

**HEAnet CLG - CHARITIES GOVERNANCE CODE  
COMPLIANCE RECORD FORM**

Charity Name	<b>HEAnet CLG</b>
Registration Charity Number (RCN)	20036270
Annual Reporting Period	January to December 2020
Date approved by the Board of Charity Trustees	17 <sup>th</sup> September 2020

Under the [Charities Governance Code](#) all registered charities are required to complete this Charities Governance Code Compliance Record Form every year.

Please fill in this form to record:

- the actions that your charity takes to meet each standard of the Charities Governance Code; and
- the evidence that backs this up.

You should approve the Compliance Record Form at a board meeting before you report on your compliance to us.

**You are NOT required to file the Compliance Record Form with the Charities Regulator. However, you must keep your Compliance Record form as the Charities Regulator could ask you for it at any time.**

#### **What do we expect?**

The type of evidence we expect depends on the complexity of your charity.

The minimum expected of all charities would be to discuss and agree at board meetings how they will meet the standards and document their decisions in the minutes. For volunteer-only charities this will be enough to meet many of the core standards.

We would expect a charity with paid staff to provide more documentation like workplans and written policies as evidence of the actions they have taken.

We would expect more complex charities to provide more extensive documentation than other charities.

You can add or delete columns as required.

Please use the glossary within the [Charities Governance Code](#) when filling in the form and include dates where appropriate.

**Please click [here](#) for more information, guidance and templates.**

**Principle 1: Advancing Charitable Purpose CORE STANDARDS**
**1.1 Be clear about the purpose of your charity and be able to explain this in simple terms to anyone who asks.**

Actions our charity takes to meet standards:	Evidence of our actions:
Charity Trustees/directors receive governance documentation at their induction meeting with Company Secretary – includes HEAnet Constitution, Board Charter, Charities Governance Code, etc.	New director induction meetings. Annual review of governance documentation e.g. board charter reviewed, and amendments/updates approved HEAnet Board meeting December 2019 – see minutes.
Charity’s main object (as per HEAnet Constitution)	3 (a) “To support the advancement of education ....by way of the provision of and the continuous enhancement of quality network services to the establishments concerned.”
HEAnet’s charitable purpose and objectives are clearly stated in the Annual Report, HEAnet website.	Website <a href="https://www.heanet.ie/">https://www.heanet.ie/</a>  HEAnet Annual Report <a href="https://www.heanet.ie/wp-content/uploads/2020/10/AR2019.pdf">https://www.heanet.ie/wp-content/uploads/2020/10/AR2019.pdf</a>
HEAnet Constitution and all governance documentation are accessible online to charity trustees/directors via Boardpacks portal.	Link to Boardpacks portal – under Knowledge section: <a href="https://heaneteducampus.boardpacks.lu/CookieAuth.dll?GetLogon?curl=Z2F&amp;reas on=0&amp;formdir=2">https://heaneteducampus.boardpacks.lu/CookieAuth.dll?GetLogon?curl=Z2F&amp;reas on=0&amp;formdir=2</a>

**1.2 Consider whether or not any private benefit arises ([see glossary](#)). If a private benefit arises, consider if it is reasonable, necessary and ancillary to the public benefit that your charity provides.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet has paid employees with contracts of service – salaries are in line with relevant benchmark salary rates. As part of the annual budget setting process, the board approves a salaries budget for a three-year cycle.	People Operations conduct annual benchmarking exercise to ensure salaries are in line with market rates. HEAnet Board meeting minutes 14 <sup>th</sup> May 2020 – approval of three-year budget.
<p>Employees and charity trustees/directors may claim expenses to cover costs they incur while carrying out their duties. These expenses can be reimbursed where:</p> <ul style="list-style-type: none"> <li>the employee/director incurred the expense wholly, exclusively and necessarily in the performance of their duties</li> <li>the expenses are reimbursed on the basis of vouched receipts.</li> </ul> <p>Public service rates and guidelines are applied. Rigorous internal sign-off process.</p>	<p>Civil service rates as per Revenue Guidelines applied:  <a href="https://www.revenue.ie/en/employing-people/employee-expenses/employee-expenses-overview/index.aspx">https://www.revenue.ie/en/employing-people/employee-expenses/employee-expenses-overview/index.aspx</a>            Financial procedures manual            Employee Handbook</p>

**1.3 Agree an achievable plan for at least the next year that sets out what you will do to advance your purpose.**

Actions our charity takes to meet standards:	Evidence of our actions:
The Board discussed and approved the HEAnet Strategic Plan 2020-2022, and three-year budget.	HEAnet board meeting minutes 14 <sup>th</sup> May (budget previously reviewed and recommended for approval at FSC meetings in April 2020)
The executive agree HEAnet Work Programme 2020 (PMO) and company objectives.	Project Management Office (PMO) track HEAnet Work Programme and Projects. Heads of Functions – review objectives.
HEAnet Group Strategy approved for HEAnet and EduCampus.	HEAnet Board meeting minutes 14 <sup>th</sup> May 2020, EduCampus Services Board meeting minutes 30 <sup>th</sup> April 2020.
HEAnet’s activities and funding requirements discussed at quarterly meetings with the Department of Education & Skills, and the Higher Education Authority.	Quarterly meetings minutes from Department – see meeting minutes on SharePoint.

