

Tusla - Child and Family Agency

Code of Governance

November 2017



An Ghníomhaireacht um
Leanaí agus an Teaghlach
Child and Family Agency



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1. Introduction

Tusla - Child and Family Agency was established on 1 January 2014 under the *Child and Family Agency Act 2013*. It brought together the child protection, welfare and family services which were formerly the responsibility of the HSE and the functions of the former National Educational Welfare Board and the Family Support Agency. The specific functions of the Agency are set out in the Act. With the child at the centre, the mission of the Agency is “to design and deliver supportive, coordinated and evidence-informed services that strive to ensure positive outcomes for children, families and communities”. In carrying out its mandate and aiming to achieve its mission, the Board and staff of the Agency are committed to operating to the highest standards set for the governance of state bodies.

2. Code of Governance

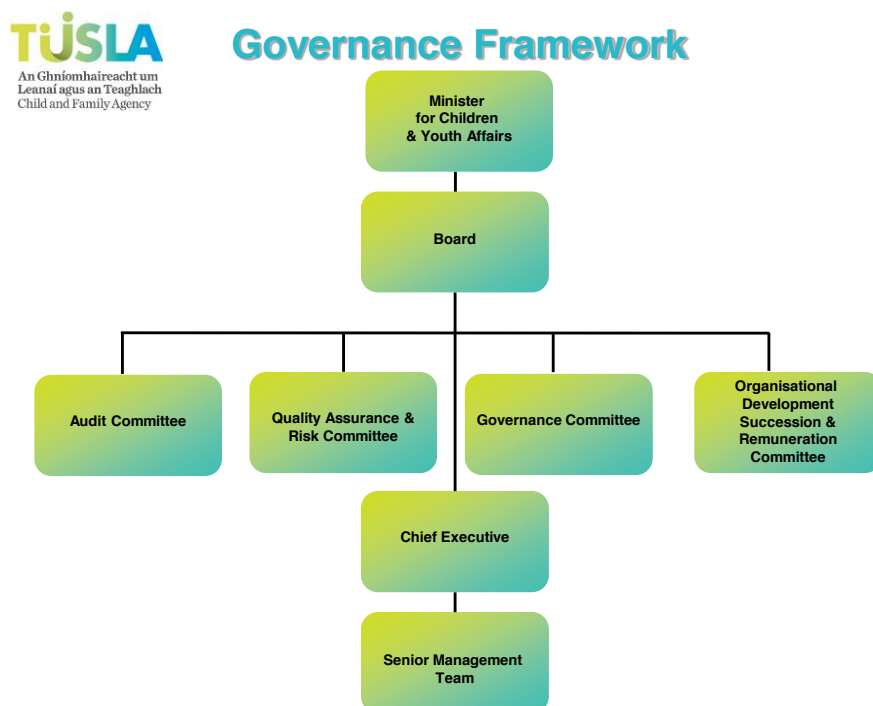
The Code of Governance has been drawn up to fulfil the requirements set out in Section 50 of the Child and Family Agency Act. As envisaged in that section, the code will be reviewed regularly and revised as circumstances require.

Section 50 provides as follows:

- 50.** (1) *The Agency shall, as soon as practicable after it is established, prepare and submit to the Minister for approval a code of governance that includes an outline of:*
- (a) The guiding principles applicable to the Agency as a public body having regard to its functions under section 8;*
 - (b) The structure of the Agency, including the roles and responsibilities of the Board and chief executive officer;*
 - (c) The processes and guidelines to be followed to ensure compliance with the reporting requirements imposed on the Agency by or under this Act;*
 - (d) The Agency’s internal controls, including its procedures relating to internal audits, risk management, public procurement and financial reporting, and*
 - (e) The nature and quality of service that persons being provided with or seeking services provided by the Agency in accordance with its functions can expect.*
- (2) The first code of governance shall include details of the methods to be used to bring about the integration of the governance systems deriving from a transfer of functions to the Agency from:*
- (a) The Health Service Executive, and*
 - (b) The dissolved bodies.*
- (3) The Agency shall review the code of governance periodically and at such intervals as may be specified by the Minister and shall revise the code as the Agency considers appropriate.*
- (4) In preparing or making any revisions to the code of governance, the Agency shall have regard to the Performance Framework issued pursuant to section 41.*
- (5) Following the Minister’s approval of the code of governance or of any revisions to it, the Agency shall arrange for the publication of the code or revised code.*

(6) The Agency shall indicate in its annual report its arrangements for implementing and maintaining adherence to the code of governance.

3. Governance Framework



4. Functions of the Agency

The Agency's functions are largely determined by the Child and Family Agency Act 2013 and its agreed strategic objectives as set out in its Corporate Plan 2015 -2017. The Agency is also subject to a range of other statutory requirements, for example, Freedom of Information, Data Protection and Ethics in Public Office legislation.

The Agency's functions are set out in Section 8 of the *Child and Family Agency Act*:

- 8. (1)** The functions of the Agency shall be to:
- (a) Perform the functions transferred to it by sections 72 and 82¹;
 - (b) Support and promote the development, welfare and protection of children;
 - (c) Support and encourage the effective functioning of families;
 - (d) Maintain and develop support services, including support services in local communities, relating to the functions specified in paragraph (a), (b) or (c);
 - (e) Carry on such activities or publish such information concerning the functions specified in paragraphs (a), (b), (c) and (d) as it considers appropriate;
 - (f) Undertake or commission research into matters related to the functions specified in paragraphs (a), (b), (c) and (d) or into such other matters as the Minister may request, and
 - (g) Provide information or advice, or make proposals, to the Minister on matters relating to the functions of the Agency.

¹ Section 72 covers the functions formerly exercised by the National Educational Welfare Board and the Family Support Agency; section 82 covers a number of child related functions formerly exercised by the HSE

- (2) *The functions specified in subsection (1) (b) include providing for the protection and care of children in circumstances where their parents have not given, or are unlikely to be able to give, adequate protection and care.*
- (3) *Without prejudice to the generality of subsection (1), in supporting and encouraging the effective functioning of families pursuant to subsection (1) (c), the Agency shall provide:*
- (a) Preventative family support services aimed at promoting the welfare of children;*
 - (b) Care and protection for victims of domestic, sexual or gender-based violence, whether in the context of the family or otherwise, and*
 - (c) Services relating to the psychological welfare of children and their families.*
- (4) *The services referred to in subsection (3) (c) do not include:*
- (a) Psychological services associated with the provision of specialist mental health services to children;*
 - (b) Adult psychological services other than services which relate to the effective functioning of families and the improvement of relationships between parents and children, including effective parenting;*
 - (c) Psychological services to a child in respect of a disability, or*
 - (d) Psychological assessments in accordance with [section 8](#) of the [Disability Act 2005](#) or with [section 4](#) of the [Education for Persons with Special Educational Needs Act 2004](#).*

In the light of these functions, the Agency's Corporate Plan has identified the following objectives for the period 2015 - 2017:

- Improve the quality and focus of the delivery of services for children and families;
- Develop the governance structures, processes and supporting infrastructure to ensure that Tusla is in a position to carry out its functions in an effective and efficient manner;
- Establish new and distinct values based culture, which empowers children and families through high quality services;
- Develop an organisation that lives within its means and utilises its resources in an efficient and cost-effective manner;
- Develop a workforce which is valued and supported within a learning organisation;
- Position the Agency as a responsive, trustworthy and respected body with its own unique identity;
- Build on our research strategy to develop policy and enable evidence-based decision-making and high-quality service delivery;
- Ensure a strategic approach to quality assurance, information management and risk management that supports continuous improvement and good governance;

These objectives are underpinned by a series of actions, key performance indicators and targets in order to track and measure progress.

5. Values of the Agency

The day to day commitment of the agency will be judged on the capacity to translate values into behaviours demonstrating unity of purpose, loyalty and responsiveness to the needs of children, courage in the pursuit of values and open-minded innovation to identify the most effective approach.

