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## **CODE OF CONDUCT FOR DIRECTORS**

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**November 2020**

**TÚSLA**  
An Ghníomhaireacht um  
Leanaí agus an Teaghlach  
Child and Family Agency

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# 1. PURPOSE OF THIS POLICY

This policy is to support the Board to act from best practice in their role as Directors of the BRiLL FRC Board.

The information in this policy is also linked (where required) to the requirements of the company's Constitution, the Charities Governance Code (2018) and the Governance Code developed for not-for-profit organisations (2016). It spells out the Board's commitment to best practice in managing BRiLL FRC and gives new and existing Directors an understanding of:

- How the turn over and recruitment of Directors can be managed;
- The role and responsibilities of the Board and its different sub-groups/stakeholders;
- The different levels of decision-making within the organisation and those decisions reserved for the Board;
- How to identify and manage conflicts of interest;
- How to deal with out-of-pocket expenses and gifts/hospitality
- How to deal with internal tension and difficulties;
- What is/is not appropriate behaviour for a Director, which each Director must sign up to.

The Board is committed to reviewing and updating this document on a biannual basis, to ensure that it remains a working document.

## **2. TURNOVER, RECRUITMENT AND INDUCTION OF NEW DIRECTORS**

BRiLL FRC is committed to the ongoing development of community leadership by involving local people in the management structure of the organisation. This requires a process that creates a turnover of Directors on a regular basis. BRiLL FRC is working towards a process where Directors can stay on the Board for a maximum period of 3 x 3 year periods = 9 years in total. The commitment to having a turnover of Directors on a regular basis will be undertaken for the following reasons:

- It creates a process that will help to develop and strengthen new and active leadership within the organisation;
- It creates the potential to transfer skills and build confidence and expertise;
- The process whereby new people can join the Board shows that the BRiLL FRC is an inclusive and open organisation;
- The ongoing turnover of Directors can help to strengthen the Board and bring new energy, skills and ideas.

### **2.1 Criteria for recruitment of new Directors**

#### *What our Constitution says about nominating new Directors*

Outside the Annual General Meeting (AGM), the Board, in line with the organisation's Constitution, has the power, at any time, to appoint any person to be a Director on the Board as an addition to the existing Directors up to a maximum of three;

The Board also has the power to appoint any person to be a member of the Board to fill a casual vacancy. Any member appointed in accordance with this Article shall hold office only until the next AGM and shall then be officially eligible as a Director.

BRiLL FRC is committed to ensuring that in the recruitment of potential new Directors, people will not be discriminated against on any of the nine grounds that are stated in the Equality Legislation, namely: gender, disability, race, sexual orientation, religion, marital status, family status, age, or membership of the Traveller community.

Those eligible for nomination onto the Board as Directors should fit with one or more of the criteria identified below:

### 2.2.1 Be from the area in which the BRiLL FRC is based

In order to promote community ownership of the BRiLL FRC, and to develop new leadership, the Directors of the Board should be drawn predominantly from the community of intended beneficiaries and should consist of people who live in the geographical target area.

Directors from the intended beneficiaries can be:

- Members of the intended beneficiaries'/target groups of the organisation;
- Residents of the target area and/or have a knowledge and understanding of the issues for the community;
- Members of a Working Group/ Sub-group of the organisation, or those who have volunteered directly with, or on behalf of, the organisation for at least one year;
- Part of another voluntary organisation operating within the target area of the organisation;
- Former participants (graduates) of a programme or activity which the organisation has run.

### 2.2.2 Recommended number of Directors (from CRA/Tusla Governance Framework, etc.)

- The organisation will endeavour to have a **minimum of 7 and a maximum of 12 people** signed up as Directors.
- The Board will ensure that a **minimum of 60% of Directors are from within our target communities.**

### 2.2.3 External members

To ensure that the key decisions about the organisation rest with the beneficiaries of interest, it is recommended that a **maximum of 40% of Directors should be made up of people with specific expertise not necessarily from the target communities.**

In addition, there will be **no reserved places for agencies or organisations on the Board.** Directors who are external to the target communities, or from an organisation/agency, need to have:

- Experience of and/or understanding of the work of the organisation;
- Experience or expertise in an area of work in which the organisation requires specific support;

- Expertise in particular issues relating to the Board compliance, such as:
  - Human Resource Management;
  - Financial Management;
  - Corporate Governance;
  - Accessing funding, etc.