**1.4 Make sure your charity has the resources it needs to do the activities you plan. If you don't have the resources, you need to show a plan for getting those resources.**

Actions our charity takes to meet standards:	Evidence of our actions:
Annual budget setting process – three-year budget – to identify income and expenditure requirements.	Finance Sub-committee meetings in April to review budget – HEAnet Board approval at May board meetings – meeting minutes record decisions.
Annual budget meeting with the Department of Education & Skills to discuss funding requirements.	Budget meeting with Department held on 20 <sup>th</sup> May. (In previous years prior to new arrangement, annual budget meetings held with the HEA).
Quarterly meetings with the Department and HEA to discuss progress and quarterly financial reports.	Minutes from DES quarterly meetings: 2019 – 28.01.19; 26.06.19; 12.09.19 2020 – 29.05.20; 23.06.20

**1.5 From time to time, review what you are doing to make sure you are still:**

- acting in line with your charity's purpose; and
- providing public benefit.

Actions our charity takes to meet standards:	Evidence of our actions:
Board reviews activities and governing documents regularly to ensure company continues to act in line with charitable purpose and provide educational benefit in line with HEAnet Constitution Objects clause.	Ongoing discussion/consultation with Department of Education & Skills, Department of Higher Education and the HEA.

**Principle 1: Advancing Charitable Purpose** **ADDITIONAL STANDARDS**
**1.6 Develop your charity's strategic plan and associated operational plans.**

Actions our charity takes to meet standards:	Evidence of our actions:
New strategic plan 2020 – 2022 developed and formally approved at May 2020 Board meeting.	Engagement and consultation with stakeholders and funders. Board meeting minutes – 16.09.2019, 23.10.2019, 06.02.2020, 14.05.2020 (approved).
HEAnet Work Programme 2020	Projects on the HEAnet Work Programme are reviewed on monthly basis by executive and PMO.
Company Objectives	2019 Objectives - HEAnet Board meeting 14.03.19 2020 Objectives - Reviewed by executive – July 7 <sup>th</sup> 2020
HEAnet Group Strategy	Board meeting minutes – 15.05.2019, 16.09.2019, 23.10.2019, 09.12.2019, 06.02.2020, 14.05.2020 (approved)

**1.7 Make sure there is an appropriate system in place to:**

- **monitor progress against your plans; and**
- **evaluate the effectiveness of the work of your charity.**

Actions our charity takes to meet standards:	Evidence of our actions:
Review of strategic plan & KPIs – board standing agenda items	HEAnet Board minutes 11.02.19
Company Objectives reviewed	HEAnet Board minutes 14.03.19

**1.8 From time to time, consider the advantages and disadvantages of working in partnership with other charities, including merging or dissolving (winding up).**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet as Ireland’s National Research & Education Network (NREN) works collaboratively with other European and worldwide NRENs to share knowledge.	HEAnet CEO is an elected board member of Geant (Geant is the leading collaboration on e-infrastructure and services for research and education. Geant serves its NREN community in Europe by helping them to deliver innovative networks, technologies and services for research and education.)
Collaboration with JISC (UK’s NREN).	

**Principle 2: Behaving with Integrity**    **CORE STANDARDS**

**2.1 Agree the basic values that matter to your charity and publicise these, so that everyone involved understands the way things should be done and how everyone is expected to behave.**

Actions our charity takes to meet standards:	Evidence of our actions:
As part of new Strategic Plan 2020-2022, company values reviewed and updated. Agreed at HEAnet Board meeting. Workshops with staff to develop company values.	Values – discussed at board meeting 23.10.2019; agreed at HEAnet Board meeting – Schematic agreed 14.05.20 – includes: Vision, Mission, strategic pillars and values statements. Staff workshops to develop and agree values – 28.11.2019, 14.01.2020, 02.04.2020 Ongoing - Staff working groups to promote values and ensure staff “live” values.
Periodic review of vision, mission, and values to ensure they are still relevant	Board standing agenda item and agenda item at staff meetings.
Code of Business Conduct for Directors and employees (access via Boardpacks)	HEAnet Code of Business Conduct for Directors and Employees - Approved by the HEAnet Board 09.12.2019

**2.2 Decide how you will deal with conflicts of interests and conflicts of loyalties. You should also decide how you will adhere to the Charities Regulator’s guidelines on this topic.**

