

Board of Directors – Summary Terms of Reference

“Good governance in charities is essential. It helps you achieve your charitable purpose and in ensuring that public trust and confidence in your charity and the wider sector is maintained. It involves putting in place systems and processes to ensure that your organisation is managed in an effective, efficient, accountable and transparent way, and achieves its charitable objectives with integrity.”

Charities Governance Code, Charities Regulator, 2026

Approach to Governance

Create’s board recognises its legal duties and is compliant with the Charity Regulator’s *Charities Governance Code*. A statement of responsibilities is included in the organisation’s *Code of Practice and Conduct for Directors and Officers*, the principles of which include loyalty, integrity, disclosure of interests, confidentiality, impartiality, fairness and independence. The Code also includes details of how the board operates.

As non-executive volunteers, the directors have devolved much responsibility to the CEO, as the board’s legal representative, and to the Company Secretary, to ensure compliance. The board is responsible for overall strategy and direction and monitors and supports the executive in achieving the organisation’s goals. The board ensures adequate systems and policies exist for employment, equality, health & safety, data protection and risk management and that the organisation remains compliant in matters of procurement, financial reporting, and quality of service.

The board can have up to 12 members, with 8-10 considered optimal. It can fill vacancies as they arise, otherwise directors are elected at AGM. The constitution provides for one-third to retire at AGM, being the longest serving. The nominal term is 3 years, and a maximum 2 terms applies.

Create welcomes different insights and perspectives to its deliberations and diversity is an important board consideration, in addition to gender, age, ethnicity, as well as experience and qualifications, particularly expertise in the arts, community engagement, diversity and inclusion, and business management and development.

New directors are nominated to enhance the board and are encouraged to help advance the organisation and/or the field of collaborative arts practice rather than representing any particular constituency. Nominees undergo induction into their legal obligations and the company’s operations, strategy and financial performance.

In general terms, a volunteer board member in Create will be expected to:

- attend five board meetings annually (in Dublin) and prepare by reading relevant papers in advance - meetings are usually held on a Tuesday starting at 12:00pm and finishing by 2:00pm. Virtual attendance at board meetings is also possible. Board packs are issued in advance to provide time for preparation.
- contribute to decision-making and share responsibility for the board's decisions and actions – the board retains a schedule of items reserved for decision by the directors and notes the recommendations and determinations of management and their implementation
- represent Create as our ambassador and try to keep up to date with issues relevant to the organisation’s work – events are promoted at www.create-ireland.ie and via regular email newsletters; any formal representation is agreed in advance at board meetings or with the Chair or CEO

- contribute to working groups or committees relevant to your own expertise – for example, groups looking at strategy, HR, governance, or finance which may be time-limited or long-term.