

# Road Safety Authority

## Corporate Governance Board Manual

November 2023



## Foreword

The purpose of this Corporate Governance Board Manual is to provide a blueprint to the Board on how the Road Safety Authority works from a governance perspective. All levels within the organisation must align to, and comply with, all of the governance provisions within this Board Manual.

The Corporate Governance Board Manual will be reviewed by the Board on an annual basis, at the start of each calendar year when the annual work programme is agreed, and any revisions or additions then made, must be formally approved and adopted by the Board.

The Board Manual will:

- provide practical ways of ensuring essential governance tasks get completed and provide an accurate guide for the Board.
- provide links to important complementary information that is already available.
- enable Board members and all those with governance responsibility to get more detailed information, when necessary
- use an easy-to-update format (with control procedures anticipating future refinements and revisions)
- align to the 2016 Code of Practice for the Governance of State Bodies, the 2006 Road Safety Authority Act and reflect best practice governance.

## Introduction by Chairperson

As Chairperson of the Road Safety Authority, I welcome the work undertaken by the Governance Committee of the Board in the development of this Corporate Governance Board Manual. This manual will assist me as Chairperson and the members of the Board in the discharge of our legal and corporate governance responsibilities. It will also ensure that the RSA adheres and is aligned to the provisions of the Road Safety Authority Act 2006 and the 2016 Code of Practice for the Governance of State Bodies.

In addition to this Manual, I also welcome the updating of our Code of Conduct Policy our Conflict of Interest Policy and the updated Charters for our Audit & Risk and Remuneration Committees. The suite of Governance documentation will assist the Board in the performance of our work and our engagement with the executive of the Authority.



## 1.0 RSA Overview

### 1.1 Road Safety Authority

#### 1.1.1 Who we are:

The Road Safety Authority (RSA) is Ireland's primary road safety organisation and an official statutory body. It was formed in September 2006 following the passing of the Road Safety Authority Act 2006.

Our purpose is as follows:

#### For the general public;

- We research, educate and intervene to ensure that all road users are safer, year on year. We do this by challenging and changing attitudes to road safety in order to reduce high-risk, dangerous behaviour on our roads.

#### For road users;

- We set standards, we set out training, we test, and we provide feedback so that road users can achieve an acceptable level of competence, that vehicles are at an acceptable level of safety such that road users can be confident about their own safety and the safety of others in their use of the road.

#### For professional drivers and business operators;

- We establish a regime to protect road users, drivers, commercial and public enterprises from the hazards of defective vehicles and poor commercial driving practices to ensure their road users and the commercial enterprise is not impacted negatively.

#### For victims, victim organisations and those impacted by collisions;

- We advocate to reduce the personal, family, community and societal impact of death and injuries on our roads.



**1.1.2 Our Structure:**

The RSA is governed by a Board of the Authority with a Chairperson and Board Members and the operation is headed by a CEO and organised into seven directorates;

- Finance & Corporate Services,
- Strategy, Performance & Transformation
- Research, Standards & Assurance
- Customer Operations
- People, Development & Culture
- Technology, Platforms & Solutions
- Partnerships & External Affairs

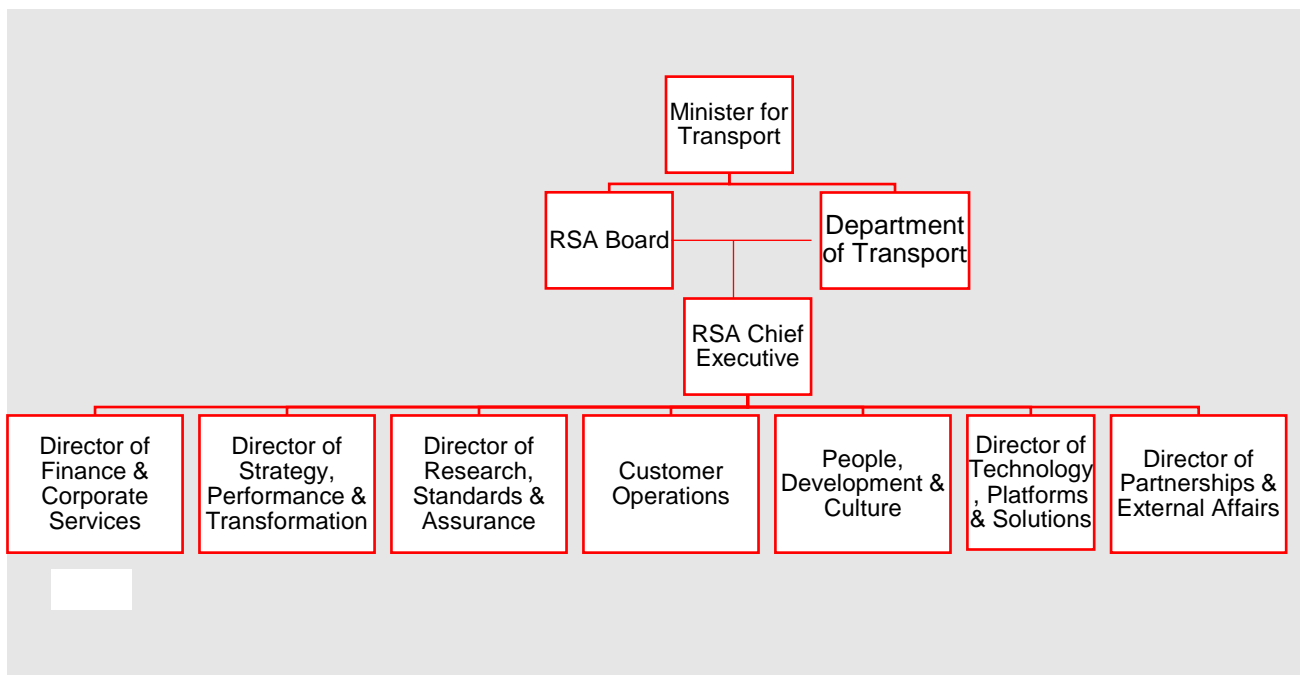


Figure 1.0 RSA Governance Structure



## Our vision

To be a world leader in road safety, driving change in attitudes and behaviours in road users, collaborating with stakeholders, to save lives.

## Our mission

To save lives and prevent injuries by reducing the number and severity of collisions on our roads

## Our values

The safety of the public on our roads is at the heart of everything we do, and our values underpin how we work with each other and for others as we pursue our commitment to making roads safe for all users.

Over the period of this corporate plan, we will live and embed our values through collaboration, innovation and commitment to excellence in service.



### Integrity

We behave ethically, honestly and transparently.



### Accountability

We value and appreciate each other's contributions in achieving our goals.



### Making a difference

Everything we do is to improve road safety.



### Service excellence

We deliver innovative, responsive and accessible public services.



### Collaboration and partnership

We foster inclusive and supportive working with staff and partners.

## Target:

The Authority is the lead agency for co-ordinating the delivery of the Government's Road Safety Strategy whose primary aim is to reduce the number of deaths and serious injuries on Irish roads by 50% over the next 10 years. This means reducing deaths on Ireland's roads annually from 144 to 72 or lower and reducing serious injuries from 1,259 to 630 or lower by 2030. The Vision Zero ambition is to achieve road safety outcomes of Zero Fatalities and Zero Serious Injuries by 2050. The road safety transformation programme supports delivery and achievement of the Road Safety Strategy actions and targets. The RSA is a partner in the Road Safety Transformation Partnership Board.



### 1.1.5 Principal Activities:

The RSA works to improve road safety in Ireland by:

- Developing and implementation information and education campaigns to increase awareness of road safety and promote safer driving.
- Improving vehicle standards
- Establishing and monitoring a standard for driver instruction
- Overseeing the system of driver licensing and undertaking certain enforcement activities
- Working with stakeholders to ensure a co-ordinated response and ensure our collective resources are used wisely and efficiently.
- Undertaking accident and road safety research in order to develop measures and recommendations to improve road safety.
- Advising the Minister for Transport on road safety policy
- Producing road safety strategy documents and monitoring their implementation

## 1.2 Strategy (Road Safety Strategy 2021-2030 and Corporate Plan 2022-2025)

The RSA is responsible for driving the Government's Road Safety Strategy 2021-2030 will be delivered in three phases. Phase 1 which runs from 2021 to 2024 is and includes **50 high-impact actions and 136 support actions**.

1. Phase 1 Action Plan: 2021-2024,
2. Phase 2 Action Plan: 2025-2027 and
3. Phase 3 Action Plan: 2028-2030.

This strategy has been developed through extensive engagement with the public and with other key stakeholders. Guiding our journey towards Vision Zero is the Safe Systems approach. We have identified seven Safe System priority areas which will be the focal points of our work over the next ten years.



1. Safe Roads & Roadsides
2. Safe Speeds
3. Safe Vehicles
4. Safe Road Use
5. Post-crash Response
6. Safe and Healthy Modes of Travel
7. Safe Work-Related Road Use

Under its own 2022-2025 Corporate Plan, the RSA commits to deliver five themes:



## 1.2 Code of Practice for the Governance of State Bodies 2016

### 1.2.1 Code of Practice for the Governance of State Bodies 2016

The RSA, as an Authority established under the 2006 Road Safety Authority Act. RSA comes under the aegis of the Code of Practice for the Governance of State Bodies, with the last renewal coming into effect on September 1<sup>st</sup> 2016.

The Code provides a framework for the application of best practice in corporate governance and under this Code the RSA has an obligation to demonstrate its commitment to achieving the highest possible standards of corporate governance.

The RSA is required to confirm to the Minister that it complies with this Code of Practice for the Governance of State Bodies in their governance practices and procedures.

