

DUBLIN CHAMBER OF COMMERCE

CODE OF GOVERNANCE

Preamble

This Code contains guidance for the good governance of Dublin Chamber of Commerce (Incorporated) ('the Chamber'). It is intended to act as a Code of Business Conduct for the Chamber's Council Members, Board members and staff. It sets out recommended operating guidelines for the Council, Board and Council's committees to support the effective running of the Chamber.

This Code supplements the Constitution of the Chamber. Words and expressions used in this Code shall have the same meaning as in the Constitution. Where there is any conflict between the Constitution of the Chamber and the provisions of this Code, the Constitution shall prevail.

This Code shall be available on the Chamber's website, in a members' only area, if possible. The Chamber's Annual Report shall refer to this Code, and shall acknowledge compliance in all material respect with its terms, or in the alternative, give reasons for non-compliance.

This Code shall be kept under review by the Board of the Chamber. It may be amended, by agreement with Council, as appropriate, in order to reflect the changing requirements of the Council and the Chamber.

This addition of the Code was approved at the AGM of Dublin Chamber of Commerce held 4th February 2016

1 Roles and Responsibilities of Council

1.1 Role of Council

The key role of Council is to identify and direct the policy and influencing agenda of the Chamber based on listening to, understanding and representing the members of the Chamber (the “**Membership**”) and the Dublin Business Community.

1.2 Key Responsibilities of Council

To set, annually, the policy and influencing objectives of the Chamber with due regard to the Membership, the business environment, locally, nationally and globally, and the recent past and potential future of Chamber policy. In fulfilling these functions, Council shall seek to organise its work to ensure Council Members are actively engaged, and that it makes the most of effective use of the time, skills and knowledge of Council Members.

1.3 Council Governance Arrangements

Council shall meet regularly to ensure it has full and effective input to Chamber policy. Council will agree an annual programme of work at the commencement of each Council year. This work programme will include a schedule of Policy Taskforces which will cover the main policy themes identified by Council. Each Council Member is required to participate in at least one Policy Taskforce. The Policy Taskforces will also include non-Council Members.

The Chairs of each Policy Taskforce will be chosen by the Nominations Committee (see clause 6.4) from the Council Members.

The Policy Taskforces shall supply Council in a timely manner with information of sufficient quality to enable Council Members to assess the Taskforces’ recommendations and to direct the policy of the Chamber.

2. Role and Responsibility of Council Members

2.1 Role of Council Members

Council Members shall seek to:

- Represent the collective interests of the Membership and act reasonably in the best interests of the Chamber and its Membership;
- Make objective assessments and contributions in relation to the policies of the Chamber;
- Challenge as appropriate with a view to enhancing decision-making and policy development;
- Bring their business acumen and experience to bear for the benefit of the Chamber and to inform the Council’s decision-making;
- Communicate, both internally and externally, the Chamber’s vision and mission;
- Use their contacts and resources to increase the Membership;
- Enhance the Chamber’s influencing strategy;
- Assist in carrying out the collective responsibilities of the Council, including by serving on a Policy Taskforces;
- Propose and elect candidates for officers of the Chamber, in particular the Deputy Vice-President, in accordance with the procedure specified in Appendix 1;

- Attend and actively contribute to the Council meetings;
- Represent the Chamber as appropriate, in consultation with the President, and, subject to confidentiality obligations, communicate any relevant information/developments to Council;
- Be well briefed on Chamber activities and policies;
- Support 6 Chamber events both personally and corporately;
- Actively promote the vision of the Chamber as the leading voice of Dublin business.

2.2 Induction

Each Council Member will seek to uphold the values and objectives of the Chamber, and give adequate time and energy to the duties of being a Council Member. Each Council Member shall acknowledge this in writing, and agree to use reasonable endeavours to comply with the requirements of this Code.

