



GOVERNANCE POLICY

2018 – 2021



1. Introduction

Clonmel Arts Festival is a professional arts organisation which is governed by a voluntary Board of Directors. It is also a company limited by guarantee (CLG) under the Companies Act 2014, which has worked for many years in the local community to promote the arts in all its forms and to ingrain an appreciation of the various aspects of the arts in the local consciousness. While this is laudable, it does not absolve the organisation, which benefits financially from national agencies and other sponsors and which interacts with the public, from acting in a highly responsible manner and governing itself in a manner which will give it credibility in all its activities.

Clonmel Arts Festival will now act in accordance with its agreed strategic plan, will pursue its goals in an ethical fashion and will build an ethos which will sustain the organisation and will give confidence to all its stakeholders. Strong organisations must be underpinned by strong governance so it is the aim of the Board of Directors to continue to develop our governance practices and structures. It will be important that we as an organisation are seen to be transparent in all our relationships and that our stakeholders can clearly see what we stand for and what we believe in. Our overall policy will therefore demonstrate how we will operate ethically and how we will comply with all regulatory and legislative requirements.

It is therefore the intention of the Clonmel Arts Festival, as a Type B Organisation, to comply with the *Governance Code* for Community, Voluntary and Charitable Organisations in Ireland by practicing through its five principles:

Five Principles of the Governance Code	
Principle 1	Leading the organisation
Principle 2	Exercising control over the organisation
Principle 3	Being transparent and accountable
Principle 4	Working effectively
Principle 5	Behaving with integrity

2. Board of Directors

The governing body of the Clonmel Arts Festival will be known as the Board of Directors which will always have at least seven (7) but not more than ten (10) voluntary members. Any vacancies which may arise will be filled as quickly as is practically possible. The Board will operate a policy of non-discrimination of any kind when considering candidates for membership. The Board retains the right to meet as a discrete body with no third parties in attendance.

2.1 Election of Board Members

The Chair will request nominations from the sitting members, or from any other suitable and knowledgeable source, should a vacancy or vacancies for new members arise. Members will then propose one or more persons whom they can vouch for, who have skills or qualities which would be beneficial to the festival and who do not have any particular conflict with the aims of the organisation.

If the proposed new members outnumber the vacancies, then a secret ballot will take place whereby the sitting members will give their vote to the Hon. Secretary. The nominated persons will then be ranked in descending order according to the votes they have received. The person

receiving the most votes will then be invited by the Hon. Secretary to join the Board. The person receiving the next highest vote total will be invited to fill the second vacancy, should there be one, and so on. If a person who is invited should not accept such invitation, the person with the next highest total of votes will be invited and so on until the vacancies are filled. All such elections should be fully recorded in the minutes of the associated meeting. A serving member of the Board should inform the Hon. Secretary in writing if they intend to resign. This should be recorded in the minutes of the following meeting.

2.2 Duties of Board Members

Any person who is elected to the Board of Clonmel Arts Festival must fully accept the terms of the Governance Policy of the organisation and must always act in the best interests of the CAF. That person should also:

- Ensure that full confidentiality is applied to all matters pertaining to CAF operations
- Respect all majority decisions as will be taken by the Board
- Refrain from pursuing any personal agenda or bias on behalf of any other party
- Participate on sub-committees or undertake tasks as directed by the Chair
- Refrain from interfering in any duties which have been delegated to staff members
- Inform the Hon. Secretary in the case of any conflict of interest arising

2.3 Officers

The Board of Directors will elect and maintain, from within its membership, certain officers, as follows:

- Chairperson
- Vice Chairperson
- Honorary Secretary
- Honorary Treasurer
- Safety Officer

2.2 Election of Chair and other Officers

The person to chair the Board should be elected from within the sitting members. Any member may propose any other member to become the Chair. The Chair of the Board will be elected through a vote of the sitting members. If there is just a single nomination, then the person nominated will be deemed elected. If there is more than one nomination, then the members will vote through a secret ballot to elect the chair. The person receiving the most votes will be deemed elected. In the case of a tie in the number of votes, the outgoing chair will have a casting vote. All such elections should be recorded in the minutes of the associated meeting. The term of office will be for one year but the Chair may be re-elected for a further year. The other officers, as named above, will be elected in similar fashion.