The Code concerns both the internal practices of the RSA and its external relations with Government, the Minister for Transport, the Minister for Finance and Minister for Public Expenditure and Reform and their respective Departments. The ethics in public office obligations within the code, per the Standards in Public Office Commission and the Ethics in Public Office Act 1995 and 2001, apply to all designated Board members and designated office holders.

The Code makes provision for certain exemptions where elements of the code may be deemed not to apply to the RSA, but any such exemptions are subject to the written agreement of the relevant Minister/Parent Department.

The provisions of the 2016 Code do not override existing statutory requirements as set out in the Road Safety Authority Act 2006, Ethics in Public Office legislation and any other relevant legislation (e.g. equality legislation, employment legislation).

### 1.2.2 Code Exemptions

In certain circumstances the RSA may consider that certain requirements of the 2016 Code may have a disproportionate effect on them because of the nature and scale of their activities, their business model, the resources available to them, and/or their governing statutes (2006 Road Safety Authority Act). Where appropriate, the RSA should reach agreement and formally document with the Department the extent to which the compliance requirement might be suitably adapted in their case. The RSA should then note the agreement reached in its annual report and explain whether the requirements are to be phased-in over a longer period of time, or otherwise varied in some way.





### ***Comply or Explain***

As outlined, exemptions from specific provisions in this Code may be justified in certain situations provided the objectives of those provisions can be achieved by other governance measures. In situations where there are any derogations from the provisions of the 2016 Code, the RSA should also have explanatory notes written into its oversight agreements with its parent Department with reasons for the exemptions clearly explained.

### **1.3 Governance Arrangement with Department**

Under the 2016 Code, the Department of Transport must ensure that there are robust and effective governance arrangements in place in RSA. This requirement is in accordance with the Governance Framework requirements for Government Departments and Offices regarding bodies under their aegis set out in the Corporate Governance Standard for the Civil Service.

Under the 2016 Code, provision is made for clarity of accountabilities in an oversight agreement to be put in place between the Minister/parent Department and the RSA. The oversight agreement is a written statement between the Department and the RSA which clearly defines the terms of the Department's relationship with the RSA.

The oversight agreement should reflect:

- Legal framework of the RSA
- Operational environment in which the RSA operates (viz. non-commercial)
- Purpose and responsibilities of the RSA
- The RSA level of compliance with the Code of Practice
- Summary of the Performance Delivery Agreement
- Derogations agreed.
- Arrangements for oversight, monitoring and reporting.
- Mutual Commitments
- Ministerial consents for expenditure

Consistent with code provision 8.11 of the 2016 Code of Practice, representatives of the Board should attend, along with the executive, the annual formal review of the Performance Delivery Agreement with the Department of the Transport.



**Existing Arrangements:**

The RSA reviewed and signs off on the Oversight and Performance Agreements signed up to with the Department of Transport (DOT) annually. Under the current arrangement, the RSA will meet with representatives of the Road Safety Division of the Department on a monthly basis.

The Performance Agreement seeks to:

- facilitate the Authority in carrying out its functions;
- progress the on-going development of output measures for the RSA's expenditure;
- improve the effectiveness and efficiency of public services;
- provide a mechanism in which the RSA reports to the Department on the implementation of the Government's Road Safety Strategy 2021 to 2030 and the Authority's Corporate Plan 2022 to 2025.

To provide greater oversight, direction and governance between the Department and the RSA, in addition to the meetings on a monthly basis, the following arrangements were instituted in 2018:

- The Assistant Secretary of DOT, with responsibility for the Road Safety Division will be in attendance at the quarter end oversight meeting.
- To facilitate greater cooperation between the DOT and the RSA, the Chairperson of the Board of the Authority will meet with the Minister of Transport at least once every six months.



## 2.0 RSA Organisation and Responsibilities

### 2.1 Role of the Board

#### 2.1.1 Composition

Under the statutory provisions of the Road Safety Authority Act 2006, the RSA is governed by a Board with a Chairperson and Board Members and the following rules apply:

- <sup>1</sup>members of the Board shall be appointed by the Minister;
- <sup>1</sup>the Board shall consist of a Chairperson and not less than 6 and not more than 11 ordinary members;
- <sup>1</sup>each member of the Board shall be a person who in the opinion of the Minister has wide experience and competence in relation to roads, road safety, transport, driver education and examination, industrial and commercial matters, local government, the organisation of workers or administration or other such competence deemed appropriate for RSA Board;
- <sup>1</sup>a member of the Board may at any time resign his or her membership by letter addressed to the Minister and the resignation shall take effect from the date of receipt of the letter by the Minister;
- <sup>1</sup>a member of the Board shall be paid out of funds at the disposal of the Authority— such remuneration (if any) as may be fixed from time to time by the Minister with the agreement of the Minister for Finance, and such amounts in respect of expenses (if any) as the Minister with the agreement of the Minister for Finance may determine.
- <sup>1</sup>a member of the Board may at any time be removed from membership of the Board by the Minister if, in the Minister's opinion, the member has become incapable through ill-health of performing his or her functions, or has committed stated misbehaviour, or his or her removal appears to the Minister to be necessary for the effective performance by the Board of its functions;
- <sup>1</sup>if a member of the Board dies, resigns, becomes disqualified or is removed from office, the Minister may appoint a person to be a member of the Board to fill the casual vacancy so occasioned and the person so appointed shall be appointed in the same manner as the member of the Board who occasioned the casual vacancy;

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<sup>1</sup> Per Road Safety Authority Act 2006 Section 14



- <sup>1</sup>subject to the other provisions of this section, a person appointed to be a member of the Board by virtue of the paragraph above shall hold office for the remainder of the term of office of the member who occasioned the casual vacancy he or she is appointed to fill and shall be eligible for re-appointment for one further consecutive term as a member of the Board;
- <sup>1</sup>the Authority may act notwithstanding a vacancy amongst its members;
- <sup>1</sup>a member of the Board shall cease to hold and shall be disqualified from holding office if he or she:
  - is adjudged bankrupt;
  - makes a composition or arrangement with creditors;
  - is sentenced by a court of competent jurisdiction to a term of imprisonment;
  - is disqualified or restricted from being a director of any company.

As at the beginning of 2023, the Board of the RSA currently has eight members. The membership of the Board, their respective dates of appointment, term, dates of expiration and their area of competency and expertise are outlined in the following table;

No	Name	Term	Date of Appointment	Term	Term Expiration Date	Competency/Area of Expertise
1	Ms Liz O'Donnell	Secondary	23 <sup>rd</sup> September 2019	5 Years	22 September 2024	Former Minister & TD
3	Ms Donna Price	Secondary	1 <sup>st</sup> January 2021	3 Years	31 December 2023	Road Safety Advocate & Victim Representative
4	Ms Gillian Treacy	Secondary	1 <sup>st</sup> January 2021	3 Years	31 December 2023	Road Safety Advocate & Victim Representative
5	Ms Sarah Johnson	Primary	4 <sup>th</sup> November 2020	5 Years	3 November 2025	Solicitor with expertise in Procurement & Contract Management
6	Dr John Cronin	Primary	4 <sup>th</sup> November 2020	5 Years	3 November 2025	Medical Rehabilitation/Trauma Expertise
7	Dr Derek Cawley	Primary	4 <sup>th</sup> November 2020	5 Years	3 November 2025	Medical Rehabilitation/Trauma Expertise
8	Ms Ashling Cunningham	Primary	4 <sup>th</sup> November 2020	5 Years	3 November 2025	ICT Professional/Chief Information Officer Expertise
9	Dónall Curtin	Primary	16 <sup>th</sup> November 2023	5 years	15 November 2028	Auditor and Accountant
10	Dave Montgomery	Primary	16 <sup>th</sup> November 2023	5 years	15 November 2028	Governance, Risk & Compliance



### 2.1.2 Responsibilities:

The Board is responsible for leading and directing the activities of the Road Safety Authority. This is achieved through:

- setting the strategic direction and goals of the Authority;
- keeping itself up-to-date and fully informed about strategic issues and changes affecting the Authority and the environment in which it operates.
- setting expectations concerning the Authority's culture, values and behaviours and the style and tone of board discussions.
- the periodic preparation and submission to the Minister of Transport Ta comprehensive programme of measures for the enhancement of road safety;
- approval and adoption of a 3 – 5-year Corporate Plan.
- setting performance objectives and approving and monitoring an appropriate suite of KPIs to monitor progress towards achievement of strategic objectives.
- monitoring strategic and business implementation and performance.
- approving and monitoring risk management policies.
- approving and monitoring annual budgets and business plans consistent with the multi annual Corporate Plan.
- undertaking an evaluation of actual performance against the plan / budget on an annual basis.
- overseeing major capital investment and business decisions.
- being responsible for decisions on major items of expenditure (in accordance with the schedule of matters in section 4.0 specifically reserved for board decision and consideration) to ensure that they are aligned with medium to long term strategies as well as monitoring the effectiveness of such expenditures.
- satisfying themselves that systems of financial control and risk management are robust and defensible.



- performing an annual review of the effectiveness of the internal control systems in place in the RSA.
- delegating operational responsibility for the day to day running of the Authority to the CEO and the executive team.
- reviewing the results of the annual Board performance evaluation process.
- keeping under review Corporate Governance developments (including ethical related matters) that might affect the Authority, with the aim of ensuring that the Authority's Governance policies and practices continue to be in line with best practice.
- ensuring that the principles and provisions set out in the Code of Practice for the Governance of State Bodies are adhered to.

### 2.1.3 Appointment process:

Members of the Board are appointed by the Minister, as per the 2006 Act.