As soon as possible following their appointments, all new Council Members, including co-optees, shall receive an induction during which they shall be advised about the Chamber's key policies and work programme and the provisions of this Code. They shall also be invited to meet key Chamber staff and the Honorary Officers of the Chamber.

Each Council Member shall on an annual basis complete and sign a declaration of Fitness to Serve as a Council member of the Chamber in the form attached at Appendix 2 hereto or as such form may be amended by the Board from time to time.

2.3 Conflicts of Interest

Council Members should identify and promptly declare any actual or potential conflicts of interest. Such declarations should be made at the meeting at which the matter is discussed and should be recorded in Council minutes. Where a material conflict of interest arises, the Council Member concerned should not participate in discussions nor, may the Council Member participate in any vote in respect of any contract in which he or she has an interest. He or she should also offer to withdraw from the meeting, and Council shall decide if this is required. Where a Council Member has a major or ongoing conflict of interest, she or he should offer to resign from the Council, or step aside as appropriate. A Council Member shall be deemed to have resigned if he or she is requested in writing by a majority of the Nominations Committee to do so.

3. Operating Guidelines for Council

3.1 Council Composition

The composition of the Council is provided for in the Chamber's Articles of Association.

The CEO may attend Council meetings, as required, in an *ex officio* capacity in the role as representative of the executive management team, but shall not have voting rights. Other members of the executive management team may be asked to attend Council meetings or part of them, from time to time, to provide greater detail on specific operational, policy or agenda items. Staff of the Chamber may not become Council Members.

3.2 Council Meetings

Council shall seek to convene between 6 and 8 Council meetings in each Presidential year.

Meetings shall be held on the second Tuesday of the month, commencing at 07.45hrs. Meetings are scheduled to continue for at least an hour and a half, but from time to time it may be necessary for meetings to be extended to allow sufficient time for discussion of issues in an appropriate manner.

3.3 Agenda Setting

At the commencement of each Presidential year, the CEO, in consultation with the President, shall prepare an indicative list of items for discussion at Council meetings.

The President shall meet with the CEO in advance of each Council meeting to further develop the agenda for the meeting. In agreeing the agenda, the President and CEO shall confirm the members of staff required to attend the Council meetings and for which agenda items.

In framing the agenda, care shall be taken to ensure the agenda allows Council time and opportunity to discuss current business issues.

The draft agenda shall, where possible, be circulated to Council Members at least 7 days in advance of each meeting. Council shall be invited to request items to be placed on the agenda.

Supporting material shall be circulated with the draft agenda to provide background to any topics included, such as minutes of previous meetings, approved minutes of committee meetings, management accounts and relevant reports.

3.4 Minutes of Meetings

Draft minutes which properly reflect the deliberations of Council shall be circulated for comment as soon as practicable after each Council meeting.

4. Responsibilities and Role of the Board of Directors

The composition of the Board is provided for in the Chamber's Articles of Association

4.1 Responsibilities of the Board of Directors

The key role of the Board of the Council is;

- To provide efficient and effective controls for the Dublin Chamber.
- To provide strategic direction for the business of the Chamber with the aim of implementing the policy and influencing objectives, membership and services of the Chambers.
- To oversee and be responsible for the Chamber's executive function.

Key Responsibilities of the Board

The responsibilities of the Board of the Chamber are categorized under two headings, its strategic function and its oversight function.

Strategic Functions

The strategic functions of the Board are to:

- Set the strategic direction for the business of the Chamber, consistent with the Chamber's vision and expressed mission;
- Set and approve operational policies and monitor performance against them;
- Approve, review, revise as necessary and monitor the implementation of the Chamber's three year rolling business plan on a regular basis;
- Once a year, formally review the strategic direction of the Chamber, in conjunction with the executive management of the Chamber, and use the results to inform positive change and innovation;
- Direct the affairs of the Chamber to ensure it is solvent, well-run and delivers the outcomes for which it has been established;
- Encourage and enable the engagement of key stakeholders in the Chamber's strategic planning, policy-making and decision-making.