Our core values are:

<i>Respect</i>	We always treat everyone, children, families and colleagues with dignity and consideration
<i>Integrity</i>	We will be reliable and trustworthy in the way we carry out our work by: <ul style="list-style-type: none">○ Adhering to the highest standards of professionalism, ethics and personal responsibility;○ Placing a high value on importance of confidentiality;○ Acting with conviction and taking responsibility for our decisions.
<i>Fairness</i>	We commit to creating an environment where the voice of the child and young person is cherished, regardless of background and needs.
<i>Collaboration</i>	We will foster integrated ways of working by: <ul style="list-style-type: none">○ Recognising and valuing the contribution that children, families, staff and carers make;○ Fostering a culture of agencies working together.
<i>Compassion</i>	Children, families and colleagues will be treated with care and supported when needed

6. Guiding Principles

The function of governance is to ensure that the Agency fulfils its purpose, achieves its intended outcomes for children, families and communities and operates in an effective, efficient and ethical manner. The Agency is committed to operating legally, ethically and in accordance with best practice for State bodies.

The Agency's values are consistent with the principles identified in the Code of Practice for the Governance of State bodies 2016 and as such the Agency will exercise its functions by:

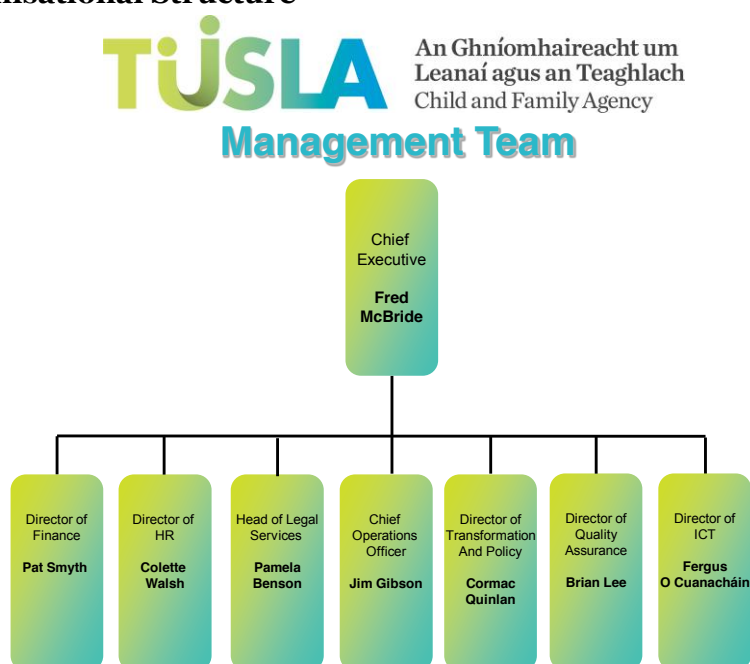
- Being accountable for implementing its core functions in accordance with the Act and other relevant legislation;
- Establishing high standards of Governance by ensuring compliance with all statutory requirements and relevant codes of practice;
- Acting objectively, transparently and with integrity;
- Engaging openly with its stakeholders;
- Seeking to maximise value for money.

7. Structure of the Agency

Section 21 of the Act provides that the Agency is governed by its Board which has the power to perform the functions of the Agency (see Section 3 of the Code). Section 19 of the Act provides that the Agency shall have a Board consisting of a Chairperson, Deputy Chairperson and seven Ordinary members appointed by the Minister.

Section 29 provides that the Chief Executive Officer (CEO) is responsible to the Board for the performance of his or her functions (see Section 11 of the Code) and the implementation of the Agency's corporate plan and its business plan. The CEO delegates various functions to the management and staff of the Agency.

Organisational Structure



The Senior Management Team (SMT) initiated a review project in 2014 to examine the Agency's structure and how it operates. The first phase of the project, culminated in December 2014 with a draft high-level Operating Model Review Report followed by a significant period of consultation with staff, Department of Children & Youth Affairs and the Board.

A new structure was approved by the Board on the 25th November 2016. The new structure provides a platform for Tusla to continue its reform and modernisation programme whilst recognising the imperative to commit resources and focus to the areas of Transformation and ICT.

The Agency is engaged in an on-going process of standardising, updating and developing the policies and procedures required as part of its system of governance which will reflect best practice, statutory, regulatory and professional requirements and are in line with its business and strategic objectives.

8. Role of Chairperson

The primary role of the Chairperson is providing leadership to the Board in discharging its responsibilities under its establishment legislation.

The Chairperson's main functions are to ensure that the business of the Board is managed effectively by:

- Appropriate agenda setting and management of Board meetings;
- Chairing Board meetings effectively so that there are clear decisions and balanced contributions with no individual member, or interest, having excessive influence on decision making and all members having an equal opportunity to participate in debate and final decision;
- Ensuring that the minutes of the meeting accurately record the decision taken and, where appropriate, the views of individual Board members;
- Ensuring that meetings of the Board are conducted in accordance with the Standing Orders of the Board and the Agency' Code of Business Conduct;
- Supporting Board members in understanding their respective roles and responsibilities;
- Ensuring all relevant committees are established including an Audit, Quality Assurance and Risk, Organisational Development Succession and Remuneration and Corporate Governance Committee.

Managing key relationships with:

- The Minister for Children and Youth Affairs and his/her department;
- Ministers of other Departments with a role in setting policy or legislation for the Agency;
- The CEO, including leading on his/her performance evaluation;
- The Board Secretary;
- Other key external parties/by promoting the work and mission of the Agency;
- The Board, by fostering a tone of respect, trust and candour that allows for challenging questions and inputs.

Establishing good governance of the Agency by:

- Leading on compliance with statutory obligations and ensuring that non-compliance, and any consequences, are brought to the attention of the Minister together with the steps that have or will be taken to rectify the position (Section 8 (1) (g)).
- Furnishing the Minister with information which the Minister is likely to consider significant for the performance of his or her functions or information that has been specified by the Minister as falling within a class of developments of public interest concern. The Agency will also, when required by the Minister, submit a report on any matter connected with the functions of the Agency (Section 14 (1)(b)).
- Confirming to the Minister for Children and Youth Affairs that the Agency has complied with the Code of Business Conduct.
- Annually affirming to the Minister that relevant provisions issued by the Minister for Finance in respect of payment of fees to the Chairperson and Board members are complied with.
- Ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Minister.

9. Board Members

The Board members, including the Chairperson, are collectively responsible for ensuring:

Planning and Reporting by:

- Establishing the strategic direction of the Agency, within the framework laid down by the Act and the resources allocated to it.
- Preparing, in accordance with Section 42 of the Act, a rolling three –year corporate plan and submitting the plan to the Minister for approval ensuring that the Minister’s views are considered.
- Approving an annual business plan for submission to the Minister which considers the Performance Statement developed by the Minister under Section 44 of the Act.
- Approving capital and revenue budgets and monitoring expenditure.
- Submitting an Annual Report to the Minister in accordance with Section 13 of the Act and ensuring its publication.
- Supervising the production of, and approving the Annual Accounts. It should be confirmed that the Government’s travel policy is being complied with. The accounts shall be provided to the Minister within one month after the Comptroller and Auditor General issues an audit certificate for the accounts.
- Through its Audit Committee, discussing with external auditors at least once a year without employees of the Agency present, to ensure there are no unresolved issues of concern.
- Seeking all necessary information to ensure that the Annual Report and the Annual Accounts present a balanced and understandable assessment of the Agency’s position and performance.
- Establishing a Performance Framework with the Department of Children and Youth Affairs.

Implementation of the statutory functions of the Agency and providing oversight by:

- Holding and retaining overall responsibility for the discharge of the key functions specified in the Act, and ensuring compliance with all statutory regulations and legal obligations which apply to the Agency. Where individual Board members become aware of non-compliance they are required to bring this to the attention of the Board with the intention of having the matter rectified.
- Overseeing the discharge by the Chief Executive Officer of the day-to-day business of the Agency.
- Ensuring that a qualified management team and a robust management structure are in place.
- Ensuring that the Chairperson advises the Minister on any matter relevant to him/her as principal stakeholder and any matter for his/her decision or direction as required by the Act and of any significant matter of public concern.
- Sharing corporate responsibility for all Board decisions.
- Fully engaging in impartial and balanced consideration of all issues.
- Ensuring that the needs of the service user are central to the Agency’s activities.
- Appointing committees as it sees fit, determining their terms of reference and contributing to the Committees of the Board.
- Ensuring full compliance with the Conflict of Interest Policy and Procedure and Codes of Governance and Standards of Integrity and Codes of Conduct.
- Regularly reviewing the operation of the Board and seeking to improve its effectiveness; specific competency or skill gaps in the board should be advised to the Minister.