<sup>2</sup>Each appointee is issued with a formal Letter of Appointment from the Minister. The Board Secretary will maintain a register of appointment letters.

<sup>3</sup>The Chairperson will engage with the appointment process to request that any competency and skills gaps identified by the Board are used as criteria in the nomination and selection process.

To assist in the recruitment process, the Board has adopted the Competency Framework Model appended to this document, as also referenced in section 7.1.4 of this document.

Consistent with provision 4.4 of the 2016 code, appointments to the RSA should be made against objective criteria with due regard for the benefits of diversity on the Board. The Chairperson of the Board, in assisting the Department in drawing up the specification for the Board appointment should have due regard for the benefits of diversity on the Board including gender.

The Chairperson should maintain a focus where either women or men are significantly under- represented and should actively seek to appoint candidates of the under-represented gender from the Public Appointments Service short list where possible.

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<sup>2</sup> Per code provision 3.6 of the 2016 Code of Practice

<sup>3</sup> Per code provision 2.4 of the 2016 code of Practice



### 2.1.4 Terms of Office:

<sup>4</sup>The Minister, when appointing an ordinary member of the Board, shall fix such member's period of membership which shall not exceed 5 years and, subject to this provision, membership shall be on such terms as the Minister determines.

As defined under section 14.5 of the 2006 Road Safety Authority Act, a member of the Board shall not be eligible for re-appointment if he or she has served two consecutive terms as a member of the Board.

### 2.1.5 Strategy

The Board is responsible for ensuring the RSA effectively fulfils its role in the development of the Government Road Safety Strategy and that the RSA fulfils the subsequent role assigned to it in the co-ordination of delivery of that strategy fully and effectively and that periodic reviews and the RSA's participation in these reviews are carried out as required.

Under the 2016 Code (code provision 1.15), the Board of the RSA also has a responsibility for the preparation and adoption of an organisation specific strategic plan or corporate plan.

The plan should set appropriate objectives and goals and identify relevant indicators and targets against which performance can be clearly measured.

With respect to the Corporate Plan being developed:

- The Board should have a formal process in place for setting the RSA's own strategy;
- Consistent with code provision 1.17 (para 1) of the 2016 Code, the Board should adopt a Corporate plan for a period of 3-5 years ahead, or as otherwise mandated by the DOT;
- <sup>5</sup>The Corporate Plan should be aligned to specific objectives in the DOT's Statement of Strategy, to the extent relevant, and should also be consistent with any Government policies for the reform and modernisation of the Public Service as well as the statutory responsibilities of the RSA;
- <sup>5</sup>The Statement of Strategy should contain a mission statement, high level objectives and target outputs and outcomes in the key strategic areas of body activity, as well as a statement on the resources to be deployed to meet the targets;

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<sup>4</sup> In line with section 14.6 of the 2006 Road Safety Authority Act

<sup>5</sup> Per code provision 1.17 of the 2016 Code of Practice



- <sup>6</sup>A copy of the draft corporate plan (including, where relevant, plans for levy setting or own income generation) and the draft annual rolling five-year business and financial plan should be sent to the Minister of the parent Department, and, where appropriate, the Minister for Public Expenditure and Reform before the plan(s) are/is finalised and adopted by the Board.
- <sup>6</sup>After initial submission of the draft corporate plan to the Minister(s), their views should be made known to the RSA within a maximum period of twelve weeks of submission. While final responsibility for the content of the plan rests with the Board in each case, the views of the Ministers and consideration of the public interest should be carefully weighed by the Board;
- <sup>7</sup> Implementation of the corporate plan by the management of RSA should be supported through an annual planning and budgeting cycle.

### 2.1.6 Business plans and budgets

The Board should approve an annual plan and/or budget and should formally undertake an evaluation of actual performance by reference to the corporate plan and/or budget on an annual<sup>8</sup> basis. Draft budget plans should be presented to the Board by the end of November each year, with the budget for the following year then formally approved before the end of November.

### 2.1.7 Executive Management

<sup>8</sup>The Board must hold the CEO and executive management to account for the effective performance of their roles and responsibilities.

### 2.1.8 Work Programme

The Board will agree and maintain an annual work programme setting out the meeting dates, times and key areas of focus for individual meetings for the forthcoming year. Sub- Committees of the Board will also set out a plan and schedule for its programme for the forthcoming year, which will feed directly into the Board's work programme. The programme will help the Board apply focus and ensure that it is meeting all of its functions, while it will aid the CEO and executive management in preparing for its reporting obligations. The work plan should be agreed and approved by the Board before the end of December of the preceding year.

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<sup>6</sup> Per code provision 1.18 of the 2016 Code of Practice

<sup>7</sup> Per code provision 1.19 of the 2016 Code of Practice

<sup>8</sup> Code of Practice, page 13 para 5





### 2.1.9 Reservation of policies for Board approval

The Board will have responsibility for formally approving the following governance policies:

- <sup>9</sup>Code of Conduct for Board members
- <sup>10</sup>Conflict of Interest Policy for Board members
- <sup>11</sup>Disclosure of Interest Policy for Board members
- <sup>12</sup>Protected Disclosure Policy
- <sup>13</sup>Executive Management Remuneration Policy
- <sup>14</sup>Procurement Policy
- <sup>15</sup>Delegated Authority Policy
- <sup>15</sup>Treasury Policy
- <sup>15</sup>Risk Management Framework and Policy
- Data Governance Policy
- Other governance policies where the Board may deem its formal approval is required

All policy documents will include the date of the last update and the date of formal approval by the Board and the scheduled date of the next review. Include where they are held for the Board so they know where they are.....

### 2.1.10 Committees

<sup>16</sup>The Board may, from time to time, establish such committees of the Board as are necessary to assist it in the performance of its duties. They may include members who are not members of the Board if specialist skills are required. Where a committee is put in place:

- <sup>16</sup>the terms of reference shall be specified in writing and approved by the Board and reviewed annually;
- <sup>16</sup>the Board shall designate the Chairperson of any Committee so appointed;

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<sup>9</sup> Per 2016 Code of Practice Appendix C, para 1

<sup>10</sup> Per code provision 1.11 of the 2016 Code of Practice

<sup>11</sup> Per requirements under the Standards in Public Office Commission and Ethics in Public Office Act 1995

<sup>12</sup> Per code provision 1.14 of the 2016 Code of Practice

<sup>13</sup> Reference section 9, para 1 and 2 of the 2016 Code of Practice

<sup>14</sup> Reference 8.16, 8.17 and 8.20 of the 2016 Code of Practice

<sup>15</sup> Per code provision 1.7 (point 3) of the 2016 Code of Practice

<sup>16</sup> Per 2016 Code of Practice, page 58, section 7



- the Board, on the nomination of the Chairperson, shall appoint its members and may co-opt external members to any committee it constitutes;
- <sup>17</sup>the committees should have the appropriate balance of skills and knowledge to enable them to discharge their respective roles and responsibilities effectively.
- <sup>16</sup>the Board shall receive regular reports from the committee, with a brief written report from the Chair to the Board meeting immediately following each Committee meeting.
- <sup>16</sup>all protocols concerning the operation of the Board shall be applied to a committee.
- <sup>16</sup>report of committee meetings shall be circulated to all Board members.
- unless the Committee is given delegated powers of authority stating otherwise, all findings of that Committee shall be submitted to the Board for adoption.
- a Committee shall, subject to any directions by the Board, meet at such times and places as they may from time to time determine.

### 2.1.11 Performance Reports

Reports from the CEO and executive management outlining strategy implementation, budget performance, policy development and strategic risk will be presented to each Board meeting.

Performance reports will be aligned to the strategic objectives of the RSA and presented in such a way so as to align against the KPIs and target outcomes as set out in the Corporate Plan.

The Chairperson and the Board have statutory reporting obligations as set out in the Road Safety Authority Act 2006 and the requirements under the Business & Financial Reporting Requirements under the new Code of Practice 2016.

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<sup>17</sup> Per 2016 Code of Practice, Section 4, Principles, Para 1



The obligations can be summarised into four board categories relating to the following reports:

- Annual Report
- Annual Financial Statements
- Chairperson's Comprehensive Report to the Minister
- Statement on Internal Control

The 2016 Code requires the following in respect of each report statement:

### A) Annual Report;

Per the obligations of the 2016 Code of Practice (as set out in the Code's Business & Financial Reporting Requirements document – Appendix A), the Annual Report of the RSA should include:

- i) a note of any agreement reached by the RSA with its parent Department regarding their level of compliance with the 2016 Code of Practice. This should explain whether certain requirements are to be phased-in over a longer period of time, or otherwise varied in some way;
- ii) a statement by the Board that it has approved an annual plan and/or budget and has undertaken an evaluation of actual performance against this plan;
- iii) a statement that the Board are responsible for preparing the annual report and financial statements and whether the Board considers the financial statements to be a true and fair view of the RSA's financial performance and its financial position at the end of the year;
- iv) a statement (also include in the financial statements) how the performance evaluation of the Board and its committees has been conducted;
- v) a statement of how the Board operates, including a high-level statement of which types of decisions are taken by the Board and which are delegated to management;
- vi) in the event that four meetings of the Audit and Risk Committee is not considered necessary, the Chairperson should make a statement that she is satisfied that the Audit and Risk Committee discharged its role with fewer than four meetings in the year;



- vii) the names of the Chairperson, the deputy Chairperson (if any), the CEO and members of the Board and its committees;
- viii) a statement on the number of meetings of the Board and its committees and the attendance of each Board member at Board meetings;
- ix) confirmation that the Board has carried out an appropriate assessment of the RSA's principal risks, including a description of these risks, where appropriate, and associated mitigation measures or strategies;
- x) confirmation from the Chairperson that the RSA is adhering to the relevant aspects of the Public Spending Code;
- xi) the Chairperson's report to the Minister regarding the system of internal control. This statement should be reviewed by the external auditors to confirm that it reflects the RSA's compliance with its requirements.

