

An Rialálaí
Carthanas

Charities
Regulator

CODE OF BUSINESS
CONDUCT FOR MEMBERS OF
THE CHARITIES REGULATOR
AND ITS SUB-COMMITTEES

25th May 2017

WHO WE ARE

The Charities Regulator was established as an **independent** Authority on a statutory basis in October 2014 in accordance with the 2009 Charities Act. The Charities Regulator is responsible for the registration and regulation of all charities that carry out activities in the Republic of Ireland.

OUR MISSION

'To regulate the charity sector in the public interest so as to ensure compliance with the law and support best practice in the governance, management and administration of charities'.

OUR VALUES



OUR FUNCTIONS

- Increase public trust and confidence in the management and administration of charitable trusts and charitable organisations.
- Promote compliance by charity trustees with their duties in the control and management of charitable trusts and charitable organisations.
- Promote the effective use of the property of charitable trusts or charitable organisations.

- Ensure the accountability of charitable organisations to donors and beneficiaries of charitable gifts, and the public.
- Promote understanding of the requirement that charitable purposes confer a public benefit.
- Establish and maintain a register of charitable organisations.
- Ensure and monitor compliance by charitable organisations with the Charities Act 2009.
- Carry out investigations in accordance with the Charities Act 2009.
- Encourage and facilitate the better administration and management of charitable organisations by the provision of information or advice, including in particular by way of issuing (or, as it considers appropriate, approving) guidelines, codes of conduct, and model constitutional documents.
- Carry on such activities or publish such information (including statistical information) concerning charitable organisations and charitable trusts as it considers appropriate.
- Provide information (including statistical information) or advice, or make proposals, to the Minister on matters relating to the functions of the Regulator.

1. INTRODUCTION

The Code of Practice for the Governance of State Bodies (2016) requires that all State Bodies publish a Board-approved and up-to-date 'Code of Conduct' for their Board members and employees. Certain matters are specifically required to be included in the Code. The Chairperson of each State Body is also required to affirm in his/her Annual Report to the Minister for Justice & Equality that Codes of Conduct for the Board and employees have been put in place and adhered to.

This Code sets out in written form the agreed standards, guiding principles and obligations that inform the conduct of Members of the Authority and its Sub-Committees.

2. SCOPE

The provisions of this Code of Conduct will apply to the Members of the Authority and Sub-Committees of the Authority in respect of their duties as members of the Authority or as members of any of its Sub-Committees.

3. PURPOSE OF THIS CODE OF BUSINESS CONDUCT

- To establish an agreed set of standards, ethical principles and obligations that will govern the manner in which the business of the organisation will be conducted by Members of the Authority and its Sub-Committees
- To promote and maintain confidence and trust both within the Authority and with stakeholders
- To meet the requirements of the Code of Practice for the Governance of State Bodies (2016).

4. GENERAL PRINCIPLES

Members of the Authority and its Sub-Committees will at all times commit to performing their duties to the highest ethical standards in compliance with the obligations and responsibilities set out in this Code and in the Ethics Acts 1995 and 2001 and the Charities Act 2009 (for Authority members).

The following principles and requirements govern the conduct of Members of the Authority and its Sub-Committees in fulfilling their roles:

Integrity

Members of the Authority and its Sub-Committees will:

- Conform with procedures laid down by the Authority, as well as in the Charities Act 2009, Charities Act 1961, and the Ethics Acts, 1995 and 2001, in relation to conflict of interest situations for Authority members only;
- Submit on appointment and annually a declaration of interests statement in accordance with section 5.8 of the Code of Practice for the Governance of State Bodies (2016);
- On an ongoing basis, disclose conflict of interests and/or potential conflict with the business of the Charities Regulator as they arise, through submitting a 'statement of interest' and declaring the conflict of interest at the relevant Authority or Sub-Committee meeting;
- Submit an annual declaration of 'statement of interests' to the Standards in Public Office Commission – for Authority members only;
- Not participate in discussions or decisions where there may be a conflict of interest whether or not such a conflict has previously been disclosed, and whether or not it is a financial or non-financial conflict;
- Avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits, which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions. A Register of Gifts shall be maintained;
- Avoid the use of Charities Regulator resources or time for personal gain or for the benefit of persons/organisations unconnected with the Charities Regulator or its activities;
- Not acquire information on confidential business matters by improper means;

- Not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in property, shares or other financial transactions;

Confidentiality

Members of the Authority and its Sub-Committees should:

- Ensure they maintain confidentiality in respect of all sensitive information received or that becomes known to them by virtue of their position on the Authority and/or its Sub-Committees. This would constitute information such as:
 - ✓ commercially sensitive information (including but not limited to future plans, investigations, draft regulations or details of major organisational or other changes);
 - ✓ personal information;
 - ✓ information relating to charities regulated by the Charities Regulator;
 - ✓ information received in confidence by the Charities Regulator.
- Note that the provisions regarding confidentiality and disclosure also apply to members after their term as a member has ended;
- On conclusion of their term, return to the Charities Regulator all meeting papers in their possession, as well as manuals, letters, notes, notebooks, reports and other material of a confidential nature, which relates to the Authority (or alternatively confirm in writing to the Authority that they have destroyed all such material).

