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## 1. Directors Code of Conduct Policy

This policy outlines the responsibilities of board members of the Saoirse Foundation

It is not possible to have a business code of conduct that will specifically provide for all situations that could arise. However, Board members should be aware that it is their primary responsibility to ensure that their activities are ethical and are for the benefit of the organisation.

A member of the Board of Directors shall not participate in transactions and decisions of business that may or have a particular importance for himself/herself or for a closely related party, so that the director must be considered to have a significant individual personal or financial interest in the matter.

Notwithstanding the directors' disclosure of an interest in accordance with the Bye-laws, the director shall nevertheless excuse himself or herself from the meeting, and the other directors shall not conduct any business until he/she has departed.

Conflicts of interest may arise where an individual board members personal, family or business interests conflict with those of the Foundation. All directors should be required to sign an annual independence declaration form.

Conflicts of interest may:

- inhibit free discussion
- result in decisions that are not in the best interest of the Foundation
- give rise to reputational damage either real or perceived where an independent reasonable person may form a view that the Foundation has acted improperly

The Companies Acts impose statutory responsibilities on directors in relation to conflict of interest situations, including a duty to disclose any interest in a proposed transaction or arrangement and a duty to avoid conflicts of interest unless authorised.

Where a conflict of interest arises, the following procedure must be adopted by those concerned:

- The director will notify the Chairperson and Secretary of the actual or potential conflict

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- Full details of the conflict should be sent to directors in advance of the meeting and the conflict should be considered by the board at a scheduled board meeting.
- To safeguard their independence, directors should not vote on any matter in which they have a material personal/family interest unless the directors unanimously decide otherwise.
- A transaction with any company or individual connected to the Heffernan family may be considered to be a conflict, and should be dealt with in this manner. Likewise transactions with any related party of any director should be dealt with as a potential conflict of interest.
- The Company Secretary will update the Register of Interests.

Independence could be seen to be compromised by a director who remains on the board following an excessive period of tenure.

#### a. General Responsibilities of the Board

The general responsibilities of the Board can be found in the Memorandum and Articles of Association. This Code of Conduct for Board members of the Saoirse Foundation is to be read in conjunction with these documents.

Members of the Board are expected to attend Board meetings on a regular basis and be prepared by referring to source documentation in advance. The matters specifically reserved to the Board for decision are set out in the Board of Directors Policy.

Members of the Board are expected to contribute to the decision making of the Board and share responsibility for the Board decisions.

Members of the Board are encouraged and individually responsible to attend training events and keep up to date with subjects relevant to the Charity's operations.

Members of the Board are expected to contribute to the work of sub-committees that may be appointed by the Board.

Members may be expected to represent the Charity at meetings and events when required.

The Code of Business Conduct sets out 8 General Principles as follows in section b. These principles, in addition to the statutory requirements for each board member under company and charity law must be adhered to by all members.

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## b. The Code of Conduct Eight General Principles

### Principle 1: Integrity

Following their appointment to the Board of the Charity, each board member should:

- furnish to the Secretary of the Board details of his/her employment and all other business interests that may potentially give rise to a conflict of interest including interests in shares or debentures (section 256 of the Company's Act 2014), professional relationships and interests in proposed contracts which might give rise to a conflict of interest in accordance with section 231 of the Company Act 2014.
- Members of the Board should also declare interests held by family members which he / she could be expected to be reasonably aware of and that may result in a conflict of interest.
- For the purpose of declaration, a person is connected (refer to section 220 of the Company's Act 2014) with a director of a company if, but only if, the person (not being himself or herself a director of the company) is persons or bodies connected to the members should include:
  - that director's spouse, civil partner, parent, brother, sister or child;
  - a person acting in his or her capacity as the trustee of any trust, the principal beneficiaries of which are that director, the spouse (or civil partner) or any children of that director or any Board of Directors y corporate which that director controls; or
  - In partnership with that director.
  - "Child", in relation to a director, shall be deemed to include a child of the director's civil partner who is ordinarily resident with the director and the civil partner.
  - A body corporate shall also be, for the purposes of this Part, connected with a director of a company if it is controlled by that

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director or by another body corporate that is controlled by that director.

- Each member of the Board should furnish to the Secretary details of business interests that could potentially give rise to a conflict of interest or loyalty as he/she becomes aware of them during their term as member of the Board.
  - If there is any doubt as to whether this code requires the disclosure of the interest, the members should refer the matter to the Chairperson.
1. Members of the Board must be committed to competing vigorously and energetically but also ethically and honestly with all organisations, commercial and other providers of research and advisory services;
  2. Members of the Board are required to avoid the use of the Charity's resources or time for personal gain, for the benefit of persons/organisations unconnected with the charity or its activities or for the benefit of competitors;
  3. Board members are fiduciaries of the Company and should always act in the best interest of the Charity refer to section 228 of the Company's Act 2014.