## B) Annual Financial Statements;

The Board has oversight responsibility for ensuring that the RSA complies with its statutory reporting obligations with respect to its Financial Statements (as set out in the 2016 Code of Practice – Business & Financial Reporting Requirements – Appendix B).

This includes:

- i) furnishing draft unaudited annual financial statements for the RSA to its parent Department and, where appropriate, the Department of Public Expenditure and Reform not later than two months after the end of the relevant financial year;
- ii) publishing details of non-salary-related fees paid in respect of Board members analysed by category, and the salary of the CEO;
- iii) disclosing details of expenditure on external consultancy/adviser fees for each accounting year. For this purpose, consultancy fees mean fees paid to external parties providing advisory services of any nature. Such fees should be itemised by category as stated below:
  - a. Legal (legal fees across all areas to be included here e.g. for pension, HR etc.);



- b. Tax and financial advisory (e.g. due diligence, accounting, corporate finance);
  - c. Public relations/marketing;
  - d. Pensions and human resources; and
  - e. Other
- iv) disclosing the aggregate pay bill and total number of employees, and details of the number of employees whose total employee benefits (excluding employer pension costs) for the reporting period fell within each pay band of €10,000 from €60,000 upwards and an overall figure for total employer pension contributions;
- v) disclosing aggregate details of the compensation of their key management level broken down by the following categories:
- i. Salaries and short-term employee benefits;
  - ii. Post-employment benefits; and
  - iii. Termination benefits.
- vi) disclosing key management personnel compensation in total;
- vii) disclosing details of termination/severance payments and agreements - The financial statements should disclose details of payments and agreements (with a value in excess of €10,000) made in the reporting period. These would include severance/termination payments, granting of added years for pension purposes or early retirement without normal actuarial reductions;
- viii) disclosing the total costs incurred in relation to travel and subsistence broken down between national and international travel;
- ix) disclosing the aggregate total expenditure incurred in relation to hospitality in the period (This would include Christmas parties, retirement parties, expenditure on staff wellbeing, contribution to sports and social clubs, One4all vouchers, retirement/leaving gifts, flowers, etc.);
- x) disclosing legal costs/settlements in cases where cumulative legal costs incurred in the year of account exceed €50,000.



### C) Chairperson's Comprehensive Report to the Minister;

Each year, the Chairperson of the Authority must furnish to the Minister of Transport, in conjunction with the annual report and financial statements, a comprehensive report covering the Authority that will include where appropriate the following (consistent with the obligations as set out under the 2016 Code of Practice – Business & Financial Reporting Requirements – Appendix C);

- i. a statement on the system of internal control and include, in cases where a breach of this system has been identified, an outline of the steps that will be taken to guard against such a breach occurring in future;
- ii. outline of all commercially significant developments affecting the RSA in the preceding year, including the establishment of subsidiaries or joint ventures and share acquisitions, and major issues likely to arise in the short to medium term;
- iii. provide summary details of all off-balance sheet financial transactions of the RSA that are not disclosed in the annual report and financial statements, including information on the nature, purpose and financial impact of the off-balance sheet financial transactions. The contents and format of this section of the report should be agreed in advance with the parent Minister/designated Departmental officials;
- iv. affirm that all appropriate procedures for financial reporting, internal audit, travel, procurement and asset disposals are being carried out;
- v. affirm that Codes of Conduct for the Board and Employees have been put in place and adhered to;
- vi. affirm that Government pay guidelines on the pay of the CEO and all RSA employees are being complied with;
- vii. affirm that Government guidelines on the payment of Board members' fees are being complied with;
- viii. explain failure to comply with any of the above and stating any corrective action taken or contemplated;
- ix. outline any significant post balance sheet events;
- x. confirm that the appropriate requirements of the Public Spending Code are being complied with;
- xi. confirm that procedures are in place for the making of protected disclosures in accordance with section 21(1) of the Protected Disclosures Act 2014 and confirmation that the annual report required under section 22(1) of the Act has been published;



- xii. certify that Government travel policy requirements are being complied with in all respects;
- xiii. xiii)include the confirmation that the State body has complied with its obligations under tax law;
- xiv. Provide details of/information on legal disputes involving other State bodies;
- xv. confirm that the 2016 Code of Practice has been adopted and the extent to which the RSA is in compliance with the Code;
- xvi. affirm adherence to the relevant procurement policy and procedures and the development and implementation of the Corporate Procurement Plan;
- xvii. report any non-competitive procurement.

#### D) Statement on Internal Control

Each year, the Chairperson has to sign a Statement of Internal Control that should be included in the Annual Report of the Authority. The Office of the Comptroller & Auditor General will review the statement as part of their annual audit to ensure the information contained in the report is consistent with the information they attained during the course of the external audit.

As set out in the 2016 Code of Practice – Business & Financial Reporting Requirements document – Appendix D, the Statement of Internal Control Report should include the following information:

- i) acknowledgement by the Chairperson that the Board is responsible for the RSA's system of internal control;
- ii) an explanation that such a system can provide only reasonable and not absolute assurance against material error;
- iii) description of the key control procedures tailored to reflect the size and complexity of the RSA in order to provide a full understanding of the procedures, which have been put in place by the Board, to provide effective internal control. This description to include;
  - (a) A statement in relation to when the annual review of the effectiveness of control was conducted or where such a review was not conducted, a statement that it was not conducted;



- (b) Disclosure of details regarding instances where breaches in control occurred – such breaches might include non-compliance with procurement rules or instances where other elements of the control system (e.g. internal audit, Audit and Risk Committee or other committees) were not operational;
  - (c) Disclosure of details of any material losses or frauds;
  - (d) Statement on System of Internal Controls is to be reviewed by the Audit and Risk Committee and the Board to ensure it accurately reflects the control system in operation during the reporting period.
  - (e) Statement on System of Internal Controls is to be reviewed by the external auditors to confirm that it reflects the RSA's compliance with the requirements;
  - (f) the steps taken to ensure an appropriate control environment (such as clearly defined management responsibilities);
  - (g) processes used to identify business risks and to evaluate their financial implications;
  - (h) details of the major information systems in place such as budgets, and means of comparing actual results with budgets during the year;
  - (i) the procedures for addressing the financial implications of major business risks (such as financial instructions and notes of procedures, delegation practices such as authorisation limits, segregation of duties and methods of preventing and detecting fraud); and
  - (j) the procedures for monitoring the effectiveness of the internal control system which may include: Audit and Risk Committee, management reviews, consultancy, inspection and review studies, the work of internal audit, quality audit reviews and statements from the heads of internal audit.
- iv) Confirmation that there has been a review of the effectiveness of the system of internal control;
- v) Information (if appropriate) about the weaknesses in internal control that have resulted in material losses, contingencies or uncertainties which require disclosure in the financial statements or the auditor's report on the financial statements;





- vi) The information relating to weaknesses in internal control should be a description of the action taken, or intended to be taken, to correct the weaknesses, or an explanation of why no action is considered necessary;
- vii) Confirmation that the RSA is in compliance with current procurement rules and guidelines as set out by the Office of Government Procurement.

### 2.1.12 Internal Control

<sup>18</sup>The Board is responsible for ensuring that effective systems of internal control are instituted and implemented in the Road Safety Authority including financial, operational and compliance controls and risk management and the Board should review the effectiveness of these systems annually.

### 2.1.13 Ethics

The RSA has a Code of Conduct for Board members and it refers to the need for each member of the Board of the RSA holding a designated Board membership and each person occupying a designated Position of employment with the RSA to ensure his/her compliance with relevant provisions of the Ethics in Public Office Acts 1995 and 2001. Each Board member, whether he/she holds a designated directorship under the Ethics in Public Office Acts 1995 and 2001 or not, is required to follow the obligations regarding disclosure of interests, as per the <sup>19</sup> guidelines set out under the Standards in Public Office Commission.

The following applies in relation to the annual statements of interests:

- Where a Board member considers that he/she has no interests which could materially influence him/her in or in relation to the performance of the functions of his/her Board membership of the RSA, a statement is not legally required.
- Completed statements, covering the registration period for each calendar year (or part thereof), should be provided no later than 31 January of the following year. Disclosure is required for each year during any part of which a Board membership position is held.
- Board members should forward their annual statement to the Board Secretary.

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<sup>18</sup> Per code provision 7.3 of the 2016 Code of Practice

<sup>19</sup> Full guidelines are set out at [www.sipo.ie/Website/en/Guidelines/Checklist-for-Public-Bodies](http://www.sipo.ie/Website/en/Guidelines/Checklist-for-Public-Bodies)



### 2.1.14 Departing Board Members

<sup>20</sup>Departing Board members should not retain documentation obtained during their terms as Board member and should return such documentation to the Board Secretary or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board members require access to Board papers from the time of their term on the Board, any such requests will be considered by the Board Secretary.

<sup>21</sup>The Code of Conduct should make clear that obligations of the Board regarding the non-disclosure of privileged or confidential information do not cease when Board membership of the RSA has ended. This should be brought to the attention of Board members on their appointment to the Board. Former Board members should treat all sensitive information received while acting in that capacity as confidential.

## 2.2 Role of Individual Board Members

### 2.2.1 Fiduciary duties

Fiduciary Duty: All Board members have a fiduciary duty to the RSA in the first instance (i.e. the duty to act in good faith and in the best interests of the RSA).