Responsibility for Internal Controls:

- Approving the internal control structure including financial controls, operational and compliance controls and risk management and receiving reports on the effectiveness of these provisions. Internal controls should be reviewed annually.
- Approving Financial and accounting policies.
- Where an asset has an anticipated value in excess of €150,000 maintaining a transparent auction or tendering process for its disposal.
- Ensuring that appropriate procurement procedures are implemented in accordance with EU and National Procurement regulations and or guidelines.
- Ensuring that Tusla has a Corporate Procurement Plan which is underpinned by analysis of expenditure on procurement and the procurement and purchasing structures in the organisation. The plan should set practical and strategic aims and objectives for improved procurement outcomes and appropriate measures to achieve and implement aims. The Chairperson should, in the annual report to the Minister affirm adherence to the relevant procurement policy and procedures and the development of implementation of the Corporate Procurement Plan.
- Through the Executive management, ensuring the appropriate expertise of the personnel responsible for the purchasing function of the Agency and that they are properly conversant with all developments in this area.
- Establishing a procedure whereby employees may, in confidence, raise concern about possible irregularities in financial reporting or other matters insofar ensuring meaningful follow up of matters raised in this way.
- Ensuring that the Tax Clearance requirements as set out in Department of Finance Circulars, as regards the payment of grants, subsidies and similar type payments, and Department of Finance circulars relating to Public Sector Contracts are adhered to.

The following functions by:

- Laying down formal procedures in a Board Resolution, whereby Board members, in the furtherance of their duties may take independent professional advice, if necessary at the reasonable expense of the agency.
- Having a formal schedule of matters specifically reserved to it for decision.
- Approving procedures for the making of all senior appointments to ensure objectivity and the quality of these appointments and ensure compliance with statutory and administrative requirements in relation to the number, grading and conditions of appointment of all staff.
- Appointing a person recruited in accordance with the Public Service Management (Recruitment and Appointments) Act 2004 to be the Chief Executive Officer, including approving the conditions of employment, remuneration, allowances and superannuation, with the approval of the Minister given with the consent of the Minister of Finance.
- Instituting a process of annual performance appraisal for the CEO.

In addition, each Board member is individually responsible for:

- Complying with all aspect of this Code of Governance, Codes of Standards and Behaviours for Board Members (see section 9 below) and Disclosure of Interests by Board Members of State Bodies (see Appendix 6).
- Responding to any information requests made directly to him or her, relating to the activities of the Agency, including referring any request to the Chairperson (or the Secretary of the Agency on his or her behalf) for appropriate processing.
- Regularly updating and refreshing their skills and knowledge.

10. Codes of Standards and Behaviour for Board Members and Committee Members

Board members and committee should respect the highest standards of honesty and integrity. To ensure this they should adhere to the following principles:

Integrity

Board and Committee members should:

- Not participate in discussions or decisions involving conflicts of interest whether or not such conflicts have previously been disclosed. Members must declare any conflicts of interest and stand back from decisions where such conflict arises.
- Disclose outside employment/business interests in conflict or in potential conflict with the business of the Agency. Detailed guidance on disclosure of member's interests is set out in Appendix 5: Disclosure of Interests by Directors of State bodies.
- Submit annually a declaration of interests' statement in accordance with the Ethics in Public Office Acts 1995 to 2001.
- Avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions.
- Avoid the use of Agency resources or time for personal gain or for the benefit of persons/organisations unconnected with the Agency or its activities.
- Not acquire information or business secrets by improper means.
- Not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in shares, property or otherwise.

Information

Board and Committee members should:

- Support the provision of access by the Agency to general information relating to the Agency's activities in a way that is open and that enhances its accountability to the general public.
- Respect the confidentiality of sensitive information held by the Agency. This would constitute material such as:
 - Information received in confidence by the Agency;
 - Personal information.
- Observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- Comply with relevant statutory provisions relating to access to information (e.g. Data Protection Acts and Freedom of Information Acts).

Queries in relation to the release of information relating to the Board under the provisions of the Freedom of Information Act will be directed to the Freedom of Information Office by the Board Secretary.

- Board and Committee members should ensure that they maintain the confidentiality of all information obtained by virtue of their position.
- Board members should not retain documentation obtained during their terms as a Board member and should return such documentation to the Secretary or otherwise confirm to the board secretary that all such documentation, hard copy and electronic, in their possession has been disposed of.

Obligations

Board and Committee members should:

- Fulfil all regulatory and statutory obligations imposed on the Agency.
- Ensure that there are adequate controls in place to prevent fraud.
- Use all reasonable endeavours to ensure that they attend the Agency Board and/or Board Committee meetings (as applicable).
- Conform with procedures laid down by the Board in relation to conflict of interest situations.

Loyalty

Board and Committee members should:

- Be loyal to the Agency and be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders, and;
- Acknowledge the duty of all to conform to the highest standards of business ethics.

Fairness

Board and Committee members should:

- Comply with employment equality and equal status legislation.
- Commit to fairness in all business dealings.
- Value stakeholders and treat all stakeholders fairly.

Work/External Environment

Board members should:

- Promote and preserve the health and safety of employees.
- Ensure that community concerns are fully considered.
- Minimise any detrimental impact of the operations on the environment.

11. Board Committees

The Board delegates a number of its functions to committees who are responsible for reporting to the Board. The Chair of the Committee provides a report to the Board following each committee meeting.

The Board has established the following committees:

1. Audit Committee;
2. Governance Committee;
3. Organisational Development Remuneration and Succession Committee;
4. Quality Assurance and Risk Committee.

The terms of reference of each committee are set out in Appendices (Appendix 2, 3, 4, 5) The terms of reference for each committee is reviewed annually and changes are approved by the Board.

The Role of the Board Secretary

The role of the Board Secretary is to advise and guide members of the Board on their obligations under appropriate legislation and regulations and to organise and administer Board meetings.

Specifically the Board Secretary must:

- Be responsible for the care and use of the seal of the Agency in accordance with section 12 of the Child and Family Agency Act 2013;
- Maintain appropriate registers and reporting mechanisms as are required to comply with the reporting of interests of Board members as “Designated Directors” under the Ethics in Public Office Acts 1995 to 2001;
- Organise and Administer Board meetings;
- Be responsible for the formal induction of new Board members and organising mentoring for Board members where required.

12. The Chief Executive Officer

The CEO is accountable to the Board for the proper management of the Agency. The Board has delegated certain functions to the CEO.

Delegation by the Board to the Chief Executive Officer

In accordance with Section 19 of the 2013 Act the Board was appointed as the governing body of the Agency with the legal authority to perform all the functions of the Agency. The Board has specific functions reserved to it while others have been delegated to the Chief Executive Officer.

Delegation to the Chief Executive Officer

Pursuant to Section 21(4) of the 2013 Act the Board resolved on the 16th February 2016 to delegate to the Chief Executive Officer (who has been appointed Chief Executive Officer pursuant to Section 28 of the 2013 Act) the following functions:

The performance of the functions of the Agency specified in the Child and Family Agency Act 2013 as amended together with all legislation listed in Schedule 1 and Schedule 2 of the Child and Family Agency Act 2013 and any regulations made on foot of such legislation and any other enactment or regulation which has issued or may issue from time to time insofar as such functions directly or indirectly relate to,

are connected with or ancillary to the functions of the Agency, with the exception of functions reserved by the Board as set out in the Appendix.