Oversight Functions

The oversight functions of the Board are to:

- Ensure the CEO and the executive management team has sufficient delegated authority to discharge their duties. Such delegation shall set clear limits on matters such as expenditure, authority and decisions that can be made. Such delegations shall be recorded in writing, in Board minutes, terms of reference for committees or in staff job descriptions;
- Approve, monitor and review organisational performance;
- Ensure adequate resources are in place, through the annual budgetary process and annual review of the business plan, to enable the Chamber achieve its objectives and that those resources are used effectively in the management of the Chamber;
- Receive regular updates from Policy/ Taskforces and the executive team to ensure the objectives of the Chamber are achieved;
- Deal with the appointment of the CEO and plan and manage the process for an orderly succession;

4.2 Role of Board Directors

- To act in the best interests of the Chamber and its Membership;
- Ensure that the affairs of the Chamber are conducted in accordance with company law and all other laws, appropriate principles of corporate governance and this Code;
- Make objective assessments and contributions in relation to the strategy, policies, performance and resources of the Chamber;
- Challenge as appropriate with a view to enhancing the decision-making of the Board. Bring their business acumen and experience to bear for the benefit of the Chamber and to inform the Board's decision-making;
- Assist in carrying out the collective responsibilities of the Board, including by serving on a committee where required;
- Attend and actively contribute to the Board's meetings;
- Represent the Chamber as appropriate, in consultation with the President, and, subject to confidentiality obligations, communicate any relevant information/developments to the Board;

A period of time may be allocated, by prior arrangement with the President, either at the start or end of Board meetings, at which only Board members are present, to allow particular issues relating to the executive staff of the Chamber to be freely discussed.

4.3 Conflicts of Interest

Any Director should identify and promptly declare any actual or potential conflicts of interest. Such declarations should be made at the meeting at which the matter is discussed and should be recorded in minutes. Where a material conflict of interest arises, the Director concerned should not participate in discussions nor, may the Director participate in any vote in respect of any contract in which he or she has an interest. He or she should also offer to withdraw from the meeting, and the Board should decide if this is required. Where a Director has a major or ongoing conflict of interest, she or he should offer to resign from the Board, or step aside as appropriate. A Director shall be deemed to have resigned if he or she is requested in writing by a majority of the Nominations Committee to do so.

4.4 Directors and Officers Insurance

The Board shall use reasonable efforts to ensure that an appropriate D&O liability insurance policy is in place for the benefit of the Chamber's director and officers.

5. Roles and responsibilities of Honorary Officers

5.1 Role of the President

General

- Represent the Chamber at events;
- Liaise with key stakeholders and influencers;
- Lead Chamber delegations to Government Departments and Ministers;
- Lead international delegations;
- Be a general advocate for the Chamber;
- Be available for media and public relations activities;
- Ensure the Chamber complies generally with this Code.

Regarding the Membership

- Lead Chamber for the year of Presidency;
- Listen to and reflect members' concerns and represent the collective interests of the membership;
- Address members at key Chamber events;
- Act as advocate for the Chamber and Chamber policies;
- Ensure the efficient conduct of business at the Chamber's General meetings;

Regarding Council

- Lead Council for year of Presidency;
- Chair Council meetings to agreed agenda to achieve efficient meeting outcomes;
- Ensure committee Chairs are in place at start of the Presidential year and are fully briefed on objectives and expected outcomes;
- Ensure committee Chairs report at timely intervals to Council meetings;
- Encourage Council Members' compliance with their role;
- In consultation with the Council, appoint Chamber representatives to external bodies.

Regarding Board

- Chair Board meeting for year of Presidency.
- Encourage and promote the Board's and each individual Director's compliance with the Companies Act, this Code of Governance and their fiduciary duties generally.
- Ensure that the roles and responsibilities of the Board are fulfilled in the best interests of the whole Membership of the Chamber.
- Liaise with Council on behalf of the Board.