<sup>22</sup>The principle fiduciary duties of a Board member are:

- to act in good faith in what the Board member considers to be the interests of the RSA;
- to act honestly and responsibly in relation to the conduct of the affairs of the RSA;
- to act in accordance with the 2006 Act and exercise his or her powers only for the purposes allowed by law;
- not to benefit from or use the RSA's property, information or opportunities for his or her own or anyone else's benefit;
- not to agree to restrict the Board member's power to exercise an independent judgment;
- to avoid any conflict between the Board member's duties to the RSA and the Board member's other interests (as outlined in the Conflicts of Interest policy appended to this Board Manual) unless the Board member is released from his or her duty to the RSA in relation to the matter concerned;
- to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their negligent behaviour; and

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<sup>20</sup> Per code provision 5.7 of the 2016 Code of Practice

<sup>21</sup> Per code provision 5.6 of the 2016 Code of Practice

<sup>22</sup> Per code provision 3.1 of the 2016 Code of Practice



- to have regard to the interests of the Minister and the DTTAS. The powers of governance and management of the RSA are delegated under the 2006 Act and the Board owe their duties, first and foremost, to the RSA.

### 2.2.2 Non-compliance

<sup>23</sup> If a Board member finds evidence that there is non-compliance with any statutory obligations that apply to the RSA, he/she should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson indicating:

- the consequences of such non-compliance; and
- the steps that have been or will be taken to rectify the position. It is the Chairperson's responsibility to make such issues known to the Minister.

### 2.2.3 Letter of Appointment

A formal standard letter of appointment should be issued to new Board members from the relevant Minister.

<sup>24</sup>The letter of appointment should include the following:

- role of the Board and that of a Board member;
- the Board's terms of reference;
- duration of appointment and renewal provisions;
- support and training to be provided;
- the time commitment involved;
- level of remuneration, if any;
- conflict of interest rules; and
- termination arrangements.

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<sup>23</sup> Per code provision 3.3 of the 2016 code of Practice

<sup>24</sup> Per the guidelines as set out under code provision 3.6 of the 2016 Code of Practice



### 2.2.4 Rules on Confidentiality.

Board members must abide by the guidelines on confidentiality set out in the Code of Conduct policy appended to the Corporate Governance Board Manual. All agenda reports and other documents and all proceedings of the Board or a Committee thereof shall be treated as confidential by each Board member unless and until they become public in the ordinary course of the Board's business.

## 2.3 Committees

### 2.3.1 Committee Structure

As prescribed in section 2.1.10 of this document, the Board may constitute a committee of its members to which it may delegate such of its functions as it may specify, with such terms of reference including a specified quorum. Unless that committee is given powers of authority all findings of that Committee shall be submitted to the Board for adoption.

### 2.3.2 Audit & Risk Committee

The Audit & Risk Committee, as required under the 2016 Code, is formally established and appointed by the Board of the RSA. The Committee reports to the Board on the discharge of its functions. The Committee will consist of at least <sup>25</sup>three non-executive Board members, one of whom will Chair the Committee. The Committee may also include independent external personnel. Per the term recommendations under the 2016 Code of Practice guidance for the Committee, appointments to the Committee shall be for a period of three years. A quorum shall be established with at least two members. The RSA Board Secretary or his/her nominee shall act as Secretary to the Committee.

<sup>26</sup>The Chairperson of the Board may participate as an Audit & Risk Committee member but may not assume the position of Chairperson of the Committee. <sup>27</sup>At least one member of the Committee must be qualified in the field of finance or accounting. The Committee can, however, co-opt a person of such experience and qualification should none exist on the Committee.

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<sup>25</sup> Per the requirement set out in code provision 7.12 of the 2016 Code of Practice

<sup>26</sup> Consistent with provision 1.4 of the Audit & Risk Committee Guidance document of the 2016 Code of Practice

<sup>27</sup> Per code provision 1.5 of the Audit & Risk Committee Guidance document of the 2016 Code of Practice



## Board Policy Statement on the Audit & Risk Committee

The Road Safety Authority will endeavour to deliver value for money across all its activities by utilising effective financial management practices backed up by efficient working arrangements for staff of the organisation. The Board of the Road Safety Authority recognises the vital contribution made by an effective Audit & Risk function in helping to identify, establish and maintain best governance practice.

The Board further recognises the independence of the Audit & Risk Committee in the discharge of its duties and will make adequate resources available to enable the Committee to discharge its functions.

The Audit & Risk Committee will work to a Terms of Reference (appended to this Board Manual), that is consistent with code provision 1.3 of the Audit Risk Committee Guidance notes under the 2016 Code of Practice.

<sup>28</sup>The Audit and Risk Committee will review on an annual basis their terms of reference and recommend any necessary changes to the Board. It is important that a balance is struck during Audit and Risk Committee meetings between governance, risk management, internal control, and financial reporting items.

### 2.3.2 Remuneration Committee

In accordance with the Code of Practice for the Governance of State Bodies 2016, <sup>29</sup>the Chairperson and the Board are required to implement Government policy in relation to the total remuneration package and superannuation of the Chief Executive Officer.

The Board must conform to the guidelines as outlined by the Department of Transport Tourism and Sport in relation to the appointment of the Chief Executive Officer.

The Board of the Authority may constitute a Remuneration Committee, with 3 Board members, to determine, on the Board's behalf any remuneration issues which the Board determines. The Remuneration Committee will undertake the performance management of the Chief Executive Officer on an annual basis. The Terms of Reference for the Committee are appended to this Board Manual.

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<sup>28</sup> Per code provision 1.3 of the Audit & Risk Committee Guidance under the 2016 code of Practice <sup>29</sup> Per 2016 Code of Practice, Section 9, Principles para 1



## 2.4 Role of the Chairperson:

<sup>29</sup>The Chairperson is responsible for the leadership of the Board and ensuring its effectiveness on all aspects of its role. The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values and behaviours for the Authority and for the tone of discussions at Board level.

However, there should be a clear division of responsibilities between the Chairperson leading and managing the Board and the executive responsibility for running the Authority. No one individual should have unfettered powers of decision.

The RSA Chairperson, as Chair of the Board will:

- <sup>30</sup>coordinate dates and times of RSA Board meetings with the CEO;
- <sup>31</sup>in addition to reviewing and approving the agenda, will set the agenda with the CEO; (the Chairperson and the CEO should meet in advance of the Board meeting to agree the agenda);
- officiate and conduct RSA Board meetings and guide the Board through the agenda items;
- ensure meetings are called and held in accordance with the Board's mandate and terms of reference as set out in this document;
- provide leadership & ensure RSA Board members are aware of their obligations and that the Board complies with its responsibilities;
- ensure there is sufficient time during meetings to fully discuss all agenda items;
- <sup>31</sup> ensure that discussion on agenda items is on topic, productive and professional and that there is a balance in respect of participation and contributions from Board members;
- <sup>32</sup>ensure the Board receive accurate, timely and clear information and ensure effective communication with all relevant stakeholders
- ensure minutes are complete and accurate, and reviewed and signed off at the next meeting;
- support the RSA executive in the delivery of the RSA's operational and strategy objectives and performance.

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<sup>29</sup> Per 2016 Code, Section 2 – Principle governing the role of the Chairperson

<sup>30</sup> Consistent with code provision 2.1 of the 2016 code of Practice

<sup>31</sup> Consistent with code provision 2.2 of the 2016 Code of Practice

<sup>32</sup> Per code provision 2.3 of the 2016 code of Practice



## 2.5 Role and responsibilities of the CEO:

<sup>33</sup>The role of Chairperson and CEO should not normally be combined. If this occurs for any period in exceptional circumstances, it should be with the consent of the relevant Minister. The division of responsibilities between the Chairperson and CEO are set out within this Board Manual and are formally adopted and agreed by the Board.

<sup>34</sup>The CEO shall be appointed by the Board, with the consent of the Minister.

<sup>35</sup> A person shall not be appointed as CEO of the Authority unless the Public Appointments Service, after holding a competition on behalf of the Minister or the Authority, have selected him or her for appointment as CEO of the Authority.

<sup>36</sup>The CEO shall not be a member of the Board. However, he or she will have the right to attend meetings of the Board and to address the Board on matters relating to the performance of the functions of the Authority.

The CEO (and Executive management) is responsible for:

- the implementation of the vision and direction of the Board through the implementation of the related strategies, policies and plans;
- the development of procedures / protocols to support the agreed policies;
- the timely implementation of legislation, policies, procedures and circulars;
- the preparation and development of policy for consideration and decision by the Board;
- the execution of existing policy;
- providing the Board with sufficient, appropriate information to make decisions;
- the implementation of Board decisions;
- providing the Board with sufficient, appropriate information to monitor the effectiveness of strategy implementation, policy implementation and internal controls.
- all other matters relating to the operation of the Road Safety Authority, excluding those matters reserved for decision by the Board, as per Section 4 of this Board Manual.

<sup>37</sup>The CEO shall, whenever required to do so by the Committee of Dáil Eireann established under the Standing Orders of Dáil Eireann to examine and report to Dáil Eireann on the appropriation accounts and reports of the Comptroller and Auditor General, give evidence to that Committee.

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<sup>33</sup> Per code provision 1.24 of the 2016 Code of Practice

<sup>34</sup> Per Road Safety Authority Act 2006 17.2

<sup>35</sup> Per Road Safety Authority Act 2006 17.4

<sup>36</sup> Per Road Safety Authority Act 2006 17.12

<sup>37</sup> Per Road Safety Authority Act 2006 17.15



<sup>38</sup>From time to time, and whenever so requested, the Chief Executive shall account for the performance of the Authority's functions to a Committee of one or both Houses of the Oireachtas and shall have regard to any recommendations of such Committee relevant to these functions.

