



The Discovery
Programme

Centre for Archaeology
and Innovation Ireland

BOARD STANDING ORDERS AND RESERVED FUNCTIONS

Approved by the Board of the Discovery Programme 22 July 2021

6 Mount Street Lower, Dublin 2, D02 T670

Company Reg. No. (CRO) 243328 | Reg. Charity No. (RCN) 20036073 | Charity Revenue No. (CHY) 12549

Contents

1. Introduction.....	3
2. Standing orders.....	3
3. Powers and Duties of Directors	3
4. Voting on contracts and conflicts of interest	4
5. Quorum	4
6. Board meeting agenda.....	5
7. Board papers	5
8. Proceeding and meetings.....	5
9. Staff attendance at meetings	6
10. Chairing of meetings	6
11. Order of business.....	7
12. Delegation of powers.....	7
13. Board decisions.....	8
14. Board minutes	9
15. Amendments and suspension of standing orders	9
16. Reserved Functions of Board.....	10

1. Introduction

The Discovery Programme was established in May 1991 by the Office of the Taoiseach. In 1996 the Discovery Programme became an independent body and an autonomous Company – the Discovery Programme Ltd – to be funded through the Heritage Council. It became a company limited by guarantee in 2015 and its Constitution is in compliance with the Companies Act 2014.

The functions of the Discovery Programme are clearly stated in its Constitution (as amended by special resolution dated 15th of September 2015, and subsequently amended on 25 May 2021), which is prescriptive in terms of the functions, operations and the structures that are required to be put in place to assist it in exercising its functions.

The constitution of the board is prescribed in Article 32 of its Constitution, which states that:

‘(1) The number of Directors shall be not more than twelve (12) provided that the maximum number of Directors: (a) who may be elected by the Members in general meeting in accordance with Article 34 shall be six (6), (b) who may be co-opted in accordance with Article 35 shall be four (4) and (c) who may be co-opted in accordance with Article 36 shall be two (2).

(2) No alternate directors may be appointed.’

The procedures governing the appointment of directors are set out in Articles that specify (a) retirement by rotation (Art. 33), (b) election and removal of directors by members (Art. 34), (c) co-option of directors nominated by the Heritage Council (Art. 35) and (d) co-option of directors by directors (Art. 36–39).

The Chairperson of the board is nominated by the Heritage Council from among the directors and co-opted by the board under Article 49 (a).

2. Standing orders

Article 47 (1) of the constitution stipulates that the Board of the Discovery Programme (‘the board’) may ‘regulate their meetings as they think fit’. These standing orders are in compliance with and additional to the requirements of this article and incorporate aspects of the *Code of Practice for the Governance of State Bodies* (2016) and the requirements of the *Charities Governance Code* (2018). Their purpose is to assist the board in exercising its responsibilities in the most constructive and effective manner.

3. Powers and Duties of Directors

The powers and duties of the directors are prescribed under Articles 42–45 as follows:

‘42. (1) The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Acts or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Acts and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by special resolution of the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.

(2) The Directors from time to time may appoint any person (not being a director) to the position of “Chief Executive Officer” or such other name as the Directors determine (hereinafter “Chief Executive Officer”) for such period and on such terms as they think fit, having regards to norms applying to similar posts in the public and

private sector, and fix, determine and vary his or her duties, powers and functions. The Directors may revoke such an appointment, but without prejudice to any claim such Chief Executive Officer may have for damages for breach of any contract of service between him or her and the Company. A Chief Executive Officer shall not be a member of the Board of Directors or any committee of Directors, he or she shall not attend meetings of Directors except on the invitation of the Board and shall not be entitled to vote at any meetings of Directors.

(3) The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control.

(4) Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with these articles of association. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act.

43. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by The Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney' may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.'

Article 45 is included under the no. 14, 'Board Minutes', below.

4. Voting on contracts and conflicts of interest

Article 46 prescribes the procedures in relation to voting on contracts and conflicts of interest:

'46. (a) In addition to the requirements of section 231 of the Act, a Director may not vote in respect of any contract or matter under discussion at a meeting of directors in which he or she is interested and shall not be counted in the quorum for that meeting.

(b) Directors who are in any way either directly or indirectly interested in any contract or matter under discussion at a meeting of directors shall declare immediately their interest, which declaration shall be recorded in the minutes of the meeting.

(c) Where the question arises as to whether or not a director is interested in a contract or a matter under discussion, the question may be determined by the Chairperson of the meeting and his or her decision will be final and binding and shall be recorded in the minutes'.

