

NPU BOARD MEMBER CODE OF CONDUCT

The purpose of the Code of Conduct is to

- to meet the requirements of the Governance Code for Community, Voluntary and Charitable Organisations
- to comply with the requirements of relevant legislation
- to set down an agreed set of ethical principles,
- to promote and maintain a high level of confidence and trust in Na Píobairí Uilleann,
- to prevent the development or acceptance of unethical practices,

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1. Board Meetings

1.1 When they are held

- 1.1(a) Board meetings are held five times per annum in Feb, April, June, Sept and Nov and otherwise as required.
- 1.1(b) Board meetings are held on the third Friday of the particular month, except Sept and otherwise as necessary
- 1.1(c) All Board meetings, unless otherwise stated, are held at NPU, 15 Henrietta Street
- 1.1(d) All Board meetings, unless otherwise stated, commence at 5:30pm

1.2 Who attends

- 1.2(a) Board meetings are attended by elected board members, the CEO attends by invitation of the Board, also Arts Council personnel by invitation of the Board
- 1.2(b) One Board meeting per annum where the CEO is not in attendance for all or part of the meeting
- 1.2(c) CEO may invite NPU staff members as required
- 1.2(d) Board Members can partake of the meeting by conference telephone call
- 1.2(e) Requests for use of SKYPE/conference calls to be advised to the Administrator of NPU in adequate time to facilitate timely set-up.

1.3 Non attendance

Advise regrets to The Secretary of the Board as early as possible in advance of the meeting.

1.4 Procedures

- 1.4(a) A quorum of four members in attendance is required in order to hold a meeting
- 1.4(b) There is an agreed style and format for recording minutes of Board meetings.

1.5 Agendas

- 1.5(a) The Board meeting Agenda will be published by the Secretary of the Board at least one week in advance of the meeting
- 1.5(b) any additional items required to be on the Agenda should be advised to the Secretary by return.
- 1.5(c) Regular reviews of health & Safety, Child Protection, staff development are included

- 1.5(d) CRO return requirements update for change in make up of Directors following AGM (i.e. June Board Meeting)
- 1.5(e) Annual return requirements and filing in September each year
- 1.5(f) Annual Budget and major contracts & project approval & sign off.

1.6 First meeting of a New Board

- 1.6(a) Confirm the board members
- 1.6(b) Elect officers
- 1.6(c) Distribute schedule of meetings for the following year
- 1.6(d) Review Board Member Code of Conduct and carry out induction for all Board members
- 1.6(e) Appoint an Audit committee.
Appoint a sub-committee with a governance remit to do a yearly review of board roles
- 1.6(f) Agree the terms of reference and membership of subcommittees.
- 1.6(g) Make sure there is a copy of the schedule of matters reserved to the board in the board handbook
- 1.6(h) Make sure newly appointed board members, sign a code of conduct and terms of reference setting out their 'fiduciary duties'. These are the legal duty of one party to act in the best interests of another. These duties relate mainly to assets, property, statutory obligations and the organisation's expectations of board.

1.7 Confidentiality

- 1.7(a) Board Minutes, Agendas and reports to the Board e.g. Financial, Archival & CEO reports are confidential to Board Members
- 1.7(b) Board Minutes and CEO reports are filed with the Arts Council as per grant conditions

2. Role of Officers

2.1 Chairman

There is a clear division of responsibilities between the Chairman and the CEO – including the CEO's delegated authorities. The duties of the Chairman are set out hereunder and the CEO's duties are set out in the CEO's job description.

