

IPPN

GUIDE FOR BOARD OF DIRECTORS



February 2016

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Vision

Every Principal empowered to be an exemplary leader of learning – every teacher inspired to lead every child's learning

Mission

Supporting & Representing School Leaders Tacaíocht, Misneach & Spreagadh

Values

Respect, Trust & Professionalism

Goals

Supports and Services

- To provide all school leaders with a continuum of personal and professional development appropriate to their leadership role
- To offer professional guidance and networking opportunities to school leaders, enhancing their knowledge, skills and strategies to be effective leaders of learning

Advocacy & Representation

- To be a trusted voice for children's welfare and learning
- To positively influence education policy based on the collective experience and wisdom of school leaders
- To provide leadership to school leaders

Infrastructure & Operations

 To secure independent and sustainable funding to enable ongoing delivery of advocacy and representation and professional supports & services required by school leaders

Strategic Objectives

The current Programme of Work stems from the strategic objectives set out by the Board of Directors

2 PRINCIPALS OF GOOD CORPORATE GOVERNANCE

BOARD LEADERSHIP: Every organisation should be led and controlled by an effective Board of directors which collectively ensures delivery of its objects, sets its strategic direction and upholds its values.

BOARD ACCOUNTABILITY: The directors as a Board should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and complies with all its obligations.

BOARD RESPONSIBILITIES: The Board should have clear responsibilities and functions, and should compose and organise itself to discharge them effectively.

BOARD REVIEW AND RENEWAL: The Board should periodically review its own and the organisation's effectiveness, and take any necessary steps to ensure that both continue to work well.

BOARD DELEGATION: The Board should set out the functions of subcommittees, officers, the chief executive, other staff and agents in clear delegated authorities, and should monitor their performance.

BOARD AND DIRECTOR INTEGRITY: The Board and individual directors must act according to high ethical standards, and ensure that conflicts of interest are properly dealt with.

BOARD OPENNESS: The Board should be open, responsive and accountable to its users, beneficiaries, members, partners and others with an interest in its work.

3 CODE OF CONDUCT FOR BOARD MEMBERS

As a Director of IPPN, I have a legal responsibility to act in the best interests of the organisation. Abiding by this Code of Conduct and the Governance Code for non-profit organisations describes how I will do that. If any of these commitments, cause me to come in conflict with my legal obligations then these latter will take precedence.

3.1 ORGANISATIONAL MISSION & VALUES

As a board member of IPPN, I promise to abide by the fundamental values that underpin all the activities of our organisation. These will be the hallmarks of all conduct within IPPN, particularly when dealing with colleagues (board and staff), members, external individuals and agencies.

3.2 ACCOUNTABILITY

Everything IPPN does will be able to stand the test of scrutiny by members of the public, the media, members, beneficiaries, stakeholders and the regulatory authorities.

3.3 TRANSPARENCY

IPPN will strive to promote an atmosphere of openness throughout the organisation in order to promote confidence to members of the public, staff, beneficiaries and regulators and also to promote strategic and operational effectiveness.

3.4 GOVERNANCE CODE

I will support IPPN's adoption of, and compliance with, the Governance Code for Community, Voluntary and Charitable organisations and its associated implementation actions.

In addition to the above I agree to the following:

3.5 VISION, MISSION & POLICY

- I will support the organisation's mission and actively promote it
- I will abide by organisational policy and procedure
- I will seek to maintain and promote integrity, good governance, effectiveness and efficiency for the delivery of the organisation's mission.

3.6 CONFLICTS OF INTEREST/LOYALTY

- I will always act in the best interests of the organisation
- I will do my work in accordance with IPPN's Conflict of Interest and Loyalty policy and declare any conflict of interest or any such circumstance as may be viewed by others as conflicting as soon as it arises
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest

3.7 VALUES

• I will act in regard of organisational policies in my relationships with fellow board members, staff, members, volunteers, beneficiaries or anyone I come into contact with in my role as board member

3.8 TRUSTEE OF THE ORGANISATIONS REPUTATION

- I will not speak as a board member to the media, government agencies or any public forum without the prior knowledge and approval of the President and CEO
- When I am asked to represent the organisation, any comments I make will reflect current policy even if I do not agree with current policy
- When speaking as a private citizen I will aim to uphold the reputation of the organisation, it's members, those who work and volunteer for it
- I will respect organisational, board and individual confidentiality
- I will take an active interest in the organisation's public image

3.9 PERSONAL GAIN

- I will not personally gain from my role as a board member nor will I permit others to do so as a result of my actions or negligence
- I will document expenses and seek reimbursement according to agreed procedure
- I will not accept gifts or hospitality without the consent of the President & CEO
- I will use organisational resources responsibly, when authorised in accordance with procedure

3.10 AT BOARD LEVEL

- I will embody the principles of good governance in all my actions and live up to the trust placed in me by IPPN
- I will abide by the board governance procedures and practice
- I will commit to attend all board meetings, and in the event of unavoidable inability to attend, will communicate this to the President and CEO
- I will strive to be familiar with all agenda items sent to me in good time and be prepared to contribute my opinions during meetings
- I will honour the authority of the Chair
- I will maintain a respectful attitude to the opinions of others
- I understand that decisions will ideally be made by consensus, but may be by vote. I will consider any majority vote as a corporate decision, and will accept and support it
- I will maintain confidentiality unless authorised to speak on matters outside board meetings

3.11 ENHANCING GOVERNANCE

- I commit to supporting IPPN's compliance with the Governance Code for Community, Voluntary and Charitable Organisations
- I will participate in appropriate induction, training and development board activities
- I will support the CEO in their executive role and the Chair in their leadership role

3.12 LEAVING THE BOARD

- I understand that any substantial breach of this code may result in my removal from the board
- Should I wish to resign I will inform the Chair in writing, stating my reasons for resigning from the board
- I will participate in an exit interview if requested

4 SCHEDULE OF MATTERS RESERVED FOR THE BOARD

The Board will have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Company remains specifically with the Board.

Delegation to the Company's Chief Executive Officer and other employees is permitted and responsibility for day-to-day operations is vested to the Company's employees. The Board must retain sight of the fact, that whilst responsibility may be delegated, accountability cannot be delegated and the Board of Directors are at all times fully accountable for the Organisation. Certain functions will not be delegated and the Board will identify the matters that are specifically reserved to the Board for decision. This schedule of reservations is as follows;

- The schedule of matters reserved for the Board's consideration include:
 - The Company's strategic plans
 - Projects outside the scope of the strategic plan
 - Business acquisitions and disposals
 - o Litigation
 - Appointment/Removal of Subgroup Chairs and Members
 - o Appointment/Removal of Chief Executive Officer
 - Appointment/ Removal of Auditors
 - Approval of Borrowing/Finance Facilities
 - Approval of Contracts with term exceeding one year or financial liability on IPPN exceeding €20k
 - Annual Review of Risk and Internal Control
 - Approval of additional staff members.

The Board will keep the schedule of reserved matters under review and the schedule and any review thereof will be communicated to the Chief Executive Officer and other employees to clarify respective roles and responsibilities.

5 BOARD CONFLICT OF INTEREST AND CONFLICT OF LOYALTY POLICY

5.1 INTRODUCTION

This policy document has been drafted to address how IPPN's board will deal with inevitable conflicts of interest and conflicts of loyalty when they arise.

The purpose of having this policy is to provide clarity to:

individual board members about the behaviour expected from them on such occasions; the board as a whole, as to how it should address any declared or perceived conflicts should they arise;

the President as to his/her role in the process;

members (and other stakeholders), because it provides information about how the board addresses these types of conflict.

In developing this policy it is acknowledged that conflicts of interest and conflicts of loyalty will arise from time to time for board members and that this is normal. This policy has been developed to provide assurance for, and clarity to, all concerned and that there is a clear way of addressing them when they arise.

This policy is being developed in conjunction with the creation of a Code of Conduct for board members in which this policy will be referenced.

5.2 **DEFINITIONS**

The following definitions for the two terms are provided in the Glossary to the Governance Code for Community, Voluntary and Charitable Organisations and this policy is based on those definitions.

5.2.1 Conflict of interest:

A conflict of interest arises when your private interests compete with your professional duties. A conflict of interest may arise, for example, if a board member influences the awarding of a contract to a company owned by a family member. It is legal to award a contract to the best qualified company, even if that company is owned by a relative, but that particular board member could not be part of the decision making process. This would be a conflict of interest, because their family would benefit financially from this position.

A conflict of interest can also happen in relation to connections the board member might have that are unrelated to family connections, but to do with others with whom he/she may have a business connection.

5.2.2 Conflict of Loyalty:

Where a board member may be involved in board decisions and may be (or perceived to be) potentially influenced by considerations other than the best interests of the organisation. This might happen when the board member has come onto the board as a nominee of a particular group e.g. members in a particular county, a funding body, beneficiaries or staff. This situation may possibly cause the board member to think that they should act in the interests of the grouping that nominated them. However, in all cases, regardless of how they got onto the board of directors, all board members should act in the interests solely of the organisation on whose board that they sit, rather than acting in the interests of the grouping that nominated them.

Conflicts of loyalty may be sufficiently serious to amount to conflicts of interest.

5.3 STATEMENT OF POLICY

Conflicts of interest and conflicts of loyalty will arise from time to time and that this is normal. When they arise, they are to be dealt with as outlined in this policy.

Each board member must familiarise themselves at their induction with the definitions of conflicts of interest and loyalty as provided for here and with this policy.

