



Irish Centre for European Law

Code of Conduct for members of the Board

By reading this document and accepting the role of a charity trustee of ICEL all members of the Board agree to the following responsibilities, including when acting as a member of the Board, as a member of a Committee or Sub-Committee, or as a member of the Centre:

General Conduct

- Board members are required to act with honesty and integrity and exercise good judgment which may include seeking professional advice on appropriate matters on which charity trustees do not have relevant expertise.
- Board members are required to act in the best interests of the Centre at all times.
- Board members are at all times required to act in compliance with the Constitution of the ICEL, the Companies Act 2014 as amended, the Charities Act 2009, and obligations of the law.

Independence

- Board members are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- Board members should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the Centre or its volunteers and employees.
More specifically Board members:
 - 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.
- Board members 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.

- Board members should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as Board member and charity trustee. Any gifts or hospitality received that are in any way related to a Board member's position in ICEL should not exceed the value of €100 and should be declared to the Board.

Roles of Board members

Board members 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 Board member and charity trustee, adequately preparing for meetings and participating in committees and special events when required.

Board Meetings

Board members should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the President of the Centre 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 the Centre.
- Bring a genuinely independent perspective to enhance decision-making, given that Board members 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 Board members.

Volunteers/Employees within the Centre

Board members should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the Centre should conduct themselves in order to reflect the values of the Centre.

- Work considerately and fairly with everyone 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 volunteers and any employees on the other, ensuring that the board, volunteers and any employees work effectively and cohesively for the benefit of the Centre 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 volunteers or employees of duties delegated to them within the Centre while ensuring that volunteers and any employees working for the Centre are held to account through the CEO and/or Board, as appropriate.

Legal Requirements and Policies

Board members must:

- Act in accordance with the Centre's governing document and ensure that the Centre complies with all applicable laws including charity law, company law, health and safety 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 Centre trustee to inform the Charities Regulator or any other statutory body about any matter which could threaten the future of the Centre or could represent a breach of any law with which the Centre is required to comply.
- Abide by the Centre's conflict of interests policy and ensure that the Centre'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.

Role of Officers

The roles of officers are defined in the Constitution, and in particular: Part XIII, Article 84 – President; Part XIII, Article 85 – Deputy President; Part XIV, Article 87 – Secretary; Part XV,

Article 89 - Treasurer. The Board may specify further duties for the officers from time to time, and shall thereafter annually update this Code of Conduct.

In addition to Article 87, the Secretary shall be responsible: for ensuring a quorum is present in meetings of the Board; for preparing agenda in consultation with the President and Chief Executive; for circulating agendas and supporting papers in good time; for approving minutes for circulation to members of the Board; to ensure the chairperson of a meeting signs the minutes once approved; for reporting to the next meeting of the Board whether members and staff have carried out actions; for preparation and circulation of agenda and minutes of any general meetings; for keeping a register of minutes of Board, general and Committee meetings; for keeping a register of members; for ensuring that up-to-date records are kept of committee membership, and that the Centre complies with the requirements of the Charities Regulator in terms of registration, reporting, changes to governing documents etc; for ensuring that the Board approves all policies necessary to maintain compliance with legal obligations (other than those for which the Treasurer is responsible under Article 89).

Attendance

Board members shall endeavour to attend every meeting of the Board, and where they cannot attend a meeting of the Board they shall give prior apologies. Board members are reminded of the provisions of Article 81(f) and (g) of the Constitution.

Where a charity trustee 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 President to assess his or her suitability for the role. Consistent breach of the Code of Conduct by a Board member may result in the director's tenure being terminated in accordance with Article 81(j) or other provision of the Constitution.

The board of charity trustees should review this Code of Conduct for trustees at 3-year intervals or as appropriate. The Governance Committee should review this Code of Conduct at annual intervals or as appropriate.

By Order of the Board

28 October 2021

I accept this Code of Conduct dated 28 October 2021 as binding upon me as a Board member and Charity Trustee.

Signed

Name

Date