*Section 228 states:*

1. *A director of a company shall—*
  - a. *act in good faith in what the director considers to be the interests of the company;*
  - b. *act honestly and responsibly in relation to the conduct of the affairs of the company;*
  - c. *act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law;*
  - d. *not use the company's property, information or opportunities for his or her own or anyone else's benefit unless—*
    - i. *this is expressly permitted by the company's constitution; or*
    - ii. *the use has been approved by a resolution of the company in general meeting;*
  - e. *not agree to restrict the director's power to exercise an independent judgment unless—*
    - i. *this is expressly permitted by the company's constitution;*

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- ii. *the case concerned falls within subsection (2); or*
    - iii. *the director's agreeing to such has been approved by a resolution of the company in general meeting;*
  - f. *avoid any conflict between the director's duties to the company and the director's other (including personal) interests unless the director is released from his or her duty to the company in relation to the matter concerned, whether in accordance with provisions of the company's constitution in that behalf or by a resolution of it in general meeting;*
  - g. *exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both—*
    - i. *the knowledge and experience that may reasonably be expected of a person in the same position as the director; and*
    - ii. *the knowledge and experience which the director has; and*
  - h. *in addition to the duty under section 224 (duty to have regard to the interests of its employees in general), have regard to the interests of its members.*
2. *If a director of a company considers in good faith that it is in the interests of the company for a transaction or engagement to be entered into and carried into effect, a director may restrict the director's power to exercise an independent judgment in the future by agreeing to act in a particular way to achieve this.*
  3. *Without prejudice to the director's duty under subsection (1)(a) to act in good faith in what the director considers to be the interests of the company, a director of a company may have regard to the interests of a particular member of the company in the following circumstances.*
  4. *Those circumstances are where the director has been appointed or nominated for appointment by that member, being a member who has an entitlement to so appoint or nominate under the company's constitution or a shareholders' agreement*

## Principle 2: Register of Members Interests

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Should a matter arise whereby a Board member has an interest in a contract which the Charity proposes to make, the member shall;

- Disclose to the Board the fact and nature of the interest ,
- Take no part in the deliberation or decision of that contract.

The Secretary shall record the Board Members' interest within the meeting minutes of the Board and maintain a register of interest of Board members as issues arise.

### Principle 3: Attendance at a Board Meeting where a conflict may arise

- (a) Should a matter arise where there is a conflict of interest relating to the Chairperson of the Board he / she must absent himself / herself from the meeting while the issue is being discussed. In such a case a separate meeting record should be presented to the Chairperson having the conflict of interest with the relevant information discussed removed. During the Chairperson's absence, the meeting will be chaired in accordance with the requirements of the Articles of Association.
- (b) Where a question arises as to whether or not a case relates to a conflict of interest of the Chairperson, the Board shall decide the question.
- (c) Should a matter arise where there is a conflict of interest relating to a member of the Board he / she must absent himself / herself from the meeting while the issue is being discussed. In such a case a separate meeting record should be presented to the member having the conflict of interest with the relevant information discussed removed. The meeting minutes should note that the member absented from that part of the meeting and the Register of Directors interests should be updated.
- (d) Where a question arises as to whether or not a case relates to a conflict of interest of a member of the Board, the Chairperson of the Board shall decide the question.

### Principle 4: Gifts and Benefits

- (a) A member of the Board of the Charity must not obtain personal advantage from any person dealing with the Charity.

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- (b) Specifically a member of the Board must not accept or give any gifts or inducements where the value could make it appear that the person giving is attempting to influence the member to gain advantage.
- (c) Board members are required to avoid the use of the Charity's resources or time for personal gain.

#### Principle 5: Information

- (a) Board members are required to respect the confidentiality of sensitive information held by the Charity. This includes commercially sensitive information, personal information and information received in confidence by the Charity. All such matters discussed by the Board are confidential.
- (b) Board members should be aware that once they retire or resign from the Board, that they are still obligated to treat all information received and discussions held while acting in that capacity as confidential.
- (c) Board members are required to comply with relevant statutory provisions relating to data privacy and confidentiality.
- (d) Members of the Board and staff will observe due confidentiality in relation to all discussions and decisions taken at meetings of the Board.

#### Principle 6: Obligations

- (a) Board members are required to fulfil all regulatory and statutory obligations imposed on them.
- (b) Board members should be aware of their duty to conform to the highest standards of business ethics.
- (c) Board members are required to use their reasonable endeavours to attend all Board meetings.

#### Principle 7: Loyalty

- (a) Board members are expected to act independently in the best interests of the Charity at all times and support the decisions of the Board.

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### Principle 8: Fairness

Board members should be committed to a collective responsibility in respect of:

- Compliance with employment legislation and equal status legislation in carrying out their responsibilities.
- Fairness in all their business dealings.

### c. Work / External Environment

- (a) Board members are committed to promoting and preserving the health and safety of staff, volunteers and beneficiaries.
- (b) Board members are committed to minimising any detrimental impact on the environment resulting from the operations in the Charity.

### d. Responsibility

- (a) Board Members are required to acknowledge their receipt and understanding of the Foundation's Governance, Code of Conduct and policies in relation to the disclosure of interest;
- (b) The Charity will circulate this Code of Conduct (and delcaration form) to all members of the Board for their retention;
- (c) The Charity will ensure that all members of the Board receive a copy of the Code and understand its contents;
- (d) The Charity will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

### e. Review

- (a) This section will be subject to periodic review and re-issued by the Board at an interval not exceeding three years.
- (b) Any proposed revisions to the Directors Code of Conduct should be approved at a meeting of the Board.