Actions our charity takes to meet standards:	Evidence of our actions:
Conflicts of interest policy is documented in Code of Business Conduct for Directors and Employees.	Code of Business Conduct for directors and Employees – Section 6 Conflicts of Interest p5. (updated code approved by the HEAnet Board 09.12.2019) Code follows best practice as per Code of Practice for the Governance of State Bodies.
Register of Interests is maintained and regularly reviewed. Directors are reminded to inform Company Secretary of any updates.	Register of Conflicts of Interests. Directors are emailed annually as a reminder that directors should inform CoSec of any changes to the Register – email to directors 03.02.2020 + directors email confirmation replies.
Conflicts of Interest is a standing agenda item (start of meeting) with any declared conflicts of interest included in the minutes.	Board meeting agenda – agenda item 1. Chair reminds directors to declare any conflict of interest at the start of each board meeting.



**2.3 Have a code of conduct for your board that is signed by all charity trustees. It must make clear the standard of behaviour expected from charity trustees. This includes things like maintaining confidentiality and what to do in relation to:**

- **gifts and hospitality; and**
- **out-of-pocket expenses.**

Actions our charity takes to meet standards:	Evidence of our actions:
Code of Business Conduct for Directors and Employees – addresses general principles of integrity, information, obligations, loyalty, fairness, work/external environment, as well as raising concerns, conflicts of interest, gifts and hospitality.	Code of Business Conduct for Directors and Employees – approved by HEAnet Board December 2019 minutes. Action: Communicate to employees.

**Principle 3: Leading People**    **CORE STANDARDS**
**3.1 Be clear about the roles of everyone working in and for your charity, both on a voluntary and paid-basis.**

Actions our charity takes to meet standards:	Evidence of our actions:
Directors understand their legal duties and responsibilities	<ul style="list-style-type: none"> <li>• New director induction programme</li> <li>• Annual Training &amp; Development Programme for directors e.g. Workshop on the Charities Governance Code (January 2020); Workshop on Culture &amp; the role of the Board (March 2020)</li> <li>• Attendance at relevant conferences &amp; networking events.</li> </ul>
The role of the Chair and Company Secretary are clearly understood by the board of directors.	
Role of key staff i.e. CEO and Heads of Function are clear and understood.	CEO report provided at each quarterly board meeting. Executive reports provided on a regular basis.
Employee roles have job descriptions and performance is managed via TARGET system.	Job descriptions and Employee Handbook.

**3.2 Make sure there are arrangements in place for the effective involvement of any volunteers, including what to do if any problems arise.**

Actions our charity takes to meet standards:	Evidence of our actions:
Not applicable – paid staff only	

**3.3 Make sure there are arrangements in place that comply with employment legislation for all paid staff including:**

- recruitment;
- training and development;
- support, supervision and appraisal;
- remuneration (money paid for work); and dismissal.

Actions our charity takes to meet standards:	Evidence of our actions:
Professionally qualified People Operations team	Professional/academically HR qualified/CIPD membership
Employee induction policy and process agreed by People Operations Director	Employee induction policy & process.
Employee Handbook – contains all employee policies and procedures – reviewed on annual basis.	HEAnet Employee Handbook
Legal advice sought from Company Solicitor/IBEC if required	O'Connor Solicitors. HEAnet is a member of IBEC
Staff meetings held at least every 2 months (or sooner if required) – to provide company and team updates.	Since March 2020, staff meetings held virtually via Teams.
Annual performance management system in place - TARGET	TARGET Handbook
Training and development programme for team managers; annual training and development objective requirements identified for employees.	TARGET Handbook. T&D Programme for Managers
HEAnet is registered as an employer with Revenue Commissioners	Tax Registration number 8275301U

3.4 Agree operational policies where necessary, to guide the actions of everyone involved in your charity	
Actions our charity takes to meet standards:	Evidence of our actions:
Operational HR policies included in Employee Handbook.	HEAnet Employee Handbook
<p>HEAnet has a PMO (Project Management Office) which is responsible for project governance, standards and oversight of HEAnet PMO projects.</p> <p>The PMO has defined the standards for HEAnet projects and for project managers to apply based on the PMBOK (Project Management Body of Knowledge) from PMI (Project Management Institute).</p>	<p>This is achieved by</p> <p>a) processes and document templates for PMO projects - PID (for project definition), PWP (Project Workplan - project schedule, risk log, action/issues/decisions log), PCR (Project Closure Report) as well as a monthly report</p> <p>b) PMO Board oversight - a monthly meeting of the PMO Board (comprised of HEAnet managers) with all projects to meet PMs and review project status and activities/approve changes/funding</p> <p>c) Project Portfolio Management (PPM) to manage the Work Programme to projects to ensure that HEAnet is selecting and prioritising projects for maximum benefit of the company and</p> <p>d) training - to educate staff and PMs in particular in how the PMO operates as well as specific project management training for project managers. For specific capital projects where HEAnet receives funding from DES, the PMO follows the additional requirements e.g. approvals and reporting to meet the requirements of DES.</p> <p>All project documents are stored in a SharePoint document repository and use the standardised HEAnet PMO templates as described above.</p>