#### **2.2.4 Induction process**

When initiating a recruitment process to bring on new Directors, BRiLL FRC will ensure that all potential new Directors understand they:

- May be subject to Garda Vetting;
- Must be open to participating in a relevant training/induction process;
- Must be prepared to read, operate from and sign up to the organisation's agreed:
  - Code of Business Conduct (ethical behaviour);
  - Code of Conduct (this policy);
  - Health and Safety Policy;
  - Confidentiality Policy;
  - Relevant compliance with Financial and HR Policies.

## **3. KEY RESPONSIBILITIES OF THE BOARD**

### **3.1 Key responsibilities of the Board**

The overall responsibilities of the Board of Directors include:

- Creating a clear, shared vision and maintaining a clear sense of focus on the work of the organisation;
- Providing leadership;
- Making sure the organisation does not stray from its purpose;
- Formulating policies and plans to bring about the organisation's objectives;
- Ensuring accountability to stakeholders;
- Ensuring that limited resources, such as the finances, are managed effectively;
- Running the financial affairs of the organisation in a manner that avoids fraudulent or reckless trading, which may lead to the Directors being personally liable for company debts and may result in their likely disqualification from holding Directorships for an extended period;
- Recruiting and supervising the most senior member of staff;
- Ensuring an ethos of ethical conduct, equality and human rights in all that the organisation does;
- Ensuring that the organisation complies with all relevant legal and governance requirements;
- Overseeing the assessment and management of risks to the organisation;
- Overall responsibility for decisions in relation to the recruitment, welfare and development of staff within the organisation;
- Working with the Manager in recruiting new Directors;
- Exercising their powers in the best interests of the members and not in a manner that is oppressive to any member of the company, or in disregard of the interests of any member of the company;
- Complying with the organisation's Constitution;
- Complying with the Board of Director's Code of Conduct;
- Complying with the Companies Act;
- Complying with the Charities Regulatory Governance Code (if a charity);
- Complying with funders' requirements;
- Reviewing the effectiveness of the Board and participating in skills based training, as required, to ensure the Board's commitment to best practice;
- Assisting with fundraising activities, where required.

## 3.2 Monitoring Compliance

The Board of the BRILL FRC works closely with the Manager to ensure that the governance and compliance responsibilities of the organisation are taken care of and monitored as appropriate.

The Board also take action, should it be required, to ensure that:

- The company is solvent (that is, it can meet its debts as they fall due);
- Proper accounts are being maintained;
- Annual end-of-year accounts have been prepared and signed off;
- An audit of the end-of-year accounts has been prepared;
- Proper general meeting(s) of the company have been held;
- Proper minutes of all meetings held;
- The register of Directors is up to date;
- The register of members (if appropriate) is up to date;
- An annual return (form B1) has been filed;
- All forms dealing with officer change (B10) have been filed;
- All other necessary documents have been filed;
- All appropriate policies are in place in relation to, for example:
  - Health and Safety;
  - Risk Management;
  - Code of Business Conduct/Code of Conduct for the Board;
  - Compliance with good practice in the work;
  - Child safeguarding;
  - Clear financial policies/procedures;
  - A clear Staff Handbook and supplementary policies in relation to HR, etc.

## 3.3 Maintaining confidentiality

All Directors are expected to maintain confidentiality in relation the business of the Board (as per the organisation's Confidentiality Policy). Whilst the minutes are a transparent record of the business and decision making of the Board discussions, talking about the following issues outside of Board or Sub-group structures would be deemed as breaking confidentiality:

- Who said what at Board meetings;
- Sharing information in relation to the Finances;
- Discussion employees outside agreed procedures;
- Discussing other stakeholders / people who use the organisation's services.

## **4. RESPONSIBILITIES OF OFFICERS**

### **4.1 Role of the Chairperson**

The role of the Chairperson, which includes presiding over meetings of the organisation, is varied and takes in a wide range of responsibilities.

The responsibilities of the Chairperson are to:

- Chair meetings;
- Plan meetings and developing the agenda in conjunction with the Secretary and the Manager;
- Provide leadership and ensure the effective operation of the governing body;
- Ensure that decisions made at meetings are implemented;
- Work closely with the organisation's Manager;
- Undertake the supervision and appraisal of the Manager;
- Provide a focus for the governing body of the organisation;
- Act as a spokesperson for the organisation and/or the governing body;
- Sign and certify the annual accounts for the organisation.

