

Code of Conduct for St. Hilda's Services Board Members 2023

Introduction

The Code of Practice for the Governance of State Bodies 2016 requires that all public bodies develop and publish a Code of Conduct for Board Members. [Compliance with same is a requirement of our Service Arrangement with the HSE.](#) The purpose of this Code of Conduct is to provide Board Members with clear guidelines as to their standards of behaviour, responsibilities and best practice in fulfilling their obligations to St. Hilda's Services.

St. Hilda's Services Board of Directors adheres to the Seven Principles of Public Life as defined by the Committee for Standards in Public Life, whilst recognising that St. Hilda's Services is a Voluntary Body –

1. Selflessness
2. Objectivity
3. Honesty
4. Integrity
5. Openness
6. Accountability
7. Leadership

Fiduciary Duties

Board Members will –

- Act in good faith and in the best interests of St. Hilda's Services.
- Ensure that they are loyal to the Services aims; strategies and policies as agreed by the Board; that their interests and those of St. Hilda's Services are not in conflict and, that they conform to the highest standards of ethics.

Board Members will ensure that St. Hilda's Service complies with the requirements of the Code of Practice for the Governance of State Bodies (2016) and all relevant policy and legislation. [Compliance with same is a requirement of our Service Arrangement with the HSE.](#)

Board Members are expected to exercise their skills and abilities in the execution of their duties. A Board Member should not, however, be held responsible for errors in judgement provided they genuinely believed that the decision was in the best interests of St. Hilda's Services.

Board Members are expected to attend to their duties with reasonable regularity. Board Members must give adequate consideration to the work of the Board, in particular, the approval of budgets and strategic plans; the production of annual accounts; major investment and capital projects, delegated authority levels, finance and risk management; appointed, remuneration and performance of the Chief Executive Officer.

To assist Board Members in the execution of their duties they shall have :-

- Access to the advice and services of a nominated organisation if necessary.
- The right to retain independent professional advice, if necessary, in furtherance of their duties at reasonable expenses to St. Hilda's Services.
- The Board Member must notify the Chairperson the reason for seeking independent professional advice.

Reporting

All Board Members are required to accept responsibility for :-

- Ensuring that accounts are prepared.
- The Annual Review of the effectiveness of internal controls, including financial, operational and compliance control and risk management.
- Reporting that the organisation is a going concern with supporting assumptions or qualifications as necessary.

Integrity / Conflict of Interest / Ethics

Similar to Public Office as stated in Section 17 of the Ethics in Public Office Acts 1995 and 2001, and in line with the Code of Conduct for the Governance of State Bodies (2016) members of the Board must furnish a Statement of Interest, even a nil statement annually (*attached*).

The Secretary of the Board shall retain details of these interests in a confidential register that shall be updated on an annual basis. Only the Chairperson, Secretary of the Board and the Chief Executive Officer shall have access to the register.

Board Members are required to declare their interests and absent themselves when the Board is deliberating or deciding on matters in which they, or a person or an organisation connected to them, has an interest. Where a Board Member is uncertain as to whether a disclosure is required, the Chairperson shall decide. If a Board Member receives documentation relating to a decision in which a Board Member has a conflict of interest, the Board Member must immediately return the documentation in receipt.

Gifts, hospitality or preferential treatment should neither be given nor accepted where such action could be perceived as affecting the ability of the donor or the recipient to make an independent judgement on business transactions.

Board Members must not profit financially or in commercial terms from their involvement with St. Hilda's Services. If such a situation was to arise in respect of disposal of assets to a member of the Board, such a disposal can only be permitted within the guidelines set out in Section 8.40 of the Code of Practice for the Governance of State Bodies (2016) and at full market value.

Guardians of St. Hilda's Services Reputation

Board Members will not speak in their Board capacity about the business of St. Hilda's in any public forum without the prior knowledge of the Chairperson and the Chief Executive Officer. Board Members who are asked to represent St. Hilda's Services will reflect current policy positions as agreed by the Board.

Confidentiality

All Board Members must treat the information presented to them, in their role as a Board Member, as being confidential, unless the Board has authorised its release or its release is required by law. This duty is indefinite and applies even after a Board Member has ceased to be a Board Member.

BOARD MEMBERS SIGNATURES 2023

		
		
		