At a board meeting, each board member, and anyone else present, must say if they believe they have a *conflict of interest* on a matter to be decided at the meeting. Unless the board decides otherwise, they must leave the room when the board is discussing or deciding on that matter. The person concerned will subsequently be informed of the Board decision.

All conflicts of interest and the outcome will be recorded in the minutes for that meeting. They will also be recorded in the *Register of Directors' Interests* which is maintained by the Company Secretary.

At a board meeting, each board member, and anyone else present, must say if they believe they have a *conflict of loyalty* on a matter to be decided at that meeting. If the board decides that this is sufficiently serious so as to be a conflict of interest, then it will be addressed as per the policy for conflict of interest which is outlined in this document. However, in most cases, the board will decide that the potential conflict of loyalty, as expressed by a board member, does not warrant the board member's absence, i.e. it is not serious enough to be a conflict of interest. In this case, the statement of the potential conflict of loyalty and the outcome of the brief discussion on it will be recorded in the *Register of Directors' Interests*

The Register of Directors' Interests will be circulated to all board members annually.

5.4 How the policy will be enacted

At the start of every board meeting there will be an agenda item addressing potential conflicts of interest and loyalty with respect to items scheduled for discussion and decision at that meeting.

The Chair will ultimately decide on an appropriate action for dealing with any concerns expressed, up to and including asking the relevant person to leave the room for the relevant discussion/decision.

This policy will form part of a *Code of Conduct* which will be explained to new board members at their induction and to which all board members must sign up to upon their election as board members.

5.5 REVIEW OF POLICY

This policy will be reviewed as part of IPPN's annual commitment to the Governance Code for Community, Voluntary and Charitable organisations.

6 ROLE OF BOARD MEMBERS – IN SUMMARY

IPPN's Board of Directors has the principal responsibility for the general leadership of the organisation, to achieve its mission and the legal accountability for its operations. This means that, as a group, the Board is in charge of establishing a clear organisational mission, forming the strategic plan and overseeing and evaluating the plan's success.

6.1 SPECIFIC RESPONSIBILITIES OF DIRECTORS

- 1. Commitment to the development and growth of IPPN and support for its values
- 2. Attendance at Board meetings a minimum of eight meetings per year
- 3. Strategy development and planning
- 4. Monitor all activities to ensure they are consistent with IPPN's vision and core values
- 5. Membership of sub-groups as requested
- 6. Represent the interests of the wider community of school leaders as opposed to those of a particular county or constituency

In addition,

- Each elected Member of the Board will *adopt* two or more county networks to support every year
- Attendance at all National Council meetings is required of all Board Members
- Appraisal of Board Members and of the Board as an entity will take place as required by the Governance & Nominations Advisory Group

The legal duties of Directors may be summarised as:

- To act in the best interests of IPPN
- To ensure the company is run in a professional and viable manner
- To ensure that IPPN complies with ongoing legal and other requirements.

7 BOARD OF DIRECTORS 2014/2015

IPPN Board	of Directors 2016		
Maria	Doyle	087 2161402	maria.doyle@ippn.ie
Anna Mai	Rooney	086 3217937	annamairooney@gmail.com
Catríona	O'Reilly	087 2891613	principal.gns@gmail.com
Damian	White	086 3809708	damianpwhite@gmail.com
Gerard	Ruane	086 3849680	gerruane@gmail.com
Gerry	Moran	087 2874481	moran_gerry@eircom.net
Micheál	Rea	086 8125041	mrealins@gmail.com
Páiric	Clerkin	087 9792242	pairicclerkin@icloud.com
David	Ruddy	087 2197087	david.ruddybl@gmail.com
Caoimhe	Mairtín	087 9238087	caoimhemairtin@gmail.com
Pat	Gately	086 3715000	pgatelymercy@gmail.com
Denise	Ward	086 8229728	denise@moynaltyns.ie
Pat	Conaghan	086 8477801	riock@eircom.net
Kieran	McCarthy	086 8551813	kieran.mccarthy@hughesblake.ie
Brendan	McCabe	086 8727070	brendangmccabe@gmail.com

7.1 SUPPORT OFFICE STAFF

Seán	Cottrell	Chief Executive Officer	086 6478717	sean.cottrell@ippn.ie
Pat	Goff	Deputy CEO	087 2368239	pat.goff@ippn.ie
Caroline	O'Dea	Operations	086 8207600	info@ippn.ie
Geraldine	D'Arcy	Research & Publications	087 2969168	geraldine.darcy@ippn.ie
Angela	Lynch	Principal Advice Manager	087 2374673	angela.lynch@ippn.ie
Jackie	O'Reilly	Supports & Services	087 2047169	jackie.oreilly@ippn.ie
Jennifer	McCarthy	Membership & Event Mgmnt	086 3853230	jennifer.mccarthy@ippn.ie
Rachel	Hallahan	Principal Information Officer	087 7688748	rachel.hallahan@ippn.ie
Louise	O'Brien	Sales & Marketing - Expo & Advertising	087 6716569	louise.obrien@ippn.ie
Sarah	McNamara	Sales & Marketing - TextaParent	086 8268134	sarah.mcnamara@ippn.ie
Sinead	Coakley	PA to CEO, Business Development - IPPN	087 2669346	sinead.coakley@ippn.ie
Claire	O'Donovan	Business Developement - IPPN & NCLI	086 3917133	claire.odonovan@ippn.ie
Jacqui	Ahearne	Front of House		jacqui.ahearne@ippn.ie

7.2 GOVERNANCE & NOMINATIONS ADVISORY GROUP

Governance & Nominations Advisory Group				
Seán	Cottrell	Chief executive Officer	086 6478717	sean.cottrell@ippn.ie
Maria	Doyle	President	087 2161402	mariadoyle@ippnstaff.com
David	Ruddy	Deputy President	087 2197087	david.ruddybl@gmail.com
Gerry	Murphy	Past President		gomurchu@gmail.com
Larry	Fleming	Past President	087 2921851	larryfleming@ippnstaff.com
Virginia	O'Mahony	Past President	086 6866360	viromahony@gmail.com
Tomás	Ó Slatara	Past President	087 2420118	toslatara@gmail.com
Brendan	McCabe	Past President	086 8727070	brendangmccabe@gmail.com

7.3 INTERNAL AUDIT ADVISORY GROUP

Internal Audit Advisory Group					
Pairic	Clerkin	Chair/Treasurer	Wexford	087 2368239	pairicclerkin@icloud.com
Cathy	Lyons	National Council Representative	Offaly	087 2125899	cathylyons2@gmail.com
Íde	Ní Dhubháin	National Council Representative	Cork	087 6364293	idedwane@gmail.com
Seán	Cottrell	Cheif Executive Officer	IPPN Support Office	086 6478717	sean.cottrell@ippn.ie
Caroline	O'Dea	Operations	IPPN Support Office	086 8207600	info@ippn.ie

8 IPPN GOVERNANCE STRUCTURE

Membership

Principals and Deputy Principals of 3,300+ Primary Schools

National Council

52 Members – 2 Representatives from 26 County Networks

Board of Directors

Elected by National Council

President Elected by National Council

CEO Employed by Board of Directors

Deputy President Deputy CEO

National Support Office

Supports and Services, Representation and Advocacy, Infrastructure Employed by Board of Directors, recruited and managed by CEO

Membership

Principals and Deputy Principals of 3,300+ Primary Schools

9 IPPN – A PROFILE

9.1 PROFESSIONAL BODY

IPPN is the officially-recognised professional body for the leaders of Irish primary schools. It is an independent, not-for-profit voluntary association with a local, regional and national presence. Recognised by the Minister for Education as an official Education Partner, IPPN works with the DES, the National Parents' Council, management bodies, unions, education agencies, academic institutions and children's charities towards the advancement of primary education. The Republic of Ireland has approximately 540,000 children attending 3,320 primary schools. IPPN articulates the collective knowledge and professional experience of over 6,600 Principals and Deputy Principals.

9.2 STRUCTURE

IPPN supports Principals at local and county level and represents their interests nationally. Principals and Deputy Principals participate in local support groups. IPPN facilitates twenty-six County Networks and each Network meets at least three times each year. Each County Network elects two members to form IPPN's National Council. The National Council is responsible for governance and policy. It elects a President and officers who form the Board of Management.

IPPN works closely with the National Association of Head Teachers - NAHT (NI), and is a member of the International Confederation of Principals (ICP). These links play an important role in our research and pursuit of best international practice.

10 IPPN IN ACTION

IPPN consists of 3 different layers of organisation:

Support Groups 26 County Networks A National Council with a Board of Directors.

10.1 SUPPORT GROUPS

Principals' Support Groups form the main 'cell structure' of IPPN. Support Groups have been in existence and sustained with the aid of Local Education Centres. Every Support Group has its own dynamic. The most commonly-shared characteristics of successful support groups are:

- One member co-ordinates the date and venue of the next meeting
- One main topic is selected by consensus as the focus of the next meeting each meeting is used to discuss a variety of current issues
- Regular monthly meetings e.g. second Thursday of the month
- Meetings immediately after school or at night some groups meet in the afternoons of administration days
- Small groups normally 8 to 12 principals
- A high degree of confidentiality and discretion
- A regular social dimension
- Frequent sharing of resources, ideas and strategies
- No formal agenda
- No minutes or reports
- No external speakers.

