



Charity No: 20241

Dublin 8 Community Education Centre (D8CEC CLG)

INSTRUMENT OF MANAGEMENT

MISSION STATEMENT

Dublin 8 Community Education Centre (D8CEC CLG) provides life-long learning to meet the needs of the Dublin 8 community.

We strive to keep our students central and to ensure that our courses, programmes, tutors and learning environment are the best they can possibly be.

CORE VALUES

- It's never too late to learn. We encourage and promote Lifelong Learning.
- We recognise and affirm the dignity and the potential of each person.
- We recognise the importance of helping learners acquire self-confidence through the education process.
- People in our community deserve the opportunity to reconnect with education.
- We recognise that adults who get a second chance at education can improve not only their own lives but also those of their families.
- We recognise that multiple literacies are essential for participating meaningfully in society today.
- We place learners at the centre of the learning process – they influence content, pace and learning style.
- We provide a welcoming and supportive environment that allows learners to feel safe and confident in exploring, experimenting and stretching their horizons.
- We provide relevant, accredited programmes, informed by local needs.
- We have and will maintain our QQI Quality Assurance status.
- We will always ensure that our services are easily accessible by learners in terms of cost and flexibility of attendance options.
- We work in partnership with other providers to cater for the total well being of the learner.
- We value a work environment that is safe, comfortable, caring and creative for both learners and tutors.
- We recognise the importance of the ongoing professional development of all staff.

NAME

The name of the Centre is Dublin 8 Community Education Centre (D8CEC CLG).

OBJECTS

The Centre was established to provide second-chance education to adults in our community whose experience of mainstream education has not been positive and/or needs education and training to allow them to play a full and productive part in society.

The aim of the Centre is to give adults in the community the necessary literacy and educational training.

- To upgrade their literacy and numeracy skills.
- To take an active part in their children's education and so help break the early school leaving cycle.
- To build self-esteem and confidence.
- To access job opportunities; and
- To broaden educational horizons by providing courses that respond to their interests.

POWERS

In furtherance of the objects, but not otherwise, the Board of Management of the Centre may Exercise the following powers.

Power to raise funds and to invite and receive contributions provided that in raising funds the Board of Management shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements by law.

Power to employ such staff (who shall not be members of the Board of Management) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation for all staff and their dependants.

Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.

Power to appoint and constitute such advisory committees as the Board of Management may think fit.

Power to take on, lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use.

Power to open and operate bank accounts as necessary for the operation of the Centre.

Power to do all such other lawful things as are necessary for the achievement of the objects.

THE BOARD OF MANAGEMENT

The conduct, management and financial administration of the Centre shall be under the control of the Board of Management.

The Centre shall be conducted in accordance with the mission and core values of the centre.

The members of the Board of Management will be chosen on the basis of their willingness to serve, ability, governance, experience and support of the ethos, mission and philosophy of the Centre.

The members of the Board of Management will not be entitled to any remuneration for their services, but the Board of Management may authorise payment to any member of any reasonable and proper out of pocket expenses incurred by him / her in the performance of his / her duties or otherwise in connection with the affairs of the Centre.

In carrying out their duties and responsibilities, the members of the Board of Management will:

- Act honestly and ethically in what the member considers to be in the best interests of the Centre.
- Exercise the powers and discretions conferred upon her/him in good faith in the interests of, and for the benefit of the Centre as a whole; and
- Exercise reasonable care, skill and diligence in the performance of their office.

APPOINTMENT OF BOARD OF MANAGEMENT

The Board of Management shall consist of not more than eleven persons and not less than five and shall be made up as follows:

The Manager of the Centre shall not be a member of the Board but shall be in attendance at Board Meetings

The term of office of a member of the Board of Management shall be for three years and a member may be re-appointed for 3 terms.

A member of the Board of Management appointed to fill a mid-term vacancy shall hold office for the same period as the member replaced.

PROCEEDINGS OF THE BOARD OF MANAGEMENT

The Board of Management shall meet as often as is required for the discharge of its duties but shall

hold at least four meetings per year and an AGM which will coincide with the Centre's working calendar.

At least 5 days' notice of every ordinary meeting shall be given to members of the Board of Management.

The Board of Management may regulate its meetings as it sees fit. The Board of Management may from time to time make and alter rules for the conduct of their business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this Instrument of Management.

