



# Museum of Childhood Ireland

## Músaem Óige na hÉireann

### Terms of Reference for the Board of Museum of Childhood Ireland

Terms of Reference Version Control	
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#### **1. Board Terms of Reference**

A. The Museum of Childhood Ireland (hereafter Museum) is a registered charity and a company limited by guarantee. The Trustees are jointly and severally responsible for the overall control and strategic direction of the company, in accordance with the Constitution (the governing document) and other relevant legal and regulatory requirements and the principles contained within the Charities Regulator Code.

#### **2. Membership of the Board**

A. The Board of Trustees is responsible for the recruitment and appointment of Trustees and for determining the number of Trustees. Board appointments will normally be made for a three year period.

B. The Trustees shall elect a Chair of the Board.

C. The Membership of the Board is a maximum of 12 Trustees. Additional individuals may attend and participate in meetings at the discretion of the Chair but will not have voting rights.

#### **3. Meetings**

A. There are normally 9 Board meetings annually. Any Trustee may call a meeting in line with the Board standing orders.



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- B. Papers for consideration by the Boards should be circulated not less than four working days before each meeting.
- C. There shall be a written record of each meeting, agreed by the Board at the subsequent meeting. A quarterly update from Board meetings will be published on the Museum's website.
- D. The quorum for a Board meeting is set at 50% of the current membership, one of whom should be the Chair, or in their absence a Trustee appointed by the meeting to chair on that occasion.
- E. Decisions will primarily be taken by consensus, but any member of the Board may request a vote with the support of another Trustee. Should the vote be tied, the Chair of the meeting, shall have the casting vote.

#### **4. Committees and delegations**

- A. The Board may set up Committees and specify which Trustees should serve on those Committees and whether co-optees should be asked to serve. The Board may also delegate any of its powers to a Committee.

#### **5. Trustees roles and responsibilities**

- A. The Memorandum and Articles of Association set out the Museum's objects, the activities it may undertake to deliver those objects and the powers and duties of the Directors. The Directors must exercise their powers in strict accordance with the Memorandum and Articles and should also endeavour to reflect best practice in governance.

In summary, the roles and responsibilities of the Trustees, as members of the Board, are as follows:



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- ❖ To act in the best interests of the Museum at all times and for the benefit of present and future beneficiaries, in accordance with the Museum's articles of association (Articles).
- ❖ To promote and sustain the Museum's assets and resources.
- ❖ To ensure the solvency and effective management of the Museum.
- ❖ To ensure personal familiarity with the Articles, other regulatory and legal requirements, governance expectations and operational processes.
- ❖ To ensure compliance with all legal and regulatory requirements relevant to the Museum's activities, for example in relation to health and safety, data protection and child safeguarding.
- ❖ To agree the strategic direction of the Museum, and arising from that an annual plan that is resourced, monitored and evaluated.
- ❖ To ensure that minutes are kept recording the key issues and the decisions of meetings of the Board and any Committees.
- ❖ To ensure that there are effective controls in place to monitor and review regularly the Museum's finance and administration systems.
- ❖ To ensure that appropriate records relating to accounts and financial matters are maintained in the required manner and that they are independently audited and filed appropriately.
- ❖ To ensure that all risks to the Museum and its assets are identified and appropriate steps taken to mitigate those risks.
- ❖ To ensure that all fundraising activity and expenditure is undertaken in an ethical manner.
- ❖ To ensure that there is no personal profit from the office of Trustee.

### **6. Expectations of Board Trustees**

- A. Trustees are expected to attend Board meetings and meetings of any Committee of which they are a member, to prepare fully for those meetings, to engage actively in



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discussion and decision making, to accept collective decisions that have been taken, to exercise collective responsibility and to respect confidentiality where required. Trustees should also be prepared to provide advice and support where necessary between meetings.

- B. Board Trustees may be expected to participate in annual appraisals of performance, carried out by the Chair.

### **7. Conflicts of interest**

- A. Trustees are required to declare any conflicts or potential conflicts of interest on an annual basis; these will be recorded on the register of interests.
- B. If a Trustee identifies a potential conflict arising from an agenda item or paper at a forthcoming Board or Committee meeting, this should be flagged in advance with the Chair; the Chair may ask the Trustee to leave the room or not participate when the item is discussed.

### **8. Review**

- A. The Board will review the Terms of reference every second year or earlier than that if necessary.