By definition, a Principals' Support Group does not include Deputy Principals as the main motivation of the group is to support those who are in the role of Principal. As in the case of resource teachers, learning support teachers among others, if and when DPs wish to avail of Support Groups, the establishment of such groups can be negotiated with the local Education Centre.

10.2 COUNTY NETWORKS

When a member joins IPPN, his or her school determines the County Network to which she/he belongs. Each County Network will typically organise one Continuous Professional Development (CPD) event per term, i.e. 3 per annum. These CPD events are funded through IPPN nationally and are open to all Principals and Deputy Principals of member schools.

10.3 SUPPORTS & SERVICES

www.ippn.ie: Website where members can avail of a wealth of resources, FAQs, publications, research, information updates and education news.

E-scéal: E-mail updates sent regularly to inform members of current issues within education and providing professional guidance, from FAQs on circular releases to announcements, about IPPN events and services.

networking@ippn.ie and other Mailing Lists: Members' mailing lists which facilitate professional debate, peer support and the sharing of good practice. In addition, advice@ippn.ie is a one-way mailing list to request a response from the Principal Advice panel.

Principal Advice Service: A one-to-one confidential advisory service that offers Principals a listening ear from someone who understands their situation. The Principal Advice service provides collegial support and guidance of a non-directive and non-legal nature from a team of skilled serving and retired Principals.

Continuous Professional Development: Each year, IPPN hosts a Principals' and a Deputy Principals' Conference as well as arranging other regional professional development events and online courses. These offer school leaders the opportunity to hear fresh thinking from national and international figures in education, participate in stimulating workshops and network with colleagues.

County Networks: Through the system of 26 County Networks IPPN facilitates CPD in the form of guest speakers or interactive sessions for the benefit of members in each county. County Network meetings offer Principals an invaluable opportunity to network with each other sharing best practice and advice.



TextaParent.ie is a fast, reliable and cost-effective way for schools to contact parents and staff. This online group texting service enables schools to instantly communicate with a large group of people.

TextaParent.ie is also far more cost-effective than photocopied notes, letters or phone calls.

posts.ie ::

To alleviate the burden of costs associated with newspaper advertising, IPPN developed EducationPosts.ie to enable schools to advertise vacancies free of charge. The website is the number one choice for schools advertising vacancies. Thousands of teachers use EducationPosts.ie in their search for work.

sub ::

TextaSub is an online service that enables members to send free text alerts to primaryqualified teachers who are available for subbing work in the relevant county. Teachers are required to supply a valid Teaching Council number in order to register for TextaSub.

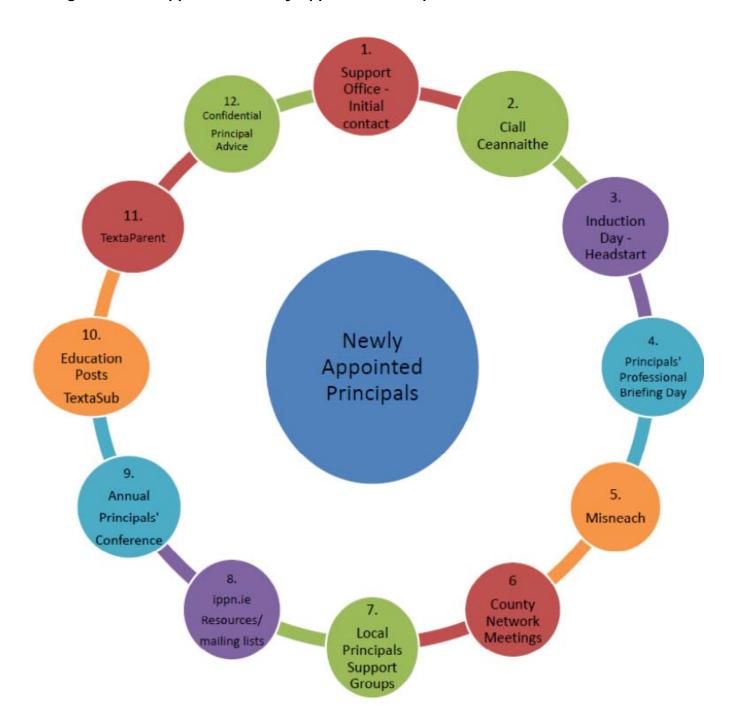
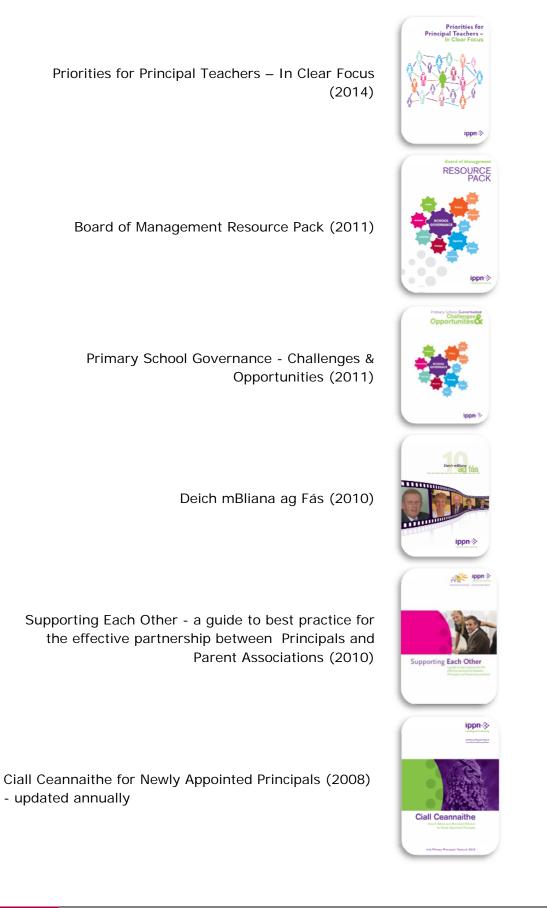


Figure 1: Supports for Newly Appointed Principals





10.4 RESEARCH PUBLICATIONS





Giorraíonn Beirt Bóthar – Distributing Leadership (2007)

Investing in School Leadership (2006)

Quality Leadership ⇔ Quality Learning (2006)

Hay Group Report – Defining the Role of the Primary Principal in Ireland (2005)

The Value of Leadership? (2004)





The Value of Leadership?

11 IPPN'S CORPORATE GOVERNANCE POLICY

11.1 INTRODUCTION

11.1.1Role of the Board of Directors

IPPN's board of directors has the principal responsibility for the general leadership of the organisation, to achieve its mission and the legal accountability for its operations. This means that as a group the Board is in charge of establishing a clear organisational mission, forming the strategic plan and to oversee and evaluate the plan's success. The Board has a responsibility to hire a Chief Executive Officer, to provide adequate supervision and support to that individual and ensuring financial solvency of the organisation.

Board members have a duty of loyalty to the organisation, its staff and other board members. While differences of opinion will arise, board members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, board unity and confidence will be promoted. <u>See Code of Conduct Policy for Board Members</u>

Board members accomplish their functions through regular meetings and by establishing a structure of communication that is appropriate to their size and requirements. Ideally, board members arrive at meetings prepared and ready to engage in thoughtful dialogue. A pre-meeting memo will be issued one week before each Board meeting which will provide information and reports on projects and events. This is intended to make more efficient and effective use of the Boards meeting time.

Boards should be open to self-evaluation and regularly review their own composition to ensure board expertise and commitment. <u>See Role of the Governance & Nominations</u> <u>Committee</u>

The Board will meet regularly, retain full and effective control over the Organisation and monitor the performance of executive management.

The Board of Directors will hold eight (8) scheduled meetings per annum, but there may be circumstances when additional meetings are required. Directors should make reasonable endeavours to attend every Board meeting and where unavoidably absent, should notify the Chairperson or CEO of the reason for their absence in advance of the meeting.

The Board will have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Organisation vests with the Board.

Delegation to the Organisation's Chief Executive Officer and other employees is permitted and responsibility for day-to-day operations is vested to the Organisation's employees. The Board must retain sight of the fact, that whilst responsibility may be delegated, accountability cannot be delegated and the Board of Directors are at all times fully accountable for the Organisation. Certain functions will not be delegated and the Board will identify the matters that are specifically reserved to the Board for decision. This schedule of reservations is as follows;

The schedule of matters reserved for the Board's consideration include:

- The Organisation's strategic plans
- Annual operating budgets;
- Projects outside the scope of the strategic plan;
- Business acquisitions and disposals;
- Litigation;
- Appointment/Removal of Subgroup Chairs and Members;
- Appointment/Removal of Chief Executive Officer;
- Appointment/ Removal of Auditors;
- Approval of Borrowing/Finance Facilities;
- Approval of Contracts with term exceeding one year or financial liability on IPPN exceeding €20k;
- Annual Review of Risk and Internal Control; and
- Approval of additional staff positions.

The Board will keep the <u>schedule of reserved matters</u> under review and the schedule and any review thereof will be communicated to the Chief Executive Officer and other employees to clarify respective roles and responsibilities.

The Board will set, annually, the rate at which <u>expenses</u> may be claimed. The payment of reasonable expenses, for travel and subsistence only, may be paid to Directors where these have been necessarily and wholly incurred in the course of their <u>duties as</u> <u>Directors</u>. Individual Director's expenses will be signed-off by the Chairman and the Chairman's expenses will be signed-off by the Chief Executive Officer.

The collective responsibility and authority of the Board must be safeguarded.

