



Williams Syndrome Ireland

WSI Code of Conduct Policy

WSI Governance

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1. Introduction

As defined by the Common Law and the Charities Act all charity Trustees or Committee members must comply with the following requirements;

- Ensure that the Association complies with WSI's governing document ie. the WSI Constitution
- Ensure that WSI is carrying out its charitable activities for the public benefit
- Act in the best interests of WSI
- Act with reasonable care and skill
- Manage the assets of WSI
- Make appropriate investment decisions
- Ensure WSI is registered with the Charities Regulator
- Ensure that WSI keeps proper accounts
- Ensure that WSI prepares and furnishes financial accounts to the Charities Regulator
- Ensure that WSI prepares and furnishes an annual report to the Charities Regulator
- Ensure that the Charities Regulator is informed in the event of fraud or theft
- Ensure that WSI complies with the directions of the Charities Regulator

In addition all Committee Members must read the WSI Code of Conduct and sign to indicate that they will abide the the code while working on Committee.

2. Roles on WSI Committee

The Roles on Committee are clarified as follows:

2.1. Chairperson

The fundamental role of the WSI chairperson is to preside over meetings of the organization. In addition the WSI Chairperson has the following responsibilities:

- Chair meetings
- Provide leadership and ensure the effective operation of the Committee.
- Ensure that decisions made at meetings are followed up and implemented at subsequent Committee meetings.
- Work closely with other members of the Committee as required.
- Sign and certify the annual accounts for the organisation.

WSI requires that an effective Chairperson is one who:

- Does not dominate meetings
- Listens to all members of the Committee
- Encourages and facilitates each member of the board to participate



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- Is able to direct the meeting in such a way that all views are heard without the meeting becoming bogged down on one item
- Is impartial in letting all views be heard.

The WSI Committee will nominate another senior member of the Committee to act as Chairperson in the absence of the Chairperson in any particular meeting.

2.2. Secretary

The fundamental role of the WSI Secretary is to keep accurate minutes of Committee and AGM meetings and to manage the day to day operations of WSI.

The responsibilities of the WSI Secretary are as follows:

- Plan Committee Meetings in association in the Chairperson
- Organize the logistics of meetings
- Take and distribute minutes
- Deal with Committee correspondence.

In addition the WSI Secretary will:

- Handle all WSI Correspondence
- Monitor the contacts from the public and other third parties via email, post and phone.

2.3. Treasurer

The WSI Treasurer will maintain a financial control of the organisation.

The responsibilities of the WSI Treasurer are to:

- Look after the day to day financial transactions and control
- Work with Committee to prepare budgets
- Prepare and present understandable financial reports at the Committee meetings
- Ensure that the financial resources of the organisation meet its needs
- Ensure that appropriate accounting procedures and controls are in place
- Advise on the financial implications of any new projects
- Prepare the annual accounts
- Present the annual accounts at the AGM.
- Providing the Financial Accounts to the Charities Regulator
- Providing the Annual Report to the Charities Regulator



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- Monitor the associations compliance with the Governance Code
- Flagging governance issues for resolution to the committee
- Providing a Compliance Statement to the Charities Regulator

2.4. Other Committee Members Roles

The WSI Committee members will attend Committee meetings and contribute to decision making. The Committee will where possible distribute the work to every member on the committee while facilitating new members to join the Committee with limited responsibilities in an initial period.

2.5. Associate Committee Members

WSI may also appoint Associate Committee members. This facilitates both new members who would like to learn more about working on Committee and valuable members of the organization who are unable to commit to attending the Committee on a regular basis. In addition adult WSI members who are affected by WS may also attend Committee meetings as Associate Committee Members and in this way directly input to the running of the Association. Associate Committee members will be included in Committee correspondence during the year and be invited to attend Committee meetings but will not have voting rights as per the WSI Constitution. In addition Associate Members may be asked by the Chairman of the meeting to retire where matters confidential to the formal Committee need to be discussed.

3. Supporting New Committee Members

The WSI Committee ensures that there is a regular input of new members to the Committee and actively canvasses its membership in this regard. Members of the Association also have the option to become an Associate Member of the Committee so that they can gain experience in working on Committee at a pace that suits their situation. All new Committee members and Associate Committee members receive the WSI Governance Handbook which provides clear guidance on the structure of WSI and the ways of working of the Committee.

4. Managing Committee Rotation

WSI Officers and Committee members are elected at the WSI AGM. At the September meeting each year prior to the AGM the Committee will review the position of the current officers and committee members. The WSI Committee will actively promote Committee rotation and where possible make recommendations to the AGM prior to the election of officers each year. The committee will actively seek to identify members of the Association who should be invited to join the Committee. In some instances members will be invited to consider joining the Sub Committee initially as this allows for occasional attendance at Committee meetings and provides space for new people to become involved and learn about WSI Committee activities at a pace that suits them. However new members will also be invited to join the WSI Committee where appropriate. The annual review will also consider how positions of WSI Committee officers can be rotated ideally after three years in the same role and the review will also consider the possibility of existing Committee members stepping down where appropriate.