Regarding Taskforces and Committees

- Chair Board meetings in accordance with the agreed agenda to achieve efficient meeting outcomes;
- Be a member of the Nominations, Audit and Remuneration committees;
- Chair Nominations Committee.

Regarding CEO

- Guide, counsel and advise the CEO;
- Set annual performance targets with CEO, in conjunction with the Remuneration Committee;
- Meet regularly with CEO to review Chamber performance against the Chamber's rolling business plan and agreed key performance indicators and the CEO's performance.

5.2 Role of the Vice - President

The role of the Vice - President of the Chamber is to:

- Support the President in the performance of his or her role;
- Prepare for his or her Presidential year.

5.3 Role of the Deputy Vice -President

The role of the Deputy Vice - President of the Chamber is to support the President in the performance of his or her role.

5.4 Role of the Honorary Treasurer

The Honorary Treasurer is a member of Council, the Board and the Audit Committee of the Chamber. The key functions of the Honorary Treasurer are to:

Financial Control and Monitoring

- Support the CEO and Head of Finance in their financial management and control functions;
- Review the monthly financial report before reporting to the Board;
- Review the detailed monthly breakdown of membership subscriptions and propose for consideration and action by the Board remedial action/s required;
- Report to Board at each Board meeting with a summary financial statement of affairs and balance sheet.

Reporting Procedures and Accounting Policies

- Review the monthly management reports format and proposing, if appropriate, alternative formats;
- Devise, in consultation with the CEO and Head of Finance, an accurate forecast report of the year end outcome at the end of each quarter;
- Review financial control procedures operating within the Chamber in accordance with best accountancy practice;
- Reviewing current accounting policies of the Chamber in advance of the year end audit and proposing any relevant and useful changes.

5.5 Role of the Chief Executive Officer

The CEO has responsibility for the day to day delivery of the Chamber's strategic plan.

The CEO will provide leadership and direction, and co-ordinate all activities of the Chamber, in accordance with the Chamber's vision, mission and strategy, as approved by Council. The CEO will carry out the business of the Chamber efficiently and effectively, will safeguard the Chamber's assets, and seek to achieve the key performance indicators set out in the Chamber's annual business plan. The CEO shall represent the Chamber in a professional manner.

The specific responsibilities of the CEO are:

Regarding Members

- To liaise with Chamber members through all Chamber activity;
- To actively recruit members to the Chamber and to encourage retention and engagement;
- To promote new member services;
- To represent the views of members in line with Chamber policy;
- To front Chamber activity as required, in consultation with the President.

Regarding President and Council and Board

- To support the President in fulfilling the Presidential role;
- To keep the President informed of all material matters on an ongoing basis;
- To support all Council Members in fulfilling their roles;
- To develop draft strategic and annual business plans for approval by the Board and to work, with the guidance and support of President and the Board, to implement such plans;
- To accompany the President, Council Members or Directors on key external stakeholder meetings as appropriate;
- To report to the Council and the Board at each meeting on the business of the Chamber, including periodic reports on performance against the annual business plan;
- To ensure fiduciary and governance protocols are addressed;

Regarding Honorary Treasurer and Executive Committee

- To ensure timely presentation of accounts;
- To report effectively on the business of the Chamber, highlighting any concerns/issues in a timely fashion;
- To ensure financial audit is completed and all procedures adhered to.

Regarding the Chamber Staff

- To provide inspiring leadership to the Chamber staff ensuring delivery of the Chamber's strategic objectives;
- To ensure a performance-oriented culture is and ethos is established and maintained in the Chamber for all staff;
- To ensure services are delivered to highest possible standard;
- To provide administration, human resources and office system leadership.

Regarding External Bodies

- To professionally represent the Chamber as required, by agreement with the President, and seek to advocate and protect the Chamber's interests as required;
- To be the primary media spokesperson for Chamber's messages;
- To liaise with Chambers Ireland and other Chambers, both in Ireland and elsewhere.