2.3 Board Meetings

The board shall meet at least once per month but may meet on a more frequent basis if circumstances should so dictate. Such meetings should be organised as follows:

- All members will be notified by the Hon. Secretary, at least five days in advance, of meetings
- The agenda for any proposed meeting should accompany the notification

- The minutes of previous meetings should always be read by the Hon. Secretary, unless there has been a direction to the Board members to read said minutes prior to the meeting, before being adopted
- The business of the meeting should be conducted according to the agenda unless some urgent item takes precedence. All items should be recorded and retained by the Hon. Secretary
- At least five members must be present to form a quorum for a meeting
- An AGM will be held before 30th September of each year. Any officers can be elected at this time

Notwithstanding the provisions as listed above, an Extraordinary General Meeting (EGM) may be convened by either The Chairman, the Board itself or by notice of seven (7) days to the Hon. Secretary signed by at least five (5) of the serving Board members

2.4 Retention of Membership of Board

All members of the Board are expected to attend Board meetings as notified to them. Any member of the Board who fails to attend four consecutive meetings will be informed by the Hon. Secretary that further failure to attend such meetings will result in the termination of their membership. Should the said member not respond and fail to attend the next consecutive meeting, then that member will be informed in writing by the Hon. Secretary, on the direction of the Board, that their membership is then terminated. The membership of a member of the Board may also be terminated if it is decided, by a majority of the serving members, that the conduct of said member is bringing the Clonmel Arts Festival into disrepute. The result of such a vote, and the reason for it, will be conveyed to that member by written notice from the Hon. Secretary.

3. Duties of Elected officers

- The Chairperson, who shall be elected at an AGM, will chair all meetings of the Board. He/She will set the calendar of meetings and determine the agenda for such meetings, ensuring that the business of Clonmel Arts Festival is pursued in a proper manner.
- The Vice-Chairperson, who shall carry out the duties as outlined above in the absence of the Chairperson
- The Hon. Secretary will take note of all the business conducted at meetings of the Board. He/She will present minutes based on those notes at each ensuing meeting and have such minutes signed off. He/She will be responsible for the safe custody of those minutes and any other records entrusted to his/her care. He/She will maintain all correspondence and respond to correspondence as directed.
- The Hon. Treasurer will ensure that all receipts and disbursements are properly recorded and that proper accounts of all financial matters are maintained. He/She will act as the link between the Board and the Artistic Director and between the Board and the financial adviser in all matters relating to budgeting and financial control. He/She will immediately report any suspected financial irregularity to the Board.
- The Safety Officer will oversee all aspects of safety which might affect staff, volunteers, artists, venue managers and the general public who attend the events. He/She will maintain the safety statement, conduct risk assessments where possible and ensure that necessary safety training is conducted.

4. Role of the Board

The Board of Directors will act collectively as follows:

- Take full responsibility for the staging of a successful annual festival in line with its artistic policy
- Oversee and be at all times responsible for the correct financial management of the festival
- Ensure full understanding of the strategic plan and the artistic policy
- Support fully the Artistic Director in the implementation of the artistic policy and the festival programme
- Raise finance to support the festival programme and the artistic director through approaches to chosen sponsors, either in conjunction with the artistic director or independently
- Partake, if necessary, in events to raise funds for the annual festival

5. Role of Artistic Director

The Artistic Director will work with the Board to:

- Organise the annual arts festival in line with the artistic policy and in accordance with its strategy
- Take primary responsibility for the artistic policy and the full implementation of the festival programme
- Apply for public funding from sources such as the Arts Council, County Council, and other public agencies
- Attend sponsorship meetings with selected Board members as required
- Hire temporary staff as is required, having first received the approval of the Board
- Run the festival in a clear and transparent way on a year-round basis

6. Strategic and Operational Planning

The Board of Clonmel Arts Festival will maintain a strategic plan which should be updated on at least an annual basis. Operational plans to underpin various activities will be implemented – such plans should be aligned with the goals and objectives as are outlined in the strategic plan. Any serious deviation from the overall strategy should be fully discussed at a meeting and, if agreed, should be preceded by an appropriate amendment to the strategy. In carrying its operations, Clonmel Arts Festival (CAF) will use a range of its own documents such as:

- Strategic Plan 2018 – 2021
- Operational Plans 2019, 2020, 2021
- Business Plan
- Safety Statement
- Operations Handbook
- Contracts of Employment
- Job Descriptions
- Contracts for the engagement of various artists

7. Advice and Support

The Board of CAF will be composed of volunteers who may not always possess the required skills within itself to address particular financial, legal, legislative or other issues which may present at various times. In such instance, the Board will agree, by majority vote if necessary, to acquire the necessary professional advice as is required to address any particular issue. A

member of the Board may not attempt to address any serious issue which is of concern to the CAF without the prior permission of the Board