Excessive influence on Board decision-making by individual Directors must be avoided, while allowing individual Directors the opportunity to fully contribute to Board deliberations. Specialist committees will be established by the Board, where considered necessary to assist the Board in particular matters.

Each of the Organisation's Directors is, jointly and severely, fully accountable for the Organisation's acts and omissions and, all decisions taken by the Organisation to act or refrain from acting must have a transparent source and be under the Board's management and control.

Specialist committees should be established by the Board where considered necessary to assist the Board in particular matters. The Board has established the following committees

- Internal Audit Committees
- Governance & Nominations Advisory Group

Where Committees of the Board are established they will be given clear terms of reference. Where persons other than Directors are allowed to attend the Board or Committee meetings, they may participate in discussions but not in decisions. Decisions of the Board of Directors and of Board Committees will be properly recorded.

Where Board Members have concerns that cannot be resolved, these concerns can be recorded in the Board Minutes.

While the Board is the supreme decision-maker in the Organisation, regard must be had to outside obligations and all Board decisions should be made in conformity with National Legislation (including Charities Legislation, Company Law & Employment Law), European Commission Guidelines, EU regulations and the Organisation's Strategic Plan.

Financial, operational and compliance controls and risk management systems.

The Board must ensure that the Organisation has in place an appropriate system of control of its operations and records and systems of inspection and report on each when required. The Board must make provision for, receive and understand regular reports concerning:

- Internal audits;
- Financial exposure through regular review of management accounts;
- Cash-flow forecasts;
- Overview of contracts; and
- Incidents in the workplace, e.g., health and safety issues.

The Board will ensure that it is supplied with information which is of a suitable quality to enable the Directors to satisfactorily discharge their duties.

The Board will also ensure that the Organisation has in place appropriate procedures for ensuring that employees of the Organisation have the appropriate skills and receive training in all relevant areas of importance to the Organisation's operations.

IPPN has established an Internal Audit Review Sub Group (Updated July 2014)

The Board must ensure that each Director is aware of their duties Company Law and ensure new Directors are apprised of their responsibilities.

Every Organisation director has a legal duty to ensure that their Organisation complies with the requirements of the Companies Acts. The duties and responsibilities of Organisation directors are onerous and should not be taken lightly. The Board recognises that it has an important role in ensuring that its individual members are made aware of their duties and responsibilities and afforded the opportunity from time to time to seek clarification of those duties and responsibilities. All Directors should be aware, in particular, of the following primary duties and responsibilities:

Directors must act in good faith and in the Organisation's best interests.

Directors must always act in furtherance of the Organisation's interests and not their personal interests or, indeed, the interests of the sector that nominated them, where that interest diverges from the Organisation's interests. All personal and outside interests must be set aside when making a decision for the Organisation and the achievement of the Organisation's objects, as provided for in its Memorandum of Association should be each Director's key priority.

Directors must not disclose confidential material that they might obtain in their role as Directors and may not pass any confidential information obtained to their nominating County or anybody else.

Directors must exercise due skill, care and diligence.

Directors must play an active role in the Organisation, most obviously by attending Board meetings and ensuring that they are provided with sufficient information to enable them form a judgment that the Organisation is being properly run. Directors should take an active interest in the Organisation and how it is being run. Directors should be aware of their powers and duties and be familiar with the Organisation's Memorandum and Articles of Association. Directors must apply their knowledge, independent judgment and common sense when taking decisions or assessing information provided to them about the Organisation. Directors must act prudently to protect the assets of the Organisation. Directors may delegate tasks to others, making those others *responsible* for those tasks but Directors will always remain *accountable*.

Directors should be provided with access to independent professional advice at the Organisation's expense by agreement with the CEO.

Directors must avoid and disclose <u>Conflicts of Interest & Loyalty</u>.

Directors may not use their position as Director to their own advantage (see 6.1). The law recognises that with the best will in the world, situations can and will arise where Directors find that they have a conflict of interests, for example, being expected to vote on an application to fund or contract a project that will benefit the director or a family member. Directors are, however, encouraged to cause the Organisation to affect appropriate Directors' and Officers' Liability insurance and the Memorandum and Articles of Association permit Directors to vote on such a proposal.

Where there is a potential conflict of interest, the Articles of Association of the Organisation provide a mechanism for disclosing that interest and absenting oneself from the Board decision. In addition, the Articles of Association provide also a mechanism for prospectively notifying the Organisation of potential conflicts. In both cases the Organisation will prescribe a form of declaration that Directors can use to declare their interests. This form should be signed upon appointment by every Director and should thereafter be retained by the Organisation as its Register of Interests. "Declaration of Directors' Interests" will also be the first item on every Board Meeting or Committee Meeting Agenda.

Directors should also note that the foregoing requirements are in addition to and not in substitution for any requirements as are now or at any future time applicable under the Ethics in Public Office Acts, 1995 to 2001 (and any subsequent amending or extending legislation).

Directors have statutory duties under the Companies Acts

The following are just some of the duties owned by Directors under the Companies Acts:

- to ensure that the requirements of the Companies Acts are complied with by the Organisation;
- to maintain proper books of account that will record and explain transactions, enable the Organisation's financial position be ascertained and enable the accounts to be prepared and audited
- to prepare annual accounts (i.e., financial statements) and to have the accounts audited
- to ensure that the Organisation maintains statutory registers and other documents (usually delegated to the Company secretary);
- to file particular documents with the Companies Registration Office (again, often delegated to the Company secretary);
- to disclose matters such as personal details, interests in shares, service contracts, conflicts of interest etc;
- to convene general meetings (e.g., the AGM and any EGMs again, this will be facilitated by the Company secretary);
- to abide by the laws concerning transactions between companies and their directors e.g., the prohibition of loans, etc, to Directors.

The Board will ensure that the Organisation's Chief Executive Officer's duties and responsibilities and those of other employees are documented in writing and that the respective roles of the Board and Management are understood.

The Board of Directors will through the CEO employ suitably qualified persons to discharge such duties as may be assigned. The Chief Executive Officer must have a written contract of employment which should provide that, in addition to other matters, the following matters are the responsibility of the CEO:

- Co-ordinate and manage the day-to-day affairs of the Organisation.
- Co-ordinate, direct and support other staff
- Have overall responsibility for the recruitment & training of employees, to include determining their terms and conditions of employment and providing each employee with a written statement of their terms and conditions of employment
- Ensure the Organisation is in compliance with all relevant legislation
- To develop draft agendas for board meetings in consultation with the Chair
- To ensure relevant and appropriate materials for all board meetings and subgroup meetings are prepared and circulated in a timely manner in advance
- To report on strategy, policy & compliance
- To ensure that any follow up actions from board meetings are implemented and to report as necessary
- To attend subgroup and board meetings (unless specifically requested not to do so from time to time)
- To implement the operational aspect of Board succession planning
- Attend meetings on matters related to or associated with the Organisation's business
- To act as spokesperson for the Organsiation in the first instance
- Take part in, and represent the Organisation on, any such committees, groups or networks as will further the aims of the Organisation.
- Prepare plans, reports and proposals on any matter which may be of interest to the Board for discussion at relevant or appropriate meetings
- Carry out all reasonable actions to further the aims of the Organisation, have such other duties as may from time to time be assigned by the Board and carry out the wishes of the Board
- The payment of salary to employees and reasonable expenses which have been necessarily and wholly incurred in the course of their duties is a matter for the Board. In addition, any increase in salary/expenses must also be so approved. The specific approval must be included in the Board's Meeting Minutes.

The Organisation must have a Company Secretary.

The Company secretary is responsible for ensuring that Board procedures are followed and for advising the Board of Directors on all matters concerning compliance with the Companies Acts. The Company secretary must, in particular, ensure that the Organisation files its annual return and financial statements with the Companies Registration Office within the time period prescribed by the Companies Acts.

All Board Members should have direct access to the Company secretary. The removal of the Company secretary should be a matter reserved to the Board.

The President will ensure that the Company secretary puts procedures in place to ensure good information flows within the Board and Committees and between senior management and the Board. It is the Organisation secretary's role to advise the Board through the Chairman on all governance matters.

12 ROLE DEFINITION

12.1 IPPN PRESIDENT INCLUDING CHAIR OF THE BOARD & NATIONAL COUNCIL

- The President is initially elected as Deputy President by the National Council for a two year period. If there are no constraining factors, the Deputy President is deemed elected and progresses to the role of President for a further two year period
- The President has joint responsibility with the CEO for the maintenance of IPPN's vision, mission and values and to their adherence in all aspects of the Networks activities of IPPN's formal and informal business
- The President has joint responsibility with the CEO to consult and communicate with principals individually and through County Network support groups. Based on this consultation the President contributes professional content for relevant internal and external communications
- To attend conferences and other public events to maintain an IPPN presence and public profile and to network internationally in pursuit of leadership best practice
- When required, to speak on behalf of IPPN. (IPPN's official spokesperson is designated to be the CEO, but on occasion, the Chair maybe required to be the spokesperson. All public statements to be made within agreed policies and parameters as set down by the board.)
- IPPN's President acts as the Chairperson of the Board and of the National Council.