5.6 Role of the Secretary

The Secretary of the Chamber is appointed by the Board and reports directly to the President on business of the Council and the Board. The role of the Secretary is:

- To procure, in conjunction with the CEO, that advice and guidance is provided to Council and the Board on obligations arising under the Chamber's Articles of Association, company law, and other laws and regulations, including health and safety requirements;
- To act as the Chamber's principal legal and compliance officer;
- To co-sign, along with the President, the Chamber's annual return and certify, along with the President, copies of the documents to be annexed to the Annual Return as being a true copy;
- To maintain the statutory books of the Chamber;
- To ensure that all statutory forms, including the annual return, the director and auditor reports are filed promptly with the Registrar of Companies;
- To ensure the Chamber's AGM is held within the time limits specified;
- To ensure that any registers that need to be inspected by Council Members, Directors or Chamber members are available;
- To make minutes of Board meetings available to the auditors;
- To be accountable to the Board of the Chamber;
- To advise the Board annually on the availability of D&O liability insurance and the level of cover afforded by such policy.

6. Terms of Reference for Taskforces and Committees

6.1 Terms of Reference

Terms of reference for each policy taskforce and committee (together hereinafter referred to as “committees”) shall be approved by the Board or the Council, as appropriate dependent on which body establishes the committee. The relevance of each committee shall be assessed regularly in the context of the Chamber’s strategy, what the committee should expect to achieve; what its key priorities shall be; and how the success of the committee shall be measured.

As part of the terms of reference, a timetable for the committee to achieve its objectives shall be agreed, and for interim and final reporting back to Council and/or the Board (as the case may be).

Minutes of meetings of each committee (save those of the Remuneration Committee) shall be made available to the Board and/or Council (as appropriate) in a timely manner for its information. Minutes of the Remuneration Committee shall remain confidential to that Committee. Minutes shall be preserved and be available for reference for subsequent members of the same and other committees.

The Chair of each committee shall report to Council and/or the Board (as appropriate) on its work at least once in each Presidential year.

6.2 Role and Responsibilities of Chairs of Committees

Every committee shall, unless otherwise agreed by Council or the Board (dependent on which body establishes the committee), be chaired by a Council Member.

The Chair of each committee shall:

- Prepare draft terms of reference for the committee for approval by Council or the Board (as the case may be);
- Lead the work of the committee in accordance with the terms of reference;
- Engage as appropriate with the members and key stakeholders in relation to the work of the committee;
- Encourage the use of suitably qualified or experienced Chamber members on committees where possible;
- Save in respect of the Remuneration Committee, report in each Presidential year to Council and/or the Board (as appropriate), and bring back to the committee the Board’s or Council’s views for further consideration.

6.3 Proceedings at Committees

Chairman

If at any meeting of the committee the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, members of the committee present may choose one of the members present to chair the meeting.

Secretary

The Secretary of the committee (generally a member of the Chamber’s executive staff) shall be appointed by the Chairperson at the first meeting of the Committee.

Meetings

Save where specific meeting schedules have been specified, committees shall meet as often as may be required in order to achieve their objectives. Where possible, meetings shall be convened by not less than seven days' notice. An agenda of the business proposed for the meeting shall be circulated with the notice.

Quorum

The quorum for meetings of a committee shall be three.

A member of the committee must be present in person and, for this purpose, a member of the committee participating in a meeting by means of a conference telephone call or other telecommunications equipment whereby all the persons participating in the meeting can hear each other speak shall be deemed to constitute presence in person.

Voting

Issues arising at any meeting of a committee shall be determined by a simple majority of votes of the members present and voting. Where there is an equality of votes, the Chairperson of the sub-committee shall have a second or casting vote.

Minutes

The secretary of the committee shall be responsible for keeping minutes of all meetings of the committee, including a record of attendance thereat.

Attendance at Meetings

A committee may require any executive of the Chamber to attend all or part of a meeting.