5. Quorum

In accordance with Article 47.2 'The quorum necessary for the transaction of the business of the Directors shall be four (4) Directors present in person or such higher number as the Directors may resolve from time to time.'

No business will be transacted unless a quorum is present.

Where during a board meeting the Chairperson finds the numbers of members in attendance has fallen below a quorum, the business will be suspended at that point.

If a member intends to leave a meeting prior to its completion, they should inform the Chairperson.

6. Board meeting agenda

The Chairperson and the Chief Executive Officer (CEO), having taken account of any suggestions from board members, shall agree the agenda for each board meeting.

The agenda will be finalised to allow the papers to be circulated electronically and where necessary in hard copy at least one week in advance of the meeting.

The following items shall be standing items on the agenda:

- Declaration of conflict of interest
- Minutes
- Action points and matters arising
- CEO report
- Financial reports
- Risk management
- Policy issues

7. Board papers

Board papers are considered by the CEO prior to their inclusion in the board meeting agenda for circulation to the board members.

A board member may also, following consultation with the Chairperson, submit a paper for consideration for inclusion on the board meeting agenda. Unless as a matter of urgency and necessity and in agreement with the Chairperson any such paper must be submitted to the Chairperson at least one week before the date for circulation of papers to the board.

8. Proceeding and meetings

The proceedings and regulation of meetings are prescribed under Articles 47–49 of the Constitution, which state:

47. (1) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote.

Any four (4) Directors may, and the Company Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

(2) A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and any such resolution may consist of several documents in the like form, each signed by one or more Directors.

(3) The quorum necessary for the transaction of the business of the Directors shall be four (4) Directors present in person or such higher number as the Directors may resolve from time to time.

(4) Where it is convened and held in accordance with any regulations made by the Directors under Article 43(1), a meeting of the Directors or of a committee of the Board of Directors may consist of a conference between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak, or otherwise communicate, to each of the others and to be heard, or otherwise understood, by each of the others and:

(a) a Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

(b) such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or if there is no such group, where the Chairperson of the meeting then is; and

the word "meeting" where used in these articles of association in the context of a meeting of the Company's Directors or committee of Directors shall be construed accordingly.

48. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a meeting of the company, but for no other purpose.

49. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.'

In addition to the above, the board shall approve in advance of each calendar year dates of meetings for the following year. These can only be altered with the agreement of a majority of board members. In exceptional circumstances the Chairperson in association with the CEO will have responsibility to vary this schedule.

The Chairperson may convene a special meeting of the board where it appears an item requires urgent consideration.

9. Staff attendance at meetings

Only members of the board have the right to attend board meetings. However, other persons such as the CEO, Company Administrator, Administrative Assistant, other staff and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

The Chairperson may request the CEO and/or other staff to withdraw from a board meeting or part thereof.

In compliance with the *Code of Practice for the Governance of State Bodies* (2016, Section 1.7) 'The Board should meet at least twice a year without executive Board members or management present to discuss any matters deemed relevant'.

10. Chairing of meetings

Article 49 (c) of the Constitution prescribes that 'If at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of that meeting'.

The duties and responsibilities of the Chairperson are set out in Article 50 to include:

'(a) overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;

(b) leading and representing the Board to the Chief Executive Officer and other employees of the Company and to the Members in general meetings;

(c) chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;

(d) chairing general meetings of the Company'.

The board (under Article 50) is empowered to determine additional duties which, when chairing meetings, the Chairperson will:

- determine all matters of order, competency and relevancy;
- preserve order and ensure that members of the board have sufficient opportunity to express their views on any matter under discussion;
- determine in which order members wishing to speak should so do;
- where possible facilitate reaching decisions by consensus, in an atmosphere of open debate
- determine whether a conflict of interest requires a member to withdraw;
- determine whether a vote is required and how it is to be conducted.

Should a matter relating to the interests of the Chairperson be declared, the Chairperson should depute another member to chair the meeting and should absent themselves when the board is deciding on a matter in which the Chairperson or a person or body connected with the Chairperson has an interest.

11. Order of business

The business of the board shall proceed in accordance with the agenda for that meeting, including items under AOB, unless otherwise directed by the Chairperson.

12. Delegation of powers

Articles 52–55 of the Constitution prescribe for the delegation of powers and functioning of committees established by the board.

'52. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

53. Without prejudice to Article 52, the Directors shall establish an audit committee having such terms of reference as shall be determined by the Directors, consisting of such members of the Board as they think and the audit committee shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

54. The Board of Directors shall appoint a person to chair committees, if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.

55. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.'