<p>Security Standards are advised by the ICT Security Services Team, who provide strategic and operational expertise and support for information security matters. Their advice is based on standards drawn up by recognised subject matter experts, and include ISACA, NIST, JISC, SANS, The National Cyber Security Council and through consultation with colleagues and experts drawn from Universities and Institutes of Technology.</p> <p>Additional operational policies are defined and used to guide the orderly use of ICT systems and services in use in the company and are based on advice and best practices developed within the company and by consultation with annual technical audits and risk assessments.</p>	<p>Based on the advice of the ICT Security Services Team, the company has drawn up and adopted ICT security policies to cover the following areas:</p> <ul style="list-style-type: none"> <li>• Access Control</li> <li>• Encryption Policy</li> <li>• Website Security</li> <li>• Password Policy</li> <li>• Clear Desk Policy</li> <li>• Data Breach Notification policy</li> <li>• Data Protection policy</li> <li>• Data Destruction policy</li> </ul> <p>All ICT Security policies are reviewed at least annually, and a log of the review and actions kept.</p> <p>In addition, all staff are trained in the fundamentals of ICT Security practice, and how to look after themselves and company information assets. This training is delivered to new starters as part of the induction process, and again annually. Attendance records are kept ensuring all staff are regularly reminded of best practices.</p> <ul style="list-style-type: none"> <li>• Acceptable Usage Policy</li> <li>• Website Privacy policy</li> <li>• Data Backup &amp; restore policy</li> </ul>
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**Principle 3: Leading People** **ADDITIONAL STANDARDS**
**3.5 Make sure to document the roles, legal duties and delegated responsibility for decision-making of:**

- individual charity trustees and the board as a whole;
- any sub-committees or working groups;
- staff and volunteers.

Actions our charity takes to meet standards:	Evidence of our actions:
Key staff understand their responsibilities and lines of authority, communication and reporting with the board of directors. Their roles and responsibilities are discussed, agreed and documented on appointment.	Organisational Chart
Directors understand their legal duties and responsibilities	Director induction programme Training & development programme for directors Attendance at relevant conferences and networking events.
HEAnet Board Charter and terms of reference for each sub-committee – reviewed on at least an annual basis.	HEAnet board meeting minutes – 16.09.2019, 23.10.2019, 09.12.2019, 12.03.2020

**3.6 Make sure that there are written procedures in place which set out how volunteers are:**

- recruited; supported and supervised while within your charity; and
- the conditions under which they exist.

Actions our charity takes to meet standards:	Evidence of our actions:
N/a	

**3.7 Decide how you will develop operational policy in your charity. You also need to decide how your charity trustees will make sure that the policy is put in place and kept up-to-date.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Technical operational policy development.</p> <p>Technical operational policies and procedures are developed, reviewed and authorised by the Engineering Standards Board, of which the Technical Services Director is the sponsor and a member. The group meets weekly to review policies, technical standards and service operations procedures.</p> <p>Operational Procedures cover the day to day service operations, and include standard operating procedures, service communications protocols, incident response, Business Continuity Plans, documentation standards and service transition planning.</p>	<p>Technical Operational Policies are maintained in the company wide documentation repository on the wiki (in the process of migrating to Sharepoint)</p> <p>The following policies and procedures have been developed and adopted by the company:</p> <ul style="list-style-type: none"> <li>• Date Protection Policies</li> <li>• Security &amp; online safety policies</li> <li>• Freedom of information policy</li> <li>• Communications and Acceptable usage policies</li> <li>• Financial Operations Manual</li> <li>• People Operations Policies</li> </ul> <p>Individual operational policies and procedures are reviewed by the board upon creation, modification and when identified as requiring improvement during the course of work, or during incident reviews.</p>

**Principle 4: Exercising Control**    **CORE STANDARDS**
**4.1      Decide if your charity's current legal form and governing document are fit for purpose. Make changes if necessary, telling the Charities Regulator in advance that you are doing so.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet's Constitution is reviewed on an ongoing basis to ensure activities fall within the defined objectives and the charity's purpose remain relevant and valid.	
Current legal form and governance documentation reviewed on at least an annual basis. Independent review of governance carried out end 2018 and progress to implement recommendations tracked. Governance Progress Review Report (Tom Boland) commissioned by the HEAnet Board.	Deloitte Governance Review Report (December 2018) Spreadsheet to track implementation of recommendations e.g. HNBD.20.006  Report and recommendations discussed by both boards – currently in progress.