The performance of the functions delegated by the Board to the Chief Executive Officer should be undertaken in accordance with all relevant policies, protocols, care standards, directions, circulars and guidelines and documents of a similar nature specified by the Board or that has issued or may issue from time to time by the Agency or any Government Department including but not limited to:

- The Agency's Delegation Framework Policy document as may be amended from time to time.
- The Agency's Performance Framework in accordance with Section 41 of the 2013 Act.
- The approved Code of Governance of the Agency in accordance with Section 50 of the 2013 Act.
- The provisions of the Agency's Corporate Plan for the time being in force and in accordance with Section 42 of the 2013 Act and Performance Statement in accordance with Section 44 of the 2013 Act.
- The general provisions of the approved Business Plan for the time being in force in accordance with Section 46 of the 2013 Act.
- The Ethics in Public Office Act 1995, and the Standards in Public Office Act 2001, as may be amended from time to time, together with all regulations made on foot of such legislation and all ancillary and related guidelines, codes and circulars relating to Ethics in Public Office.
- The EU and National Procurement Regulations and or Guidelines for the time being in force.
- The Guidelines for the Appraisal and Management of Capital Expenditure Proposals in the Public Sector (Department of Finance) 2005), as amended or replaced from time to time.
- The Agency's Protocol for the Acquisition and Disposal of Property for the time being in force.
- All relevant National Financial Regulations for the time being in force.
- The statutory requirement to use the resources available to it in the most beneficial effective and efficient manner in accordance with Section 8 of the 2013 Act.
- The statutory requirement of the Agency to maintain proper standards of integrity, conduct and concern for the public interest in accordance with Section 36 of the 2013 Act.
- All guidelines issued by the Minister pursuant to Section 48 of the 2013 Act.
- All relevant Codes of Conduct pursuant to the 2013 Act or otherwise.
- The on-going requirement for legal authority and efficiency in relation to all decisions.
- All other relevant legislation.
- The Memorandum of Understanding between the HSE and the Agency as amended from time to time.

In accordance with Section 29(2) (d) of the 2013 Act the CEO shall assist and provide the Secretary General, Department of Children & Youth Affairs, (Accounting Officer) with such information (including financial information and records) relating to the performance of the role of the accounting officer within such time and in such format as may be requested by the accounting officer from time to time.

This delegation is effective until formally revoked in whole or part in accordance with Section 21(5) of the 2013 Act. The Board may amend this delegation and the delegation shall continue in force as amended from the effective date of such amendment, save where specifically provided for otherwise.

In accordance with Section 29(3) of the 2013 Act where the Chief Executive Officer is absent, or the office of the Chief Executive Officer is vacant, the functions of the Chief Executive Officer may be performed by such employee of the Agency, as may be appointed by the Board from time to time to act as acting Chief Executive Officer. A person acting in the position of Chief Executive Officer will have the same delegated authority and accountability as the Chief Executive Officer for the duration of the acting period.

Any dispute as to whether or not a function has been delegated to the Chief Executive Officer will be decided by the Board of the Agency.

In accordance with Section 30 of the 2013 Act the Chief Executive Officer may delegate any or all of his/her delegated functions to employees of the Agency, and authorise the sub-delegation to or by employees of the Agency.

13. Reserved Functions of the Board

The Board shall be responsible for the following:

Plans

The adoption (and amendment) of the Corporate Plan (Section 42) (for subsequent approval by the Minister for Children and Youth Affairs) detailing the key objectives of the Agency for the following three years including:

- The key objectives, outputs, and related strategies,
- A review and evaluation of the work of the Agency in the performance of its statutory functions.

The preparation (and amendment) of the Business Plan (Section 46) (following receipt of the “Performance Statement” from the Minister) outlining the Agency’s proposed activities for the period to which the business plan relates and the performance targets relating to those activities and the proposed allocation of the total resources (both financial and human) of the Agency for the period to which the plan relates, including a statement of estimated income and expenditure relating to the plan that is consistent with the determination of the expenditure notified pursuant to Section 45 in respect of the period to which the plan relates.

The adoption (and amendment) of the Capital Plan/Capital Investment Framework (CIF), (Section 49) setting out planned capital projects over a 5-year period, for subsequent approval by the Minister for Children and Youth Affairs and with the consent of the Minister for Public Expenditure and Reform.

Codes

The approval of a Code of Governance and all subsequent updates, as and when required (for subsequent approval by the Minister for Children and Youth Affairs) in accordance with Section 50 of the Act that includes:

- The guiding principles applicable to the Agency as a public body having regard to its functions under Section 8.
- The structure of the Agency, including the respective roles and responsibilities of the Board and the Chief Executive Officer.
- The processes and guidelines to be followed to ensure compliance with the reporting requirements imposed on the Agency by or under the Act.

- The Agency's internal controls, including its procedures relating to internal audits, risk management, public procurement and financial reporting.
- The nature and quality of service standards that persons being provided with or seeking services provided by the Agency in accordance with its functions can expect.
- The approval of Codes of Conduct (together with all updates) to be issued for the guidance of members of a committee of the Board but who are not members of the Agency, employees of the Agency, advisers or consultants, and employees of advisers or consultants. (Section 37(1)).

Monitoring of Performance

The Board shall receive regular reports from the CEO and the Board Committees to include but not limited to the following:

- Progress against the Corporate and Business Plans – to include an explanation of significant variances and proposed corrective actions, if necessary, to ensure achievement of the relevant plan.
- Provision of advice to the Minister in relation to the Agency's functions, (Section 8 (1)(g)).
- Reports on compliance with the Code of Governance requirements of the Agency.
- A review of Board Key Performance Indicators and Service Innovations.
- Within five months of its year-end the Board shall approve and submit to the Minister for Children and Youth Affairs an Annual Report (Section 13) in relation to the performance of the Agency's functions during the immediately preceding year which includes:
 - A statement of the activities undertaken by the Agency;
 - A report in relation to the implementation of the Agency's corporate plan approved under Section 42;
 - A report in relation to the implementation of the Agency's business plan submitted to the Minister under Section 46;
 - An indication of the Agency's arrangements for implementing the code of governance prepared in accordance with Section 50;
 - Particulars in relation to financial statements;
 - Other particulars that the Agency considers appropriate or as the Minister after consulting the Minister for Health and the Minister for Education and Skills may require;
 - A report required under Section 70 in relation to complaints and reviews.
 - The adoption of the Annual Financial Statements, (Section 51(6)).

On-going Approvals

- The submission of superannuation schemes to the Minister (Section 54).
- Appointment of the Chief Executive Officer, (Section 28).
- Removal of the Chief Executive Officer, (Section 28(6)).
- Approval of contracts or tenders for Capital Projects in line with agreed thresholds in appendix 7.
- Approval of all other contracts and tenders for goods and services and other arrangements including grants to Sections 56, 57, 58 and 59 agencies in line with the agreed thresholds in appendix 7.
- Approval of all contracts or tenders for professional or consultancy services in line with the agreed thresholds in appendix 7.
- Appointments of External Auditors (other than the Comptroller and Auditor General).
- Appointment of Legal Service Providers.
- Creation and dissolution of Board Committees (Section 25).
- Appointment of Members of Board Committees (Section 25).

- Delegation of Board functions to the Chief Executive Officer (Section 21) and directions to the Chief Executive Officer in relation to the delegation and sub delegation of these functions by the Chief Executive Officer, (Section 30).
- In accordance with section 29 (3) of the 2013 Act the Board shall appoint the acting Chief Executive Officer. (An employee of the Executive appointed by the Board from time to time to act as acting Chief Executive Officer has the same delegated authority as the substantive post-holder for the duration of the acting period).
- Approval of bank arrangements, including the opening of all new bank accounts.
- Acceptance of gifts in in line with agreed thresholds an appendix 7.
- Approval of all disposals and acquisitions of any land and property.

14. Processes, Guidelines and Reporting

Introduction

It is the responsibility of the CEO, and Senior Management Team to ensure that the Board is supplied with accurate and timely information to enable the Board and the Chairperson to perform their respective functions and their legal obligations and responsibilities.

Performance Management

Members of the Board shall review the achievements of the Agency and the effectiveness of performance against set Business Plan objectives on a quarterly basis.

The Board shall set performance criteria for the CEO annually which it shall evaluate through the Remunerations and Succession Committee.

A progress report on the corporate plan will be submitted to the Minister.

Board Committees

In accordance with section 25 (1 & 2) of the Child and Family Agency Act the Board *may establish committees to assist and advise it on matters relating to its functions and may appoint to a committee of the Board persons who are not members of the Board but who have special knowledge and experience related to the purposes of the committee.*

The terms of reference for committees shall be approved by the Board and the committees shall act and furnish reports as directed by the Board. All committees shall be reviewed on an annual basis.

Delegations

The Board may delegate to the CEO any of the functions of the Agency by means of formal Board decision. The Delegation is reviewed by the Board on an annual basis.