An effective Chairperson is one who:

- Does not dominate meetings;
- Listens;
- Encourages and facilitates each member of the board to participate;
- Can direct the meeting in such a way that all views are heard, without the meeting becoming bogged down on one item;
- Is impartial in letting all views be heard;
- Has a good overall knowledge of the organisation.

### **4.2 Role of the Treasurer**

The Treasurer has the overall responsibility of the following:

- To work as part of team on the Finance Sub-group and report back to the VBOM on meetings of the Sub-group;
- To ensure that records are kept of all income and expenditure;
- To work in conjunction with the Manager/Administrator to prepare monthly or quarterly financial reports to the VBOM;

- To ensure that the annual accounts are audited on time;
- To work in conjunction with the Manager/Administrator to give a report on the financial accounts at the AGM;
- To ensure that the VBOM has the necessary information to understand the project's current financial position, in order to plan for the future and make decisions on how resources can best be used to fulfil the aims of the work plan;
- To ensure that the project has a good system in place for keeping accounts and a set of procedures in place;
- To be a joint signatory of cheques, on behalf of the VBOM;
- To work in conjunction with the Manager/Administrator to deal with the bank or accountant, on behalf of the VBOM.

### **4.3 Role of the Company Secretary**

The only legally required position for Companies Limited by Guarantee (CLGs) is that of Company Secretary. The role consists of:

- Making sure that the full name of the organisation is displayed outside the registered office, and that a change in the registered office is notified to the Companies Registration Office within 14 days;
- Seeing to it that the certificate of incorporation is displayed;
- Ensuring that the company name, registered number, place of registration, registered office and Directors' names appear on the organisation's letterhead;
- Keeping the company's registers (lists of all members and Directors) up to date and at the registered office;
- Notifying the CRO of any change in Director, Company Secretary or home address within 14 days;
- Ensuring that all legal agreements and contracts are properly discussed, agreed by Directors, and kept in a safe place;
- Ensuring that the annual AGM is held within 18 months of becoming a company and at least every 15 months from then on, provided that an AGM is held in each calendar year;
- Ensuring that due notice of Board meetings are given in accordance with company law requirements, and that meetings are run according to the organisation's Constitution and this Code of Conduct;
- Ensuring that an independent auditor is appointed at the AGM;
- Ensuring that the accounts are properly prepared and audited;
- Sending in the annual return to the CRO by the annual return date applicable to your company;

- Notifying the CRO within 15 days of passing special resolutions (for example, changes to the memorandum and articles of association or a change to the organisation's name);
- Keeping copies of all annual returns and accounts;
- Complying with any other duties as imposed by the Companies Acts 1963-2005-2015.

#### **4.4 Role of the Minutes Secretary (if separated from the Company Secretary Role)**

The responsibilities of the Minutes Secretary is to:

- Liaise with the Chairperson in planning the agenda for meetings;
- Organise the logistics of meetings;
- Take and distribute minutes for approval at the next meeting;
- Deal with committee correspondence;
- Keep all minutes of meetings filed and in good order (including AGM and Emergency General Meeting (EGM) minutes, the minutes of the Board of Directors and any sub-committee meetings). The file of general meeting minutes should be open for inspection by Directors;
- Ensuring at the request of the Board that all relevant information regarding the Board meetings are distributed in good time.

## **5. DECISION-MAKING**

### **5.1 Decision-making reserved for the Board:**

The Board has oversight and fiduciary responsibilities to ensure that the BRiLL FRC operates from a high standard of compliance and good governance. Directors of the company are responsible for key decisions and should do the following:

- Monitor and make decisions on finance, as outlined in the terms of reference (TOR) in the Financial Policy and sign off on the Auditors' reports;
- Make decisions on HR issues, as outlined in the Staff Development Policy, Staff Handbook and Health and Safety Policy;
- Respond to HR issues brought to the Board by the Staffing Sub-group (SSG)/Manager;
- Review and make decisions on the Risk Management strategy of the organisation;
- Have overall responsibility for decision-making in relation to staff terms and conditions;
- Sign off on the final draft of the Annual Report;
- Discuss and come to agreement on relevant contractual issues with current funders;
- Make final decisions relating to the long-term sustainability of the organisation;
- Sign off on new or updated policies;
- Delegate day-to-day operational tasks to the Manager.

