) that integrate the three dimensions of sustainable development – economic, social, and environmental. The 17 Goals were adopted by all UN Member States in 2015 as part of the 2030 Agenda for Sustainable Development, which set out a 15-year plan to achieve the goals. The agenda is reflected throughout Ireland's National Planning Framework.

### **Policy Landscape – Social Enterprises**

Internationally, there is no uniformity in legal structures for social enterprises. For example, the UK has put in place a bespoke legal form for social enterprises called Community Interest Companies, whereas, in Italy, social enterprises can be legally recognised as such, irrespective of their legal form.

In Ireland, many social enterprises adopt one of the existing legal structures provided for through the Companies Act (2014). The Company Limited by Guarantee (CLG) is the most common form currently used by social enterprises. Many of the public consultations that have been undertaken have called for greater clarity on the current legal structure options for social enterprises and social entrepreneurs. They have also called for examination of options for bespoke legal structures for social enterprises in the longer term, while acknowledging the complexity involved in introducing new legal forms.

# Appendix L

## Useful Resources

Organisation	Website
Boardmatch	<a href="http://www.boardmatch.ie">www.boardmatch.ie</a>
Charities Regulatory Authority	<a href="http://www.charitiesregulator.ie">www.charitiesregulator.ie</a>
Citizens Information Bureau	<a href="http://www.citizensinformation.ie">www.citizensinformation.ie</a>
Community Enterprise Association Ireland (CEAI)	<a href="http://www.communityenterprise.ie">www.communityenterprise.ie</a>
Connected Hubs	<a href="http://www.connectedhubs.ie">www.connectedhubs.ie</a>
Institute of Directors Ireland	<a href="http://www.iod.ie">www.iod.ie</a>
Director of Corporate Enforcement	<a href="http://www.odce.ie">www.odce.ie</a>
Pobal	<a href="http://www.pobal.ie">www.pobal.ie</a>
Register of Beneficial Owners	<a href="http://www.rbo.gov.ie">www.rbo.gov.ie</a>
The Companies Registration Office	<a href="http://www.cro.ie">www.cro.ie</a>
The Wheel	<a href="http://www.wheel.ie">www.wheel.ie</a>
Western Development Commission	<a href="http://www.wdc.ie">www.wdc.ie</a>

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