**4.2      Find out the laws and regulatory requirements that are relevant to your charity and comply with them.**

Actions our charity takes to meet standards:	Evidence of our actions:
The directors understand the legal and regulatory framework for our charity and are satisfied that the charity meets its legal, regulatory and contractual obligations and any constitutional requirements.	HEAnet Board minutes 06.02.2020 HNBD.20.011 – HNBD.20.008 Directors' Compliance Statement for Financial year ending 2019. HEAnet Board meeting October 2019 – GDPR One Year (plus) Update - presentation HNBD.99.08.01
	Laws and regulations applicable to HEAnet: - Company Law, Charities Act, Revenue Commissioners, GDPR, Employment Law... Registrations with appropriate bodies: The Charities Regulator, Revenue Commissioners Relevant filings: Annual Report, Financial Statements, Tax Filings, Register of Charities.



**4.3 If your charity raises funds from the public, read the Charities Regulator’s guidelines<sup>1</sup> on this topic and make sure that your charity adheres to them as they apply to your charity.**

Actions our charity takes to meet standards:	Evidence of our actions:
N/a – no fundraising from the public.	

**4.4 Make sure you have appropriate financial controls in place to manage and account for your charity’s money and other assets.**

Actions our charity takes to meet standards:	Evidence of our actions:
Group Finance Sub-committee reviews financial statements on a quarterly basis. Updates on the work of the Group Finance Sub-committee at quarterly board meetings.	Group Finance Sub-committee minutes HEAnet Board minutes.
Group Audit Committee discusses and reviews – <ul style="list-style-type: none"> <li>• Three-year Internal Audit Plan and internal controls.</li> <li>• Meet with the Internal Auditors to discuss the annual System of Internal Financial Controls Audit (purpose is to provide assurance on the internal financial controls to ensure regularity, propriety and value for money in all transactions).</li> <li>• Meet with the statutory auditors to discuss the external audit.</li> <li>• Updates on the work of the Group Audit Committee at quarterly board meetings and Group Audit Committee Annual Report to the Board at year end.</li> </ul>	AC.19.042 Review of the System of Internal Financial Controls (Mazars September 2019) AC.20.009 Internal Audit Charter AC.20.010 Anti-fraud Policy AC.20.011 Credit Card Usage Policy  AC.20.018 HEAnet Post Audit Report 2019 (PWC April 2020)
Finance Team professionally qualified. Finance induction for all new employees to ensure financial procedures and policies are understood and complied with.	Financial Procedures and Policies Handbook.

<sup>1</sup> See Guidelines for Charitable Organisations on Fundraising from the Public - available from: <https://www.charitiesregulator.ie/media/1265/guidance-for-fundraising-english.pdf>

#### 4.5 Identify any risks your charity might face and how to manage these.

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Risk Management Policy – annually reviewed by Group Audit Committee and approved by the HEAnet Board:</p> <ul style="list-style-type: none"> <li>• Board level Risk Register – reviewed quarterly by the Group Audit Committee</li> <li>• Organisational Level Risk Register – reviewed by the executive and Group Audit Committee.</li> <li>• Internal function/team risk register – internal review</li> <li>• Pension Risk Register</li> </ul>	<p>Risk Management Policy HEAnet Board-level Risk Register HEAnet Organisational-level Risk Register Functional risk register Pension Risk Register</p>

#### 4.6 Make sure your charity has appropriate and adequate insurance cover.

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Executive annually review insurance cover requirements (annual renewal December). Policies in place include:</p> <ul style="list-style-type: none"> <li>• Directors &amp; Officers Liability Insurance</li> <li>• Commercial Combined Policy</li> <li>• Cyber Liability Policy</li> <li>• Travel Cover Policy</li> </ul>	<p>See HEAnet Insurance Register 2019/2020 (December renewal date)</p>

**Principle 4: Exercising Control**    **ADDITIONAL STANDARDS**
**4.7 You should have written procedures to make sure that you comply with all relevant legal and regulatory requirements.**

Actions our charity takes to meet standards:	Evidence of our actions:
Policies and procedures are available for the following: <ul style="list-style-type: none"> <li>• Employee Handbook</li> <li>• Finance Policy &amp; Procedures Handbook</li> <li>• Data Protection</li> <li>• Freedom of Information</li> <li>• Health and Safety Policy &amp; Statement</li> </ul>	As per list opposite.