The CEO may delegate any of his/her functions to members of the Senior Management Team.

Members of the Senior Management Team are required to report periodically to the board.

Risk Management, Internal Control, Internal Audit and Audit and Risk Committees

The Agency developed an Organisational Risk Management Policy and Procedure which sets out the Agency's commitment to ensuring that risk management principles and practices form an integral part of the Agency's culture, governance and accountability arrangements, decision making processes and strategic and operational planning.

Where corporate/strategic risks are identified they are recorded on the Agency's Corporate Risk Register. Risk is a standing agenda item on the Board agenda and is reviewed by the Board on quarterly basis. Control measures and action plans are put in place to mitigate the risks identified and are noted or approved by the Board as appropriate on a monthly basis.

The Board established a Quality Assurance and Risk committee to give an independent view in relation to risks and risk management systems.

Internal Control

The Board acknowledges its responsibility for the Agency's systems of internal financial, performance and operational controls and for the quality, efficiency and effectiveness of operations. The Agency is committed to a strategy which minimises risks to all of its stakeholders, through a comprehensive system of internal controls.

The Agency has put in place the following key internal procedures designed to provide effective internal control:

- Clearly defined lines of accountability,
- Organisational Risk Management Policy and Procedures; Quality Assurance and Risk Committee;
- Audit Committee;
- Financial Regulations;
- Internal Audit Quality Assurance Reports.

Internal Control procedures are in place in relation to internal audit.

Internal Audit and Audit and Risks Committees

The Internal Audit provider operates in accordance with the charter approved by the Audit Committee in the first instance and then the Board. The Head of Internal Audit reports directly to the Audit Committee and has access to the Chairperson of the Board and the Chairperson of the Audit and Risk Committee.

The Board has established both an Audit Committee and a Quality Assurance and Risk Committee. Each committee comprises of 3 Board members and at least one external member with specialist skills.

Business and Financial Reporting

Audited Financial Statements

Section 51 of the Act provides that the accounts of the Agency prepared by the CEO and approved by the Board shall be submitted to the Comptroller and Auditor General for audit not less than 3 months after the end of the financial year to which the accounts relate.

Annual Report

Section 13 of the Act provides that the Agency shall prepare and adopt an annual report in relation to the performance of the Agency's functions during the immediately preceding year, not later than the 31 May each year. Not later than 21 days after adopting the report the Agency shall submit a copy of the annual report to the Minister. The Minister shall within 21 days of receiving the annual report, cause copies of it to be laid before the Oireachtas.

The preparation of the Audited Financial Statements and the Annual Report are prepared in accordance with the relevant accounting standards and comply with disclosure requirements of the Agency's governing legislation and the requirements of the Code of Practice for the Governance of State Bodies.

Chairperson's Comprehensive Report to the Minister

The Code of Practice for the Governance of State Bodies 2016 requires the Chairperson to furnish the Minister in conjunction with the annual report and financial statements a comprehensive report covering specific reporting requirements including items such as:

- Affirmation that Government policy is being complied with;

- Significant post balance sheet events;
- A statement on the system of internal control;
- Outline of all commercially significant developments affecting the Agency.

The responsibility for the adequacy, extent and operations of these systems is delegated to the CEO

15. Nature and Quality of Services

The Agency provides a range of services, including:

- Child Welfare and Protection Services, including Family Support Services.
- Family Resource Centres and associated national programmes.
- Early Years (pre-school) Inspection Services.
- Educational Welfare responsibilities, including statutory education welfare services, the School Completion Programme and the Home School Community Liaison Scheme.
- Alternative Care Services, including foster care, residential care, special care and aftercare.
- Domestic, sexual and gender-based violence services.
- Services related to the psychological welfare of children.
- Assessment, consultation, therapy and treatment services.
- Adoption services, including domestic and intercountry adoptions, and information and tracing.

The Agency is committed to engaging with children, families and communities regarding the design, delivery and quality of services.

Through its complaints policy *Tell Us* the Agency welcomes all comments, compliments and complaints from service users, carers, visitors and the community about the services Tusla provides.

In June 2017 the Agency launched the National Children and Young People's Charters. The Agency worked with a group of children and young people to develop charters that reflect the views and preferences of children and young people.

The Agency is committed to providing services to the highest standards. In May 2017 the Agency launched its new Child Protection and Welfare Strategy for 2017-2022. The Strategy is a central part of Tusla's on-going programme of transformation and includes a new national approach to practice, the Signs of Safety, which will ensure that all staff will engage with children and families using one consistent approach.

The Agency's Quality Improvement Framework positions the Agency as a self-evaluating organisation, supporting continuous improvement and providing assurance that its services are safe and being delivered to a high standard. Some of the Agency's services are monitored by HIQA, Ombudsman for Children and the National Review Panel.

16. Relations with Minister, Oireachtas and Parent Department

Section 21 of the Act provides that the Agency is in compliance with the law and relevant standards. The Agency is required to confirm to the Minister, Department of Children and Youth Affairs that the Agency is in compliance with the Code of Practice for the Governance of State Bodies 2016 in their practices and procedures. The Board established a Governance Committee to monitor and review the Agency's compliance with statutory requirements and relevant codes of practice.

Oversight Agreement

In accordance with the Code of Practice for the Governance of State Bodies 2016 the Agency has an oversight agreement with the Department of Children and Youth Affairs which clearly defines the terms of the Agency's relationship with the Minister and the Department. The oversight agreement will be reviewed annually and updated as required.

Performance Delivery Agreements

The Performance Delivery Agreement is an agreement between the Minister/Department of Children and Youth Affairs and the Board of Tulsa... The purpose of the Performance Delivery Agreement is to formalise a process through which Tusla's performance can be measured against agreed outcomes/targets.

Section 46 of the Act requires the Agency to present its Business Plan for the year to the Minister within 30 days of the issuing of the Performance Statement by the Minister Department of Children and Youth Affairs.

Section 41 of the Act requires the Agency to present its Corporate Plan covering a three year period to the Minister within 6 months of the issuing of the Performance Framework by the Minister, Department of Children and Youth Affairs.

Periodic Critical Review

The Agency will be subject to a Periodic Critical Review (PCR) no later than every five years. The purpose of the PCR will be to consider whether there is an ongoing business case for the Agency in accordance with the Code of Practice for the Governance of State Bodies 2016.

Appendices

Appendix 1: Protocol for Board Meetings and Standing Orders

1. Introduction

- 1.1 The Act provides for the establishment of a Board of the Child and Family Agency (Tusla) which shall consist of a chairperson, deputy chairperson and 7 ordinary members.
- 1.2 Subject to the Act, the Board shall regulate by standing orders or otherwise the procedure and business of the Board.
- 1.3 The Act itself regulates certain aspects of the Board business including meetings of the Board and these provisions are included in these Standing Orders.

2. Meetings of the Board

- 2.1 The Board shall hold a minimum of 10 meetings each year and such other meetings as may be necessary for the performance of its functions. The meeting will be held at such times and at such places as the Board from time to time decides.
- 2.2 The chairperson may at any reasonable time call a meeting of the Board.
- 2.3 Any five members of the Board may call a meeting of the Board if the chairperson:
 - (a) Refuses to call a meeting after being presented with a requisition for that purpose signed by not fewer than 5 Board members or
 - (b) Without refusing to call a meeting, does not call one within 7 days of being presented with such a requisition.
- 2.4 The members present at a meeting called as above shall choose one of their number to chair the meeting.
- 2.5 The Secretary to the Board shall issue and distribute notice of a meeting to members at least five working days before the meeting.
- 2.6 The Board shall meet at least twice a year without the Executive present to discuss any matters deemed relevant.
- 2.7 The Board shall allocate at least one special meeting each year to review Board Strategy

3. Quorum

- 3.1 The quorum of the Board shall be 4 ordinary members of the Board and the chairperson or deputy chair.
- 3.2 Where there is a vacancy on the board, the number of ordinary members required to be present for a quorum shall be 3.
- 3.3 Participation will usually be in person, but in exceptional cases (with the agreement of the Chair) individual members may participate by telephone or video conference. In such circumstances, such members will be deemed to be present at the meeting and constitute part of the quorum.
- 3.4 In the event that a meeting is not quorate fifteen minutes from the scheduled start time, or becomes inquorate during a meeting, the Chair may either ask the members present to proceed as a working group to advise on matters of urgent business or adjourn the meeting to a subsequent meeting
- 3.5 The chairperson shall, if present, preside at all meetings of the Board.