12.1.1 Chairperson Responsibilities

- Chairing meetings of the National Council and Board of Directors. Should the chairperson wish to make a significant input to an item of business the president must give the responsibility of chairing the meeting to the Deputy President, past President or another member of the Board
- Provide regular reports to the Support Office Staff of meetings held or attended on behalf of IPPN
- Is responsible for the performance appraisal of the CEO
- To ensure adequate operational support for the CEO, support office staff and approved members of working groups
- With the CEO, to prepare the agenda for board and national council meetings and when necessary liaise with the CEO regarding follow-up work

12.2 ROLE OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (CEO) is appointed the Board of Directors whose function is to lead, manage and organise the activities of IPPN. With the Board of Directors, the CEO facilitates the development, implementation and regular review of the vision, strategy and goals

The CEO reports to the Board of Directors on strategy and policy.

The CEO is an ex-officio (non-voting) member of the Board of Directors and the National Council and is be an ex-officio member of each and any sub-committee thereof.

12.2.1Meetings

- To attend conferences and other public events to maintain an IPPN presence and public profile and to network internationally in pursuit of leadership best practice
- In conjunction with the Governance & Nominations Advisory group, review board membership and co-opt other principal members and non-executive directors
- Provide regular reports to the Support Office & the Board of meetings held or attended on behalf of IPPN
- With the President, the CEO sets the agenda for Board of Directors and National Council meetings
- The CEO has joint responsibility with the President to consult and communicate with principals individually and through County Network support groups. Based on this consultation the CEO contributes professional content for relevant internal and external communications
- Review with the President and sign-off on policy decisions and actions arising from each agenda item and which are circulated within an agreed time frame.

12.2.2 Public Relations

- The CEO acts as the official representative and spokesperson for IPPN
- Communicate the vision and strategy to all Education Partners and stakeholders e.g. sponsors, members, media & public
- Ensure that IPPN's influence on policy makers and school leaders is maximised through regular publications based on empirical research, membership surveys and independent polls
- To provide opportunities for appropriate communication within and between Support Office staff and the Board of Directors
- The CEO promotes constructive relationships with all educational stakeholders and projecting a professional image of IPPN at all times
- Promotes effective relationships and open communication with public and stakeholders
- With the President, the CEO regularly reviews, manages and evaluates the internal communications within and between the Board of Directors, National Council and the Support Office.

12.2.3Structures

- The CEO recruits, leads, motivates and manages Support Office staff
- With the Treasurer & Finance Sub-Group, the CEO sets and monitors the annual budget
- Provide leadership to the Board of Directors and the National Council with regard to International best practice, future proofing and change management
- Provide a structure for planning key activities with the required resources, budgets and delegated responsibilities. Depending on the nature of events or activities the CEO delegates responsibility to a member of the Support Office staff, a member of the Board of Directors or in some cases both
- Manage the day-to-day operations of the network and resources to efficiently and effectively achieve the company's objectives
- Provide training for the Board of Directors in their governance responsibilities and succession planning for all roles
- Provide mechanisms to capture tacit knowledge of former Board members
- To establish a panel of 'best practice experts' in key aspects of the role of principal teacher and related matters
- The CEO and the President take direction from the Board of Directors and are jointly responsible for implementing IPPN's strategic plan
- The CEO and the President practise a co-leadership role
- The President and the Support Office staff support the role of the CEO as required
- The CEO upholds the vision, mission and values of IPPN at all times
- Ensure IPPN's compliance with Company Law, the Revenue Commissioners and other relevant legislation
- Contribute to & develop IPPN Policy
- Contribute where appropriate content for Leadership+, E-sceal and other publications.

13 IPPN GOVERNANCE & NOMINATIONS ADVISORY GROUP

13.1 MEMBERSHIP

- Members will include past presidents, to a maximum of seven, the current Deputy President, CEO and will be chaired by the current President
- The quorum shall be 5 members
- Only members of the Group have the right to attend Group meetings. However, other Directors, council members and external advisors may be invited to attend for all or part of any meeting as and when appropriate
- Minutes of Group meetings shall be circulated promptly to all members of the Group

Advises the Board on:

- Policy development
- Succession planning
- Nominations to the Board of Directors and Board Officers
- Membership of the Internal Audit Advisory Group, Internal Finance Group and other Advisory Groups as required

The remit of the Group in relation to Governance is

- to monitor the Company's compliance with corporate governance best practice and with applicable legal, regulatory and listing requirements including but not limited to National Legislation (including Charities Legislation, Company Law & Employment Law), European Commission Guidelines, EU regulations, the Charity Regulator Authority of Ireland and the Organisation's Strategic Plan, and to recommend to the Board such changes or additional action as the Group deems necessary;
- to advise the Board periodically of significant developments in company law and best practice of corporate governance; and
- to oversee the conduct of the annual evaluation of Board, Group and individual Director performance.

The remit of the Group in relation to the Board is

- Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and advice to the Board with regard to any changes;
- To document the criteria to be used for the identification of nominees to the Board for council election
- Be responsible for identifying and nominating for election by the Council, candidates to fill Board vacancies;
- Before making a recommendation, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Group shall consider candidates from a wide range of backgrounds including persons nominated by the membership at large through the National Council representatives

- Consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position
- to identify and nominate, for the approval of the Board, candidates for co-option to fill Board vacancies as and when they arise;

This Group shall:

- Meet at least three times per year
- Have access to sufficient resources in order to carry out its purpose
- Once a year, review its own performance to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members

Reporting Responsibilities

- The President shall report formally to the Board on its proceedings after each meeting on all matters within its remit
- The Sub-Group shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed
- The Group shall produce a report to be included in the Organisation's Annual Report about its activities, the process used to make appointments. Where an external search agency has been used, it shall be identified in the Annual Report.

Authority

- To seek any information it requires from any employee of IPPN in order to perform its duties;
- To obtain, at IPPN's expense, outside legal or other professional advice on any matter within its terms of reference

14 SUPPORT OFFICE STAFF

Please refer to Appendix 1 - Programme of Work 2014 – 2016

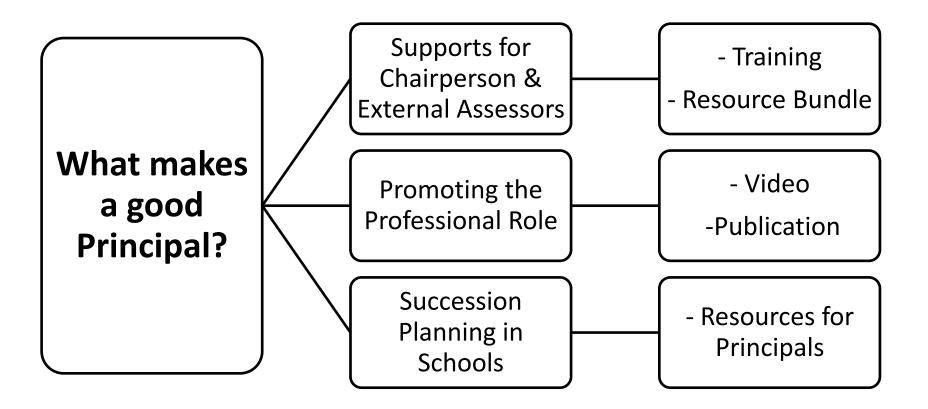
Name	November 2014
Angela Lynch angela.lynch@ippn.ie Hours: 12pm-4pm	S&S Principal Advice Service - Team Leader S&S Leadership recovery - Team Leader S&S Resource Bundles - Team Leader S&S CPD Facilitation - Team Member S&S Professional Guidance - Team Member S&S CPD Needs Analysis –Team Member R&A Represent IPPN - Team member
Caroline O'Dea info@ippn.ie Hours: 08.15 – 5pm	Inf day-to-day Operations - Team Leader Inf Office Systems - Team Leader Inf Support Office Staff - Team Member Inf Budgeting and Finance - Team Leader Inf Staff and External Contracts - Team Leader Inf Adoption of Governance Code – Team Leader S&S Supports and Services Planning - Team Leader S&S CPD – Conferences - Team Leader R&A Public Relations – DES & DCYA- Team Member R&A Public Relations – Education Partners- Team Member
Claire O'Donovan <u>Claire.odonovan@ippn.ie</u> Hours: 9.00am – 5.30pm	Inf Business Partners and Fundraising IPPN- Team Member Inf National Centre for Leadership and Innovation Development (NCLI) - Team Leader Inf NCLI- Fundaising - Team Leader Inf PA Support to CEO and President - Team Member
Geraldine D'Arcy Geraldine.darcy@ippn.ie Hours: 9.30am – 6pm Days: Mon, Tues & Thurs	S&S Leadership+ - Team Leader R&A Research & Publications - Team Leader S&S IPPN.ie / content- Team Leader S&S Conferences Ps & DPs - Team member R&A Member Surveys - Team Leader Inf Governance - Team member R&A Public relations - Team member
Jackie O'Reilly jackie.oreilly@ippn.ie Hours: 9.00am – 2.30pm	S&S Newly Appointed Principals – Team Leader S&S Local Principal Support Groups Programme – Team Leader S&S Leadership Recovery – Team member S&S Retired Principals – Team Leader S&S Associate Members – Team Leader