### **5.2 Decision-making in relation to Sub-groups**

All Sub-groups of the Board have a clear TOR and decision-making remit which spells out what decisions the Sub-group can make and what must be reported to the Board for final ratification/decision-making. The current Sub-groups in place are as follows:

- Finance;
- Staffing;
- Compliance and audit, etc.

### **5.3 Decision-making between meetings**

From time to time there may be a need to make key decisions between meetings, if something requires immediate attention, for example:

- The discovery of a misappropriation of funding;
- A serious accident;
- A serious disciplinary/grievance issue;
- A loss of funding;
- A serious breach of health and safety;
- A serious breach of confidentiality.

The Manager will operate as follows:

- Gather all relevant information that may be required on the situation;
- Contact the Chairperson and/or Staffing Sub-group.

If it is possible, the Chair and/or the SSG will make decisions regarding actions to be taken prior to the next Board meeting and these will be minuted. This will be brought to the Board at the next meeting, along with any further updates/outcomes or the Board to discuss and ratify.

Should the situation require the immediate attention of the Board, the Chairperson will call an EGM.

### **5.4 Decision-making without the Manager present**

The Project Manager is employed by the Voluntary Board of Directors to manage the BRiLL FRC on its behalf. It is therefore of key importance that the Manager, in the interests of promoting a partnership approach, should be in attendance at all Board meetings. This ensures that the Board:

- Is fully informed of all issues arising within the organisation and has all the relevant information required regarding the implications of decisions to be made;
- The Manager is accountable, fully informed of how the Board feels about issues, and has the approval of the Board to implement decisions or deal with issues arising.

However, there are times when it may be appropriate for the Voluntary Board of Directors to meet without the Project Manager (or any another member of staff) present for all or part of a meeting. These occasions include when the Voluntary Board of Directors need to:

- Discuss employment issues, such as staffing issues, salaries, increments, disciplinary or grievance procedures where the staff member may have a conflict of interest;
- Participate in specific training and/or support sessions with the Regional Support Agency or another trainer/facilitator;
- Discuss confidential issues that only concern members of the Voluntary Board of Directors;
- Have an opportunity to address specific issues that have arisen internally between members of the Voluntary Board of Directors;
- Discuss concerns that have arisen for individual members of the Voluntary Board of Directors;

When this is required, the Manager will be informed that the Directors deem such an occasion necessary and why, and will be asked to either not attend the meeting at all, or to absent themselves from the meeting for the particular item/discussion.

Where appropriate, relevant decisions or recommended actions that were made during the course of the meeting will be included in the minutes of the following meeting.

Should the Project Manager feel unhappy, for any reason, with being asked not to attend the Board meeting, they should put their concerns in writing to the Chairperson. Any concerns outlined will be considered prior to a final decision being made. The final decision regarding the Manager's attendance at the Board meeting will be made by the Chairperson.

## 6. CONFLICTS OF INTEREST

### 6.1 What is a conflict of interest

A conflict of interest is any situation in which the personal interests of committee members seem to conflict with those of the organisation which they govern.

This personal interest can be direct or indirect, and it can include the interests of parties connected to the Director. A direct interest could arise in the following examples:

- Directors cannot receive payment for any work undertaken – most governing documents explicitly prohibit the payment of committee members (reimbursement of out-of-pocket expenses is allowed, providing proper procedures are followed);
- Indirect benefit – a conflict can occur where there is a direct benefit to the committee member, for example where the organisation employs the spouse of a committee member. In this case, particularly if both parties have joint finances, there may be a benefit to the committee member;
- Potential employment opportunities – a common issue that arises in the voluntary and community sector is when a committee member, or a person connected to the committee member, becomes interested in applying for a job within the organisation. In this case, the person must immediately declare an interest; they should not take part in any discussion around the position, such as setting rates of pay, holidays, job description, etc., otherwise the organisation might leave itself open to accusations of unfairness within the recruitment process, as one candidate could be deemed to have an unfair advantage;
- Where the Board is looking for quotes for services or equipment and a quote is sent in by member of a Director's family;
- Where a Director has a close friendship with the Project Manager or other member of staff;
- Where the Director is from another group and continually represents this group's issues at Board meetings. Once someone becomes a Director of a CLG, they are duty-bound to put the best interests of the CLG first;
- Where a Board member carries out other voluntary work within the Organisation, they cannot be present when decisions are being made at Board level regarding this work. However, the person concerned will always be informed and consulted prior to any discussion or decisions being made regarding their work.