<sup>39</sup>Such of the functions of the CEO as from time to time may be specified by him or her may, with the consent of the Board, be performed by such member of the staff of the Authority as may be authorised by the CEO.

<sup>40</sup>The functions of the CEO may be performed in his or her absence or when the position of CEO is vacant by such member of the staff of the Authority as may from time to time be designated for that purpose by the Board.

## 2.6 Board Secretary

### 2.6.1 Functions of the Secretariat Role

<sup>41</sup>The Board has a duty to ensure that the person appointed as Board Secretary has the skills necessary to discharge their statutory and legal duties and such other duties as may be delegated by the Board. Both the appointment and removal of the Board Secretary should be a matter for the Board as a whole.

<sup>42</sup>The role of the Board Secretary should be seen as a support to the Board. The scale and scope of the role will depend on the demands of the function within the RSA, and as determined by the Board. The Secretary of the Board may be assigned such functions and duties as may be delegated by the Board.

The duties can be classified as follows:

- statutory duties;
- duty of disclosure;
- duty to exercise due care,
- skill and diligence; and
- administrative duties.

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<sup>38</sup> Per Road Safety Authority Act 2006 17.16

<sup>39</sup> Per Road Safety Authority Act 2006 17.8

<sup>40</sup> Per Road Safety Authority Act 2006 17.9

<sup>41</sup> Per code provision 1.21 of the 2016 Code of Practice

<sup>42</sup> Per code provision 1.22 of the 2016 Code of Practice





The functions of the Secretary role are:

- keeping minutes and associated action tracker of the Board, Board committees (where applicable) on behalf of the Board;
- <sup>43</sup> coordinating and circulating information packs to Board members ahead of meetings;
- keeping, and making available for inspection, the RSA's registers on behalf of the Board, including, inter alia, the:
  - Register of Board Members' Interests
  - Register of Conflicts Recorded
  - Register of Appointment Letters
- <sup>44</sup> communicating with members, for example notifying the members of meetings of the RSA Board, details of proposed resolutions to be considered at meetings, circulating them with copies of the annual financial statements etc.;
- <sup>44</sup> providing Board members with administrative support;
- <sup>44</sup> ensuring that the Board's decisions are properly communicated;
- <sup>44</sup> maintaining and circulating an induction pack for new Board members and arranging induction programmes where applicable;
- <sup>44</sup> supporting Board members in their development and training needs;
- <sup>45</sup> reporting to the Chairperson on all Board governance matters and assist the Chairperson in ensuring relevant information is made available to the Board and its committees;
- <sup>46</sup> advising the Board through the Chairperson on all governance matters. The Board should have a list of statutory obligations and regulations that are required to be complied with and the execution of which depends on the Board Secretary.

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<sup>43</sup> Consistent with code provision 2.5 of the 2016 Code of Practice

<sup>44</sup> Consistent with code provision 3.10 of the 2016 Code of Practice

<sup>45</sup> Per code provision 1.23 of the 2016 Code of Practice



### 3.0 Division of Responsibilities

#### 3.1 Separation of Roles

<sup>46</sup>The role of the Chairperson and the CEO will be kept separate at all times.

#### 3.2 <sup>47</sup>Division of Responsibilities between Chairperson and the CEO

The roles of Chairperson and Chief Executive Officer in the RSA are split. There is a clear division of responsibility between the Chairperson and the CEO. The CEO is responsible for day-to-day management of the Road Safety Authority including co-ordinating the delivery of implementing the Road Safety Strategy and the corporate plan adopted by the Board and reporting on the performance of the RSA. The CEO is accountable to the Board as CEO for all authority delegated to executive management. The Chairperson is responsible for leading the Board and ensuring its effectiveness in all aspects of its role.

Reporting Lines	
Chairperson	CEO
The Chairperson reports to the Board.	<p>The CEO reports to the Chairperson (acting on behalf of the Board) and to the Board directly on matters relating to the Board</p> <p>The CEO reports to the Department on ongoing operational matters.</p>

Key Responsibilities	
Chairperson	CEO
<p>The Chairperson's principal responsibility is the effective running of the Board.</p> <p>The Chairperson is responsible for ensuring that the Board as a whole plays a full and constructive part in the</p>	<p>The CEO's principal responsibility is running the RSA.</p> <p>The CEO is responsible for proposing and developing strategy in consultation with the Chairperson and the Board and for implementing the strategy adopted by the Board and Road Safety Strategy adopted by the Government.</p>

<sup>46</sup> Consistent with code provision 1.24 of the 2016 Code of Practice

<sup>47</sup> This section derives from the requirement set out under code provision 1.24 of the 2016 Code of Practice



<p>development and implementation oversight of strategy.</p> <p>The Chairperson is the guardian of the Board's decision-making processes.</p> <p>The Chairperson is the guardian of the Board's decision-making processes.</p>	<p>The CEO is responsible, with the executive management team, for implementing the decisions of the Board and its Committees.</p>
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Other Responsibilities	
Chairperson	CEO
<p>Running the Board and setting the agenda for each Board meeting.</p> <p>Ensuring that Board agendas take full account of the important issues facing the RSA and the concerns of all Board members. There should be an emphasis on strategic, rather than routine, issues.</p> <p>Ensuring that the Board receives accurate, timely and clear information on the RSA's performance, the issues, challenges and opportunities for the RSA and matters reserved to it for decision.</p>	<p>Providing input to the Board's agenda.</p> <p>Ensuring that the CEO maintains a dialogue with the Chairperson on the important and strategic issues facing the RSA and proposing Board agendas to the Chairperson which reflect these.</p> <p>Ensuring that the executive management team gives appropriate priority to providing reports to the Board and its Committees, which contain accurate, timely and clear information.</p>



## 4.0 Matters Reserved for Decision

### 4.1 Reserved Powers & Delegated Authorities:

The Board is the highest governing authority within the RSA, and it has reserved powers whereby certain decisions cannot be made on behalf of the RSA without first gaining formal Board approval. The Board shall meet sufficiently regularly to discharge its duties effectively. The Board has a formal schedule of matters specifically reserved for it for decision to ensure that the direction and control of the RSA is firmly in its hands.

The schedule of matters reserved for decision of the Board:

- a) <sup>48</sup>significant acquisitions, disposals and retirement of assets of the RSA, with a value above €1M;
- b) <sup>49</sup>major investments and capital projects with a value above €1M;
- c) all expenditure items/contracts with a value above €1M
- d) <sup>49</sup>delegated authority levels, treasury policy, procurement policy and risk management policies;
- e) <sup>49</sup>approval of terms of major contracts (value above €1M);
- f) <sup>49</sup>assurances of compliance with statutory and administrative requirements in relation to the approval of the appointment, number, grading, and conditions of all staff, including remuneration and superannuation;
- g) <sup>49</sup>approval of annual budgets and corporate plans;
- h) <sup>49</sup>approval of annual reports, financial statements, chairperson's comprehensive report to the Minister and the statement of internal control;
- i) <sup>49</sup>appointment, remuneration and assessment of the performance of, and succession planning for, the CEO (subject to the provision of section 17 of the Road Safety Authority Act 2006);
- j) approval of any significant amendments to the pension benefits of staff;
- k) delegation of authority for use of the RSA seal;
- l) delegation of authority to Committees;
  
- m) appointment of Chairs and members to Board committees;

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<sup>48</sup> Aligned to code provision 1.7 of the 2016 Code of Practice



- n) approval of internal audit charter and internal audit programme;
- o) approval of Terms of Reference for Board committees;
  
- p) review of the Road Safety Strategy in advance of its formal approval by the Minister of Transport Tourism and Sport; q) approval of the Corporate Plan;
  
- r) approval of governance policy documents, including conflict of interest policy, disclosure of interest policy, code of conduct and confidential disclosure policies.

<sup>49</sup>The Board may delegate some of these powers to one or a number of committees that are constituted by the Board.

At every Board meeting, the Board will meet without executive management present, to discuss any matters deemed relevant.

Consistent with code provision 3.5 of the 2016 Code of Practice, the Board, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the RSA, where they judge it necessary to discharge their responsibilities as Board members. In the event that the concerns of Board members cannot be resolved, these concerns will be recorded within the Board minutes.

## 5.0 Board Processes

### 5.1 Induction Process

#### 5.1.1 RSA approach to induction:

Upon appointment to the Board, each Board member will be required to attend a formal induction training programme in order to update and familiarise the member with the functions of the Authority and their role as a Board member.

In accordance with Section 3.7 of the 2016 Code and best practice in general, the Board Secretary should provide the new members with the following as part of the induction pack:

- a copy of the Board Manual;
- Board work programme;
- <sup>50</sup>a formal schedule of matters reserved to the Board for decision (see paragraph 4);
- <sup>51</sup>procedures for obtaining information on relevant new laws and regulations;

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<sup>49</sup> Complies with code provision 4.9 of the 2016 Code of Practice

<sup>50</sup> Per code provision 3.7 of the 2016 Code of Practice



- <sup>51</sup>procedures to be followed when, exceptionally, decisions are required between Board meetings;
- <sup>51</sup>a schedule detailing the composition of all Board committees and their terms of reference;
- <sup>51</sup>a statement explaining the Board members' responsibilities in relation to the preparation of the financial statements, the RSA's system of internal control and audit and for reporting on the business as a going concern with supporting assumptions or qualifications as necessary;
- <sup>51</sup>a statement informing Board members that they have access to the advice and services of the Board Secretary, who is responsible to the Board for ensuring that Board procedures are followed and that these procedures comply with the applicable rules and regulations;
- <sup>51</sup>a copy of the code of conduct policy for Board members, including requirements for disclosure of Board members' interests and procedures for dealing with conflict of interest situations;
- <sup>51</sup>specific information on the role and responsibilities of the RSA;
- <sup>51</sup>a copy of the 2006 Road Safety Authority Act, any other relevant legislation (or excerpts thereof) together with the most up to date version of the 2016 Code and any relevant circulars and/or guidance notes;

### 5.1.2 Training

<sup>51</sup>Board members will be facilitated by the Authority in meeting the training needs to enable the Board to operate effectively. The Board and its committees will identify training gaps and the Board Secretary will arrange for the necessary training to be provided in a timely manner.

