

Chapter 1: Conducting Business Effectively

Section Title

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Chapter 1

Conducting Business Effectively

The Council of the NCSE is appointed by, and accountable to, the Minister for Education and Skills. Its concern is how it can effectively conduct its business and achieve its strategic objectives. This chapter refers to the directions laid down in legislation which will enable the Council to act effectively. It outlines the Council's role in meetings, and offers advice on managing conflicts of interest. It lists the issues that rightly belong to the Council (reserved functions), apart from which all else is the responsibility of the Executive. It outlines the roles and responsibilities of Committees and finally advises on how to relate to anyone who has a connection to the NCSE. The role of Council members is highlighted, where relevant. The material is presented under the following headings:

- 1 Legislative framework and government policy
- 2 The role of the Council
- 3 Meetings of the Council
The role of Council members
- 4 Managing conflicts of interest
The role of Council members
- 5 Reserved functions
- 6 Committees
The role of Council members
- 7 Relationship with stakeholders

1 Legislative Framework and Government Policy

- The Council: See Section 21 *Education for Persons with Special Educational Needs Act, 2004*, which deals with membership of the Council. See Schedule 1(3) of the Act, which deals with the removal of members of the Council and the appointment of a deputy Chairperson.
- Council meetings: The current standing orders as agreed by Council are set out in [Annex A](#) at the end of this chapter.
- Reserved functions: See [Annex B](#) to this Chapter, which sets out the current schedule of reserved and delegated functions.
- Committees: See Section 33 of the *Act*, which deals with the matter of Committees. See also Terms of Reference in [Appendix 3](#).
- Links with stakeholders: See Section 20(1)k of the *Act* which makes it a requirement for the NCSE to consult with relevant bodies to inform policy development and service provision and Section 22 regarding the Consultative Forum.

Key Relationships

Council members and senior management

As Council members and senior management have the common aim of achieving the NCSE mission it is essential that they work together as an effective team. Their respective roles and responsibilities must be clearly delineated and accepted and working relationships should be based on mutual respect and trust. In particular, the working relationship between the Chairperson and Chief Executive is key to the successful conduct of business. As indicated previously, the Chairperson and CEO roles are appropriately separate and distinct, in line with good governance practice.

The Council should constructively support the Chief Executive and management, especially in the achievement of strategic objectives. It is essential that there is clarity regarding delegated decision-making powers.

The Chairperson and Council members

Each member should contribute appropriately and effectively at Council meetings. The Chairperson has an important role to play in ensuring that all Council members have an opportunity to contribute to discussions.

Outside the boardroom, the Chairperson should be a useful source of advice and guidance for members (in particular, for less experienced members) on any aspect of their role, responsibilities and conduct.

Members should support the Chairperson in his/her efforts to conduct Council business in an efficient and effective manner. However, members should not hesitate to challenge the Chairperson if they believe that a decision has been taken without a full and proper debate, is illegal or *ultra vires*.

2 The Role of the Council

The Council of the NCSE is appointed by and accountable to the Minister for Education and Skills for the implementation of policy. In addition to the functions laid out in the *Education for Persons with Special Educational Needs Act, 2004*, the role of the Council is:

- to act in accordance with the policies of the Minister for Education and Skills
- to ensure that the NCSE carries out its responsibilities as set out by statute or by ministerial order
- to provide leadership, vision and direction for the organisation
- to ensure good management, to monitor the achievements of management and ensure that a proper balance is achieved between the respective roles of Council and management

- to set performance targets, including key financial targets and, in particular, to agree and closely monitor the budget
- to ensure that the Council behaves ethically and in a manner that accords with its core values and functions
- to define and promote the Council's role in the community by developing mechanisms for gathering the views of customers and stakeholders and by keeping people informed in an open, accountable and responsible way
- to define the mission of the Council, decide its strategic goals and develop the policies required to achieve those goals
- to appoint a Chief Executive with the approval of the Minister and agree with him/her the short- and long-term performance objectives
- to ensure that there is a process in place for succession planning for the position of Chief Executive

3 Meetings of the Council

- Council business should take account of best practice and the provisions of Schedule 1 of the *Education for Persons with Special Educational Needs Act, 2004*. The standing orders adopted for ordinary and special meetings of the Council are attached at Annex A the end of this section.
- The Council is required to hold at least six meetings per year; the quorum for a meeting of the Council is set at four.
- There should be a manageable and prioritised agenda, an agreed duration for the meeting and, ideally, an estimated length of time for each agenda item. An indicative template agenda is attached in **Appendix 1**.
- To ensure that the direction and control of the NCSE is firmly in its hands, the Council should be supplied with appropriate information in a timely fashion by the executive in advance of meetings.

