



SOCIAL CARE ASSOCIATION OF IRELAND CLG

(THE “COMPANY”)

**CODE OF CONDUCT
OF THE BOARD OF DIRECTORS**

As approved by the Board on 12th Day of September 2017

Any information provided in this Form by a Director of Social Care Association of Ireland CLG shall remain confidential to the Chairperson of the Board and the Company Secretary.

CODE OF CONDUCT OF THE BOARD OF DIRECTORS

This Code of Conduct (“the Code”) applies to all the Board Members of Social Care Association of Ireland (“the Company”).

A reference in the Code to “a connected party”* (or “connected persons”) means the following:

- a) A spouse or unmarried or civil partner, siblings, child or step child, grandchildren and grandparents;
- b) A body corporate with which the Board Member is associated;
- c) A person acting as the Trustee of any Trust, the beneficiaries of which include the Trustee or the persons at a) above, or the body corporate or company at b) above; and
- d) A person acting as partner of the Board Member or of any person or body who, by virtue of a) – c) above is connected with the Board Member

The Code outlines the responsibilities of each Board Member to the Company and amongst other things establishes procedures for dealing with any potential conflict of interest, which may arise between the responsibilities of a Board Member arising from his / her relationship with the Company. Ultimately, the provisions of the Constitution, comprising the Memorandum and Articles of Association and relevant legislation must take precedence over any Code of Conduct.

Board Members should direct all queries regarding business conduct to the Chairperson.

1. GENERAL RESPONSIBILITIES

At all times it is the responsibility of each Board Member to ensure that he / she acts within the law in general and in particular in fulfilling his / her duties as a Board Member and to abide by the Constitution. It is the responsibility of each Board Member to satisfy him / herself as to what is lawful or otherwise. It is also the responsibility of each Board Member to ensure that all of these activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures.

2. PRINCIPLES OF THE CODE

Board Members are required to adhere to the highest standards of conduct in the performance of their duties. This Code of Conduct respects and endorses the ‘Seven Principles of Public Life’ (the “Nolan Principles”) promulgated by the UK Committee on Standards in Public Life (CSPL) and all Board Members are expected to perform their duties in accordance with them.

The seven principles are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

In addition, this Code of Conduct outlines the following principles and practices to be adhered to by all Board Members:

- Confidentiality;
- Conflict of Interest;
- Gifts and Benefits;
- Integrity;
- Loyalty;
- Legality; and
- Fairness.

3. CONFIDENTIALITY

Each Board Member is required to maintain confidentiality around all information, which they obtain in the course of duties, relating to the business of the Company and are required to complete a Confidentiality Agreement on appointment to the Board (*as set out in Appendix (i)*)

Board Members are prohibited, during and after their period of office, from:

- Using the Company's information for personal benefit;
- Disclosing the Company's information to unauthorised parties, including the media, without the Chairperson's approval;
- Acquiring confidential information or business secrets by improper means; and
- Disclosing any business of the Company.

4. CONFLICT OF INTEREST

The duty of each Board Member is to act at all times solely in the interests of the Company and abide by the Conflict of Interest and Conflict of Loyalty Policy of the Company (*as set out in Appendix (ii)*).

A conflict of interest exists in any situation where the personal or other interest of a Board Member or a connected party might in any way affect the discharge by a Board Member of his / her duties or his / her deliberations in a situation where a Board Member or a connected party could benefit.

5. GIFTS AND BENEFITS

A Board Member must not obtain personal advantage from any person dealing with Company.

Board Members should not seek or accept directly or indirectly any payments, fees, services or loans from any person or business entity that does or seeks to do business with, or in competition with the Company. To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards apply to the receipt of gifts and entertainment by Board Members.

