

COOLMINE THERAPEUTIC COMMUNITY

CODE OF CONDUCT FOR DIRECTORS

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Document Owner and Approval

The Head of Finance and Support Services is the owner of this document and is responsible for ensuring that this policy document is reviewed in line with the review requirements stated above.

Signature:

Date:

Change History Record

Issue	Description of Change	Approval	Date of Issue
1	Initial issue		Jan 2014
2	Updated for CRA Guidance and Companies Act 2014 requirements	Board	May 2022

Coolmine Therapeutic Community

Code of Conduct for Directors

(i) Introduction

Those who serve on the Board of Coolmine Therapeutic Community (hereafter referred to as “Coolmine or “CTC”) have responsibilities under company law as Directors, under charity law and under obligations agreed contractually with funders (see Appendix). In addition, given our aims and objectives, we have a duty to provide a model of best practice. As part of this each Director is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the attached declaration accordingly.

(ii) General Conduct - Fiduciary Duties

Directors are required to act in accordance with their Fiduciary duties

The principal fiduciary responsibilities of a director are set out in Part 5 of the Companies 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; or
 - (ii) the case concerned falls within subsection (2);

- (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 general duty under section 224 (duty to have regard to the interests of its employees in general), have regard to the interests of its members.

(iii) Independence

- Directors are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- Directors should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of CTC. More specifically directors:
 - should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties;
 - must avoid actual impropriety and any appearance of improper behaviour.
- Directors must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
- Directors should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as Directors. Any gifts or hospitality received in any connection to CTC should not exceed the value of €100 and should be declared to the Board.

(iv) Professional advice/legal advice

- The Board may, in a Board resolution, lay down formal procedures whereby Board members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of Coolmine where they judge it necessary to discharge their responsibilities as Board members.

(v) Director Roles

Directors should:

- Understand and perform their roles and responsibilities to the best of their abilities at all times.
- Be prepared to provide adequate time and commitment as required to fulfil the role of Director, adequately preparing for meetings and participating in committees and special events when required.

(vi) Board Meetings

Directors should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the Chairperson of the board, and the Chairperson of any meeting.
- Bring a fair and open-minded view to all discussions of the Board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of CTC.
- Bring a genuinely independent perspective to enhance decision-making, given that Directors share responsibility for Board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other Directors.

(vii) Employees and Volunteers within the Charity

Unless in co-ordination with the CEO, Directors do not normally engage directly with employees or volunteers with the exception of the CEO and Senior Management Team. However, Directors should at all times;

- Aim to promote a culture which supports employees and volunteers in carrying out their duties;
- Promote a culture which supports everyone in CTC to conduct themselves in a manner which reflects the values of CTC and works in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the Board on the one hand and employees and volunteers on the other, ensuring that the Board, employees and volunteers work effectively and cohesively for the benefit of CTC and develop a mutually supportive and loyal relationship by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements;
 - not interfering in the performance by employees and volunteers of duties delegated to them within CTC while ensuring that employees and volunteers are held to account through the CEO, as appropriate.

(viii) Legal Requirements and Policies

Directors must:

- Act in accordance with CTC's governing document and ensure that CTC complies with all applicable laws including charity law, company law, health and safety law, tax law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality about sensitive Board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the Director to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of CTC or could represent a breach of any law with which CTC is required to comply.
- Abide by CTC's conflict of interests or loyalties policy and ensure the CTC's conflict of interest register is completed and updated as required.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the Board.
- Ensure that claims for out of pocket expenses are made in accordance with agreed procedures.

Where a Director is found to be in breach of the standards outlined by the board in its Code of Conduct he or she will be asked to meet with the Chairperson of the Board to assess his or her suitability for the role. Consistent breach of the Code of Conduct by a Director may result in the Director's tenure being terminated.

The Board of Directors should review this Code of Conduct for Directors at 3-year intervals or as appropriate.

(ix) Declaration

I declare that

- I am over 18.
- I am not disqualified under the Charities Act.
- I am not under disqualification order under the Companies Acts.
- I undertake to fulfil my responsibilities and duties as a Director of CTC in good faith and in accordance with the law and within CTC's objectives and mission.
- I do not have any financial interests in conflict with those of CTC (either in person or through family or business connections) except those which I have formally notified in a conflict of interest statement. I will specifically notify any such interest at any meeting where Directors are required to make a decision which affects my personal interests, and will unless agreed otherwise absent myself entirely from any decision on the matter and not vote on it.
- I will abide by this Code of Conduct.

Signed

Name

Date

Appendix – Extract from HSE Service Agreement

16. Governance Arrangements

- 16.1 The Provider shall co-operate fully with the Executive by implementing policies and procedures consistent with the **Framework for the Corporate and Financial Governance of the Executive** (published by the Executive pursuant to Section 35 of the Health Act 2004) in areas which include internal audits, risk management, public procurement, financial reporting, quality of service and other matters which may be reasonably deemed appropriate by the Executive and to meet the standards of behaviour as set out in the Code of Standards of Behaviour within the Framework for the Corporate and Financial Governance of the Executive.
- 16.2 Without prejudice to Clause 16.1, the Provider shall ensure that its internal audit function complies with the principles set out in Clause 10.4(i).
- 16.3 Without prejudice to Clause 16.1, a Provider shall co-operate fully with the Executive by implementing, and ensuring compliance with, the following list of governance principles and such other governance standards as the Executive may notify to the Provider from time to time. The Board of the Provider is responsible for:
- (a) leading, directing and setting the strategy for the Provider's activities;
 - (b) compliance by the Provider with all statutory obligations of the Provider;
 - (c) establishing an appropriate structure of board committees to include the functions of an audit, remuneration, risk, quality and safety and, if appropriate, a nomination committee;
 - (d) ensuring that an adequate system for identifying, monitoring and managing risk is in place;
 - (e) establishing and monitoring the effectiveness of the Provider's internal controls;
 - (f) clearly documenting procedures for the appointment and disqualification of members of the Board of the Provider (if not already set out in the Provider's constitutional documentation);
 - (g) ensuring the financial statements present a balanced, true, transparent and complete assessment of the Provider's financial position;
 - (h) annually reviewing the performance of the Board of the Provider to identify ways to improve its effectiveness; and

- (i) maintaining an appropriate code of conduct applicable to all directors and staff of the Provider setting out standards of integrity, conduct, business ethics and concern for the public interest.
- 16.4 Where required by the Executive, a Major Provider shall furnish a compliance statement in such form, manner and intervals as directed by the Executive, confirming compliance with any such corporate governance requirements to the Executive.
- 16.5 The Provider shall ensure that it has effective internal codes of governance in place, which comply with the principles in Clause 16.3, including an adequate system of internal controls to ensure compliance with laws and regulations and the Provider shall use (among other relevant publications) the *Code of Practice for the Governance of State Bodies* publication as a guide in drawing up such codes of governance.
- 16.6 Where an issue of serious concern in relation to governance is identified, it shall be notified in writing to the Executive promptly together with a proposal for dealing with the issue and a timetable within which the issue will be addressed.
- 16.7 The Provider will co-operate with reviews of governance arrangements.