The Board of BRiLL FRC has a legal obligation to act in the best interests of the company and in accordance with all governing documents.

Conflicts of interest may arise where an individual's personal or family interests and/or loyalties to some other individual or group conflicts with those of the organisation. Such conflicts may create problems. They can:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of BRILL FRC;
- Risk giving the impression that the Board has acted improperly.

The purpose of this policy is to protect all Board members from any appearance of impropriety.

## 6.2 Managing conflicts of interest

When a conflict of interest is identified, committee members should try to manage the conflict in the following ways:

**Declare a conflict:** once identified, a conflict of interest should be declared at the earliest opportunity.

**Leave the meeting:** the committee member who declares a conflict should leave the meeting and the other committee members should decide whether their absence is appropriate or necessary.

**Decide on next steps:** this depends on the conflict: if the committee decides that there is no conflict, the individual committee member can go into the meeting. However, if the conflict is of such a low level that it can be tolerated, then the organisation should determine how to best protect its interests. The committee member, may for example, absent themselves from parts of the meeting where the conflicting activity is discussed. On the other hand, if the conflicts are so frequent or serious that the committee member's usefulness is considerably lessened, they should resign from their post as committee member or cease the conflicting activity;

**Record the process:** the process above should be clearly minuted and a register of interests should be held where committee members can record their interests.

**If a Director fails to declare an interest:** and this interest is known, the Company Secretary or the Chairperson will declare that interest. It is recommended that Directors' interests are listed in a register outlined at the end of this policy.

## 6.3 Recording decisions

In the event of a Director having to decide upon a question in which they have an interest, all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision.

Interested parties will not be counted when deciding whether the meeting is quorate. Directors may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded and reported in the minutes of the meeting.

The report will record:

- The nature and extent of the conflict;
- An outline of the discussion;
- The actions taken to manage the conflict.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

## 7. BOARD TRAVEL EXPENSES AND ACCEPTANCE OF GIFTS/HOSPITALITY

### 7.1 Travel expenses

Whilst members of the Board give of their time on a voluntary basis to attend all relevant meetings related to the organisation, it is not expected that they will have to be out of pocket for their contribution. The BRiLL FRC will cover expenses for Directors relating to the following:

#### To be adapted for the organisation

- There will be reimbursement of travel costs if a Board member lives over 30 kilometres from the premises in relation to attending Board meetings, training events, seminars and/conferences. Travel rates will be paid at **Volunteer Ireland recommended rate** per kilometre. All claims will be re-embursed based on the submission of a relevant Claim Form, relevant bank details supplied by the Director and pre-approved by the Finance Sub-group;
- Where a Board member uses public transport, i.e. trains or buses, to attend an event, they will be reimbursed for the actual costs incurred. All travel by public transport should be by standard class. Where possible, tickets should be booked well in advance to obtain cheaper fares. All claims should be accompanied by tickets or receipts, along with the relevant claim form.
- The use of taxis should be limited to short journeys and/or where no other suitable transport is available. Receipts should be obtained for the fare and submitted with the appropriate expenses claim form.
- Out-of-pocket expenses for lunches/evening meals (based on the Brill FRC Financial Policy) can be claimed using appropriate claim form with receipts attached;
- Board members will be responsible for ensuring that their motor insurance policy covers them whilst travelling on Board/committee business;
- Car parking fines and other motoring penalties incurred while travelling on **BRiLL FRC's** business will be the responsibility of the Board member.

### 7.2 Acceptance of gifts and hospitality

Under no circumstances may a Board member solicit, either directly or indirectly, gifts, hospitality, etc. for personal use, gain or benefit from the organisations' resources.

The offer of any unsolicited gifts, including hospitality, travel, payments, services or benefits-in-kind on a scale which could affect, or be considered to affect, the ability of a Board member to exercise independent judgement in relation to BRiLL FRC business, must be declined and immediately notified to the Chairperson/Company Secretary.

On leaving the Board after a long period of service to the BRiLL FRC, the Board will agree a suitable thankyou gift between €50.00 to €150. This **will not be paid** from the organisation's protected budget, but from resources that have been accumulated through rental of rooms/management fees, etc.

## 8. DEALING WITH CONFLICT/INTERNAL TENSIONS

The procedure should be followed when a Director feels that s/he have a grievance against another Director, the Board, or decisions made by the Board that affect his or her ability to perform his/her role satisfactorily.

This policy does not relate to perceived malpractice under the Companies Acts.