Information

Members of the Authority and its Sub-Committees should:

- Support the Authority, executive management and employees in fostering a culture of providing access to general information relating to the Charities Regulator's activities in a way that is open and enhances its accountability to the general public;
- Ensure the Charities Regulator observes appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;
- Ensure the Charities Regulator complies with relevant statutory provisions relating to access to information (e.g. Data Protection Acts, Freedom of Information Act).

Obligations and Responsibilities

Members of the Authority and its Sub-Committees should take all reasonable steps to ensure that:

- The Charities Regulator is in compliance with all applicable regulatory and statutory obligations;
- The accounts and reports of the Charities Regulator accurately reflect their business performance and are not misleading or designed to be misleading;
- Purchasing activities of goods/services are conducted in accordance with best business practice through compliance with detailed tendering and purchasing procedures, as well as with prescribed levels of authority for sanctioning any relevant expenditure;

- There are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel;

Members should also:

- Use all reasonable endeavours to ensure that they attend all Authority and/or Sub-Committee Meetings;
- Meet regularly, and retain full and effective control over the Charities Regulator and monitor the executive management and performance;
- Adhere to and safeguard the collective responsibility of the Authority;
- Adhere to and uphold their fiduciary duties, as specified in section 3.1 of the Code of Practice for the Governance of State Bodies (2016) **refer to appendix 1;**
- Ensure that a balanced and understandable assessment of the position of the Charities Regulator is made in presenting its Annual Report and accounts to the Minister for Justice & Equality;
- Acknowledge the duty of all to conform to the highest standards of business ethics, which includes conforming with procedures laid down by the Authority in relation to conflict of interest situations, including in regard to the acceptance of positions that may give rise to the potential for conflict of interest and to confidentiality concerns.

Loyalty

Members of the Authority and its Sub-Committees should:

- Acknowledge their responsibility to be loyal to the Charities Regulator and to be fully committed in all its business activities.

Fairness

Members of the Authority and its Sub-Committees should:

- Take all reasonable steps to ensure compliance with employment equality and equal status legislation;
- Commit to fairness in all business dealings;
- Value clients/stakeholders and treat all clients equally.

Work/External Environment

Members of the Authority and its Sub-Committees should take all reasonable steps to ensure that:

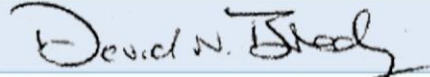


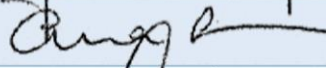

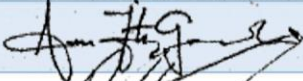
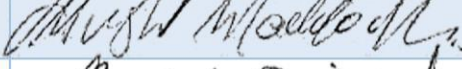
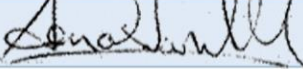
- The highest priority is placed on promoting and preserving the health and safety of employees through relevant policies as appropriate;
- They promote, through executive management, a culture of 'speaking up' whereby employees can raise concerns regarding serious wrongdoing without fear of reprisal;
- Promote a working culture that minimises any detrimental impact of operations on the wider environment.

5. CIRCULATION AND REVIEW

Following approval by the Authority, this Code will be circulated to all Authority Members and Sub-Committee members, each of whom will acknowledge receipt and understanding of same. The Authority commits to review the Code on an annual basis.

8.0 APPROVAL

This Code was approved by the Authority on the **25 May 2017**

Members of the Authority	Signature
David Brady	
Katie Cadden	
Sandra Chambers	
Cynthia Clampett	
Anna Classon	
Tom Costello	
Patricia Cronin	
Fergus Finlay	
Ann FitzGerald	
Patrick Hopkins – Chairperson	
Hugh Maddock	
Graham Richards	
Senan Turnbull	
Noel Wardick	

Appendix 1

Fiduciary Duty¹: All Board members have a fiduciary duty to the State body in the first instance (i.e. the duty to act in good faith and in the best interests of the State body).


The principle fiduciary duties are²:

- 1.0 To act in good faith in what the Board member considers to be the interest of the company;
- 2.0 To act honestly and responsibly in relation to the conduct of the affairs of the company;
- 3.0 To act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law;
- 4.0 Not to benefit from or use the company's property, information or opportunities for his or her own or anyone else's benefit unless the company's constitution permits it or a resolution is passed in a general meeting;
- 5.0 Not to agree to restrict the Board member's power to exercise an independent judgment unless this is expressly permitted by the company's constitution;
- 6.0 To avoid any conflict between the Board member's duties to the company and the Board member's other interests unless the Board member is released from his or her duty to the company in relation to the matter concerned;
- 7.0 To exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their negligent behaviour; and
- 8.0 To have regard to interests of the company's members.

The powers of governance and management of a company are delegated by the members of the company to the Board and the Board owe their duties, first and foremost, to the company.

¹ Section 3.1 Code of Practice for the Governance of State Bodies 2016

² See section 228 of the Companies Act, 2014



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