Board Members cannot accept unsolicited non-monetary gifts unless:

- To do so would not affect or appear to affect the Board Member's ability to make independent judgment on business transactions;
- To do so would be consistent with good business practice within the relevant industries;
- Public disclosure of the transaction would not embarrass the Company;

- To do so would impose no obligation on either the Board Member or the Company;
- They are items of nominal intrinsic value and not more than one gift is accepted in any year; or
- They are advertising the promotional materials, not of substantial value, and clearly marked with the Company's or brand name.

Board Members may not encourage or solicit entertainment from any individual or organisation with which the Company does business. From time to time Board Members may accept unsolicited entertainment, but only under the following conditions:

- The entertainment occurs infrequently;
- It arises out of the ordinary course of business;
- It involves reasonable, not lavish expenditure; and
- The entertainment takes place in settings that also are reasonable, appropriate and fitting to Board Members, their hosts and their business at hand.

6. INTEGRITY

The Company conducts all business transactions in accordance with best business practice. The principle of integrity is that each Board Member should be open, truthful and honest in his or her dealings with or acting on behalf of the Company.

7. LOYALTY

Board Members are required to be loyal and committed to the Company and should not engage in, or support and outside activity or organisation, which is competing with the Company.

8. LEGALITY

It is the policy of Company to comply with all relevant Statutory and Regulatory requirements governing its operations and Board Members should adhere to this policy when discharging their duties to the Company.

9. FAIRNESS

The Company values and treats all employees, service users, customers, suppliers and associates equally and is at all times committed to fairness in its business dealings. All Board Members are therefore required to uphold the Company's policy on fairness in their individual dealings in connection with their office as Board Members of the Company.

10. FAILURE TO COMPLY WITH THE CODE

Failure by a Board Member to comply with this code of conduct may result in his/her actions being referred to the Board.

Any changes that would render the individual ineligible to serve must be forwarded to the Company secretary.

This Code of Conduct will be reviewed annually to ensure it meets developing ethical standards expected by stakeholders and society.

I agree to abide by the above Code of Conduct of the Board of Social Care Association of Ireland CLG.

Signed: _____

Dated: _____

APPENDIX (i)

**CONFIDENTIALITY AGREEMENT
FOR SOCIAL CARE ASSOCIATION OF IRELAND CLG**

I, _____ [insert name] am aware that all Social Care Association of Ireland CLG discussions, correspondence and advices are confidential (the **Confidential Information**).

I agree not to divulge this Confidential Information to any person not a Director of Social Care Association of Ireland CLG, without prior approval from the Chairperson. I will take all reasonable measures to securely store all Confidential Information that is in my possession. At the end of my involvement with Social Care Association of Ireland CLG, as a Director, I undertake to either return all confidential material to Social Care Association of Ireland CLG, or have the material securely destroyed.

I undertake not to provide comment on contract activities to anyone outside Social Care Association of Ireland CLG including the media. I will refer all questions, including media enquiries, immediately to the Chairperson.

Signed: _____

Dated: _____

APPENDIX (ii)

CONFLICT OF INTEREST AND CONFLICT OF LOYALTY POLICY FOR SOCIAL CARE ASSOCIATION OF IRELAND CLG

The term 'Director' and "Board of Directors" is used throughout this policy and includes any person occupying the position of Director by whatever name called.

The Directors (and all staff and volunteers) of Social Care Association of Ireland CLG ("the Company") will strive to avoid any conflict of interest between the interests of the Company on the one hand, and any personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purpose of this policy is to protect the integrity of the Company's decision-making process, to enable stakeholders to have confidence in the Company's integrity and to protect the integrity and reputation of volunteers, staff and Directors.