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The WSI Committee is elected by the members who attend the AGM and the rules for these elections are defined in the WSI Constitution (See Annex 1).

5. Committee Ground Rules

The WSI has agreed a set of ground rules which stipulate the behaviour required of all Committee members and volunteers who support our activities. All Committee members must sign up to the WSI Committee Ground Rules. The following is a draft set of ground rules for review.

5.1. Meeting Guidelines

All Committee members will:

1. Members will make every effort to attend the Committee Meetings and flag the Secretary well in advance if you are unable to attend. The Secretary will notify all Committee members well in advance of upcoming Committee meetings as per the constitution.
2. Make every effort to be on time for the meeting and flag the Secretary well in advance if you know that you will be late. This may allow for a re-arranging the agenda
3. Respect the agenda by sticking to the topic being discussed. If an important issue occurs to you flag this for discussion during AOB.
4. Listen actively to others and do not interrupt.
5. Avoid one-on-one side meetings or conversations. This is really distracting. Essential discussion is meant for everyone!
6. Manage your own input – no long speeches. Be clear in thought when you have opportunity to give your opinion.
7. Do not interrupt other participants. Be respectful to others, as you would expect the same for yourself.
8. Treat all discussions as confidential as appropriate and should not be discussed with non-members of the Committee.
9. Support Committee decisions and actions once consensus has been reached.
10. Not leave the meeting after decisions have been made and talk about how your idea was the better one.
11. Treat all members of the Committee with the respect that you expect from your colleagues. Do not introduce personal comments about members or question the motives of participants.
12. Recognise that all members of the Committee and other people who give their time to WSI are volunteers.
13. Make sure that any issues you may have with our events or activities are raised directly in private with the person responsible for the event in a constructive way. Following this discussion bring the issue to Committee if that is necessary.



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5.2. Representing WSI

The Committee is responsible for representing WSI at all association events and other public engagements. In this context all members of the Committee have a responsibility to:

- Act as champions for the association by promoting its work and reputation.

Defend the work of the Committee in discussions with WSI members and volunteers who are not on Committee. Any complaints or criticisms of the work of the Committee should be brought in the first instance to the Committee.

5.3. Confidentiality

All sensitive documentation circulated to the Committee and Associate Committee and all confidential discussions held at Committee meetings will be kept confidential by the members in all circumstances.

5.4. Managing Conflicts of Interest

Conflict of Interest is defined in this instance as a situation in which a member of the Committee may have a personal interest in a decision that comes before the Committee. This may be either because they may stand to personally benefit from the decision or because someone related to them or otherwise personally connected to them stands to potentially benefit from a decision of the committee.

In cases where a potential conflict of interest arises it is the responsibility of each member of the committee to declare the interest to the committee.

The committee will then consider situation and decide if a conflict of interest exists. [If a vote is required then does the member potentially conflicted member have a vote?] If the committee considers that a conflict exists then the member in question withdraws from that part of the meeting concerning the matter conflicted.

The Secretary of the meeting will ensure minutes accurately reflect all related declarations and subsequent decision including the rationale for the chosen course of action.

5.5. Receipt of Gifts or Hospitality

The following rules apply to the offering and reception of gifts by the Committee.

- No gifts or hospitality should be offered or received in the form of cash.
- Gifts of nominal (low) value can both be offered or received in reasonable quantities
- Hospitality of low value (e.g. drinks or a simple lunch), which are extended as a matter of courtesy, are allowed.
- All proposed gifts or hospitality must be approved by the Committee.

5.6. Managing Issues Between Committee Members

All members of the Committee must agree to comply with the guidelines stipulated in this Code of Conduct. Members of the Committee who feel that the code of conduct is not being adhered to should in



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the first instance. If the matter unresolved at this stage then the grievance can be taken up with secretary. If secretary finds that one committee member has not followed our committee rules then the following actions will be taken;

1. The Secretary should speak directly with committee member to advise on the proper procedures required and also ensuring adequate notes of discussion are recorded.
2. If there is no resolution then the Secretary should follow up with an email to member with a reminder of proper procedure that need to be adhered
3. If issue/disagreement can not be resolved it should be formally raised at Committee for resolution Any committee member whole still fails to comply with procedures will forfeit their place on the committee.

5.7. Ground Rules

All new members of the Committee and the Associate Committee should receive a copy of the WSI Governance Handbook well in advance of the first Committee of the coming year. It is the responsibility of the incoming Secretary of WSI to circulate new members with this handbook and to draw the Committee Ground Rules their attention. Prior to the beginning of the first meeting new Committee members should sign up to Committee Ground Rules by signing the Ground Rules Sign Up Form (See Annex 2).

5.8. Ground Rules Review

The Ground Rules will be reviewed by the WSI every three years coinciding with meeting drawn up to review the Vision and Objectives of the organisation.