No business shall be transacted at a meeting of the Board of Management unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, one more than half the members present in person shall be a quorum.

The Chairperson shall preside at all meetings of the Board of Management. If at any meeting of the Board of Management, the Chairperson is absent, then the members of the Board of Management present may choose one of the other members as Chairperson for that particular meeting.

At meetings of the Board of Management, the Board of Management will discuss matters arising from the last meeting, plans for the future, proposed voluntary changes; reviews of progress in various areas; budgets and various reports; reports from all projects, departments and units which need to be circulated and discussed.

A special meeting may be called at any time by the Chairperson or by three members of the Board of Management upon not less than three days' notice being given to the other members of the Board of Management present and voting on the matter to be discussed.

Every matter shall be determined by a majority of votes of the members of the Board of Management present and voting on the question, but, in the case of equality of votes, the Chairperson shall have a casting vote.

A resolution in writing signed by all the members of the Board of Management for the time being shall be effective as a resolution passed at a meeting of the Board of Management duly convened and held and may consist of several documents in the like form, each signed by one or more of the members of the Board of Management.

ROLE AND RESPONSIBILITIES OF BOARD OF MANAGEMENT

The Board of Management shall have the legal and financial responsibility for the affairs of the Centre although the day-to-day management of the Centre shall be delegated to the Centre Manager.

The Board of Management shall have the following role and responsibilities:

- To set the views, principles, and long-term aims and priorities of the Centre and review as necessary.
- To make all major policy decisions and ensure that these policies are carried out.

- To review and approve the annual plan and strategy for the Centre and to monitor the progress of the annual budgets and plans.
- To ensure that proper accounts of the finances of the Centre as well as minutes of all proceedings and decisions are kept.
- To ensure that the Centre's premises are kept in good condition and repaired.
- To develop and promote policies and procedures for the management of the Centre and its activities.
- To review and approve the Annual Budget for the Centre.
- To ensure that both the property and the contents are adequately insured and review the insurance policies and premiums on an annual basis.
- To open bank accounts as necessary for the operation of the Centre.
- To ensure compliance with all statutory and legislative requirements.
- To appoint the Centre Manager of the Centre subject to the prior approval of the Board of Management.
- To provide support and guidance to the Centre Manager to whom the day-to-day task of managing the Centre is delegated.
- To accept legal responsibility for the employment of all staff.
- To arrange for the appropriate induction for members of the Board of Management.

Succession Planning:

- To identify the necessary skills, experience and other attributes that are needed for an effective Board.
- To advise on policy in relation to terms of office.
- To establish a plan for the recruitment and selection of new Board members.
- To ensure adequate succession planning for the Board.
- To ensure the balance of knowledge is retained within the Board.

CODE OF PRACTICE OF THE BOARD OF MANAGEMENT:

CONFIDENTIALITY – The discussions of the Board of Management are confidential and many. Not be disclosed outside the confines of the Board of Management except where legally required to do so unless specified otherwise, the decisions of the Board of Management are confidential to the Centre and may not be disclosed outside the Centre. Where members of the Board of Management are in

doubt about the confidentiality status of any matter, they should seek clarification from the Chairperson.

CORPORATE RESPONSIBILITY – The Board of Management can only act together corporately and have no authority outside Board of Management meetings unless specifically authorized by the Board. of Management. Once the Board of Management has made a decision, the members of the Board of Management are expected to demonstrate support for the decision.

COMMITMENT – The members of the Board of Management are expected to be fully committed to the aims and principles of the Centre and to attend meetings of the Board of Management regularly.

CONFLICT OF INTEREST – Members of the Board of Management may not get any material gains.

from their position as a member of the Board of Management of the Centre. Where a member becomes aware of a potential conflict of interest between his/her own interests (whether personal or financial) and that of the Centre or that of another organisation with which he/she is employed/involved, it must be declared, and that member must withdraw from that part of the meeting at which such discussions / decisions shall take place.

CONDUCT – The Board of Management is expected to act in such a way as not to bring the Centre or the Board of Management into disrepute and to treat the other members of the Board of Management and staff of the Centre with dignity and respect.

