RECORDED ARTISTS ACTORS PERFORMERS

RAAP Board of Directors Charter

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Approved by the Board: 19th March 2026

1. Purpose of the Charter

This Charter sets out the roles, responsibilities, authority, and governance practices of the Board of Directors ("the Board") of RAAP ("the Organisation"). Its purpose is to ensure effective stewardship, accountability, and strategic leadership, in alignment with Irish law and best practice in the membership, charity and non-profit sectors.

This charter applies to the Board collectively and to Directors individually.

PART A – ROLE AND AUTHORITY OF THE BOARD (COLLECTIVE RESPONSIBILITY)

2. Role of the Board

The Board is the governing body of the Organisation and has ultimate responsibility for ensuring that RAAP operates lawfully, ethically, sustainably, and in the best interests of the Organisation.

3. Core Responsibilities of the Board

The Board shall:

3.1 Strategic Leadership

- Approve and periodically review the Organisation's mission, vision, and values
- Approve the strategic plan and monitor performance against agreed objectives
- Ensure that activities align with the Organisation's objects as set out in its Constitution
- Safeguard the long-term sustainability of the Organisation

3.2 Governance and Compliance

- Ensuring compliance with the Companies Act 2014, the Organisation's Constitution, the Charities Act 2009 (where relevant), and all other applicable laws.
- Overseeing adherence to relevant codes such as the Charities Governance Code and the Organisation's internal policies.
- Maintain appropriate governance structures
- Approve and monitor compliance with key governance polices, including:
  - Directors' Code Of Conduct
  - Conflict of Interest Policy
  - Risk Management Framework

3.3 Oversight of Performance

- Monitor organisational performance against strategic objectives
- Review and approve annual budgets, financial statements, and risk reports

3.4 Stewardship of Assets

- Ensure sound financial management and adequate internal controls
- Safeguard the Organisation's resources and reputation

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3.5 Accountability to Members and Stakeholders

- Act in the best interests of the membership as a whole
- Ensure appropriate reporting to members at the Annual General Meeting (AGM)
- Engage with stakeholders in a transparent, ethical, and responsible manner

PART B – RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

4. Statutory and Fiduciary Duties

Directors must:

- Act in good faith in the best interests of the Organisation
- Comply with statutory directors' duties under Irish law
- Maintain confidentiality regarding Board discussions and sensitive information
- Declare and manage conflicts of Interest in accordance with RAAP's Conflict of Interest Policy
- Prepare well for meetings, attend regularly, and contribute constructively

Directors owe their duties to the Organisation as a whole, not to any particular member group or external interest

5. Code of Conduct

The Board have adopted a Directors' Code. All Directors are required to read and formally agree to the Code of Conduct upon appointment.

Any breach of the Code of Conduct Policy shall be addressed in accordance with the Organisation's Constitution and applicable law.

PART C – BOARD STRUCTURE AND OPERATIONS

6. Composition of the Board

6.1 Size and Structure

The Board shall consist of the number of Directors specified in the Organisation's Constitution, elected or appointed in accordance with that Constitution

6.2 Skills and Diversity

The Board should collectively possess a mix of skills, experience, and diversity appropriate to the Organisation's needs.

6.3 Terms of Office

Directors shall serve terms as defined in the Constitution, with limits to promote renewal and continuity.

6.4. Officers

The Board shall appoint from among its members:

- Chairperson
- Vice-Chairperson
- A Company Secretary (who may be a Board member or external appointee)

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7. Board Meetings

The Board shall:

- Meet at least quarterly, with a separate annual strategy day and additional meetings convened as required.
- Operate in accordance with quorum requirements set out in the Constitution
- Make decisions by majority vote unless otherwise required by law or the Constitution
- Maintain accurate minutes of meetings

Urgent decisions may be taken via written resolution where permitted

8. Committees

The Board may establish committees to support its work, including (where appropriate):

- Finance, Audit & Risk Committee
- Governance and Nominations Committee
- Legal Committee

Committees operate under Board-approved terms of reference and report back regularly.

Committees have no independent authority unless expressly delegated.

9. Relationship with the Chief Executive Officer (CEO)

The Board shall:

- Appoint, support, and evaluate the CEO
- Delegate operational responsibility appropriately while retaining ultimate accountability
- Ensure clear separation between governance and management

10. Delegation of Authority to the CEO and Executive Team

The board of directors delegates the authority to the CEO and executive team to run the Organisation. This authority consists of the following areas of authority.

10.1 Strategic Leadership and Execution

- Implementing the organisation's vision, mission, and strategic goals.
- Developing and executing business plans to achieve growth and profitability.
- Identifying opportunities for expansion, partnerships, and innovation.

10.2. Financial Management

- Overseeing budgeting, financial planning, and forecasting.
- Ensuring financial stability and managing risks.
- Reviewing and approving major expenditures within their authority.

10.3. Operations and Performance Management

- Managing core business activities to ensure efficiency and productivity.
- Setting key performance indicators (KPIs) and monitoring results.
- Driving continuous improvement in products, services, and processes.

10.4. People and Culture

- Hiring, developing, and retaining top talent.

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- Establishing a positive healthy entity culture, values and the highest standards of integrity, with the example being set by the executive team in terms of how employees, members and stakeholders are treated.
- Managing employee relations and ensuring compliance with employee/labour laws.

10.5 Governance and Compliance

- Ensuring legal and regulatory compliance.
- Reporting to the board and keeping them informed of business performance.
- Managing stakeholder relationships, including partners, and regulators.

10.6. Risk Management and Crisis Handling

- Identifying and mitigating business risks.
- Leading responses to crises or major challenges (e.g., economic downturns, cybersecurity threats).

11. Risk Management

The Board shall ensure:

- A robust risk management framework is in place.
- Regular review of the Organisation’s risk register.
- Compliance with financial, legal, and operational risk policies.

12. Induction and Development

The Organisation will provide:

- A structured induction for new Directors.
- Ongoing governance training, including updates on legal obligations.

13. Evaluation

The Board shall conduct:

- Annual self-evaluations of its effectiveness.
- Periodic external reviews at the discretion of the committee.

14. Review of this Charter

This Charter shall be reviewed periodically at the discretion of the committee.

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