Name	November 2014
Jacqui Ahearne jackie.ahearne@ippn.ie Reception Hours: 9.00am – 5.30pm	S&S Principal Advice – Front of House Inf Internal Meetings Inf Office Procurement S&S On-line Services - EducationPosts.ie S&S Membership Events Administration
Jennifer McCarthy jennifer.mccarthy@ippn.ie Hours: 8.30am – 5pm	S&S Membership Administration and Analysis - Team Lead Inf Data Management - Team Leader S&S CPD Teaching Principals' Clinic - Team member S&S CPD County Networks - Team Leader S&S CPD Ciall Ceannaithe – Team member Inf Governance – Exec & Nat Committees - Team member
Louise O'Brien louise.obrien@ippn.ie Hours: 9.00am – 5.30pm	Inf Leadership+ - Sales and Marketing - Team Leader Inf Education Expo – Ps & DPs Sales and Marketing - Team Leader Inf Educationposts.ie – Sales and Marketing - Team Leader S&S Professional guidance - Team member
Sinead Coakley Sinead.coakley@ippn.ie Hours: 9.00am – 5.30pm	Inf Diary Management, travel and logistics - Team Leader Inf PA to CEO and the President - Team Leader Inf Executive and National Committee - Team member R&A Public Relations - Team Leader Inf Business Partners and Fundraising IPPN - Team Leader
Rachel Hallahan <u>rachel.hallahan@ippn.ie</u> Hours: 8.30am – 5pm	S&S Professional Supports- factual info – call Mgmt - Team Leader S&S Membership Profiling S&S Resources E-Sceal and SMS - Team Leader S&S Resource Bundles - Team member S&S Mailing List moderation - Team Leader S&S On-line Services - IPPN.ie / technical management - Team Leader
Sarah McNamara <u>sarah.mcnamara@ippn.ie</u> Hours: 9.00am – 2.00pm	S&S On-line Services – TextaParent – Sales and Accounts- Team Leader S&S On-line Services – TextaGroup – Sales and Accounts- Team Leader Inf on-line Services – SMS Credit Control - Team Leader

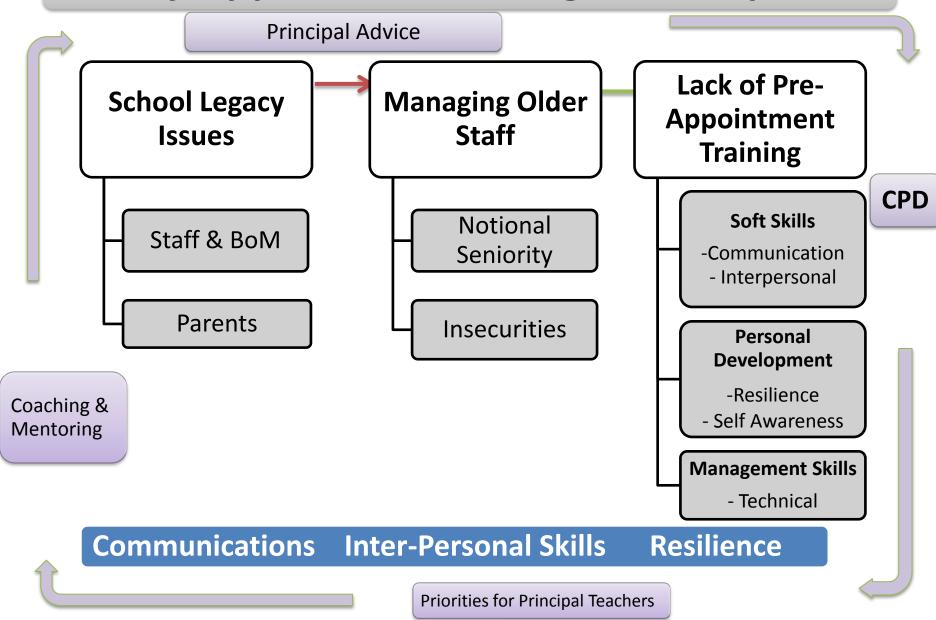
Appointment of New Principals

STRATEGIC PLAN OVERVIEW 2014-2016

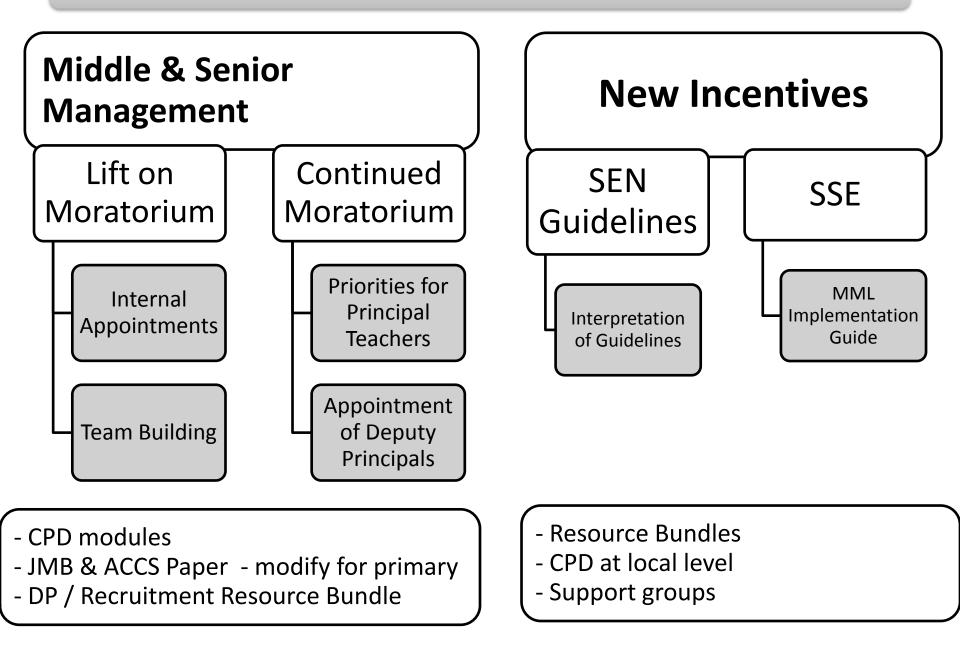
- Promoting the Profession



Newly Appointed & Younger Principals



New Incentives -> 2016



Practical needs of Principals

IPPN's Dashboard – A One-Stop Shop for Principals Supporting the Management Role of all Principals

Removing the Fear Factor of Teaching Principals in class **Planning Prompts**

Deadlines & Calendar

New Circulars & Professional Guidance

Other Apps & Widgets

Networking & other Mailing Lists

IPPN Dashboard

New Circulars

0045/2014	Information in relation to Actions under the Literacy and Numeracy Strategy Standardised Testing, Reporting and Other Matters - Academic Year 2013/14 and Subsequent Years	Primary
0044/2014 - FAQs	FAQ on Circular 0044/2014 - Recruitment of Special Needs Assistants (SNAs) - Supplementary Assignment Arrangements for the 2014/15 school year	SNA
0044/2014	Recruitment of Special Needs Assistants (SNAs) - Supplementary Assignment Arrangements for the 2014/15 school year	SNA

New Resources

- 1. Leadership+ Issue 81 June
- 2014
- 2. Book Rental Scheme Setting up
- a scheme
- Show more ...



Members' Survey 2014



networking@ippn.ie

Image: Ima

Calendar & Deadlines

1 Sector Law	Monthley	Waterday -	I - Windowschen	This state	Standard	
1			1.1.1	*	2	3
4	5	6	1	8	9	507
	12	в	14	15	16	17
18	BP Instance Walks	20	28	22	23	24
25	26	27	20	29	30	R
					www.Dattoo	C

E-sceal & Planning Prompts



- Conference 2015-
- Education Expo



Staff Arrangements



Prioritise curricular areas for review



Review in class support and team teaching



Programme of Work – Provide School Leaders with a Menu of CP&PD

Leadership Pipeline	Emerging and Aspiring Leaders	Deputy Principal	On Appointmen t / Pre Start Date	Newly Appointed Principal (Year 1)	Early Career Principals (Year 2 -5)	Mid Career Principals (Year 6 - 10)	Experienced Principals (Year 11+)	Principals In Crisis	Pre- Retirement	Retired
CPD										
Ciall Ceannaithe										
Headstart - Induction Day										
Principals' Professional Briefing Day										
Annual Principals' Conference										
New Principals Seminar @ Conference										
Teaching Principals Summer School										
County Networks										
Pre-Retirement Seminars										
Mentoring & Coaching										
Your School & Series										
Annual Deputy Principals' Conference										

Programme of Work - Provide School Leaders with a Menu of CP&PD

Leadership Pipeline	Emerging and Aspiring Leaders	Deputy Principal	On Appointmen t / Pre Start Date	Newly Appointed Principal (Year 1)	Early Career Principals (Year 2 -5)	Mid Career Principals (Year 6 - 10)	Experienced Principals (Year 11+)	Principals In Crisis	Pre- Retirement	Retired
Service										
Newly Appointed Principal Resources										
Confidential Principal Advice Service										
ippn.ie Resources										
Interactive Resource Bundles										
Mailing Lists										
Esceal - Professional guidance on curre	nt issues									
Leadership+ Professional Journal for sch	ool leaders									
Local Principal Support Groups										
Mentoring for NAPS										
Leadersip Recovery Mentoring Service										

Programme of Work -

Provide School Leaders with a Menu of CP&PD

Leadership Pipeline	Emerging and Aspiring Leaders	Deputy Principal	On Appointmen t / Pre Start Date	Newly Appointed Principal (Year 1)	Early Career Principals (Year 2 -5)	Mid Career Principals (Year 6 - 10)	Experienced Principals (Year 11+)	Principals	Pre- Retirement	Retired
New Programmes										
Advanced Leadership Programme ¹										
Mentoring ² and Coaching ³ - Receiving										
Mentoring ² and Coaching ³ - Providing										
¹ The Advanced Leadership Programme i	s at concept s	stage and is u	nder discussion v	with the higher (education secto	r.				
² Currently IPPN has a Network of mentors for Newly Appointed Principals in each county. Where there are insufficent mentors, Newly Appointed Principals' are placed in Local Principal Support Groups.										
³ Currently IPPN Coaches a small number of principals who have self referred through our Support Office. This service is limited due to resources and needs major capacity building.										

