

**Schedule of Matters reserved to the Board of Decision**

Board approval (minuted) is required for the following matters:

**(1) Business purpose and strategic focus**

* Changes to the organisation’s mission and its Constitution
* Strategy statements

**(2) Finance and Risk**

* Annual income and expenditure budget
* Expenditure of a single budgeted item over €X,000
* Expenditure on a single non-budgeted item over €Y,000
* Multi-annual service contracts that have provided for in the annual budget and where the total value of the contract is greater than €Z,000
* Investment policy and investment decisions where the sum involved is in excess of €XX,000
* Reserves policy
* Directors/Trustees Report and the Annual Audited Financial Statements
* The Risk Register and risk mitigation measures

**(3) Employment**

* Appointment of the CEO and the remuneration of the CEO
* New/additional permanent staff posts that increases the organisation’s headcount.
* Employment contracts for management grade and above.

**(4) Board membership and governance**

* Appointment of the Board Chairperson
* Appointment of the Company Secretary. The Company Secretary can only be removed by the Board. The Company Secretary does not have to be a member of the Board of Directors
* The co-option of new board members to fill vacancies that may occur (subject to a limit of four co-opted board members. The appointment of these new board members would be subject to ratification at the next AGM
* The establishment of sub committees of the board and setting the terms of reference of the committees
* Corporate Governance policy and the code of conduct for Board members (the board members’ handbook)
* Compliance with the Governance Code

Approved by the Board on DD/MM/YYYY.