8. Reporting Structures

The Chair of the Board will have overall responsibility, through the Board, to oversee the activities of the CAF. The Hon. Secretary will have responsibility to disseminate information to various parties as directed by the Chair. The following reporting spans will operate in so far as is practical:

- The Chair will report to the Board at Board meetings or at other times as events require
- The Hon. Secretary will report to the Chair and interact with the Chair as required
- The Hon. Treasurer will report to the Chair and interact with the Chair as required
- The Artistic Director will report to the Chair on ongoing management and will report to the Board at monthly meetings or other meetings as called by the Chair
- Board members will refrain from giving directions to the Artistic Director unless directed to do so by the Chair
- The Artistic Director will interact directly with national bodies such as The Arts Council, other festival directors, sponsors, etc.
- If required, the Chair, or other Board members, may assist the Artistic Director in interacting with particular sponsors
- In the event of any serious event, the Artistic Director will report immediately to the Chair or, if the Chair is not contactable, to the Vice-Chair or to the Hon. Secretary
- Any supporting advisor, such as financial or legal, should report to the Chair or to the Hon. Secretary if directed to do so. Board members should refrain from interacting directly with such supporting advisors

9. Reviews

The Artistic Director will prepare a review of each annual festival and present same to the Board at the next Board meeting following the conclusion of the festival. If the time interval is too short to comply fully in this respect, a preliminary report should be presented and a full report presented at the next Board meeting. The financial advisor may be required to assist in such a review – all financial figures pertaining to the festival should be provided to the financial advisor in time to allow this to happen.

A similar review, under similar conditions, should be conducted in respect of any single event which takes place as part of the CAF calendar of events. The financial advisor should be fully appraised on an ongoing basis of all financial transactions in relation to such events. The Board may request a further review, or more detailed information, in the event that the review as provided does not adequately address all pertinent issues.

10. Raising of Funds

The Board of Directors will cause funds to be raised in order to finance the activities of the festival. Such funding may be raised through applications for grants from public bodies such as the Arts Council, Local Authority, Local Enterprise Board, etc. Funding may also be sourced by approaches to various sponsors such as commercial companies, private individuals, etc. The planning of such funding will commence immediately after the review of the previous festival and will entail:

- A preview by the Board, in conjunction with the Artistic Director, of the design of the festival for the next year and any other associated, once-off events which might be feasible and which would be compatible with the objectives of the CAF

- A review of the funding balance, if any, and an estimation of the budget required to operate the festival in the following year
- A plan, in conjunction with the Artistic Director, to decide which grants, or other public funds, should be applied for and which sponsors or other sources of funds to be approached
- An agreement as to who, whether it be the Artistic Director, or Board members, or both together, should make the applications, approach sponsors, etc.
- A monthly review of such activities so that either the budget or the planned events can be realigned so as to facilitate an achievable festival

11. Financial Control and Reporting

Operational planning will, in general, be supported by prudent financial budgeting and the CAF will not commit itself to events which are not financially viable. This does not apply to certain events promoted by the Arts Council which are primarily intended to educate and to promote the arts and are not regarded as cost centres. The operational plans for 2019, 2020 and 2021 will be underpinned by associated financial plans. All financial transactions, whether online, in cash, bank transfer, etc. will be fully documented and such documentation will be forwarded to the financial advisor without delay.

The CAF will not commit itself to any expenditure in excess of €1000 unless the prior permission of the Chair has been received. Sums in excess of €3000 will not be committed to without the express permission of the Board. Good planning will be the norm and the Board will not be requested to make significant financial decisions unless it has been given sufficient notice. The Board will reserve the right to refuse any significant expenditure if sufficient notice of such transaction has not been provided. The current financial position will be presented to the Board at every Board meeting.

All financial and commercial transactions will be conducted in accordance with Procedure CAF01, "Financial Control and Reporting" so that there is full transparency in relation to the handling of monies through the Festival Office, at events, from sponsors, to artists, etc. A full set of financial accounts will be presented to the AGM every year by the financial adviser. The Board will act, and be seen to act, with complete integrity in all financial matters.

12. General Administrative Requirements

All activities, whether artistic, operational or financial will be open to scrutiny and must therefore be fully traceable. All financial transactions should be supported by purchase orders, receipts, statements, etc. while all artistic and operational activities must have documentation which will allow for monitoring and evaluation. The Festival Office will be operated in accordance with procedure CAF02, "Operation of Festival Office".