**4.8 Make sure there is a formal risk register that your board regularly reviews.**

Actions our charity takes to meet standards:	Evidence of our actions:
Risk Management Policy in place (reviewed annually) and Board level Risk Register reviewed quarterly by the Group Audit Committee and approved by the Board.	HNBD.20.020 Risk Management Policy – approved 14 <sup>th</sup> May 2020 HEAnet Board meeting 14 <sup>th</sup> May 2020 - minutes HNBD.20.045 – annual review and approval of Risk Management Policy.
Risk Registers for different levels: <ul style="list-style-type: none"> <li>• Group Risk Register</li> <li>• Board level Risk Register</li> <li>• Organisational Risk Register</li> <li>• Internal Function/Team Risk Registers</li> <li>• Pension Plan Register</li> </ul>	As per list opposite.

**4.9 Consider adopting additional good practice standards that are relevant to the particular work that your charity does.**

Actions our charity takes to meet standards:	Evidence of our actions:
Fully compliant with HE SORP	Financial Statements
Engineering Standards	Work of Engineering Standards Board
Project Management – best practice applied	Work of Project Management Office

**Principle 5: Working Effectively**    **CORE STANDARDS**

- 5.1 Identify charity trustees with the necessary skills to undertake:**
- any designated roles set out in your governing document; and
  - other roles as appropriate within the board.

Actions our charity takes to meet standards:	Evidence of our actions:
Deloitte Group Governance Review looked at the HEAnet Board composition and identified potential skills gaps.	Deloitte Group Governance Review Report (December 2018) ref page15
Roles and Responsibilities of directors discussed and documented.	HNBD.19.075 HEAnet Code of Business Conduct for Directors and Employees – reviewed and approved by the HEAnet Board meeting 09.12.20.
Induction for new directors includes role and responsibilities.	Induction Plan for New Directors.

- 5.2 Hold regular board meetings. Give enough notice before meetings and provide prepared agendas.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Board meetings are held 6 times a year in February, March, May, September, October and December. Additional board meetings are called as required with notice.	As per HEAnet Board meeting schedule
An annual schedule of board, committee, AGM and training workshops is shared and approved by the directors 12 months in advance.	HNBD.19.053 HEAnet & EduCampus Schedule of Meetings August 2019 to December 2020.
All agendas and board papers are distributed via Boardpacks 7 days in advance of a meeting. Draft board agenda is discussed with the Chair in advance of sharing with directors – agenda is approved at the board meeting.	As notified via Boardpacks – directors receive an email notifying them that papers are available on the portal.

**5.3 At a minimum, your board agendas should always include these items:**

- reporting on activities;
- review of finances; and
- conflicts of interests and loyalties.

Actions our charity takes to meet standards:	Evidence of our actions:
<p>The following items are on the quarterly board agenda:</p> <ul style="list-style-type: none"> <li>• Declaration of conflicts of interest</li> <li>• Report from the Group Finance Sub-committee</li> <li>• Report from the Group Audit Committee</li> <li>• CEO Report on activities</li> </ul>	<p>Minutes of meetings – record of decisions and actions.</p>
<p>Minutes are taken of board meetings and all formal decisions made by the board are properly recorded.</p>	<p>Minutes of meetings – record of decisions and actions.</p>
<p>Minutes record director attendance (also noted in the Annual Report), decision and actions.</p>	<p>Minutes of meetings – record of decisions and actions. Actions are tracked. The main business of the board and committees is covered in the Governance Section of the Annual Report.</p>

**5.4 Make sure that your charity trustees have the facts to make informed decisions at board meetings and that these decisions are recorded accurately in the minutes.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Regular, clear and timely reports are provided to the directors at least a week in advance of meetings.</p>	<p>Board meeting minutes. All board documentation is saved on SharePoint internally in HEAnet and shared via Boardpacks with directors.</p>
<p>Additional reports requested by the board are progressed in a timely fashion.</p>	
<p>Board papers contain the appropriate level of detail to enable directors to make informed decisions. Additional requested information is provided as required.</p>	

**5.5 Consider introducing term limits for your charity trustees, with a suggested maximum of nine years in total.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Constitution – section 42 (f) – term of office not to exceed 8 years.	HEAnet Constitution 42 (f) (i) No person may serve as a Director of the Company for a consecutive term in excess of eight (8) years. (ii) Upon appointment a Director will be appointed for a term of four (4) years and may be re-appointed for a second term of (4) years but may not be appointed for more than two (2) consecutive terms of four (4) years, at the end of which term such Director must retire from office. No Director may be re-appointed for a third consecutive term. A Director may be re-appointed to the Board of Directors after a period of four (4) years has elapsed since that Director’s second consecutive last term of office.
Directors term of office is in line with Constitution, with appropriate records maintained.	List of board directors’ appointment dates and due retirement dates is maintained.