4. Attendance at Board Meetings

- 4.1 Board members are expected to attend all scheduled Board meetings.
- 4.2 A Board member who does not, for a consecutive period of 6 months, attend a meeting of the Board, ceases at the end of the period to hold office unless the member demonstrates to the Minister's satisfaction that the failure to attend was due to illness

5. Decision Making

- 5.1 If possible, a consensus decision making process will be utilised for all decisions. Where agreement cannot be reached by consensus a vote will be taken.
- 5.2 At a meeting of the Agency, a question on which a vote is required shall be determined by a majority of votes of the members of the Agency present and voting on the question and, in the case of an equal division of votes, the chairperson or in the absence of the chairperson, the deputy chairperson or the person chosen in accordance with Section 2.4 has a second casting vote.

6. Procedure for obtaining Board Approval between Board Meetings

- 6.1 In exceptional circumstances, where in the opinion of the Chair, significant operational or other matters requiring approval by the board between meetings shall be circulated to members of the Board by email and or post for approval by written resolution.
- 6.2 In such circumstances for a decision to be deemed to be taken:
 - At least a quorum of members of the Board must have replied, with
 - A majority in favour of the proposal.
- 6.3 The actions/decision arising from such exceptional circumstances will be reported to the next scheduled meeting of the Board.

7. Conflict of Interest

- 7.1 Members of the Board are asked to declare if they have any conflict of interest at the top of each Board meeting. If a disclosure is made at a meeting of the Agency, particulars of the disclosure shall be recorded in the minutes of the meeting concerned. For so long as the matter to which the disclosure relates is being dealt with by the meeting, the member shall not be present at any deliberation or decision of the Board and not be counted in the quorum for the meeting unless the Board or committee otherwise determines.
- 7.2 If a question arises in relation to disclosure of interests, the question may be determined by the Chairperson and noted in the minutes.

8. Minutes of Meetings

- 8.1 The format of the minutes will record all decisions made and briefly outline the main discussions highlighted in the discussion. The minutes will also identify items which have been noted, deferred or postponed.

9. Independent Professional Advice

A Board member, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the State body where they judge it necessary to discharge their responsibilities as Board members and in accordance with the procedures outlined in the Protocol for Board Meetings and Standing Orders.

10. Review

The Board shall at least once a year, review its own performance and protocol for Board Meetings and Standing Orders to ensure it is operating at maximum Effectiveness and implement and implement any changes it considers necessary.

11. Suspension of or Departure from Standing Orders

- 11.1 The standing orders may be suspended or departed from at any meeting of the Board, provided that a unanimous or majority decision of the members vote in favor of such suspension or departure.
- 11.2 The Chairperson shall have the power to deal with any matter not covered under Standing Orders. The foregoing Standing Orders shall continue in force until altered, amended or repealed by a decision of the Board

Appendix 2: Audit Committee – Terms of Reference

1.0 Constitution

- 1.1 The Directors of the Agency have agreed to establish a committee of the Board to be known as the Audit Committee (hereinafter referred to as the "Committee").

2.0 Membership

- 2.1 The Committee, including the Chairperson, shall be appointed by the Board. The Chairperson will be an independent non-executive director.
- 2.2 The Committee appointed will be at least three non-executive members of the Board and one independent person from outside of the Agency. A quorum shall be three members. At least two members should have recent and relevant experience in financial reporting, accounting and auditing.
- 2.3 The committee will normally operate on the basis of consensus. In the event of a vote being required on any matter a simple majority of all members present, including the Chairperson, will carry the motion and the Chairperson of the meeting having a casting vote in the event of a tie.
- 2.4 The Chief Executive will ensure that the Audit Committee is provided with the necessary secretarial and other resources to enable it to perform its functions.
- 2.5 The Chief Executive will provide an officer to be Secretary to the Committee. The Secretary will convene meetings and maintain and circulate minutes.
- 2.6 The Chief Executive will arrange for each external member of the Audit Committee to receive an indemnification in accordance with the conditions laid out in the appendix to the General Council Report 1357 of the Civil Service, against liabilities which may arise from his or her membership of the Audit Committee.
- 2.7 The members of the Audit Committee will hold office for a period of three Years with an option to serve a second term or as determined by the Board when appointing that person.
- 2.8 A member of the Audit Committee may resign from the committee by letter addressed to the Chair of the Board or may at any time be removed as a member of the Audit Committee by the Board for stated reasons.
- 2.9 Members of the Audit Committee will hold office on such terms and conditions as determined by the Board with consent of the Minister for Children and Youth Affairs and the Minister for Public Expenditure and Reform.

3.0 Meetings

- 3.1 The chairperson of the Board, Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, representatives of external auditors and other board members shall attend if invited by the Committee.
- 3.2 A representative of the Comptroller and Auditor General may be invited to attend any meeting of the Audit Committee, if the Audit Committee considers this necessary, and will be invited at least once a year.

- 3.3 Meetings of the Committee shall be notified by the secretary of the Committee at the request of any two of its members or at the request of the Head of Internal Audit if they consider it necessary.
- 3.4 Meetings shall be held at least once each quarter.
- 3.5 The Agenda will be finalised by the Chairperson of the Audit Committee and circulated with appropriate briefing papers by the Secretary to the other members of the Audit Committee 5 working days in advance of each meeting.
- 3.6 The Secretary will circulate draft minutes of meetings to the Audit Committee to members as soon as possible after each meeting and when approved by the Audit Committee will be made available to the Comptroller and Auditor General.

4.0 Authority

- 4.1 The Committee is authorised by the Board to:
- Investigate any activity within its terms of reference;
 - Seek any information it requires from any employee and all employees are directed to co-operate with any request by the Committee; and
 - Obtain outside legal or other independent professional advice and to secure the attendance of external providers at Committee meetings with relevant experience and expertise if it considers this necessary.

5.0 Responsibilities

The responsibilities of the Committee shall be:

5.1 Internal Control

- To assist the Board in fulfilling its responsibilities in ensuring the appropriateness and completeness of the system of internal control, reviewing the manner and framework in which management ensures and monitors the adequacy of the nature, extent and effectiveness of internal control systems, including accounting control systems and thereby maintaining an effective system of internal control;
- To review the Agency's statement on internal control systems prior to endorsement by the board.

5.2 External Audit and Financial Reporting

The external audit is carried out by both the Comptroller & Auditor General and external Audit Firms. The Chief Financial Officer under the Committee's supervision is responsible for maintaining a register of who carries out the external audit of all agencies under the scope of the Committee.

The Audit Committee will discuss the nature and scope of the annual external audit and will review the auditor's quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements:

- To review the annual financial statements paying particular attention to:
 - Any changes in accounting policies and practices;
 - Decisions requiring a major element of judgement;
 - Significant adjusted or unadjusted audit differences;
 - The affect and disclosure of unusual transactions;
 - The clarity of disclosures;

- The consistency of other information presented in the Annual Report and Accounts;
- Compliance with accounting standards;
- Compliance with regulatory, ethical and legal requirements;
- Statements on internal control systems; and
- Representations made by management to the auditors.
- To discuss matters arising from the external audit;
- To review the external auditor's management letter and management's responses;
- To assess the effectiveness of the external audit process and the qualifications, expertise and resources of the external auditor;
- To monitor and review the non-audit services provided by external auditors.

5.3 Internal Audit

- To review resources available to the internal audit function;
- To review and approve the Internal Audit Charter and to review and approve the Internal Audit plan on at least an annual basis;
- To specify the Agency's business objectives, from which the internal audit plan can be prepared;
- To monitor and review the effectiveness of the internal audit function and to be consulted prior to the appointment or dismissal of the Head of Internal Audit;
- To receive and consider reports from the Internal Audit function;
- To consider the major findings of internal investigations and management's responses;
- To review the internal audit work programme, recommendation implementation progress and to consider management's responses to recommendations;
- To meet the Head of Internal Audit at least annually, without executive management being present, to discuss matters arising from internal audits and any other investigations.