All hard documentation relating to activities should be categorised and filed by category in the Festival Office. Similarly, all emails and soft documentation should be stored in folders on the computer system. Emails may be archived as necessary but must not be deleted for any reason. Arrangements with artists or agents must, in the absence of a formal contract, be recorded so as to provide full visibility of such arrangements. Arrangements with sponsors of any type must be recorded properly on CAF headed paper.

13. Job Specifications

Any job, whether permanent or part-time, should be properly outlined in an appropriate job specification so that both the CAF and any prospective employee are fully aware of the

expectations of any position that is required for the operation of the CAF and so that the CAF acquires persons with the most suitable skill-sets.

14. Job Descriptions

All persons who may be employed by the CAF will carry out their duties on the basis of a job description which will be a central part of their induction and which will be the checklist for their ongoing routines. The job description will be used by both parties to understand their mutual commitments, to avoid role confusion and to form part of the contract of employment.

15. Contracts of Employment

Any person who is employed by CAF, whether on a part-time, full-time or fixed-contract basis, will be furnished with a written contract of employment within one month's duration of commencement of said employment. These conditions will apply equally to any person who undertakes work for the CAF as an independent contractor. All contracts must be signed by both parties in order to come into effect. Independent contractors will be required to show compliance with both taxation and insurance requirements.

16. Operation of Festival Office

The Festival Office may operate on a full-time or part-time basis depending on ongoing conditions. Whenever it is open, the Festival Office will operate in accordance with the procedure as outlined above. It will be the interface between the CAF and the general public and must be operated to the highest professional standards. The location of the Festival Office may be changed from time to time, for reasons beneficial to the festival effort, by a majority vote of the serving members of the Board.

17. Safety Statement

CAF will comply fully with the provisions of the Safety, Health and Welfare at Work Act 2005 and will take all measures to ensure the health and safety of its staff, volunteers, artists and the general public prior to, during and after CAF events. It will maintain and frequently review a Safety Statement and related safety working documents. The Safety Officer will monitor all activities involving Board members, staff, volunteers, artistes and customers in regard to their safety

18. Current Legislative Requirements

We understand that the environment in which organisations, voluntary or not, now operate imposes a range of responsibilities on all those who manage such entities and who may employ people and who interact with the public. CAF is keenly aware of its responsibilities in this regard and will make every effort to comply with the significant range of Irish legislation.

19. Contracts with Sponsors, Artists and Agents

CAF will, wherever possible, ensure that all arrangements with artists, agents for artists and sponsors are based on proper contracts which are fully agreed and signed by both parties. If it is not possible to have a formal contract in place, a concise agreement, on CAF headed paper, will be signed by both parties. All agreements with sponsors should be first agreed with the Board and then properly signed off by both parties.

20. Use of Independent Contractors

Clonmel Arts Festival may, from time to time, employ independent contractors in order to carry out particular functions and tasks. Such independent contractors will be hired on the basis of

an interview by Board members or a third party appointed by them. It will be a condition of employment that all such contractors will supply evidence of their insurance, tax compliance and safety statement. They will then be employed on the basis of a written contract which will be signed by both parties. Payments to independent contractors will be made on the basis of invoices submitted to the Hon. Treasurer at agreed intervals.

21. Appointment of Artistic Director

The Board of CAF will, when deemed necessary, appoint an Artistic Director whose main functions will be to lead the artistic policy, organise the festival programme, apply for the public funding available for such festivals and to approach suitable sponsors, either in conjunction with Board members or independently as agreed.

The Artistic Director will be appointed on the basis of interviews by particular Board members or by a third party selected by the Board for that purpose. The appointment will be on the basis of a fixed-term contract as agreed and will be on the full understanding that the ongoing contract will depend on the appointee's ability and willingness to achieve the objectives as outlined in the strategic plan of the CAF and to accept ongoing direction from the Board of the CAF. In particular circumstances, the Artistic Director may be appointed as a direct employee.

22. Operations Handbook

The Board will create an Operations Handbook as an aid to all those who are associated with CAF, be they Board members, staff, independent contractors or volunteers. The handbook, which will contain useful information, will be aimed at improving communications generally, laying down some "ground rules" around the various activities, propagating the ethos of the festival and establishing a consistent, professional approach to our operations.

23. Sub – Committees

Sub-Committees may be formed, with the authority of the Board of Directors, from time to time in order to carry out particular tasks related to the operation of the festival. The formation of such committees, their purpose and membership will be recorded in the minutes of the relevant meeting. Each sub-committee will appoint a named chairperson and will record the minutes of any meetings held. All sub-committees will act only in the interests of the festival and will not pursue any agenda which is not aligned with the strategy of the Festival Board. In particular cases, such as a finance sub-committee, the finances raised may be held in a separate bank account but the control of such bank account will be retained by the Hon. Treasurer of the festival.