**5.6 Recruit suitable new charity trustees as necessary and make sure they receive an induction.**

Actions our charity takes to meet standards:	Evidence of our actions:
As per HEAnet Constitution, HEAnet has a representative board. When a director vacancy occurs, Ordinary Members are encouraged to consider the current skills gaps on the board.	Deloitte Group Governance Review Report considered the board composition – part of the recommendations tracker tabled at board meetings.
Board induction takes place for new directors	Director Induction Programme.
Annual Training and Development Plan for all directors	See Director Training & Development Plan 2019-2020

**5.7 Make sure all of your trustees understand:**

- their role as charity trustees;
- the charity's governing document; and
- this Code.

Actions our charity takes to meet standards:	Evidence of our actions:
<p>HEAnet Constitution and all governance documents are stored on Boardpacks and are available for directors to access.</p> <p>Induction process for directors includes HEAnet Constitution and all governance documentation e.g. Board Charter, Code of Business Conduct for Directors and Employees, etc.</p>	<p>See document repository site on Boardpacks.</p> <p>Induction process/programme noted in HEAnet Board Charter.</p> <p>Induction Presentation slides (reviewed and updated regularly).</p>
<p>Workshop held for all directors in January 2020 – on the Charities Governance Code and how it will work alongside the Code of Practice for the Governance of State Bodies.</p>	<p>See Penelope Kenny's presentation slides from workshop.</p>
<p>Information on the Charities Governance Code shared with all directors via email.</p>	

**5.8 Commit to resolving problems and emerging issues as quickly as possible and in the best interests of your charity.****Actions our charity takes to meet the standards.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>The Board Chair ensures that there is sufficient time and space for discussion at board meetings.</p> <p>All board meetings are quorate.</p> <p>Declaration of conflict of interest is the first agenda item at board meetings.</p>	<p>See HEAnet Board meeting minutes.</p>
<p>Key issues/matters are escalated to the board for decision and are minuted accordingly.</p>	<p>Board minutes</p>
<p>The HEAnet Board Charter notes the items reserved for Board decision</p>	<p>See HEAnet Board Charter.</p>
<p>The Board has the opportunity to hold a closed session without the executive present at each board meeting.</p>	<p>Board minutes – includes summary of discussion/decisions at closed session.</p>



**5.9 From time to time, review how your Board operates and make any necessary improvements.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Board and committee evaluations are carried out on an annual cycle – for two consecutive years the Board and Audit Committee evaluation questionnaires from the Code of Practice for the Governance of State Bodies are completed. Findings are discussed at Board and Audit Committee and recommendations tracked. Every third year an external, independent evaluation of the board and committee is carried out.</p>	<p>See questionnaire findings and recommendations for Board and Audit Committee. The next external, independent evaluation is due in 2020.</p>
<p>Particular areas for external review are discussed and agreed. Future improvements are considered and agreed.</p>	<p>Proposal for external evaluation will be tabled at the September 2020 board meeting.</p>
<p>Deloitte Group Governance Review undertaken in December 2018 – findings and recommendations discussed, and implementation tracked at board meetings of parent and subsidiary company. Governance Progress Review undertaken by Tom Boland BH Associates in June/July.</p>	<p>See Deloitte Group Governance Recommendations tracker document. Governance Progress Review Report –tabled at HEAnet Board meeting 23<sup>rd</sup> July 2020. Currently in progress.</p>

**Principle 5: Working Effectively** **ADDITIONAL STANDARDS**
**5.10 Make sure you send out board packs with enough notice and include all relevant reports and explanatory papers to enable informed decision-making.**

Actions our charity takes to meet standards:	Evidence of our actions:
Board and committee documentation is sent out a week in advance of meeting date via Boardpacks (online secure portal) to ensure that directors have sufficient time to read.	All board documentation is hosted on Boardpacks and all previous meeting documentation is available to access for future reference.
The board receives CEO Report, financial statements, risk management updates and progress against strategy at each quarterly meeting. Other executives in the organisation are invited to present updates/further information at board meetings as required.	See board minutes.
Matters reserved for board decision are documented in the HEAnet Board Charter.	HEAnet Board Charter.

**5.11 Make sure that you have a charity trustee succession plan in place and consider how you can maximise diversity among your charity trustees.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Constitution details the arrangements for the appointment and removal of directors, with fixed terms of office and an effective and manageable board size.	HEAnet Constitution sections Register of members and directors maintained.
Representative Board – skills gaps considered, diversity encouraged.	

**5.12 Put in place a comprehensive induction programme for new charity trustees.**

Actions our charity takes to meet standards:	Evidence of our actions:
New directors receive full induction – all governance documentation explained and made available.	Induction programme for new directors.
Annual Training & Development Plan for all directors	See 2019/2020 Training & Development Plan

- 5.13 Conduct a regular review that includes an assessment of:
- **the effectiveness of your board as a whole, office holders and individual charity trustees**
  - **adherence to the board code of conduct; and**
  - **the structure, size, membership and terms of reference of any sub-committees.**

Actions our charity takes to meet standards:	Evidence of our actions:
Board and Audit Committee evaluations take place annually – internal review utilising the questionnaires from the Code of Practice for the Governance of State Bodies each year for two years, and an external evaluation every three years. Findings and recommendations implementation from evaluation process is tracked and reviewed at board meetings.	Board and Audit Committee evaluation documentation.
The HEAnet Board Charter reflects best practice – available for reference and reviewed annually by the board.	HEAnet Board Charter
Directors complete annual Director Confirmation form	Director Confirmation forms – annual returns.
The terms of reference of each board committee is reviewed annually.	Committee Terms of Reference – annual review.