5.4 Protected Disclosures

- To review the Agency's fraud awareness and protected disclosures policies and procedures;

5.5 Risk Management

- To review the Agency's risk management system and to meet with the risk management committee on a regular basis;

5.6 Other Duties

- To consider other topics or matters delegated to it by the Board.

6.0 Reporting and Review Procedures

- 6.1 The minutes of each meeting shall be circulated to all attendees and all board Members.
- 6.2 The Committee members shall conduct an annual review of their work and the Committee's terms of reference and make recommendations to the Board.
- 6.3 The Committee's duties and activities during the year shall be disclosed in the annual financial statements.
- 6.4 The Chairperson of the Committee shall attend the AGM and shall answer questions, through the Chairperson of the board, on the audit Committee's activities and its responsibilities.

Appendix 3: Quality Assurance and Risk Committee – Terms of Reference

1.0 Introduction

This document sets out the Charter and Terms of Reference of Tusla, Child and Family Agency Quality Assurance and Risk Committee (“the Committee”). It should be read in conjunction with Tusla, Child and Family Agency **Code of Governance**.

2.0 Authority

The Committee is authorised by Tusla, Child and Family Agency Board (“the Board”) to:

- Investigate any activity within the terms of reference set out in this document;
- Seek any information or explanations that it requires from any employee of Tusla or anybody totally or partially funded by Tusla, and all employees and bodies funded are directed to co-operate with any request made by the Quality Assurance and Risk Committee;
- Following agreement with the Chief Executive Officer, obtain independent legal or other independent professional advice, at Tusla’s expense and in accordance with Tusla’s procurement policy;
- Secure the attendance of persons with relevant experience and expertise if it considers this necessary; and,
- Investigate any matter it deems relevant, brought to its attention by whomsoever, including, but not limited to, good faith reports in relation to quality, safety and risk.

3.0 Scope

The scope of the Committee’s duties covers the following:

- Tusla, Child and Family Agency and anything it directly controls, and,
- Bodies totally or partially funded by Tusla, Child and Family Agency.

4.0 Advisory Role

The Committee is not responsible for any executive functions and is not vested with any executive powers but will exercise an advisory role only in relation to its duties.

5.0 Duties

The Committee will focus principally on quality assurance and service delivery risk matters, especially:

- Processes related to the identification, measurement, assessment and control of risk in the management and delivery of Tusla services
- Promotion of a risk management culture and the integration of quality assurance procedures and practice in everyday business throughout the children and family services system.

In particular, it will:

- Advise the Board on Tusla’s overall risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic and social services environment drawing on authoritative sources relevant to Tusla’s risk policies;
- Review the system of structures, procedures and practices in place to support the management of service delivery risks throughout Tusla

- Review arrangements in place by which employees may, in confidence, raise concerns and receive reports, on a timely basis, of concerns raised under the **Policy on Good Faith Reporting, or Protected Disclosures Policy** and advise on appropriate action to maintain the highest standards of probity and honesty throughout the children and family services;
- Review, at least annually, and if necessary propose changes to, Tusla's **Governance Framework** relating to risk management.

and, in relation to first line of defence:

- Keep under continuing review Tusla's procedures for identifying and reporting risks, especially in relation to:
 - Top risks;
 - Emerging risks;
 - Any failure to implement, on a timely basis, recommendations arising from investigated and other incidents/reports, and
 - Children and family services sector-wide risks.
- Review and advise the Board on all Tusla Divisional quality assurance and risk management plans and on the Tusla corporate risk register;
- Advise executive management about the maintenance and promotion of a culture that enables integrated management of all quality assurance and risks;
- Review material risk incidents and provide feedback on management's actions;
- Review and monitor management's responsiveness to findings and recommendations from the Quality Assurance function.

and, in relation to second line of defence:

- Review and monitor the adequacy of the annual work programme of the Quality Assurance Division and advise the Board on the adequate resourcing and appropriate standing of this function within Tusla;
- Receive regularly the reports of the National Director of Quality Assurance on the effectiveness of the systems established by management to identify, assess, manage, monitor and report on risks;
- Monitor and assess the role and effectiveness of the Quality Assurance function.

and, in relation to the third line of defence:

- Review assurance provided by internal and external audit in relation to risk management and advise the Board accordingly; and,
- Oversee periodic external review of the effectiveness of the quality assurance risk management framework.

6.0 Independence

The Committee will be independent in the performance of its duties and will not be subject to direction or control from any other party in the exercise of its duties.

7.0 Membership and Quorum

The Board, on the nomination of Tusla - Child and Family Agency Chairperson, will appoint members and Chairperson of the Committee.

The Committee will consist of:

- Not less than three non-executive members of the Board and,
- Not less than 2 other persons who, in the opinion of the Board, have the relevant skills and experience to perform the functions of a risk committee, one of whom will be an experienced practitioner of risk management. and one of whom has experience in the management of risk and quality in child and family services.

When making appointments, the Board will ensure the Committee comprises a majority of non-executive members. The Committee will be chaired by an independent non-executive member.

The Board Secretary shall act as secretary to Committee and the Chief Executive Officer will ensure that the Committee is provided with the resources to enable it to perform its functions. A quorum will be three members of the Committee.

8.0 Tenure

The members of the Committee will hold office for a period of three years with an option to serve a second term or as determined by the Board when appointing that person.

A member of the Committee may resign from the committee by letter addressed to the Chairperson of the Board or may at any time be removed as a member of the Committee by the Board for stated reasons.

9.0 Meetings

9.1 Frequency

The Committee will meet as required, determined at its own discretion, but not less than four times a year. Additional meetings will be held as the work of the Committee demands.

The Director of Quality Assurance may request a meeting if she/he considers that one is necessary.

9.2 Agenda

The agenda will be finalised by the Chairperson of the Committee and circulated with appropriate briefing papers by the Secretary to the other members of the Committee (and other attendees, as appropriate) 5 working days in advance of each meeting.

9.3 Attendance

Only members of the Committee will be entitled to attend Committee meetings. The Chairperson of the Board, Chief Executive Officer, the Director of Quality Assurance, other 1 Directors, or any other employee will attend meetings at the request of the Committee.

The members of the Committee will meet separately with the 1 Director of Quality Assurance at least once a year.

In the absence of the Committee Chair the remaining members shall elect one of themselves to chair the meeting.

9.4 Minutes

The Secretary will circulate the draft minutes of meetings of the Committee to all members of the Committee as soon as possible after each meeting and when approved by the Quality Assurance Risk Committee will be made available to the Board.

10.0 Access

The Chairperson of the Committee or any member, acting with the authority of the Chairperson, will have the right of access to the Chief Executive Officer and any senior personnel of Tusla on any matter relating to the business of the Committee.

11.0 Reporting

At the beginning of each year the Committee will prepare a set of key performance indicators and measures for itself and for Tusla's Quality Assurance Division for the forthcoming year.

At the end of each year the Committee will prepare a report on its role and responsibilities and the actions it has taken to discharge those responsibilities for inclusion in the annual report. Such a report should specifically include:

- A summary of the role of the Committee;
- Its performance against key performance indicators set for the year;
- The names and qualifications of all members of the Committee during the period;
- The number of Committee meetings and attendance by each member; and
- The way the Committee has discharged its responsibilities.

12.0 Liaison with the Audit Committee

The Audit Committee and the Quality Assurance and Risk Committee will both have an involvement in risk management and internal control. Whereas the Audit Committee's primary focus will be on financial issues and that of the Quality Assurance and Risk Committee will be on quality assurance and service delivery risk, the Committee Chairpersons will meet, as often as is necessary, to ensure that:

- Tusla's overall approach to risk management and internal control is comprehensive and co-ordinated;
- work programmes of the two Committees are synchronised, and
- Duplication (for example, in relation to investigations) is avoided.

In the event of a matter arising where it is not possible for the Chairpersons to agree into which Committee's remit the matter falls to be dealt with, the Chairperson of the Board will assign the matter to one of the Committees.

13.0 Review

The terms of reference will be reviewed each year by the Board and updated as appropriate.

Appendix 4: Organisation Development, Succession and Remuneration Sub-Committee Terms of Reference

Revised July 2015

The Committee is a subcommittee of the board of Tusla and reports to the board.