<sup>52</sup>The Board will conduct an assessment on their training and skills requirements as part of their annual self-assessment.

Areas that will be included in this self-assessment will be ICT/technology proficiency, strategy, risk management and corporate governance including the role of the Board member and the distinction between the Board's functions and executive management's functions.

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<sup>51</sup> Consistent with section 4 of the 2016 Code of Practice – Principles – para 1 & 2

<sup>52</sup> Consistent with section 4 of the 2016 Code of Practice – Principles – Para 2 and 5



### **Continuous Professional Development:**

The Road Safety Authority is a member of the IPA Governance Forum and Board members are encouraged to attend the update events held by the Forum each year.

The Board Secretary will update Board members of developments and changes in legislation, regulations and guidance with regard to corporate governance and Board membership.

When arranging training for Board members, the Secretary will be conscious of the CPD requirements of Board members and seek CPD accreditation for the training that is to be provided.

## **5.2 Agendas and Authority Papers**

### **5.2.1 How Agenda set, communicated:**

The Chairperson, in addition to reviewing and approving the agenda, has a key role in setting the agenda with the CEO. At least one day prior to issuance of the agenda, the meeting agenda should be reviewed and approved by the Chairperson. The agenda should be linked to the Board Work Programme for the year.

Standing items on each Board meeting agenda will include:

- Attendance and Apologies
- Quorum
- Disclosure of Conflicts of Interest
- Minutes of Prior Meeting
- Board Action Tracker
- Items for Decision by the Board
- Chairperson's Report
- Chief Executive Officer's Report / Performance Dashboard
- Risk
- Report from Board Committees
- Items for Discussion
- Meeting in absence of the Executive
- Any Other Business
- Date of Next Meeting



The Board Secretary will ensure that no less than four clear working days before a meeting of the Board there shall be issued to every member of the Board a copy of:

- a notice convening the meeting giving time and place;
- an Agenda, and
- all reports and other documents required for the meeting.

### 5.2.2 Importance of effective Board papers

Board papers will be circulated together with the agenda and notification of the meeting at least five working days ahead of the scheduled Board meeting. Any matters for decision will be supported by quality documentation that is in a concise and understandable form, allowing Board members to consider all decision matters fully, ahead of the meeting.

Any documents which have not been distributed, for whatever exceptional reason, within the five working days, will be circulated as soon as is possible.

If there are any reports or documents, copies of which cannot for good reason be circulated, these may, at the Chairperson's discretion, be tabled at the meeting.

## 5.3 Board Meetings, including representation / attendance procedures

### 5.3.1 Notice, frequency & duration:

<sup>53</sup>The Board shall hold such and so many meetings as may be necessary for the performance of its functions.

The meetings of the Board shall be held not less than eight times in each year at times and venues agreed by the Board provided that the Chairperson may at any time alter the time and/or place already decided upon for a particular meeting or may order the convening of a meeting.

The convening of a meeting may be sought at any time by a written request to the Board Secretary signed by three members of the Board specifying the nature of the business they wish to discuss at such meeting. If the Chairperson agrees that an emergency meeting of the Board is required this may be held at a date, time and venue determined by the Chairperson.

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<sup>53</sup> Per Road Safety Authority Act 2006 – Section 16.1





At the start of each calendar year, the Board Secretary will present a proposed schedule of meeting dates for approval by the Board for that calendar year. It is proposed that all Board Meetings are held on the last Thursday of each month schedule as having a Board meeting.

Board meetings will generally be scheduled for 3 hours at a time.

A notice of the venue and time of each meeting will be circulated together with the Board papers, 4 working days before the scheduled meeting.

### **5.3.2 Face-to-face and teleconference arrangements:**

Board members are expected to attend each Board meeting in person. Where critical decisions need to be made, every effort to facilitate will be made, insofar as is possible, so each Board member may attend those meetings. Section 29 of the Civil Law and Criminal (Miscellaneous Provisions) Act 2020 SI 520 of 2020<sup>54</sup> designates that RSA Board Meetings can be hybrid events. Decision making and recording or decision and attendance, members who attend via video link will be allowed to take part in any decision of the Board. The member joining by video link will be considered in attendance for a quorum.

The same guideline and procedure will apply to Board Committees.

### **5.3.3 Chairing:**

<sup>55</sup>Meetings will be chaired by the Chairperson of the Board. <sup>56</sup>The Chairperson has a casting (second vote) in decision matters where the votes are tied.

There will be an annual Board Work Programme which will detail the matters reserved for decision by the Board. All other matters outside the annual Board Work Programme will be delegated to the executive management of the Authority.

<sup>57</sup>If, and so long as, the Chairperson of the Board is not present, or if the office of the Chairperson is vacant, the members of the Board who are present shall choose one of their number to be Chairperson of the meeting. The selected Chairperson of the meeting will assume all the responsibilities of the Chairperson in presiding over the meeting and will hold the casting vote in the case of a tie in the voting on any decisions being taken at that meeting.

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<sup>54</sup> [SI 520, Section 29 Civil Law and Criminal Law \(Miscellaneous Provisions\) Act 2020](#)

<sup>55</sup> Per Road Safety Authority Act 2006 – Section 16.3(a)

<sup>56</sup> Per Road Safety Authority Act 2006 – Section 16.4

<sup>57</sup> Per Road Safety Authority Act 2006 – Section 16.3(b)



### 5.3.4 Quorum:

<sup>58</sup>The Quorum of the Board shall be five members.

Section 16(7) of the RSA Act deals with the quorum and it states the following; “The quorum of the Board shall be fixed by the rules made under the foregoing subsection, but— it shall not be less than 5, and (b) until it is so fixed, it shall be 5.” This section should be read in conjunction with 5.3.2, in terms of determining a quorum.

### 5.3.5 Invited guests:

Only members of the Board have the right to attend Board meetings. However, other individuals such as the Chief Executive Officer, Board Secretary, members of executive management and senior members of the management team, external advisers and other guests (e.g. representatives of stakeholder bodies) may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

### 5.3.6 Meeting without Executive Management:

In complying with Section 1.7 of the Code of Practice for the Governance of State Bodies 2016 and as defined under section 4 of this document, at every board meeting the Board will meet where executive management is not present, to discuss any matters deemed relevant.

### 5.3.7 Decision-making procedure and voting method:

#### 5.3.7.1 Decision-making Procedure

<sup>59</sup>The Board is collectively accountable for its decisions. Each Board member will have the opportunity to participate actively in each decision. As part of its duty to exercise due care, diligence and skill, prior to making a decision the Board will:

- ascertain all relevant information;
- align the decision to the RSA’s Corporate Plan or Road Safety Strategy
- objectively consider all relevant facts and criteria;
- consider all relevant options; and
- understand the full implications (strategic, financial, impact on the organisation and on its stakeholders, etc.) of its proposed decision.

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<sup>58</sup> Per Road Safety Authority Act 2006 – Section 16.7

<sup>59</sup> Consistent with code provision 1.4 of the 2016 Code of Practice



The Chairperson will ensure there is an appropriate opportunity for all Board members to ask questions, express ideas, and offer opinions on all important decision matters. Board members will treat one another with respect and courtesy during this process.

If a Board member is unable to vote on a particular issue (e.g. they had to recuse themselves and leave the room due to a conflict of interest), the Chair will check that a quorum still exists before the Board proceeds with making a decision.

<sup>60</sup>B). Board meetings may now consist of a conference between some or all of the members who are not in one place but whom are able to speak and hear each other. Any decision made, vote taken or other act done by means of conference shall be as good and effectual as a decision made, vote taken or other act done by the members concerned would have been if such had been made, taken or one by the members in person.

#### 5.3.7.2 Formal voting

Whilst it is vital for the Board to consult together as a team, due diligence requires that each Board members decide individually whether to agree with, or dissent from, a proposed decision, and make their choice known. This is a key responsibility for each Board member, regardless of whether it results in a consensus vote.

Each decision will be made by formal vote.

<sup>61</sup>Each member of the quorum present shall have one vote and every question for decision shall be determined by a majority of votes of the members present and voting on the question and, in the case of an equal division of votes, the Chairperson of the meeting shall have a second and casting vote.

As long as a quorum of 5 members are deemed present, all matters for decision can be voted upon and determined.

#### 5.3.8 Procedures for minutes and action items:

The Board Secretary will record the minutes of each Board meeting (or arrange for someone else to do so). If a Board Secretary has not been appointed, the Chairperson will make arrangements for the recording of the minutes.

The minutes will be an accurate record of the meeting, including:

- Attendance;
- Board members attending, apologies, and confirmation of a quorum;
- Conflict of Interest declarations;

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<sup>60</sup> Section 29 of the Civil Law and Criminal Law (Miscellaneous Provisions) Act 2020. SI 520 of 2020

<sup>61</sup> Consistent with Road Safety Authority Act 2006 – Section 16.4



- If a Board member leaves the room during the meeting (e.g. due to a conflict of interest), the time and agenda item(s), or part thereof, for which he or she is absent and confirmation that a quorum remains;
- Executive team members and external advisors attending and the times and agenda item(s), or part thereof, for which invitees are present;
- The time each agenda item commences and finishes;
- Information on standing items;
- A record of the summing up by the Chairperson of the decision that has been made (for each Board decision), a record of who tabled the motion/proposal at the meeting and who seconded. A brief note of key factors material to the Board's decision and, if requested, to a dissenting vote;
- Action items (if any) flowing from the decision or discussion, who is responsible for completing each action, and any relevant timelines.