- 5.14 **Do regular skills audits and provide appropriate training and development to charity trustees and staff. If necessary, recruit to fill any competency gaps on the board of your charity.**

Actions our charity takes to meet standards:	Evidence of our actions:
Annual evaluation of board and Audit Committee considers the performance, composition and skills set of the board.	Annual Board Evaluations
Annual Training and Development Programme for directors to ensure continuous professional development.	HEAnet Group Annual Training and Development Programme
TARGET performance management system in place for all employees – includes training and development objectives. Employees have regular formal and informal meetings with managers throughout the year to assess and support performance.	TARGET Handbook.

**Principle 6: Being Accountable**    **CORE STANDARDS**
**6.1 Make sure that the name and Registered Charity Number (RCN) of your charity is displayed on all of your written materials, including your:**

- website;
- social media platforms; and
- email communications.

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet's details are clearly displayed on all written materials – website, social media platforms, letterhead, email communication etc.	As per documentation.

**6.2 Identify your stakeholders and decide how you will communicate with them.**

Actions our charity takes to meet standards:	Evidence of our actions:
Key stakeholders are identified – funders, members, clients	Accurate and up to date register of ordinary members, clients, funder contacts maintained.
Comprehensive annual report produced – details the organisation's purpose, activities and financial statements – available via website (once approved at AGM)	Annual Report online <a href="https://www.heanet.ie/wp-content/uploads/2020/10/AR2019.pdf">https://www.heanet.ie/wp-content/uploads/2020/10/AR2019.pdf</a>

**6.3 Decide if and how you will involve your stakeholders in your:**

- planning;
- decision-making; and
- review processes.

Actions our charity takes to meet standards:	Evidence of our actions:
Annual General Meeting with ordinary members held– in line with HEAnet Constitution – to report on our activities.	Annual Report
Annual HEAnet Conference for clients and stakeholders	HEAnet Conference Programmes
Consultation process with stakeholders to develop HEAnet Strategy 2020-2022	HEAnet Strategy 2020-2022

**6.4 Make sure you have a procedure for dealing with:**

- queries;
- comments; and
- complaints.

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Client Charter (as per Code of Practice for the Governance of State Bodies requirement) sets out the standards of service client are entitled to from HEAnet.	HEAnet Website <a href="https://www.heanet.ie/wp-content/uploads/2018/06/HEAnet-Client-Charter-2017-FINAL.pdf">https://www.heanet.ie/wp-content/uploads/2018/06/HEAnet-Client-Charter-2017-FINAL.pdf</a>
Annual Client Survey to monitor client satisfaction levels	Annual Client Survey results discussed with the board.
Conduct an annual client services review programme at which clients can meet with HEAnet staff to discuss service levels etc.	Annual Client Services Review Programme – Client Services Director.

**6.5 Follow the reporting requirements of all of your funders and donors, both public and private.**

Actions our charity takes to meet standards:	Evidence of our actions:
As a publicly funded organisation, HEAnet complies with the reporting requirements of the Code of Practice for the Governance of State Bodies (as agreed with the Department of Education & Skills) – Performance Delivery Agreement (draft). Performance Delivery Agreement – discussed and approved by the Board Annual Report reflects reporting requirements.	Performance Delivery Agreement (draft)  HEAnet Board meeting minutes Annual Report

**Principle 6: Being Accountable**    **ADDITIONAL STANDARDS**
**6.6 Produce unabridged (full) financial accounts and make sure that these and your charity's annual report are widely available and easy for everyone to access.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet produces a comprehensive Annual Report and full financial statements which are publicly available via CRO and HEAnet Website.	CRO Website HEAnet Website

**6.7 Make sure all the codes and standards of practice to which your charity subscribes are publicly stated.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet states its compliance with the Charities Governance Code and the Code of Practice for the Governance of State Bodies in our Annual Report.	Annual Report 2019

**6.8 Regularly review any complaints your charity receives and take action to improve organisational practice.**

Actions our charity takes to meet standards:	Evidence of our actions:
Annual client services review programme at which clients can meet with HEAnet staff to discuss service levels etc. Net Promoter Score exercise undertaken/Annual Client Survey	Annual Client Services Review Programme – Client Services Director. Annual Client Survey 2019.

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