The Role of Council Members

- Council members should expect to receive briefing papers that are accurate, relevant and concise and which assist with the conduct of Council business. If members feel that the information and papers could be improved, they should provide that feedback to the management involved.
- Council members have an obligation to the Chairperson and each other to ensure that they are well prepared for each meeting. Respect for the Chairperson and the meeting can be demonstrated by attending all meetings on time, forwarding apologies where attendance is not possible, reading briefing materials beforehand, adhering to the

agenda, not reopening previous discussions and acting as a member or Chairperson of one or more of the Council Committees as required.

- The necessity for members to act with due care, skill, prudence and diligence and in the utmost good faith has been outlined in the NCSE code of business conduct. If a member finds evidence of non-compliance with statutory obligations, he/she should bring this to the attention of the Chairperson and colleague board members. The non-compliance issue should be considered as a matter of urgency and rectified, if necessary. Depending on the gravity of the non-compliance, the Chairperson may bring the matter to the attention of the Minister indicating the consequences of the non-compliance and the steps and actions taken to rectify the situation.
- Council members should have the opportunity to contribute fully to deliberations.
- Excessive influence on Council decision-making by individual members should be avoided.
- Inputs to a Council meeting should be concise and to the point, in order to allow the Council work through its full agenda. If excessive time is spent on one topic, the work of the Council will be slowed down and the functions assigned to it will fail to be carried out.
- There may be situations where the Council decides to take independent professional advice and in that context the members should agree formal procedures for the agreement to and necessity for advice and also the selection and procurement process for such advice.

4 Managing Conflicts of Interest

- The fundamental principle in relation to conflict of interest is that Council members should never use, or give the appearance of using, their public position to further their private interests.
- This is an area of particular importance. Sometimes, even a reasonably innocent action can be misinterpreted and even the perception of impropriety can sometimes be constructed as fact.
- In order to ensure that declarations of interests are highlighted, the following paragraph is included with each meeting agenda.
“The code of conduct for Council/Committee members requires them to be honest and open with regard to conflicts of interest (either real or perceived). Members must not use their position for personal gain in either business, political or social relationships. Therefore, a member who has, or may be perceived to have, such a personal interest in a particular matter under consideration should declare that interest, and if necessary withdraw from all discussions relating to it and take no part in any vote on such matter”.
- Examples of potential conflicts of interest include the following:

- participating in a Council meeting which is to discuss the possible award of a contract where a member or one of his family is a possible beneficiary. .
- participating in a Council meeting which is to consider an appointment of a member with whom a member has a personal relationship.

The Role of Council members

- Where a conflict of interest arises, the Council member concerned should declare his/her interest and leave the room, thereby taking no part in the relevant discussion, decision or action.
- In circumstances where a Council member is unsure as to whether or not a conflict of interest exists or is material, he/she should discuss the matter with the Chairperson prior to the meeting. If in doubt, declare and offer to withdraw.
- Where a conflict of interest exists and the Council member does not declare his/her interest and/or offer to withdraw, the Chairperson should take appropriate action to ensure that the Council's decision making processes, its reputation and general procedures (and indeed the reputation of Council member concerned) is not compromised.

5 Reserved Functions

- In exercising its role, the Council must remember that it is responsible for retaining effective control over the organisation and for monitoring performance.
- The Council therefore, must have a formal schedule of matters specifically reserved to it for decision and review this list periodically. A typical list of issues that should be reserved for the Council is as follows:
 - Adoption and monitoring of the strategic plan
 - Approval and review of annual budgets
 - Management performance
 - Council Committee structures
 - Acquisition and disposal of assets
 - Annual report and financial statements
 - Functions of the Chief Executive
 - Review of reserved functions
- The most recently agreed schedule of reserved functions as agreed by Council is outlined at the Annex B at the end of this chapter. Council may review the schedule of reserved functions from time to time.
- By implication, everything else that is not a reserved function is the responsibility of the Chief Executive. A schedule of some specific delegations to the CEO is set out in Annex B end of this chapter.

6 Committees

- To function efficiently and effectively, the Council should devise and agree procedures for getting through business in a productive way. One method of bringing this about is to establish a number of Committees of the Council to work on particular issues.
- Committees established by the previous Council, with agreed terms of reference, are as follows:
 - Audit,
 - Finance,
 - Strategy and Policy,
 - Research
 - CEO performance
- All Terms of Reference for Committees should be approved by the Council and include specific reference to:
 - Number of members
 - Quorum
 - Duration of membership
 - Attendance
 - Regularity of meetings
 - Duties of the Committee
 - Keeping of minutes
 - Reporting to Council
- The Council has the power to appoint people to Council Committees who are not Council members and pay them appropriate expenses subject to the terms of EPSSEN.
- Committees are advisory to Council and their recommendations should be presented to the full Council for consideration and decision.
- The agreed terms of reference of the Council Committees which were in place in 2015 are included in **Appendix 3**.