1. CONFLICTS OF INTEREST

- 1.1 A conflict of interest arises when your private interests compete with your professional duties. A conflict of interest may arise, for example, if a Director influences the awarding of a contract to a Company owned by a family member. It is legal to award a contract to the best qualified Company, even if that Company is owned by a relative, but the Director himself/herself could not be part of the decision making process. This would be a conflict of interest, because his/her own family would benefit financially from his position. A conflict of interest can also happen in relation to connections the Director might have that are unrelated to family connections, but to do with others with whom he/she may have a business connection.
- 1.2 Conflicts of interest may arise, or seem to arise, if a Director is involved in decision-making on funding schemes by applicants with whom they are associated. A Director is entitled to make a statement to the Board on the issue and is obliged to answer any questions put to him/her on the issue by another Director but the conflicted Director should not vote on the matter. Conflicted Directors will be obliged to support and abide by the collective decision of the Board on the relevant issue or resign.
- 1.3 Conflicts of interest may also arise due to involvement in the decision-making associated with, or authorisation of, the purchase and sale of goods or services by or to the Company and all aspects of each such transaction.
- 1.4 A conflict of interest may be deemed to exist in circumstances where the Director has a connected interest(s)* as set out either above or as follows:
 - i) He/She carries on business with that individual, Company or firm;
 - ii) Is either a debtor or creditor of that individual, Company or firm;
 - iii) Holds any office whether as a Director or advisor or otherwise of such Company, whether for remuneration or not;
 - iv) Is or has conducted transactions with the individual, Company or firm;

- v) Is aware that the Company might itself have an interest in the acquisition of property, business or other assets from the connected individual or Company;
- vi) A Director who is also a user may be faced with a decision in a committee meeting regarding whether fees for users should be increased;
- vii) A Director who has a connected interest to a member of staff and there is a decision to be taken on staff pay and/or conditions at a committee meeting.
- viii) A Director who is also on the committee of another Company that is competing for the same funding.
- ix) A Director who has shares or other ownership or a proprietary interest in a business that may be awarded a contract to do work or provide services for the Company or is a director, partner or employee or related to someone who is a connected interest.

1.5 In the course of meetings or activities, Directors will disclose any interests in a transaction or decision where there may be a conflict between the Company's best interests and the Director's best interests or a conflict between the best interests of two companies that the Director is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.

*In this context, "a connected party" (or "connected persons") may be defined as:

- e) A spouse or unmarried or civil partner, siblings, child or step child, grandchildren and grandparents;
- f) A body corporate with which the Director is associated;
- g) A person acting as the Trustee of any Trust, the beneficiaries of which include the Director or the persons at a) above, or the body corporate or Company at b) above; and
- h) A person acting as partner of the Director or of any person or body who, by virtue of a) – c) above is connected with the Director

If in doubt about whether a person or business is a connected person, please seek advice from the Chairperson.

2. CONFLICTS OF LOYALTY

2.1 Conflicts of loyalty arise where a Director may be involved in board decisions and may be (or perceived to be) potentially influenced by considerations other than the best interests of the Company. This might happen when the Director has come onto the board as a nominee of a particular group e.g. members in a particular county, a funding body, beneficiaries or staff. This situation may possibly cause the Director to think that they should act in the interests of the group which nominated them. However, in all cases, regardless of their route onto a board of directors, all board members should act in the interests solely of the Company on whose board that they sit, rather than acting in the interests of the grouping which nominated them. Conflicts of loyalty may be sufficiently serious to amount to conflicts of interest.

2.2 Any actual, potential or perceived conflict of loyalty shall be dealt with and reported in the same manner as a conflict of interest, as set out in this policy.

3. FORMS TO BE ISSUED TO DIRECTORS

3.1 Upon either the appointment or reappointment of a Director the Company Secretary will issue the following documents to each and every Director:

- **A Declaration of Interests Form for completion (a copy of which is attached hereto)**

3.2 It shall be the responsibility of the Director to duly complete the Declaration of Interests Form (of any current or planned business interests meeting the criteria set out at 1.1-1.4 above) and return them to the Company Secretary as soon as practicable but no later than 14 days.

3.3 Thereafter, the Directors should immediately notify the Company Secretary of any additional conflict of interest issues, as they arise or are envisaged during the course of his/her tenure as a Director.