24. General Data Protection Regulations

The Board of CAF will ensure that any persons acting on its behalf are aware of the provisions of the General Data protection Regulations (GDPR). We will monitor how we seek, retain and record the consent of individuals and be aware of the rights that those individuals are entitled to, including deletion and data portability. This is fully outlined in our Privacy Statement which will be available on our website

25. Equality in the Workplace

We fully understand that, in dealing with employees, volunteers, artists and the general public, we are operating in a complex environment because of the wide range of related legislation in Ireland. CAF will fully comply with the Equality Acts and the Equal Status Acts 2000-2008 in order to fully protect its own Board, its staff, volunteers and all those third parties with whom the CAF necessarily deal with through its operations

26. Bullying and Harassment Policy

Bullying is “repeated inappropriate behaviour” which could reasonably be regarded as undermining an individual’s right to dignity at work. An isolated incident does not constitute bullying. Harassment is “unwanted conduct with the purpose or effect of violating a person’s dignity and creating an intimidating or offensive environment for the person. In any case of suspected bullying or harassment, the Board will take all required action under the terms of the Code of Practice for Employers and Employees on the Prevention and Resolution of Bullying at Work, 2007. All those associated with Clonmel Arts Festival will be further informed on this through our Operations Handbook

27. Child Safeguarding Statement

Clonmel Arts Festival will encourage the involvement of young people, whether they are participating in festival events or being involved in a volunteer capacity. Our policy is to respect the dignity and rights of all such young people, particularly if they are under 18 years of age. We will maintain a Child Safeguarding Statement in line with the requirements of the Children First Act 2015. We will also maintain a Risk Assessment policy which will include procedures for safe recruitment of employees, provision of training, reporting of concerns to Tusla, management of misconduct, etc. We will appoint a Mandated Person to oversee this area.

28. Image and Rights

Clonmel Arts Festival fully understands that, in representing itself and the local area, it is critically important to project an image of itself which is in the best interests of CAF, Clonmel and the many stakeholders who are associated with CAF. We will maintain a website at www.clonmelartsfestival.com and operate a Festival Office in Clonmel town. We will carefully manage all communications channels and monitor all online feeds to ensure that our desired image is not compromised in any way. Volunteers will receive briefings on how to interact with the public and all concerned with CAF will make every effort to ensure that reactions to CAF events and behaviours are always positive.

The name, colours, logo and website of Clonmel Arts Festival will remain the intellectual property of that organisation and may not be used by any serving or past members for any purpose other than the agreed purposes of the Clonmel Arts Festival

Should a performance of any kind be commissioned under the auspices of Clonmel Arts Festival, then the rights to such performance will be clearly defined in a contract between CAF and the third party before any work on such performance will commence.

29. Knowledge Management

The Board of Clonmel Arts Festival will retain the rights to all information, whether in the form of paper correspondence, emails, text messages or documents of any kind which relate to any area of operation of the festival itself. All such information, whether received from third parties or generated by any person employed, directly or indirectly, by the festival will immediately and automatically become the property of the festival.

All such information will be held on I.T. systems or filing systems owned by the festival. Any persons employed by the festival will use the festival-owned systems and not use personal appliances to conduct festival business. If, for any reason, (out of office, travelling, etc.) an employee needs to use personal equipment in conducting festival business, such business will be transferred to the festival equipment as soon as is practically possible. An employee of the festival will not unreasonably withhold any information which is rightly deemed to be the property of the festival.

All information gathered on festival I.T. systems will be saved to the “Cloud” whereby all Board members and key employees will have access to same through passwords. Sensitive information may be held in password-protected folders which may have restricted access. All paper documentation will be properly filed in the festival office – such documentation will not be held privately by any employee or any member of the Board.

30. Winding Up

Subject to the requirements of this Governance Policy, the Clonmel Arts Festival may decide to wind up in accordance with the relevant provisions of the Companies Act. As the Clonmel Arts Festival is a company limited by guarantee (CLG) under the terms of the 2014 Companies Act, the liabilities of the Directors will be limited and the following circumstances will pertain. The full context is outlined in the Act – hereunder is a brief summary:

- Every member of the Company undertakes to contribute to the assets of the Company, if the company is wound up while he or she is a member or is wound up within 1 year after the date on which he or she ceases to be a member, for –
- (a) the payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up and:
- (b) the adjustment of the rights and contributories among themselves, such amount as may be required not exceeding the sum of one euro (€1)