Reports to the Council/Board

Each committee shall report through its Chairperson. Save in respect of the Chairperson's annual report, reporting shall be by circulation of signed minutes of the meetings, unless otherwise required by Council or the Board (dependent on which body established the committee).

6.4 The Nominations Committee

The Nominations Committee will be comprised of the President, Vice President, Deputy Vice President, Immediate Past President and Honorary Treasurer. The CEO will be an ex officio member of the Nominations Committee.

The Nominations Committee

Role and Responsibilities will be as follows;

- To select for approval by Council a minimum of two and a maximum of six co-optees each year to be appointed to the Council for a period of up to 2 years.
- To select for approval by the Board a minimum of five and a maximum of seven members of the Board of Directors from the Chairs of the Council Taskforces.
- To select for Council approval, the replacement members of Council where a Council Member retires or vacates their Council membership before the end of their term on Council.

6.5 Audit Committee

There shall be formal and clear arrangements for considering how the Board should apply financial reporting and internal control principles and for maintaining an appropriate relationship with the Chamber's auditors. This shall be delegated by the Board to the Audit Committee.

Composition of the Audit Committee

The Audit Committee shall be appointed by the Board and shall consist of at least four Council Members. Its members shall include the President, the Vice – President, the Treasurer and one other Council Member, who shall not be an Honorary Officer, and who shall chair the Audit Committee. Council shall satisfy itself that at least one of member of the Audit Committee has recent and relevant financial experience.

Role of Audit Committee

The Audit Committee shall play an important role in underpinning the integrity of the financial reporting and shall make a significant contribution to the control environment within the Chamber and to the corporate governance arrangements of the Chamber. The Audit Committee shall assist and, where relevant, make recommendations to the Board on the following matters and shall:

- Discuss and agree with the external auditors before the audit commences the nature and scope of the audit;
- Discuss with the external auditors at the completion of the audit their evaluation of the systems of internal control, their overall experience during the audit and their problems, if any, in completing the audit and adhering to the audit timetable;
- Review the accounting principles and practices adopted in the preparation of the annual financial statements;
- Consider and recommend the financial statements to the Board for approval;
- Consider and discuss with the external auditors their management letter, including the responses of management;
- Agree the policy for authorising claims for expenses from the CEO and the President;
- Consider any other matters the external auditors may wish to raise at any time;
- Consider the system of internal control (including financial, operational, statutory compliance and risk management) established by management and review its effectiveness in ensuring that transactions are executed in accordance with authorisation, that assets are safeguarded, that fraud is prevented and that proper financial records are maintained;
- Consider annually whether there is a need for an internal audit function;
- Review arrangements by which staff of the Chamber may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, with the objective of ensuring that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up;
- Have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditors, and the audit fees;
- Ensure the Chamber's Annual Report explains to members how, if the auditor provides non-audit services, auditor objectivity and independence is safeguarded ;
- Consider other matters, as required by the Board, from time to time;
- Identify the key risks facing the Chamber, assess the level of risk (with appropriate professional advice if required) and make recommendations to the Board with a view to best managing or mitigating those risks;
- Oversee compliance with this Code of Governance, and make proposals to the Board for its amendment and updating.

6.6 Remuneration Committee

There shall be a formal and clear procedure for developing policy on executive remuneration. No executive should be involved in setting his or her own remuneration.

The Remuneration Committee shall have delegated responsibility setting the remuneration for the chief executive and the pay policy for senior management of the Chamber, including pension rights and bonus payments.

The CEO shall bring to the Remuneration Committee proposals for CEO and senior staff remuneration and bonus, and proposals for staff remuneration and bonuses, for consideration by the Remuneration Committee.

Composition of the Remuneration Committee

The Remuneration Committee shall be appointed by the Board and shall consist of the President, the Vice-President, the Deputy Vice-President and at least one other Council Member, who shall not be an Honorary Officer of the Chamber, who shall be the chair of the Remuneration Committee.