The Chair's principal duties are to:

- ensure that the Board has clear objectives, strategies and plans
 - ensure the orderly operation of the Board, including compliance with its statutory obligations and accepted best practice
 - be the primary link between the Board and the CEO
 - represent the Board publicly

- 2.1(a) Be visionary in his/her approach at all times.
- 2.1(b) Foster a positive environment and approach among the Board membership at all times.
- 2.1(c) Be guided at all times by the vision, mission and strategic initiatives of NPU
Make sure the chair leads the board in developing an ethical culture in line with the values of the organisation.
- 2.1(d) Actively encourage and ensure diversity within the Board membership.
Agree a strategy for board recruitment which:
 - meets the need for a mix of skills and experience;
 - promotes equal opportunities and diversity at board level,
 - is in line with the governing document.Consider the extent to which your board is made up of member representatives, beneficiaries or external representatives and what the best mix is.
- 2.1(e) Succession planning for a strong Board
Ensure Board membership succession planning is continually addressed in order to strengthen the Board membership with committed and talented personnel
- 2.1(f) Encourage each Board member to take on areas of responsibility and initiatives.
- 2.1(g) Chair is responsible for ensuring board meetings run to time.
- 2.1(h) Ensure efficient meetings are held, all Board members afforded the opportunity to fully contribute, debate through the Chair and decisions agreed and minuted.
- 2.1(i) Assume that minutes of the previous meeting have been read by all Board members.
- 2.1(j) Ensure that the annual timetable and cycle of governance related topics i.e. finance child protection, health & safety, annual budget, annual accounts, are included as planned on each board meeting agenda.

- 2.1(k) Check in advance of each meeting that all agreed actions and commitments minuted at the previous meeting have been acted upon.
- 2.1(l) Adhere to the agreed agenda topics.
- 2.1(m) Do not permit significant topics to be discussed or decided upon unless they have been explained and circulated to all Board members in advance of the meeting and have been included on the agenda.
- 2.1(n) Ensure that all non Board member attendees have been invited to attend by the Board and/or the CEO.
- 2.1(o) When new projects and initiatives are promoted, ensure that clear decisions as to responsibilities i.e. who does, what and when are decided and minuted.
- 2.1(p) If it is decided to proceed with any new projects and initiatives outside of what has been included in the annual budget and RFO plan, ensure that the CEO has agreed to add it to the annual work plan/budget of the Executive of NPU.
- 2.1(q) Proactively support the CEO and Executive of NPU with practical resources and support.
- 2.1(r) Ensure that an annual review is conducted with the CEO of NPU.
- 2.1(s) Support and delegate to the other Officers of NPU i.e. Treasurer and Secretary.
- 2.1(t) Develop and agree a code of conduct for board members that outlines the expected standards of behaviour and what happens if they are not met.
- 2.1(u) Make sure the code of conduct gives clear guidelines on the receipt of gifts or hospitality by board members.
- 2.1(v) Make sure all board members sign a commitment to follow the code on appointment.
- 2.1(w) Be fair by consistently applying the same ethical standards to every person and situation.
- 2.1(x) Make sure individual board members have reasonable access to independent professional advice (for example, financial or legal advice) where they think it necessary to fulfil their responsibilities.
- 2.1(y) Make sure that board members do not interfere in duties properly delegated to staff but should hold staff to account through the CEO.
- 2.1(z) The chair and CEO agree the agenda of board meetings.

2.2 Secretary

- 2.2(a) Arrange board meetings, circulate agenda, publish minutes, coordinate and advise regrets.

- 2.2(b) Circulate the finalised agenda to all board members at least a week in advance of each Board meeting.
- 2.2(c) Make sure board minutes follow standard practice, for example, advice sheets from the Office of the Director of Corporate Enforcement.
- 2.2(d) Agree a yearly board review process.
This process will include a review of:
- the Board;
 - the performance of the chair;
 - the performance of individual board members;
 - the sub-committees' performance, structure, size, make up and;
 - adequacy of information for board meetings.
- The Company Secretary to make sure that any changes agreed are in line with the governing document.
- 2.2(e) Agree a strategy for board recruitment which:
- meets the need for a mix of skills and experience;
 - promotes equal opportunities and diversity at board level,
 - is in line with the governing document.
- 2.2(f) Agree and put a comprehensive induction programme in place for new board members. Make sure new members develop a clear understanding of their roles and responsibilities including compliance with the principles of this Governance Code. Agree a skills development programme to fill gaps in the new board member's competencies that may be needed for their role.
- 2.2(g) Provide appropriate training for board members.

2.3 Treasurer

Regular accounts reviews, preparation and presentation of annual Accounts. File annual return.