In addition to the above the board may delegate powers to working groups and staff as it regards necessary. The board shall determine all aspects of any such delegation and terms of reference. Any work carried out under such delegated responsibility will be directly reported to the board.

The Chairperson of the board is *ex officio* a member of all committees.

The Chairperson of a committee shall be appointed for the period of the appointment of the committee.

Board members may attend committee meetings on occasions where they have an interest in a specified agenda item. On such occasions they must inform the appropriate Chairperson of their intention to attend.

Committees require three people, including at least one board member, to form a quorum. However, should a quorum not be met, it is possible to record discussions that took place for validation at the next meeting of the full committee.

Committees may include members who are not members of the board of Directors. External members of committees shall be approved by the board. External members will be appointed for no longer than the period of the appointment of the committee.

Minutes of each committee meeting, including attendance, must be taken, which records the decisions taken by the committee.

It shall be normal practice for meetings of committees to be held in advance of board meetings in order that a report of the meeting may be circulated in draft form to the board prior to their next meeting. At this next committee meeting the minutes must be agreed by the committee and signed and dated by the Chairperson.

The agenda, minutes and information on agenda items will be circulated in advance to committees. Items may not be tabled on the day of a meeting unless previously agreed with the Chairperson of the committee in question.

The conflict of interest policy will apply to any external members appointed to a committee. Should a member be involved in any way (personal or professional) with an item on the agenda:

- this declaration must be stated at the meeting;
- the member will not take part in any of the discussion or the decision-making process;
- the member will leave the room during discussion of the item.

Where a board or committee member is asked by the committee to attend a particular meeting or event, a report of the meeting or event will be provided at the next committee or board meeting.

13. Board decisions

Decisions of the board will normally be by consensus. Otherwise, as prescribed under Article 47 (1) of the Constitution 'Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote.'

Decisions will be taken by vote where:

- the Chairperson detects no clear consensus has emerged;
- at the Chairperson's discretion it is felt a decision should be preceded by a vote where a member requests a vote and this request is supported by three other members in attendance;

The minutes will record the outcome of the vote.

A member who leaves a meeting early will be treated as a non-attending member for the purpose of any decision taken after their departure.

When a board, committee member or the CEO is nominated to represent the company on any other body, this nomination will be recommended to the board for approval.

14. Board minutes

Article 45 prescribes that 'The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors'.

Taken in conjunction with the board papers, the minutes should provide a correct record to enable an audit trail of issues discussed and decisions taken including a record of the members present.

Draft minutes will be reviewed by the Chairperson and CEO prior to circulation to members.

Members may suggest amendments in writing or raise these at the following board meeting. Any matters of dissent will ultimately be decided on by the board. The draft minutes will normally be discussed, amended as necessary and adopted at the meeting immediately following the meeting to which they refer.

The following policy in relation to the recording of the board's proceedings was agreed by the board on 17 June 2019:

- Individual names of board members should not be recorded in the minutes unless requested by the member. Reserving the right of members to have their statements or opinions formally noted/articulated in the minutes.
- The minutes should reflect the discussion (without attribution) around each item on the agenda, recording opinions and/or concerns expressed and, in particular, decisions taken.
- Where an item requires a future 'action', this should be recorded under a separate heading.
- The names and a summary of matters expressed by non-board members or third parties present should be recorded as well as any communication received from a member who is not present.
- A digital version of the signed minutes to be circulated to all members after all Board meetings.
- That a 'Matters arising/action points' document be separate from the minutes for consideration at the following board meeting.

15. Amendments and suspension of standing orders

Standing orders may be suspended for a stated reason and period of time at a meeting of the board on the basis of a proposer and seconder from the board and with the support of the majority of members present at a meeting.

These standing orders can be amended or revoked by the board. Any such amendment or revocation will require the consent of the majority of members present at a meeting.

The board will from time to time review its standing orders and their effectiveness in assisting to conduct its business.

16. Reserved Functions of Board

The board shall have a formal schedule of matters specifically reserved for it for decision to ensure that the direction and control of the company is firmly in its hands. The reserved functions should be reviewed as required by the board.

The following are the reserved functions agreed by the board on 22 July 2021.

1. The election and co-option of new directors as per the constitution
2. All matters concerning the strategic direction of the Discovery Programme
3. Organisation and establishment of the Discovery Programme
4. Commitments arising from interaction with government/Heritage Council unless otherwise delegated
5. Recruitment, selection and remuneration of staff
6. Procurement within Public Sector regulations
7. Commitments arising from interaction with any third party unless otherwise delegated