Role of the Remuneration Committee

The Board delegates to the Remuneration Committee remuneration issues such as the determination and the review of the remuneration policy (including incentive schemes, pension and other benefits) for the Chamber's CEO and executive management, succession planning, and the appraisal of the role of the CEO.

The Remuneration Committee shall carry out the following duties in relation to remuneration:

- determine and agree the framework or broad policy for the remuneration of the Chamber's CEO and such other members of the executive management team as it is designated to consider;
- In determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Chamber are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Chamber;
- review the ongoing appropriateness and relevance of the remuneration policy;
- approve the design of, and determine targets for, any performance related pay schemes operated by the Chamber and approve the total annual payments made under such schemes;
- determine the policy for, and scope of, pension arrangements for senior executives, having regard to current contractual arrangements;
- ensure that contractual terms on termination, and any payments made, are fair to the individual and the Chamber, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee. The Remuneration Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations in consultation with the President, set the goals for the CEO and appraise the role and performance of the CEO annually.

7. External relationships

7.1 Chamber External Representation

The Chamber is from time to time either invited to, or seeks to nominate representatives to serve on external boards, committees or taskforces. Where the Chamber is so invited, or seeks to be nominated, consideration shall first be given by Council to whether service by a representative of the Chamber on such external body is consistent with and capable of enhancing the profile and strategic objectives of the Chamber. If it is deemed that such representation is in the best interests of the Chamber, due consideration shall be given to ensuring that the person so nominated by Council for appointment as the Chamber's nominee is best placed to use the position to advance the Chamber's strategic objectives in that area. Where possible the nominee shall be a Council Member.

The President shall, where appropriate, circulate to Council details of available appointments and shall request Council Members to declare their interest in being appointed to such positions. The President shall then recommend to Council the names of the individuals to be appointed as the Chamber's nominee.

Such nominees shall, on request by the CEO on behalf of the President, and subject to any confidentiality requirements imposed on such nominees as a consequence of their membership of such external bodies, keep the CEO advised as to any developments in such external bodies as may be relevant to the strategic objectives of the Chamber.

Such nominees shall no longer be entitled to remain as the Chamber's representative on such external bodies where they cease to be either a Council Member or staff member of the Chamber, subject to the Council consenting to any such person remaining in position pending expiry of a term of appointment.

Such nominees are expected to use their representation on external bodies to further the strategic objectives of the Chamber, without, for the avoidance of doubt, prejudicing their fiduciary responsibilities to that body.

Appendix 1

Nomination of Deputy Vice President by Council

The Council of the Dublin Chamber of Commerce nominates a candidate from the Council each year, who will then be proposed to the AGM of the Dublin Chamber of Commerce, for election to the position of Deputy Vice President. The requirements to become a nominee for the position are as follows:

He/she is currently serving on the Council.

He/she has been elected (as opposed to co-opted) onto Council.

He/she will have served a minimum of 3 years on Council by the end of the current year.

He/she has attended a minimum of 50% of Council meetings on average over the 3-year period.

All Council Members who meet the above criteria are eligible to put themselves forward for nomination. No proposer or seconder will be required.

Council Members only shall be eligible to vote. All voters must have attended at least three Council Meetings in the previous year.

The President, at the third last Council meeting of his term, will invite Council Members to put their names forward for nomination to the post of Deputy Vice President. The names of those being put forward are to be given directly to the President.

The Nomination for Deputy Vice President will typically take place at the second last meeting of the Council of that year.

A biography/vision or manifesto statement from each candidate will be circulated to Council Members two weeks before the voting meeting. Candidates may commence lobbying for support as soon as they have declared. Candidates will have an opportunity to engage with Council for 10/15 minutes in presentation and/or Q&A format at the voting meeting.

These procedures are to be reviewed every three years.