Minutes of the proceedings of the Board shall be prepared and a copy circulated to members of the Board in accordance with this Board Manual. Minutes shall be submitted to the next ensuing meeting of the Board and shall then be approved with or without amendment.

Once so approved the minutes shall then be deemed to be a true record of the proceedings to which they relate and they shall be signed by the person presiding at the meeting at which they are submitted and entered in a book kept for that purpose.

The order of business at every meeting of the Road Safety Authority Board shall be:

- Attendance and Apologies
- Quorum
- Disclosure of Conflicts of Interest
- Minutes of Prior Meeting
- Board Action Tracker
- Items for Decision by the Board
- Chairperson's Report
- Chief Executive Officer's Report / Performance Dashboard
- Risk
- Report from Board Committees
- Items for Discussion
- Meeting in absence of the Executive
- Any Other Business
- Date of Next Meeting



### 5.3.9 Board Papers and Custody:

All Board papers should be uploaded by the Board Secretary to board sharepoint no less than four clear working days in advance of a board meeting to allow the members adequate time to review and consider the material contained therein.

Link to board papers will be issued electronically to the respective members' RSA email addresses to ensure timeliness, and to ensure proper custody and security around Board papers. If a Board member is unable to access their electronic board papers, he/she should contact the Board Secretary in advance of the meeting.

The CEO's report is presented in a balanced scorecard format that will highlight current projects, challenges and risks, agreed metrics and KPIs and future plans in each of the identified areas.

The Board Secretary is the custodian of all Board packs and should any Board member require sight of any prior Board papers or submissions, they should contact the Board Secretary.

## 6.0 Board Policies

**Brief overview of most important principles of policy (Key governance policies are appended to this Corporate Governance Board Manual).**

### 6.1 Expenses, Travelling and Mileage Allowances:

Board members may claim expenses to cover expenditure necessarily incurred in the course of duty in accordance with the applicable public service travel and subsistence rules prevailing. Details of these allowances, the procedures for making claims and the tax treatment of allowances are set out in the Authority's Travel & Subsistence policy.

Travel & Subsistence claimed will be in accordance with all circulars issued by the Department of Finance relating to travel and subsistence.

### 6.2 Confidential Reporting:

In March 2022, the following Board member was appointed the Board's protected disclosure/whistleblowing representative;

- Sarah Johnston (Board Member)

This Board member may be contacted in respect of a protected disclosure / whistleblowing matter where a service user or employee has exhausted the internal whistleblowing structures, or the matter is of the nature that it cannot be raised internally in the executive of the Authority. The Authority will maintain appropriate



policies to ensure compliance with the Protected Disclosures Act of 2014 as amended in 2022. A copy of the current Protected Disclosure Policy is appended to this Corporate Governance Board Manual.

The RSA remains a member the Integrity at Work Programme run by Transparency International Ireland and uses it will use membership of this programme to institute best practice in the Authority with regard to protected disclosures.

### 6.3 Conflicts of Interest:

A Conflicts of Interest policy for Board members is appended to this Board Manual and sets out the procedures for addressing conflicts of interest and conflicts of loyalty. The acceptance of further employment where the potential of conflict of interest arises should be restricted during a reasonable period of time after the exercise of a function in the Road Safety Authority has ceased. This will be brought to the attention of Board members on their appointment to the Board. Per section 5.3.7 above, a member with a conflict of interest will recuse themselves from any decision-making or vote on the related topic.

### 6.4 Disclosure of Interests:

#### **Periodic Disclosure of Interests:**

On appointment and annually thereafter, each Board member should furnish to the Board Secretary or other nominated person a statement in writing of: (a) the interests of the Board member; (b) the interests, of which the Board member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner; which could materially influence the Board member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or the spouse or civil partner or child, a substantial benefit.

For the purposes of this disclosure, interests have the same meaning as that contained in the Ethics in Public Office Act 1995 and per the guidelines of the Standards in Public Office Commission (the guidelines are appended to this Board Manual). The statement of interest's form used for annual statements under the 1995 Act could be utilised for this purpose on an administrative basis. Where the Board member is also a designated Board member for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under this Code.

As per the Standard in Public Office Commission guidelines, for Board members of state bodies, where no interests exist to be disclosed, an annual return is not required.



## 6.5 Code of Conduct:

<sup>62</sup>The Authority is required, per the 2016 Code of Practice, to have published Codes of Conduct for its Board and employees. The Code of Conduct policy should be approved by the Board and be formally reviewed on an annual basis. Up-to-date Codes of Conduct should be available on the RSA website and brought to the attention of all Board members, management and employees. The current policy for Board members is appended to this Corporate Governance Board Manual.

## 6.6 Risk Management Framework:

Risk Management Policy: <sup>63</sup>The Authority is required to have a Risk Management Policy and under the 2016 code of Practice, the Board is required to approve the risk management framework and monitor its effectiveness. The Board should review material risk incidents and note or approve management's actions, as appropriate. The current Risk Management Policy is appended to this Document.

<sup>64</sup>Key elements of the Board's oversight of risk management (including through its Audit & Risk Committee) include:

- establishing an Audit and Risk Committee to give an independent view in relation to risks and risk management systems;
- making risk management a standing item on the Board meeting agenda;
- advising the relevant Minister of the need to include risk management experience/expertise in the competencies of at least one Board member. Where composition of the Board does not allow for this, expert advice should be sought externally;
- appointing a Chief Risk Officer or empower a suitable management alternative, and provide for a direct reporting line to the Board to identify, measure and manage risk and promote a risk management culture in the organisation;
- approving the risk management policy, set the RSA's risk appetite, and approve the risk management plan and risk register at least annually;
- reviewing management reporting on risk management and note/approve actions as appropriate;
- requiring external review of effectiveness of risk management framework on a periodic basis; and

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<sup>62</sup> Per code provision 5.1 of the 2016 Code of Practice

<sup>63</sup> Consistent with code provision 7.1 of the 2016 Code of Practice

<sup>64</sup> Per code provision 7.2 of the 2016 Code of Practice



- confirming in the Annual Report that the Board has carried out an assessment of the RSA's principal risks, including a description of these risks, where appropriate, and associated mitigation measures or strategies.

The RSA has developed a portal to manage, monitor and document risk, risk ratings and mitigations to allow business areas to manage their local risk registers as well as the executive management team manage and report on the corporate level risks.

## 7.0 Continuous Improvement

### 7.1 Board Effectiveness

#### 7.1.1 Performance review

Section 4 of the new Code of Practice 2016 deals with board effectiveness and it outlines provisions in respect of the Board and its committees, i.e. that both the Board and the committees should have the appropriate balance of skills and knowledge to enable them to discharge their respective roles and responsibilities.

Information should be supplied to Board members in a timely manner and the members should allocate sufficient time to discharge their responsibilities effectively.

<sup>65</sup>Monitoring of effective corporate governance by the Board includes continuous review of the internal structure of the Road Safety Authority to ensure that there are clear lines of accountability for management throughout the organisation.

The Board should undertake an annual self-assessment evaluation of its own performance and that of its committees and an external performance evaluation should be carried out once every three years.

#### 7.1.2 Annual self-evaluation by Board and its committees

<sup>66</sup>In addition to requiring the monitoring and disclosure of Corporate Governance practices on a regular basis, the Board should undertake an annual self-assessment evaluation of its own performance and that of its committees. This review should include:

- Board and Committee Composition
- Board Processes
- Leadership & Strategy
- Role of the Chairperson

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<sup>65</sup> Per code provision 4.6 of the 2016 Code of Practice

<sup>66</sup> Consistent with code provision 4.6 of the 2016 Code of Practice





- Execution of Board Meetings
- Relationship with Management
- Stakeholder Management
- Performance Oversight
- Risk Oversight
- Board Member Evaluation

### 7.1.3 External governance review every 3 years

<sup>67</sup>An external governance evaluation, proportionate to the size and scale of the Road Safety Authority, should be carried out at least every 3 years.

### 7.1.4 Competency Framework

To help with its training and development, the Board will maintain a Competency Framework which will also form the basis for views to the Minister on future recruitment and will provide a frame within which any training requirements for Board Members could be considered.

The Board will assess itself using this competency framework (to be reviewed on a periodic basis). A copy of the current competency framework is attached to this Board Manual.

### 7.1.5 Risk Management Review

The Audit and Risk Committee shall facilitate the Risk Management process in the Authority and can call the Chief Risk Officer before it to present the most up to date Risk Register and the Risk Management policy.

Internal Audit Reports on Risk Management will be brought before the Audit & Risk Committee first and then presented to the Board by the Chairperson of the Audit & Risk Committee.

<sup>68</sup>The Committee will advise the Board on the effectiveness of the Risk Management policy and operation within the RSA.

<sup>69</sup>At least once every 3 years, the Board will arrange for an independent review of the suitability and effectiveness of the Risk Management Framework and systems in place and in operation in the RSA.

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<sup>67</sup> Consistent with code provision 4.6 of the 2016 Code of Practice

<sup>68</sup> Per 2016 code of Practice – Audit & Risk Committee Guidance – code provision 1.19

<sup>69</sup> Consistent with code provision 7.2(7) of the 2016 Code of Practice