CONTRIBUTION – The members of the Board of Management are expected to make a contribution to the Centre in other ways as well as attending meetings of the Board of Management for example becoming members of a sub-committee or other working groups.

PLANNING AND POLICY FRAMEWORK – The Board of Management has the responsibility to ensure that the Centre's mission, principles, values and long-term needs and priorities are regularly reviewed.

POLICY – The Board of Management shall oversee the drafting and implementation of policy guidelines as it may deem necessary in regard to the provision of services by the Centre and in particular with regard to the identity of persons to whom such services shall be made available and the circumstances in which the Centre shall be entitled to provide any such services for a particular person.

SUB-COMMITTEES

The Board of Management may delegate any of its powers to Sub-Committees, which shall consist of the Centre Manager, a member of the Board of management and such other persons as they see fit. Where necessary, the Board of Management may co-opt persons with particular expertise on to a sub-committee.

The Board of Management shall determine the terms of reference, membership and role of all Sub-committees.

All Sub-committees established by the Board of Management shall be responsible to the Board of Management.

All Sub-committees shall make regular reports on their work to the Board of Management and forward the minutes of their meetings to the Board of Management. Any recommendation made by a Sub-committee will be submitted to the Board of Management for ratification.

VACATION OF OFFICE OF THE BOARD OF MANAGEMENT

The office of a member of the Board of Management will be vacated if:

- He / she becomes incapable by reason of illness or injury of managing and administering his/her own affairs.
- Is absent from more than 3 consecutive meetings of the Board of Management without permission and the Board of Management resolves that his / her office be vacated.
- He /she resigns his/her office by notice in writing to the D8CEC company secretary (Cantor Fitzgerald).
- He/she is removed from being a member of the Board of Management by notice in writing given to the D8CEC Company Secretary (Cantor Fitzgerald).

CHAIRPERSON

The Chairperson of the Board of Management shall be appointed by the members of the Board of Management. to a three-year term and may be re-appointed to successive terms.

The Chairperson shall have the power, on behalf of the Centre, to perform all acts and execute all documents to make effective the actions of the Board of Management. However, the Chairperson does not have authority to enter into everyday commercial contracts and his/her functions are limited to. presiding at meetings of the Board of Management.

The Chairperson of the Board of Management shall be the representative of the Board of Management at all times and ensure that all orders and resolutions of the Board of Management are carried out.

The Chairperson, in addition to chairing meetings, will be seen as the focal point of the Centre with a co-ordinating and representative role. To these general tasks are added those associated with running meetings.

The Chairperson shall have the responsibility to:

- Maintain an overview of the aims and objectives of D8CEC.
- Ensure that decisions are taken in line with the aims, policies and objectives of the

Centre.

- Represent the interests of the Centre whenever the opportunity presents.

Oversee the planning and preparation of agendas for meetings of the Board of Management and ensuring that the business dealt with by the Board of Management covers the range of issues pertinent to the Board of Management.

- Ensure that time is allocated appropriately to agenda items at the meeting.
- Lead the Board of Management towards well thought out decisions and clear mandates for action.
- Ensure that each Board of Management member contributes to the best of his or her ability and that all issues relevant to a discussion are raised.
- Provide support, guidance and appraisal for the members of the Board of Management.

THE SECRETARY

The Secretary shall have the following responsibilities:

Convene all meetings of the Board of Management.

Prepare and circulate the agenda for meetings of the Board of Management in consultation with the Chairperson. Request to include additional items on the agenda should reach the Secretary seven days before the meeting.

Keep, or arrange to have kept the minutes of all meetings of the Board of Management.

The Minutes of each meeting should reflect the information presented, decisions taken and action items. The Minutes should reflect a record of attendance at the meeting and the agenda. Approval of the Minutes should be recorded and signed by the Chairperson at the subsequent meeting.

Oversee the administration of the Board of Management's business.

Maintain a file of all Board of Management minutes and papers.

Ensuring that official Board of Management correspondence is dealt with.

THE CENTRE MANAGER

The Centre Manager shall be appointed by the Board of Management.