Membership and Term

The Chair of the Committee will be decided by the Board and membership will consist of not less than three non-executive members with no potential conflicts of interest and with appropriate experience. The Chairperson of the Board will be a member of the Committee. A quorum will be two members.

Appointments to the Committee shall be for a period of up to three years, which may be extended for one further two-year period at the determination of the Board.

The CEO will not participate as a member of the Committee when matters relating to the position of CEO are under consideration by the Committee.

Secretary

The Board secretary or their nominee shall act as the secretary to the committee.

Duties

Reporting to the board, the functions of the Committee are:

- To ensure that organisation development policy and strategy is aligned with the goals set out in the strategic plan.
- To ensure Tusla's adherence to prevailing government policy in relation to pay and rewards.
- To ensure that the pay and rewards of the CEO and his/her direct reports are at all times compliant with government policy in relation to pay for such grades.
- To determine, for approval by the Board, the remuneration (including salary, bonus, pension and any other benefits) of the agency's Chief Executive and his/her direct reports and such other members of executive management as may be designated to the committee by the Board.
- To approve all remuneration, and changes to remuneration, of the CEO and members of the senior management team reporting directly to the CEO.
- To support the Chair to determine the CEO's targets for the year and support the review of the achievements of such targets at regular intervals during the year and within six weeks of year end.
- In line with government policy, to approve any performance-related system in respect of the Chief Executive and his/her direct reports including the examination of the Chief Executive's performance annually. The Chief Executive's review shall be undertaken by the Chair of the board.
- Where special arrangements are proposed in relation to specific appointments, to approve such arrangements and to ensure the approval of such arrangements by the Department of Children and Youth Affairs.
- To ensure that contractual terms on termination, and any payments made, are fair to the individual and the agency, in line with government policy and approved by the Department of Children and Youth Affairs and the Department of Public Expenditure and Reform and by so doing to ensure that failure is not rewarded and that the duty to mitigate loss is fully recognised.

- The remuneration of non-executive Directors shall be a matter for the Department of Children and Youth Affairs in line with government guidelines. No director or executive shall be involved in any decisions as to their own remuneration.
- To establish and monitor the implementation of policy in relation to out of pocket expenses.
- To monitor succession planning for the Chief Executive and support the CEO with senior management succession planning, as required.
- Appoint, as the Committee sees fit, remuneration, Organisation Development or other consultants to assist the committee in the discharge of its duties and responsibilities
- To perform any other functions appropriate to the committee or assigned to it by the board from time to time.

Attendance at Meetings

Members of the committee should participate in every meeting of the committee (either in person or via telephonic communications). Other non-executive Board members shall have the right of attendance, on request.

The Chair may invite such other persons (e.g. the Chief Executive, Director of HR and external advisors) to its meetings, as is deemed necessary. In the absence of the Committee Chair the remaining members present shall elect one of themselves to chair the meeting.

Frequency and Reporting of Meetings

A meeting shall be held at least twice a year or at other times as appropriate. Meetings of the committee shall be planned by the Chair and summoned by the secretary of the Committee. A meeting may be called at the request of any of its members. During a reasonable period in advance of each meeting the secretary shall circulate the agenda and supporting documentation to the committee members.

The secretary will be responsible for drafting the minutes of meetings for approval by the Committee Chair and distributing the minutes of meetings promptly to all members of the committee.

Once approved by the Committee the minutes will be distributed to all other members of the Board, unless a conflict of interest exists.

Review

These terms of reference will be reviewed each year by the Board and updated as appropriate.

Appendix 5: Governance Committee Terms of Reference

The Governance Committee is a sub-committee of the Board of the Child and Family Agency and reports to the Board.

Membership and term

The Chair of the Committee will be decided by the Board and membership will consist of not less than two non-executive members with no potential conflicts of interest and with appropriate experience. The Chair of the Board will be a member of the Committee. A quorum will be two members.

Appointments to the Committee shall be for a period of up to three years.

Secretary

The Board secretary or his/her nominee shall act as the secretary to the committee.

Purpose

The purpose of the Governance Committee is to ensure that the board fulfils its legal and functional responsibilities.

Functions

The functions of the Governance Committee are:

- To ensure that the Board of the CFA complies with all legal and statutory requirements
- To monitor the delegation of authority to the Chief Executive and other staff
- To ensure that a Code of Governance is drawn up and approved before submission to the full Board and thereafter to review the code as required by the legislation
- To review and agree content of annual reports before submission to the full Board

The Governance Committee will ensure that policies are created and periodically reviewed which define:

1. The roles and responsibilities of the Board;
2. Duties and responsibilities of directors and officers;
3. Conflict of interest procedures;
4. Code of standards and behaviour for employees;
5. Complaints procedures.

Attendance at Meetings

Members of the governance committee should participate in every meeting of the committee (either in person or via telephonic communications). Other non-executive Board members shall have the right of attendance, on request.

The Chair may invite such other persons (for example, the Chief Executive and external advisors) to its meetings, as is deemed necessary.

Frequency and Reporting of Meetings

A meeting shall be held at least twice a year or at other times as appropriate.

Review

These terms of reference will be reviewed each year by the Board and updated as appropriate.

Appendix 6: Disclosure of Interests by Members of the Board

In addition to the legal requirements under the Companies Acts and Ethics in Public Office Act 1995 the following procedures should be observed:

- 1) On appointment to the Board each member will furnish to the Board Secretary details relating to his / her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially, influence the member in relation to the performance of his / her functions as a member of the Board. Any interests of a member's family of which he / she could reasonably be expected to be aware or of a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his / her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include:
 - a) a spouse, parent, brother, sister, child or step-child;
 - b) a body corporate with which the member is associated;
 - c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
 - d) a person acting as a partner of the member or of any person or body who, by virtue of (a) - (c) above, is connected with the member.
- 2) Each member should furnish to the Board Secretary details of business interests on the lines above of which he / she becomes aware during the course of his / her directorship.
- 3) Where it is relevant in any matter which arises, the member should be required to indicate to the Board Secretary the employment and any other business interests of all persons connected with him / her, as defined at (I) above.
- 4) The Board may exercise discretion regarding the disclosure by members of minor shareholdings. As a general guideline, shareholdings valued at more than €15,000 or of more than 5 per cent of the issued capital of a company should be disclosed.
- 5) If a member has a doubt as to whether this Code requires the disclosure of an interest of his / her own or of a connected person, that member should consult the Chairperson.
- 6) Details of the above interests shall be kept by the Board Secretary in a special confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Board Secretary as soon as possible. Only the Chairperson, Board Secretary and Chief Executive shall have access to the register.
- 7) Should a matter relating to the interests of the Chairperson arise, he / she should depute another Board member to chair the Board meeting and should absent himself / herself when the Board is deliberating or deciding on a matter in which the Chairperson, or a person or body connected with the Chairperson, has an interest.
- 8) Board or Agency documents on any case which relate to any dealings with the above interests should not be made available to the member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the member.

- 9) As it is recognised that the interests of a member and persons connected with him / her can change at short notice, a member should, in cases where he/ she receives documents relating to his / her interests or of those connected with him / her, return the documents to the Board Secretary at the earliest opportunity.
- 10) A member should absent himself / herself when the Board is deliberating or deciding on matters in which he / she (other than in his / her capacity as a member of the Board) or a person or body connected with him / her has an interest. In such cases a separate record (to which the member would not have access) should be maintained.
- 11) Where a question arises as to whether or not a case relates to the interests of a Board member or a person or body connected with that member, the Chairperson of the Board should determine the question.
- 12) Serving and former Board members should respect the confidentiality of sensitive information received while acting in that capacity. This includes commercially sensitive information, personal information, and information received in confidence by the Agency.

Appendix 7: Board Approval Thresholds

The Board reserves to itself approval thresholds as follows:

- Approval of all Capital Projects in excess of €500,000;
- Approval of all other Contracts, tenders and arrangements including grants to Sections 56, 57, 58 and 59 funded agencies in excess of €1 million;
- Approval of all contracts or tenders for professional consultancy services in excess of €250,000;
- Acceptance of gifts to the Agency in excess of €5,000;
- Approval of all disposals and acquisitions of any land or property.