A confidential ballot will take place during the course of the Council meeting. Each Council Member will have one vote. Postal votes will be accepted from Council Members unable to attend the council meeting. Council Members who are unable to attend should request ballot papers prior to the Council meeting and return same to the offices of Dublin Chamber of Commerce, 7 Clare Street, Dublin 2, no later than 5pm on the evening preceding the day of the Council meeting.

Two scrutineers will be appointed by Council to oversee the Nomination procedure and voting.

In the event of a tie, the President will have a second or casting vote, same to be submitted to the scrutineers in a sealed envelope prior to the vote, only to be opened in the event of a tie.

The President will inform the candidates of the outcome of the vote, following the meeting, and the Council will be informed thereafter.

Appendix 2

DUBLIN CHAMBER OF COMMERCE

DECLARATION OF FITNESS TO SERVE AS A COUNCIL MEMBER OF THE CHAMBER

Name of Declarant	
Address	

Please tick "Yes" or "No" as appropriate to the following statements relating to your personal status / status of your organisation

No.	Question	Yes	No
1.	Have you ever been convicted of a criminal offence?		
2.	Have you ever been sentenced to a term of imprisonment?		
3.	Have you, or a director or partner of a related entity been found guilty of corruption, money laundering or fraud?		
4.	Have you, or a director or partner of a related entity, been convicted of any offence concerning professional conduct by a judgment which has the force of res judicata or been guilty of grave professional misconduct in the course of their business?		
5.	Have you, or a director or partner of a related entity failed to comply with obligations relating to the payment of taxes or social security contributions in Ireland or in any other state?		
6.	Have you or a director or partner of a related entity been guilty of serious misrepresentation in providing information to a public buying agency?		
7.	Have you or an entity to which you are related, failed to comply with any order(s) of the High Court or any other court(s)?		
8.	Have you, or an entity to which you are related, been adjudicated bankrupt or been wound up, or had its affairs administered by the court or entered into an arrangement with creditors or suspended business activities or has been in any analogous situation arising from a similar procedure under national laws and regulations (whether in this jurisdiction or another).		
9.	Have you, or an entity to which you are related, been the subject of proceedings for declaration of bankruptcy, for an order for compulsory winding up or administration by the court, or for an arrangement with creditors, or of any similar proceedings under national laws and		

No.	Question	Yes	No
	regulations (whether in this jurisdiction or another).		
10.	Are you, in a personal capacity, involved in any litigation or are you aware of the existence of any disputes which are likely to give rise to litigation, in which you will be involved in a personal capacity, in the coming year?		
11.	Is an entity to which you are related currently either involved in any: (a) litigation which could be damaging to the Dublin Chamber of Commerce by virtue of your association with it; or (b) disputes which are likely to give rise to litigation, which could be damaging to the Dublin Chamber of Association by virtue of your association with it, in the coming year?		
12.	Are you aware of any circumstances which may compromise your financial standing in the coming year?		
13.	Are you aware of any other circumstances which could give rise to a situation which would be damaging to the Dublin Chamber of Commerce by virtue of your relationship with it?		

I hereby declare that the information declared herein is true and accurate and I confirm that if there is a material change in the next 12 months in my circumstances which should cause me to alter or amend this declaration, I will bring such change to the attention of the executive of the Dublin Chamber of Commerce.

Signed: _____ Dated: _____

For the avoidance of doubt, an individual will be deemed to be related to an entity in circumstances where he or she;

- (a) currently is, or has been within the last 5 years, a partner, director, executive officer or employee in that entity; **or**
- (b) currently holds, or has held within the last 5 years, a shareholding in excess of 20% in that entity; **or**
- (c) is the spouse, civil partner, parent, brother, brother-in-law, sister, sister-in-law or child or a person who currently is, or has been within the last 5 years, a partner, director or executive officer in that entity; **or**
- (d) is the spouse, civil partner, parent, brother, brother-in-law, sister, sister-in-law or child or a person who currently holds, or has held within the last 5 years, a shareholding in excess of 20% in that entity.