Key Performance Indicators

Increased CPD participation

More engagement with Chairpersons

Increased interaction with ippn.ie resource areas

IPPN Dashboard 60% take up in year 2

All NAPs assigned Mentors and Support Groups

Increased participation at LSGM

Progress Data for Board Meetings

Activities	June 2014 (Baseline Figures)	September 2014	October 2014	November 2014	December 2014
Queries to SO					
PA Log					
F Info Log					
ippn.ie resource downloads					
NAPS Appointed					
NAPs assigned Mentor					
Support Groups	Report Link				
Ciall Ceannaithe					
Teaching Principals SS					
County Network Attendance			Overall Numbers with Link to National Report		
Engagement with Chairpersons					

AUDITED ACCOUNTS 2014

IRISH PRIMARY PRINCIPALS' NETWORK LTD (A company limited by guarantee not having a share capital)

REPORTS AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2014

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BALANCE SHEET	9
CASH FLOW STATEMENT	10
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COMPANY DIRECTORS AND OTHER INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2014

BOARD OF DIRECTORS	Maria Doyle Anna Mai Rooney Pat Goff Damian White Catriona O'Reilly Gerry Moran Micheal Rea Gerard Ruane Pairic Clerkin
SECRETARY	Sean Cottrell
REGISTERED OFFICE	IPPN Support Office, Glounthaune Co. Cork.
COMPANY NUMBER	410096
CHARITY NUMBER	CHY17221
AUDITORS	Marie T Walsh & Co., Statutory Audit Firm, 2 Meadow Park Close, Ballyvolane, Cork.
BANKERS	Allied Irish Banks plc, Glanmire, Co. Cork.
SOLICITORS	Ronan Daly Jermyn, 12 South Mall, Cork.

IRISH PRIMARY PRINCIPALS' NETWORK LTD

(A company limited by guarantee not having a share capital)

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST DECEMBER 2014

The directors present their report and the financial statements for the year ended 31st December 2014.

PRINCIPAL ACTIVITY

The company, which is limited by guarantee, is a non-profit organisation and a registered charity. The company's principal activities are to provide professional support and services to principals and deputy principals of 3,335 schools. IPPN also represents the experience of its membership to the various education agencies with a view to improving the quality of primary education.

REVIEW OF ACTIVITIES

The following activities constitute much of the ongoing business of Irish Primary Principals Network Ltd:

Membership Supports and Services

- Professional guidance on current leadership and management challenges
- Confidential advisory service for individual members
- Mentoring programme for newly appointed principals
- Annual Principals' Conference
- Annual Deputy Principals' Conference
- Regional Professional Seminars
- 26 County Networks hosting 3 professional development events per annum
- Leadership+ 6 newsletters per year 2 per academic term

E-Services

- E-sceal weekly electronic issue of professional advice
- www.ippn.ie a resource and communication website for school leaders
- networking@ippn.ie secure e-mail discussion list for members
- www.educationopinion.ie a research tool enabling members to contribute to IPPN policy
- www.textaparent.ie a web based bulk text message facility for home school communication
- www.educationposts.ie an interactive web-based advertising facility for teaching vacancies
- www.textasub.ie an online facility to recruit substitute teachers by text message

SIGNIFICANT DEVELOPMENTS DURING THIS FINANCIAL YEAR WERE:

- Over 950 Principals attended the Principals Conference
- 270 Deputy Principals attended the Deputy Principals Conference
- 2,130 calls were logged on the Principals Advice Service
- Over 1,700 members attended IPPN CPD events (excluding our annual conferences)

FINANCIAL REVIEW

The directors report the following significant financial events during the year:

The financial results for the year ended 2014 are shown in the Statement of Financial Activities on page 8. Total incoming resources amounted to €1,972,140 (2013 €2,071,077). Total resources expended were €1,950,267 (2013 €1,726,711), resulting in net incoming resources of €21,873 (2013 (€344,366))

IRISH PRIMARY PRINCIPALS' NETWORK LTD

(A company limited by guarantee not having a share capital)

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST DECEMBER 2014

DIRECTORS AND SECRETARY

The names of the persons who are currently or were directors at any time during the year ended 31st December 2014 are set out below. Unless indicated otherwise, they served as directors for the entire year.

Larry Fleming (retired 15th November 2014) James Hayes (retired 15th November 2014) Pat Gately (retired 15th November 2014) Anna Mai Rooney Pat Goff (appointed on 15th November 2014) Maria Doyle (appointed on 15th November 2014) Catriona O'Reilly (appointed on 15th November 2014) Damian White (appointed on 15th November 2014) Gerard Ruane (appointed on 15th November 2014) Gerry Moran (appointed on 15th November 2014) Micheal Rea (appointed on 15th November 2014) Pairic Clerkin (appointed on 15th November 2014)

POST BALANCE SHEET EVENTS

There have been no significant events affecting the company since the year end.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors confirm that there is an ongoing process in place for identifying, evaluating and managing the risks faced by the company, with special focus on the challenges presented by our current multi-faceted recession. The directors are satisfied that adequate systems of governance, supervision and internal controls are in place and that these controls provide reasonable assurance against such risks.

The internal control systems aim to ensure compliance with laws and policies, ensure efficient and effective use of the company's resources, safeguard the company's assets and maintain the integrity of the financial information produced. Financial information is subject to a detailed review at director and executive level allowing for continuous monitoring of the company's operations and financial status.

RESERVES AND INVESTMENT STRATEGY

IPPN has a responsibility to ensure that it uses the funds and resources it receives for its stated charitable purposes. Due to the uncertain nature of our membership, sponsorship and commercial income, we feel it prudent to maintain adequate cash reserves to enable IPPN 'ride out' a period of decreased income to avoid reduction in services or staff numbers. In the event of IPPN's reserves increasing sufficiently, we undertake to significantly increase the volume of professional development programs currently on offer.

IPPN has put in place an investment strategy that sets out clearly how it plans to make the best use of available reserve funds in line with charitable purposes. At present, IPPN's commitment to increasing both the quantity and quality of services to principals and deputy principals, will by its nature have a reducing effect on our surplus on activities.

MAJOR FUTURE DEVELOPMENT

IPPN is planning to enhance, develop and redevelop, where appropriate its suite of online technology services to school leaders in 2015. Significant funds will be invested to ensure the reach of our services to all schools.

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST DECEMBER 2014

ACCOUNTING RECORDS

The directors acknowledge their responsibilities under Section 202 of the Companies Act 1990 to keep proper books and records for the company.

In order to comply with the requirements of the act, a number of accounts staff are employed. Our books and records are kept at I.P.P.N Support Office, Glounthaune, Co. Cork.

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and apply them consistently;

- make judgements and estimates that are reasonable and prudent;

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Acts 1963 to 2013. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

The auditors, Marie T Walsh & Co., have indicated their willingness to continue in office in accordance with the provisions of Section 160(2) of the Companies Act, 1963.

On behalf of the Board of Directors

Maria Doyle Director

Micheal Rea Director

15th May 2015

IRISH PRIMARY PRINCIPALS' NETWORK LTD

(A company limited by guarantee not having a share capital)

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF IRISH PRIMARY PRINCIPALS' NETWORK LTD

We have audited the financial statements of Irish Primary Principals' Network Ltd for the year ended 31st December 2014 which comprise the Statement of Financial Activities, the Balance Sheet, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is Irish law and accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Certified Public Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

This report is made solely to the company's members, as a body, in accordance with Section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the company's members those matters that we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company or the company's members as a body for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, the company's directors are responsible for the preparation of the financial statements giving a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors, including "APB Ethical Standard - Provisions Available for Small Entities (Revised)", in the circumstances set out in note 15 to the financial statements.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Directors report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

Opinion

In our opinion, the financial statements:

- give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland of the state of the company's affairs as at 31st December 2014 and of its profit for the year then ended; and

- have been properly prepared in accordance with the requirements of the Companies Acts 1963 to 2013.

Matters on which we are required to report by the Companies Acts 1963 to 2013

- 1. We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- 2. In our opinion, proper books of account have been kept by the company.
- 3. The financial statements are in agreement with the books of account.
- 4. In our opinion, the information given in the directors' report is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Acts 1963 to 2013 which require us to report to you if, in our opinion the disclosures of directors' remuneration and transactions specified by law are not made.

MARIE WALSH, FOR AND ON BEHALF OF: MARIE T WALSH & CO., STATUTORY AUDIT FIRM 2 MEADOW PARK CLOSE, BALLYVOLANE, CORK.