4. STEPS TO BE TAKEN BY A DIRECTOR WHERE A DEEMED CONFLICT OF INTEREST ARISES

4.1 In circumstances where a conflict of interest is deemed to exist, the Director should:

- i) Ensure that his/her conflict of interest has been appropriately declared to the Company Secretary and registered accordingly.
- ii) Return any documents relating to the pertaining issue supplied by the Company to the Company Secretary at the earliest opportunity.
- iii) Absent himself/herself during deliberations pertaining to the area in which the Director has an interest.
- iv) Ensure that the minutes/records show that he/she absented himself/herself from any Board deliberations on any matter being the subject matter of any reported actual, potential or perceived conflict of interest.
- v) Where the issues pertain to the Chairperson's interests, he/she should deputise the Deputy Chairperson or another Director to chair the Board meeting and absent himself/herself during deliberations pertaining to the area in which the Chairperson has an interest.

4.2 Any failure to declare a relevant interest may be investigated by the Secretary to the Board and brought to the Board's attention.

5. STEPS WHICH SHALL BE TAKEN WHERE A DEEMED CONFLICT OF INTEREST ARISES

5.1 In circumstances where a conflict of interest is deemed to exist, the Company Secretary will:

- i) Note the details of any reported conflict of interest on the appropriate register.
- ii) Ensure that the minutes together with any other relevant records show that a conflict of interest arose and that the Director absented himself/herself from any Board

deliberations on any matter being the subject matter of any reported actual, potential or perceived conflict of interest.

- 5.2 In an instance where a conflict of interest arose and sensitive information is discussed during the course of the Board meeting, the Chairperson shall determine, prior to the conclusion of the Board meeting, whether restricted minutes only should be circulated to the Director having the actual or perceived conflict of interest.
- 5.3 The Director concerned should be advised of what decision was reached.
- 5.4 Conflicts of Interests will be a recurring agenda item for every meeting of the Directors which will ensure a regular review of any actual, potential or perceived conflicts of interest.

6. CONFIDENTIAL REGISTERS

- 6.1 The Company Secretary shall maintain a confidential register of all Directors' interests together with a confidential register of Directors' conflicts of interest (hereinafter referred to collectively as "The Registers").
- 6.2 The Registers will be reviewed annually, and where necessary throughout the year. The annual review will be conducted by the Company Secretary at the Board of Directors Meeting which immediately precedes the Annual General Meeting in that year and evidence of the Directors review shall be maintained by the Company Secretary.
- 6.3 Only the Chairperson and Company Secretary will have access to The Registers. Any queries regarding the appropriateness of disclosure should be directed by the Director to the Chairperson of the Board. This information will be treated as confidential as set out in the Data Protection Acts 1998 and 2003.

Date Adopted: _____

SOCIAL CARE ASSOCIATION OF IRELAND CLG DECLARATION OF INTERESTS FORM

I, _____ as Director of Social Care Association of Ireland CLG declare that I have no interest or have received any gifts or hospitality in connection with my role in Social Care Association of Ireland CLG, save as those inserted below:

Category	Details of interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests.	
Gifts or hospitality offered by external bodies in the last twelve months.	
Do you use, or care for a user of the Company's services?	
Any contractual relationship with the Company (or subsidiary, if relevant)?	
Any other conflicts that are not covered by the above.	

To the best of my knowledge, the above information is complete and correct.

I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed:

Position:

Date:

DECLARATION & AGREEMENT

<p>Declaration</p> <p>I hereby declare and confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.</p>		
Signature:	Full Name:	Date:

PROBITY CHECK

<p>Review by Chairperson of Social Care Association of Ireland CLG</p> <p>I confirm that I have received this declaration and noted the contents. Where a conflict of interest is declared, approval is required regarding membership.</p>		
Name & Title:		
Signature:		Date:
Comments:		