**“Where a Volunteer Director wishes to complain about corporate malpractice by the Voluntary Board of Directors, other Volunteer Directors or other company officers under the Companies Acts, s/he CAN DIRECTLY contact the Office for Corporate Governance.”**

### 8.1 General principles/formal grievances

The following principles will be adhered to when dealing with internal grievances between Board members:

- Any formal grievance must be put in writing to the Chairperson of the Board;
- The principles of natural justice will be recognised at all stages of this procedure, in relation to all parties;
- Directors, both complainant and the person/group complained against, may at all stages of the procedures be advised and/or accompanied by a representative of their choice;
- The Chairperson will ensure that there is a written record of any meetings, including details of the complainant’s case and any response made;
- All parties will be asked to sign records of any meetings and copies will be made available to everyone who attended the meeting;<sup>1</sup>
- The complainant and the person/group complained against will be advised of the next stage, at the end of every stage of the procedure;
- The date and time of all meetings will be agreed by all parties;
- All parties will be allowed adequate time to prepare their case;
- Every effort will be made to resolve the grievance at each stage;
- The proceedings will remain confidential to those parties involved;
- Copies of correspondence and written records relating to the grievance will be kept on file by the Chairperson (or alternative). The information will be destroyed after six months (unless there are important reasons not to do so, in which case the complainant will be informed of the fact).

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<sup>1</sup> Where the Chairperson is the complainant, or the person/member of the group complained against, this role will be filled by an alternative person. The alternative person will be a volunteer Director agreed by the complainant and the person/group complained against.

The Board will follow the steps outlined below when dealing with grievances.

## **STAGE 1 – Informal and formal process**

Where possible, all Directors are expected to resolve grievances informally through an informal meeting on a face-to-face basis. Towards this end, the complainant should take the following steps:

**STEP 1:** Notify and seek advice from the Chairperson (or alternative) explaining that they are experiencing difficulties and that they intend to raise the issues with person concerned. Should this not resolve the matter, then more formal Grievance Procedures can be invoked in STEP 2.

**STEP 2:** Notify the Chairperson in writing that they wish to take the matter further and have a more formal meeting with person/s concerned.

Within 20 days of taking STEP 2, a meeting should have taken place with both parties and the Chairperson.

**STEP 3:** Seek to agree a resolution.

If the matter is not resolved directly with the person/group concerned, then STAGE 2 should be followed.

## **STAGE 2 – Seeking independent support**

The complainant or the Board can bring their concern to a sub-group of the Board

The sub-group will undertake the following the steps:

**STEP1:** Both parties will be met individually (within 10 days of notification).

**STEP 2:** Where appropriate, the sub-group will meet both parties together  
This meeting is to be held within 10 days of the previous individual meeting taking place.

**STEP 3:** The sub-group will meet and discuss the options, and their decision and recommendations will be final. However, they may decide to recommend parties participate in further external support options if suitable.

This Code of Conduct was discussed and agreed at a Board meeting on

\_\_\_\_\_.

**Signed:** \_\_\_\_\_

Chairperson

**Date:** \_\_\_\_\_

**Review History:**

**Developed April 2019**

## 9. CODE OF CONDUCT AGREEMENT

The information in the box below outlines what our Articles say is inappropriate behaviour for Directors.

**What our Constitution states: (to be checked)**

### DISQUALIFICATION OF DIRECTORS

The office of Directors shall be vacated if the Director:

- Holds any office or place of profit under the company;
- Is adjudged bankrupt in the State or in Northern Ireland or Great Britain, or makes any arrangement or composition with his creditors generally;
- Becomes prohibited from being a Director by reason of any order made under Section 184 of the Act "*Where a person is convicted on indictment of any offence in connection with the promotion, formation or management of a company or any offence involving fraud or dishonesty whether in connection with a company or not, the court by which he is convicted may on the application of the Attorney General at the close of the trial, order that that person shall not, without the leave of the High Court, be a director of or in any way, whether directly or indirectly, be concerned or take part in the management of any company for such period as may be specified in the order*";
- Becomes of unsound mind;
- Resigns their office by notice in writing to the company;
- Is convicted of an indictable offence, unless the Directors determine otherwise;
- Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in a manner required by section 194 of the Act.