The Role of Council members

- Council members make a significant contribution to the NCSE by participating in the work of Committees.
- The advantage of the Committee system is that it allows Council members to make the most effective use of their time and maximises their contribution.
- In Committee discussions as in wider Council discussions, in addition to confidentiality considerations, members should remember that they are required to act with due care, prudence and diligence in the interests of the NCSE and that as a

Committee or Council member the first loyalty is to the NCSE, rather than to other stakeholder organisation or individual groups.

7 Relationships with Stakeholders

- As part of its planning process it is important for the Council to periodically review its relationships with key stakeholders. The NCSE is required under section 20(1) of the *Education for persons with Special Educational Needs Act, 2004* to consult with relevant bodies to inform policy development and service provision.
- Stakeholders may be categorised as follows:
 - Shareholders, including the Minister and the Department of Education and Skills
 - Users of special education services and their families
 - Educators in schools and other institutions
 - Health service providers
 - Regulators and inspectors
 - Employees of NCSE
 - The public as the community and as taxpayers
- The Council must be cognisant of the needs of its stakeholders and adopt a proactive relationship with them.
- Within the Code, and particularly relevant to other public agency stakeholders, it states that where there may be legal disputes with other public agencies, the emphasis should be on mediation and arbitration. There is also a requirement to inform Department of Public Expenditure and Reform where disputes are ongoing.

Chapter 1 Annex A

STANDING ORDERS OF THE COUNCIL OF NCSE

ESTABLISHMENT

The National Council for Special Education has been established as a Corporate Body under the Education for Persons with Special Educational Act 2004 with effect from the 1 October 2005 by Order of the Minister for Education and Science.

PURPOSE OF THE STANDING ORDERS

These Standing Orders have been adopted by the Council for the purpose of regulating the proceedings at ordinary and special meetings of the Council in accordance with Article 8 of Schedule 1 of the Education for Persons with Special Educational Needs Act 2004.

ADOPTION

Standing Orders were adopted at the 18th ordinary meeting of the Council on 10 November 2005. The Council reviewed its Standing Orders at its 72nd meeting on 24th October 2012. The Council adopted these Standing Orders as amended at its 73rd meeting on 6th December, 2012.

STANDING ORDERS

Arrangements for Meetings

1. In Standing Orders the term Ordinary Meeting shall mean a Council Meeting scheduled in accordance with Article 2 of these Standing Orders. The term Special Meeting shall mean any meeting other than the scheduled meetings called in accordance with these Standing Orders. An Ordinary Meeting of the Council will normally include the CEO and members of the Executive but the Chairman or Acting Chairman at an Ordinary Meeting may decide to hold all or part of an Ordinary Meeting as a Private Session for members only.
2. At the last Ordinary Meeting of the Council in the calendar year the Council shall declare dates, times and locations of at least 6 Ordinary Meetings for the next calendar year.
3. The locations, dates and times of future Ordinary Meetings may be changed due to special reasons, by the bringing the new date as near as possible to the declared date of the scheduled ordinary meeting.
4. Written notice of the time and place of each ordinary meeting together with the Agenda and relevant papers shall be issued by the Chief Executive Officer to all Council Members at least seven days in advance of the meeting.
5. A Special Meeting shall not be an Ordinary Meeting or part of an Ordinary Meeting.
6. Special Meetings may be called by the Chairman or at least four members of the Council to conduct urgent or specific business of the Council which cannot await or be satisfactorily dealt with at the next Ordinary Meeting of the Council.
7. Written notice of the time and place of each Special Meeting together with the Agenda for the meeting shall be issued by the Chief Executive Officer to all members at least three days before the meeting. In the case of a Special Meeting called by Members these members will be identified on the notice.

8. The Council, for good and sufficient reasons, may suspend the ordinary meeting and continue in session as a Special Meeting and then revert to the business of the Ordinary Meeting or if necessary adjourn the Ordinary Meeting business to the next Ordinary Meeting.
9. The Chief Executive Officer will make arrangements for meetings and will discuss with the Chairman in advance the agenda items and location of the meetings.
10. A Council Member who cannot attend a meeting should inform the Chief Executive Officer in good time and if possible well in advance of the meeting.