This post is central to the development of the services of D8CEC and involves management responsibility to advise and support the Board of Management on the direction of policy and operation of the services of the Centre, which promotes and maintains high standards of services for those using the facilities and services provided in the Centre, and will include the following:

- To initiate, manage and direct the implementation of the services provided by the Centre in accordance with its core values.
- To support the Board of Management in the recruitment and selection of staff for the centre
- To actively promote the development of all staff as effective members of the team.
- To plan, allocate and monitor individual work of the staff.
- To ensure that professional standards of work are maintained and if necessary to implement disciplinary procedures.
- To coordinate induction, and, where necessary, to implement training programmes for all staff of the Centre.
- To control the internal organisation, management and discipline of the Centre, including the assignment of duties to all staff members.
- To submit to the Board of Management all such statements and reports affecting the organization of the Centre as the Board of Management shall see fit.
- To attend Board meetings except where the Board decides otherwise and discuss with the Board all aspects of the Board's business.
- To initiate negotiations on all contracts/employments/licences on behalf of the Board.
- To prepare an annual budget and the annual plan.

The Centre Manager will be directly accountable to the Board of Management.

The Centre Manager will receive formal supervision and must participate in a formal appraisal scheme.

EMPLOYMENT

The Board of Management is the ultimate employer of all staff in the Centre.

The Centre Manager with a sub-committee of the Board of Management shall recruit and select staff for the Centre and shall identify current and future staffing needs. The approval of the Board of Management must be sought prior to the appointment of additional staff to the Centre.

The Board of Management will establish conditions of services and all employment related policies such as recruitment, salaries and pensions will require the approval of the Board of Management before they can be adopted or advised. All staff of the Centre will be required to ensure that they comply with all aspects of the policies and conditions of the service.

In all matters concerning employment law and employment legislation, the Board of Management shall monitor, approve and when necessary, amend the procedures which implement the policies adopted.

The terms and conditions of employment of the members of the staff shall be a matter for determination by the Board of Management and the Board of Management shall have the power to take disciplinary action against any member of staff. Such disciplinary action will be in keeping with the terms of employment of the staff member in question.

The dismissal of a member of staff shall be a matter for determination by the Board of Management and prior to reaching any decision to dismiss a member of the staff, the Board of Management shall give such person a right to make representation to it whether personally or by a representative appointed by such staff member.

No member of the Board of Management in his/her individual capacity shall in any way interfere with the administration of the Centre Manager or with the duties assigned to any office or any member of staff.

INDEMNITY

The Board of Management shall indemnify each member of the Board of Management of the Centre against all losses or liabilities which he / she may sustain or incur in the course of or in connection with the execution of his / her duties as a member of the Board of Management and no member shall be liable for any loss or damage sustained by the Centre as a result of or in connection with the execution of his / her duties as a member of the Board of Management except where any of the foregoing is attributable to any negligence, willful default or bad faith on the part of such member.

NOTICES

Any notice required to be served on any of the Board of Management shall be in writing and shall be served by the Secretary of the Board of Management either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the State, and any letter so sent shall be deemed to have been received within 10 days of posting.

WINDING UP

If the Board of Management decides that it is necessary or advisable to dissolve the Centre, it shall call a meeting of all the Board members for which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. The decision of the Board of Management in relation to this matter is final.

**THIS INSTRUMENT OF MANAGEMENT WAS ADOPTED BY THE BOARD OF MANAGEMENT ON THE DAY
OF THE YEAR YEAR .**

**FOR AND ON BEHALF OF
THE DUBLIN 8 COMMUNITY EDUCATION CENTRE**

CHAIRPERSON, BOARD OF MANAGEMENT

SECRETARY, BOARD OF MANAGEMENT

Dublin 8 Community Education Centre (D8CEC)

APPENDIX 1

CHAIRPERSON'S ACTION

The Chairperson's action must only be used for decisions, which genuinely cannot wait until the next meeting of the Board of Management. If the Centre's policy on an issue is not clear, the Chairperson should consult with the others (i.e., Centre Manager, members of the Board of Management before proceeding). Any action taken under the chairperson's action must be reported to the next meeting of

the relevant group.

APPENDIX 2

SUB COMMITTEES

Sub-committees may be established for the following:

Fundraising, Finance, Public Relations, Policies& Procedures, Courses and Resources, etc.

It is recommended that:

- All sub committees have a limited life span.
- All sub committees will have clear terms of reference and have these approved by the Board.
- All sub-commitments understand that key decisions will be taken at Board level and work within this understanding and within the remit they have been given.