The following information relates to additional behaviour that the Board of Directors would view as **“not acting in the best interests of the company”**. These should not be seen as a definitive list of inappropriate behaviours, but as examples:

1. All information and discussions that take place during meetings are confidential and must not be repeated in part or in full outside of the Board meeting.
2. Each Board member must make an effort to attend every Board meeting but if a meeting has to be missed, then apologies should be made to the Secretary before the meeting.
3. Failure to attend three meetings in a row, without apologies, will result in dismissal from the Board. Should this happen, following a discussion at the third Board meeting, a letter will be sent to the Director concerned outlining this.

4. Any Director removed due to poor attendance or unable to fulfil their obligations as a Director of the company will not be eligible for re-election to the Board of Management.
5. All decisions made and passed by majority at Board meetings ( providing they are in the best interests of the Company ), are the joint decisions of the Board and must be upheld by all Directors as such.
6. All Directors must be loyal to the company other Directors and staff of the organisation and must not engage in discussions outside of the Board that would undermine any stakeholder.
7. Directors of the Board will be expected, where possible, to sit on a sub-group to assist with the operational running of the organisation.
8. Directors of the Board will be expected to follow through on actions agreed between meetings and to carry out responsibilities that they undertake to carry out.
9. Every Board member must work in a non-discriminatory/socially inclusive way when representing the organisation publicly or individually.
10. It is the responsibility of each Director to participate in the Board meetings and to ask for the relevant information to understand more fully, if necessary.
11. Training will be provided for the Board, when required, and it is important that every Director should attend these training sessions.
12. Each Director will work for the good of the organisation and adhere to the rules laid down by this Code of Conduct, Company Law, the Charities Governance Code and relevant requirements of funders. **All conflicts of interest on any issue must be raised, openly discussed and recorded.**
13. Directors will be expected to operate from all relevant policies developed within the organisation.
14. The Board will meet on agreed dates set in advance of meetings and sub-groups will meet as circumstances dictate. It is critical that all Directors should maintain their commitment and attend meetings.
15. I agree to adhere to the above Code of Conduct and that there are no conflicts of interest which impact on my role as a Director of BRILL FRC.

16. On leaving the Board all Directors will be still bound by the BRiLL FRC's Confidentiality Policy.

**SIGNATURE:** \_\_\_\_\_

**NAME:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

## **APPENDIX 2: Checklist for induction of new Directors**

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<b>INDUCTION CHECKLIST FOR NEW DIRECTORS</b>		
( To be completed within 6 months of becoming a Director )		
<b>AS A NEW DIRECTOR I HAVE.....</b>	<b>YES</b>	<b>NO</b>
1. Completed Garda Vetting process if required.		
2. Been informed of the legal responsibilities and role as a Director and the role and responsibilities of the full VBOM.		
3. Signed up to: <ul style="list-style-type: none"> <li>• Confidentiality Policy;</li> <li>• Code of Conduct;</li> <li>• Declared any conflicts of interest.</li> </ul>		
4. Been informed of the work of the Centre and how it is funded.		
5. Met with relevant staff and have seen a diagram of the organisational structures.		
6. Been shown where all relevant organisational Policies are and understand what's in them.		
7. An understanding of the organisations financial situation and level of sustainability.		
8. Clarity on Board procedures and how meetings are run.		
9. Clarity on the skills that I can contribute.		
10. Had an opportunity to identify any further supports or training needs required.		
11. Confidence in the existing Board and feel I can ask questions and seeking clarification from the Board, the Chair or the Manager.		

Signed by new Director: \_\_\_\_\_

Dated: \_\_\_\_\_

# **APPENDIX 1: Register of skills and declaration of Board interests**

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## **TABLE OF BOARD INTERESTS**

**Last reviewed \_\_\_\_\_**

<b>ROLE, NAME AND ADDRESS</b>	<b>COMMENCEMENT DATE</b>	<b>SKILLS</b>	<b>REASON FOR JOINING THE BOARD</b>	<b>DECLARATION OF ANY KNOWN POTENTIAL CONFLICTS OF INTEREST</b>
CHAIRPERSON				
TREASURER				
COMPANY SECRETARY				
MINUTES SECRETARY				
DIRECTOR				
DIRECTOR				
DIRECTOR				

<b>ROLE, NAME AND ADDRESS</b>	<b>COMMENCEMENT DATE</b>	<b>SKILLS</b>	<b>REASON FOR JOINING THE BOARD</b>	<b>DECLARATION OF POTENTIAL CONFLICTS OF INTEREST</b>
DIRECTOR				
DIRECTOR				