Conduct of Meetings

11. In accordance with Schedule 1 of the Education for Persons with Special Educational Needs Act 2004 the quorum for any meeting of the Council shall be four.
12. If a number of members are unavoidably absent for a declared meeting, or likely to be absent and the remaining number of members will not permit a quorum, the Chief Executive Officer will inform the Chairman who will then adjourn the declared meeting to a more suitable date nearest the date of the adjourned meeting, or if the business of the Council permits adjourn the meeting to the next declared Ordinary Meeting.
13. In addition to Council Members, the Chief Executive Officer will attend ordinary meetings of the Council unless unavailable. Other Senior Management of the Council will attend as appropriate.
14. At all meetings of the Council the Chairman shall, when present, be Chairman of the meeting. If and so long as the Chairperson is not present or if the office of Chairperson is vacant, the Deputy Chairperson shall, if present, be the Chairperson of the meeting. If both the Chairperson and the Deputy Chairperson are not present or the offices of Chairperson and Deputy Chairperson are vacant then members who are present shall choose one of their members to preside at the meeting.
15. The Council may go into private session at any time, and a member of the Council will record the business and proceedings of that part of the Council business. The record of the private session will become part of the record of the meeting. The Chairman and the Chief Executive Officer as required following such a private session will act on decisions taken by the Council.
16. At a meeting of the Council every Act of the Council and every question coming before the Council shall be determined by a majority of votes of members including the Chairperson present and voting in relation to the act or question and in the case of a equal division of votes on any act or question arising at a meeting of the Council (other than the election of the Deputy Chairperson) the Chairperson or other person presiding at the meeting shall have a second or casting vote.

Appointment of Deputy Chairperson and Committees

17. The Council shall from time to time appoint a Deputy Chairperson in accordance with terms of Article 4 of Schedule 1 of the Education for Persons with Special Educational Needs Act 2004.
18. The Council, in accordance with the Section 33 of Education for Persons with Special Educational Needs Act 2004, may establish Committees to assist and advise it in relation to the performance of any of its functions. A Committee established by the Council may include or consist of persons who are not members of the Council but who have particular expertise in relation to the field of Special Educational Needs.

19. Committees appointed by the Council shall consist of a Chairman, Secretary and Members. The Secretary will normally be a member of the Executive. Minutes of Meetings will be prepared and circulated in advance of the next Council Meeting via the Chief Executive Officer.
20. The Chairman of a Committee shall report the minutes of meetings to the Council via the Chief Executive Officer for inclusion in the Agenda of the next ordinary meeting of the Council. The minutes of the Committee shall be distributed to Council Members with the Agenda of the next Ordinary Meeting in accordance with Standing Orders.

Minutes

21. Minutes of the proceedings of all meetings of the Council shall be drawn up. The names of all members present at a meeting of the Council shall be recording in the minutes of the proceedings of the meeting.
22. For the purposes of recording the minutes of the meeting the Chief Executive Officer shall nominate a member of staff to take and prepare such minutes.
23. The Minutes of Council Meetings will be presented to the Council by the Chief Executive with the Agenda for the next ordinary meeting. The record will not be a verbatim account, but will record accurately the business of the meeting and the collective decisions and opinions of the Council.
24. At each Ordinary Meeting the Council shall adopt the minutes of the previous Ordinary Meeting with or without amendment. The minutes will then be signed by the Chairperson and the CEO and retained by the Executive as the permanent official record of the meeting.

Confidentiality

25. All proceedings of the Council and business of the Council shall be deemed as confidential and not for public comment unless specifically approved by the Council. In this regard the Council may approve as officials spokespersons for the Council, various Council Members or Executive Members from time to time. Detailed happenings of any meeting will not be disclosed or commented on.
26. All documents relating to the business of the Council are deemed to be confidential.

Chapter 1- Annex B

Schedule of Reserved and Delegated functions - reviewed and agreed by NCSE Council Dec 2015

1. The Code of Practice for Governance of State Bodies 2009 requires that Council should have a formal schedule of matters specifically reserved to it for decision to ensure that direction and control of the body is firmly in its hands.
2. The Code specifically requires that the following should be reserved functions
 - significant acquisitions, disposals and retirement of assets of the State Body or its subsidiaries; the schedule should specify clear quantitative
 - thresholds for contracts above which Council approval is required;
 - major investments and capital projects;
 - delegated authority levels, treasury policy and risk management policies;
 - approval of terms of major contracts;
 - in non-commercial State Bodies, compliance with statutory and administrative requirements in relation to the approval of the number, grading, and conditions of appointment of all staff;
 - approval of annual budgets and corporate plans;
 - production of annual reports and accounts;
 - appointment, remuneration and assessment of the performance of, and succession planning for, the Chief Executive; and
 - significant amendments to the pension benefits of the Chief Executive and staff (which may require Ministerial approval).
3. The following list of reserved functions of Council and delegations to the NCSE Chief Executive was agreed by NCSE Council at its 53rd meeting on 19th May 2010 and reviewed and amended at its 92nd meeting in Dec 2015.