15TH MAY 2015

STATEMENT OF FINANCIAL ACTIVITIES FOR THE YEAR ENDED 31ST DECEMBER 2014

	Notes	Restricted Income	Unrestricted Income	Total 2014 €	Total 2013 €
INCOMING RESOURCES					
Membership Fees		-	698,440	698,440	714,075
CPD Income		93,772	328,272	422,044	411,042
Commercial Income		-	413,610	413,610	482,511
Website Income		-	378,015	378,015	383,740
Investment Income		-	60,031	60,031	79,709
TOTAL INCOMING RESOURCES		93,772	1,878,368	1,972,140	2,071,077
RESOURCES EXPENDED					
Staff costs	2	-	821,039	821,039	710,979
CPD costs		93,772	506,130	599,902	534,554
Web Services		-	256,473	256,473	237,274
General Administration		-	272,853	272,853	243,904
TOTAL RESOURCES EXPENDED		(93,772)	(1,856,495)	(1,950,267)	(1,726,711)
NET MOVEMENT IN FUNDS			21,873	21,873	344,366

There are no recognised gains or losses other than the net movement in funds arising from continuing operations for the year.

On behalf of the Board of Directors

Maria Doyle Director

Micheal Rea Director

15th May 2015

BALANCE SHEET AS AT 31ST DECEMBER 2014

	Notes	2014 €	2013 €
FIXED ASSETS			-
Tangible assets	5	1,746,214	1,728,376
CURRENT ASSETS			
Debtors	6	187,777	178,328
Cash at bank and in hand		2,784,071	2,793,113
		2,971,848	2,971,441
CREDITORS (amounts falling			
due within one year)	7	(1,420,744)	(1,354,144)
NET CURRENT ASSETS		1,551,104	1,617,297
TOTAL ASSETS LESS CURRENT			
LIABILITIES		3,297,318	3,345,673
CREDITORS (amounts falling due			
after more than one year)	8	(770,897)	(841,125)
NET ASSETS		2,526,421	2,504,548
CAPITAL AND RESERVES			
Accumulated funds	10	2,526,421	2,504,548

The notes on pages 11 - 16 form part of these financial statements.

On behalf of the Board of Directors

Maria Doyle Director

Micheal Rea Director

15th May 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2014

	Notes	2014 €	2013 €
RECONCILIATION OF OPERATING SURPLUS CASH INFLOW FROM OPERATING ACTIVITI			
Operating deficit/surplus Depreciation (Increase)/Decrease in debtors Increase/(Decrease) in creditors NET CASH INFLOW FROM OPERATING ACTI	VITIES	(20,878) 68,628 (9,449) 56,600 94,901	282,814 51,336 7,259 (140,711) 200,698
CASH FLOW STATEMENT			
Net cash outflow from operating activities Returns on investments and servicing of finance Capital expenditure Increase in cash in the year	13 13	94,901 42,751 (86,466) 51,186	200,698 61,552 (10,389) 251,861
Reconciliation of net cash flow to movement in net	funds (Note 1	4)	
Increase in cash in the year		51,186	251,861
Net funds at Beginning of Year Net funds at End of Year		1,901,988 1,953,174	1,650,127 1,901,988

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

1. ACCOUNTING POLICIES

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with accounting standards generally accepted in Ireland and Irish statute comprising the Companies Acts 1963 to 2013 and with reference to the Statement of Recommended Practice: Accounting and Reporting by Charities (SORP 2005). Accounting standards generally accepted in Ireland, in preparing financial statements giving a true and fair view, are those issued by the Accounting Standards Board and published by the Institute of Certified Public Accountants in Ireland.

1.2. Restricted and unrestricted reserves

Restricted funds

Restricted income funds are to be used for specific purposes as laid down by the donor or grantor. Expenditure which meets these criteria is shown as charged to the fund.

Unrestricted funds

Unrestricted income funds are membership fees and other incoming resources received for charitable purposes which can be used at the discretion of Irish Primary Principals Network Ltd in futherance of the objects of the charity.

1.3. Resources expended

Resources expended are accounted for when they are incurred and include amounts due at the end of the year but not paid. Resources expended include attributable VAT which cannot be recovered.

1.4. Governance costs

Governance costs are the costs associated with the governance of the charity including constitutional and statutory requirements and strategic management of the charity's activities.

IRISH PRIMARY PRINCIPALS' NETWORK LTD

(A company limited by guarantee not having a share capital)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

1.5. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Buildings	-	2%	straight l	line
Office Equipment	-	20%	" '	,
Fixtures & Fittings	-	20%	" '	,

The carrying values of tangible fixed assets are reviewed annually for impairment in periods if events or changes in circumstances indicate the carrying values may not be recoverable.

The policy is to make provision in the event of any permanent diminution in the value of land and buildings.

Revaluation

All tangible fixed assets are initially recorded at historic cost. Freehold land and buildings are re-valued on the basis of existing use value, adjusted for the addition of notional directly attributable costs where material.

Revaluation losses caused by a clear consumption of economic benefits are recognised in the profit and loss account. Other revaluation losses are recognised in the statement of total recognised gains and losses until the carrying amount reaches its depreciated historical cost. Beyond this the loss is recognised in the profit and loss account, except where the recoverable amount of the asset is greater than its re-valued amount. Then the loss is recognised in the statement of total recognised gains and losses to the extent that the recoverable amount is greater than its re-valued amount.

Revaluation gains are recognised in the profit and loss account, after adjustment for subsequent depreciation, to the extent that they reverse revaluation losses on the same assets that were previously recognised in the profit and loss account. All other revaluation gains are recognised in the statement of total recognised gains and losses.

1.6. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year.

1.7. Taxation

The company is a registered charity and is exempt from corporation tax.

1.8. Government grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets. Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

2.	STAFF COSTS	2014	2013
		€	€
	Wages and salaries (Note 4)	563,696	478,045
	Presidents salary (Note 4)	16,147	38,772
	Presidents secondment	71,459	35,697
	Staff recruitment & training	35,358	17,522
	Governance costs	134,379	140,943
		821,039	710,979
3.	NET INCOMING RESOURCES	2014	2013
		€	€
	Net incoming resources is stated after charging:		
	Depreciation of tangible assets	68,628	51,336
	Auditors' remuneration	6,150	5,535
	Bank interest and similar charges	17,280	18,157
	Investment income	(60,031)	(79,709)
4.	EMPLOYEE INFORMATION		
	Number of employees		
	The average numbers of employees		
	during the year were:		
		2014	2013
		No.	No.
	Management and Administration	15	15
	Employment costs	2014	2013
		€	€
	Wages and salaries	497,249	445,201
	Social welfare costs	49,538	43,028
	Pension costs	33,056	28,588
		579,843	516,817
		579,843	516,817

4.1. PRESIDENT'S REMUNERATION

	2014	2013
	€	€
President's secondment	71,459	35,697
President's salary	16,147	38,772
	87,606	74,469

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

5. TANGIBLE ASSETS

			Fixtures &	Office	
	Land	Buildings	Fittings	Equipment	Total
	€	€	€	€	€
Cost/valuation					
At 1st January 2014	338,881	1,415,845	68,941	46,577	1,870,244
Additions	-	-	8,690	77,776	86,466
At 31st December 2014	338,881	1,415,845	77,631	124,353	1,956,710
Depreciation					
At 1st January 2014	-	56,560	52,681	32,627	141,868
Charge for the year	-	28,316	15,529	24,783	68,628
At 31st December 2014		84,876	68,210	57,410	210,496
Net book values					
At 31st December 2014	338,881	1,330,969	9,421	66,943	1,746,214
At 31st December 2013	338,881	1,359,285	16,260	13,950	1,728,376

6. **DEBTORS**

8.

	2014	2013
	€	€
Prepayments and accrued income	187,777	178,328

7. CREDITORS (amounts falling due within one year)

within one year)	2014	2013
	€	€
Bank loan	60,000	50,000
Trade creditors	59,335	46,047
PAYE/PRSI	17,631	7,650
Accruals and deferred income	1,283,778	1,250,447
	1,420,744	1,354,144
CREDITORS: amounts falling due after more than one year	2014 €	2013 €
Bank loan	770,897	841,125

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

9. CREDITORS - SECURITY AND OTHER PARTICULARS

Allied Irish Banks plc, holds as security against advances a mortgage over office building and adjoining house at Richmond, Dunkettle, Glounthaune, Co. Cork

10. RECONCILIATION OF MOVEMENTS IN ACCUMULATED FUNDS

	2014	2013
	€	€
Net movement in funds	21,873	344,366
Accumulated funds at the beginning of the year (unrestricted)	2,504,548	2,160,182
Accumulated funds at the end of the year (unrestricted)	2,526,421	2,504,548

11. DETAILS OF BORROWINGS

	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Total
Repayable by instalments Bank loan	60,000	65,000	200,000	505,897	830,897

12. CAPITAL COMMITMENTS

There were no capital commitments at year ended 31st December 2014.

13. GROSS CASH FLOWS

	2014	2013
	€	€
Returns on investments and servicing of finance		
Interest received	60,031	79,709
Interest paid	(17,280)	(18,157)
	42,751	61,552
Capital expenditure		
Payments to acquire tangible assets	(86,466)	(10,389)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

14. ANALYSIS OF CHANGES IN NET FUNDS

	Opening balance	Cash flows	Closing balance	
	€	€	€	
Cash at bank and in hand	2,793,113	(9,042)	2,784,071	
Debt due within one year	(50,000)	(10,000)	(60,000)	
Debt due after one year	(841,125)	70,228	(770,897)	
	(891,125)	60,228	(830,897)	
Total	1,901,988	51,186	1,953,174	

15. APB ETHICAL STANDARD - PROVISIONS AVAILABLE FOR SMALL ENTITIES

In common with many other businesses of our size and nature we use our auditors to assist with the preparation of the financial statements.

16. APPROVAL OF FINANCIAL STATEMENTS

The directors approved the financial statements on 15th May 2015.