3. What is required of New and Re-elected Board Members

- 3.1 Familiarise themselves and act in accordance with the relevant Code of Conduct.
- 3.2 Fairly share the Board's workload with other Members
- 3.3 Attend Board meetings and meetings of committees of which they are members on a regular basis and prepare themselves by reading the relevant papers in advance
- 3.4 Ensure that the Board operates effectively
- 3.5 Attend events and keep up to date with subjects that are relevant to the Board's work and regularly update their skills and knowledge with a appropriate training as required
- 3.6 Represent the Board when and if required and recognise that only designated persons are authorised to speak on the Board's behalf or communicate its decisions
- 3.7 Share responsibility for decisions taken by the Board as a whole – excessive influence on Board's decision making by individual members should be avoided
- 3.8 Understand and respect the respective roles of the Board, the Chairman, the CEO and the Board's staff and advisers and ensure that all work in cohesion.
- 3.9 Proactive contribution and advocacy for the effective functioning and public image of NPU
- 3.10 Familiarity with the Vision/Mission/Memo & Articles and input on ideas to shape future strategy.
- 3.11 Participation, support & volunteer for events/activities and make and solicit contributions for publications and donations
- 3.12 Attend Board Meetings, on time and prepare by reviewing materials (agenda, minutes of previous meetings, CEO report) in advance of each meeting
- 3.13 Awareness and adherence to Board Members Guidelines
- 3.14 Prepare for Board meetings by reviewing material (agenda, minutes of previous meetings, CEO report) in advance of each meeting
- 3.15 Understand the process for circulating e-mails to other board members through the Secretary
- 3.16 Improve awareness of NPU Board members, supply photos and biogs
- 3.17 Board constantly review its own operation and identify ways of improving its effectiveness
- 3.18 Submit and update Board Member profiles i.e. photo & biog, in conjunction with the relevant member of staff.

4. Conflicts of Interest

It is critically important for its reputation, credibility and influence that all the Board's decisions

- 4.1 are taken fairly, objectively and without unreasonable bias and
- 4.2 do not improperly benefit or give the appearance of benefiting Members or persons or organisations connected with them and that the Board is seen to act in this way.

Board Members are thus required

- 4.3 on appointment, to advise the Secretary of the Board in writing of any conflicts
- 4.4 to declare in writing, to the Secretary, any new conflict that arises during their membership
- 4.5 to declare the conflicts at the commencement of any relevant meetings and comply with the procedure for dealing with conflicts
- 4.6 to declare any unanticipated conflict immediately should it arise during a meeting
- 4.7 to accept the decision of the Chairman as to whether they may participate in discussions or decisions on the related issues.
- 4.8 The Board and in particular the Chairman of relevant meetings will act to prevent conflicts from unreasonably impacting its decisions. However, the Board recognises that it may benefit from the special expertise, which a Member may have in regard to a particular issue. The Chairman of the relevant meeting is thus given some discretion in dealing with such issues, provided that no provision of the relevant Code of Conduct is breached.

5. Confidentiality

Members are required to:

- 5.1 respect, both during and after membership, the confidentiality of all information received by the Board, which is not in the public domain. This includes personal, private or sensitive information, which has been received in confidence by the Na Píobairí Uilleann
- 5.2 respect the confidentiality of decisions made by Board until the decision is made public
- 5.3 respect at all times the confidentiality of the deliberations of the Board and its committees
- 5.4 return or destroy all documents, (hard & electronic copies), received during Board membership, when their term of office expires.

6. Review

- 6.1 The Board will conduct an annual review of the Code of Conduct for Board Members or more frequently if required.
- 6.2 Review at least every three years to make sure that the organisation is still relevant.
- 6.3 Review and agree written policy statements, where necessary, at least every three years.
- 6.4 Governance Code
 - 6.4 (a) Conduct an annual review of compliance with the Governance Code and ensure that this is minuted.
 - 6.4 (b) Sign a new 'Governance Principles Statement' and display publicly in reception area, annual report and on website.
 - 6.4 (c) Check the organisation's name is on the register of Compliance with the Code

Approved by the Board 28th August 2014