SCHEDULE OF RESERVED FUNCTIONS OF THE COUNCIL

(Relevant paragraph of the Code of Governance Practice shown in brackets)

As approved by Council 19th May 2010 and amended Dec 2015

1. Determination of NCSE Policy and the issue of policy directives to the Executive.
2. Determination of communication policy and strategy
3. Assessment of the performance of the Chief Executive /Performance Management of the CEO. (2.1)
4. Determination of succession planning for the post of Chief Executive (2.1)
5. Appointment of CEO and of staff reporting directly to the CEO.
6. Approval of delegated authority levels (2.1)
7. Terms and Conditions of employment of staff subject to appropriate approvals as per EPSEN Act 2004
8. Determination of ethical procedures to be put in place to deal with post resignation/retirement employment, appointment and/or consultancy of its Directors and employees by the private sector and to ensure these are monitored and enforced(2.6)
9. Annual declaration to the Minister that the Authority has a system of internal financial control in place (2.4)
10. Approval of and opening/closing of bank accounts.
11. Purchase and disposal of land or property.
12. Acceptance of gifts as per EPSEN Act, 2004
13. Approval of proposals and terms and conditions for all major investments and capital projects including purchases of services, equipment and materials over €50,000 in value exclusive of VAT, ensuring alignment with medium to long term goals(2.1 and 2.5)
14. Approval of disposal of assets (valued at €100 or more) to Directors, staff or related persons (18.5)
15. Approval for the disposal and retirement of assets, including related terms and conditions, at or above the value of €50,000 (2.1 & 18)
16. Determination of procedures for maintaining an appropriate relationship with the external auditor(2.9)
17. Annual determination of the effectiveness of the Authority's system of internal controls, including financial, operational and compliance controls and risk management (10.1)
18. Approval of the formal charter for the internal audit of the Authority (10.3)
19. Determination of person, other than the Chief Executive, to whom the Head of Internal Audit/Internal Audit Function should report (10.3)
20. Preparation and adoption of a strategic plan for a period of 3-5 years ahead(2.12/2.14)
21. Approval of Annual Work Plan, Corporate Plans, Annual budgets and Annual Reports and Accounts/Financial Statements(2.1)
22. Approval of Council publications
23. Identification of ways to improve the effectiveness of the Council, following review, which should include required competencies of members(2.17)
24. Appointment of and approval of written constitutions and written terms of reference for the Council Audit Committee and other Council Committees and agreed timeframes for review and update(2.10)
25. Approval of a Code of Business Conduct for directors and employees (5.1)
26. Regulate the procedures to monitor and manage the potential conflicts of interest of management and Council members (2.7)
27. Determination of procedures for employees to raise concerns, in confidence, about possible irregularities in financial reporting, or other matters, and for ensuring proper follow-up of matters raised (2.11)
28. Determination of compliance with all statutory obligations, which will involve all such obligations being identified and made known to the Council(2.3)

29. Approval of the risk management policy and framework for the Authority and oversight and monitoring of its effectiveness(8.1)
30. Approval of a Corporate Procurement Policy Plan and oversight to ensure that the Authority is adhering to EU and national procurement rules(15)
31. Determination and approval of procedures to monitor, report, and enforce the relevant rules and requirements as set by the Department of Finance (17 (1-2))
32. Approval of publicity and marketing campaigns within the agreed communications strategy.
33. Oversight of compliance by the Council with its legal and financial compliance requirements.
34. Approval of Legal Representation and/or initiation of Legal Proceedings.
35. Response to 3rd Party Legal Proceedings/Settlement of Legal Action to be brought to the attention of Council but should not necessarily require advance Council approval as such responses may be required urgently.

Note

Decisions of the Council will be recorded in the minutes of the Council meeting. Where appropriate the Council may provide more detailed directions to the Executive in writing.

DELEGATIONS TO CEO

1. Sanctioning of proposals for purchases up to €50,000 exclusive of VAT (subject to further delegation not exceeding €20,000 exclusive of VAT).
2. Appointment of employees other than those listed in the reserved functions of the Council.
3. Performance Management of staff.
4. Operational Policy, guidelines and decision-making subject to limits prescribed by the Council's reserved functions.
5. Day to day communications within the agreed communications strategy.

