

1. Introduction

This Code of Conduct applies to all the Directors of Crawford Art Gallery.

The Code outlines the responsibilities of each director 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 director and any other outside interest which he/she or a connected party may have. The Code is not a full statement of the obligations of a director arising from his/her relationship with the Company.

This document will be given to current Board members and new members and the document will also be available on the Crawford Art Gallery website. Directors will be required to indicate in writing that they have received and understood the document. Breaches in this code may result in the Director ceasing to be a member of the Board.

This Code of Conduct:

- establishes an agreed set of ethical principles to guide Directors in their business conduct;
- is designed to promote and maintain confidence and trust in the Board; and
- seeks to prevent the development or acceptance of unethical practices.

1. Loyalty.

- The Directors shall acknowledge the responsibility to be loyal to Crawford Art Gallery's aims and objectives and be committed to its activities, while mindful that the organisation itself must consider the interests of lead departments, beneficiaries and the public; The Board should acknowledge the duty to conform to the highest standards of business ethics.

2. Integrity

The Board have a commitment to act ethically and honestly;

- The Board will ensure that the accounts/reports accurately reflect their business performance and are not misleading or designed to be misleading;
- The Board will not use Crawford Art Gallery's resources or time for personal gain, for the benefit of persons/organisations unconnected with the body or its activities or for the benefit of competitors;
- The Board of Directors will disclose any outside employment/business interests in conflict or in potential conflict with the business of the body.

3. Disclosure of Interests

In compliance with the Ethics in Public Office, each Director will, on an annual basis, furnish a statement of interest to the Secretary of Crawford Art Gallery;

- This statement should include details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board. Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed.

<http://m.sipo.gov.ie/en/Forms/Disclosing-Interests/Statement-of-Interest-forms/Designated-Directors-Statement-of-Interests-form1.pdf>

For this purpose, persons and bodies connected with a member should include:

- (a) a spouse, parent, brother, sister, child or step-child;
- (b) a body corporate with which the member is associated;
- (c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
- (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) (c) above, is connected with the member.

Each member should furnish to the Secretary details of business interests of which he/she becomes aware during the course of his/her directorship; Where it is relevant in any matter which arises, the member should be required to indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined above; If a member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairperson;

Details of the above interests should be kept by the Secretary in a confidential register and should be updated on an annual basis.

Changes in the interim should be notified to the Secretary as soon as possible.

Only the Chairman, Secretary and Chief Executive of the body should have access to the register; Should a matter relating to the interests of the Chairman arise, he/she should depute the Deputy Chairperson or another Director to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson, or a person or body connected with the Chairperson, has an interest; Board or Company documents on any case that relate to any dealings with the above interests should not be made available to the member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the member;

As it is recognised that the interests of a Director and persons connected with him/her can change at short notice, a Director should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary at the earliest opportunity; A Director should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Director would not have access) should be maintained;

Where a question arises as to whether or not a case relates to the interests of a Director or a person or body connected with that Director the Chairperson of the Board should determine the question.

4. Information

- The Board of Directors will conduct its activities in a confidential and objective manner;
- The Directors will support the Management and employees of Crawford Art Gallery for the provision of access to general information relating to the body's activities in a way that is open and that enhances its accountability to the general public;
- Directors have a commitment not to acquire information or business secrets by improper means;
- Members of the Board are not permitted to disclose any confidential information obtained while performing or as a result of performing any activities on behalf of Crawford Art Gallery.

The above requirements do not apply to information already in the public domain or in the possession of the person prior to undertaking the activities;

- The Directors will comply with relevant statutory provisions (e.g. Data Protection Act, Freedom of Information Act); Based on the latter,
- Directors will respect the confidentiality of sensitive information held by Crawford Art Gallery. This would constitute material such as: - Commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring); - Personal information; and - Information received in confidence by Crawford Art Gallery.
- Directors will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;
- Former Directors should treat commercial information received while acting in that capacity as confidential. The non-disclosure of privileged or confidential information do not cease when Board membership or employment in the state body has ended.
- Board members should not retain documentation obtained during their term as a Board member and should return such documentation to the secretary of the Board or otherwise indicate to the secretary of the Board that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board members require access to Board papers from the time of their term on the Board, this can be facilitated by the Secretary of the Board.

5. Legal Obligations

- Directors of State bodies incorporated under the Companies Acts have duties under these Acts and it is the responsibility of each Director to act in conformity with the applicable provisions of those Acts; The Board will fulfil all regulatory and statutory obligations.
- The Board of Crawford Art Gallery shall act according to law and apply the rules and procedures laid down in Irish and relevant European legislation.
- The Board shall 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.

- The Board shall take due care that decisions which affect the rights or interests of individuals have a basis in law and that their content complies with the law;
- Where individual Board members become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified;
- The requirements for confidentiality may not apply if it becomes necessary for the charity trustee to inform the Charities Regulator or any other statutory body about any matter which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.
- The Board will aim to support volunteers and employees.
- The Board will work considerately and fairly with everyone.
- The Board shall accept and respect the differences in roles between the board on the one hand and volunteers and any employees on the other.
- Directors shall comply with Crawford Art Gallery tendering and purchasing policies, as well as comply with prescribed levels of authority for sanctioning any relevant expenditure.

6. Board Operation

- Directors should use their reasonable endeavours to attend every Board meeting;
- The Board should meet at least 5 times a year, retain full and effective control over the body and monitor the executive management.
- A Director who absents himself/ herself from 3 consecutive Board meetings without special leave of absence from the Chairman shall cease to be a member of the Board. This is on the understanding that the Director will be notified in advance of this taking effect;
- A member who wishes to resign from the Board may do so by letter addressed to the Secretary and with effect from the receipt of such letter by the company, such member shall cease to be a member of the Board;
- The quorum necessary for the transaction of business of the directors is 4 Directors.
- The Board should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the body is firmly in its hands.

This schedule includes the following:

- Significant acquisitions, disposals and retirement of assets of the body
- Major investments and capital projects
- Delegated authority levels, risk management policies
- Approval of terms of major contracts over €25,000
- Compliance with statutory and administrative requirements in relation to the approval of the number, grading, and conditions of appointment of all staff;
- Approval of annual budgets and corporate plans
- Approval of annual reports and accounts
- Appointment, remuneration and assessment of performance of the Director- and succession planning for the Director

The collective responsibility and authority of the Board should be safeguarded.

Excessive influence on Board decision-making by individual members should be avoided, while allowing Board members opportunity fully to contribute to Board deliberations;

In the event if an equality of votes, the Chairman of the Board of Directors shall have the casting vote.

7. Fairness

- The Directors are committed to fairness in all business dealings and will value and treat all equally;
- Directors must comply with employment equality and equal status legislation;
- When taking decisions, the Board of Crawford Art Gallery shall ensure that the principle of equality of treatment is respected.
- The Board shall in particular avoid any unjustified discrimination based on gender, marital status, family status, sexual orientation, religion, age, disability, race or membership of the travelling community;
- Crawford Art Gallery is an equal opportunities employer and requires that staff appointments are made based upon demonstrably objective criteria and that recruitment procedures are always adhered to.

8. Impartiality and Independence

It is recognised that each Director has been nominated by a particular representative body or appointed by the Minister for Culture Heritage and Gaeltacht through stateboards.ie process.

Notwithstanding this, when taking decisions on behalf of Crawford Art Gallery, Directors must always act in the interest of the Company as a whole and not in the interest of only a section of the members of the Board.

- They shall abstain from any preferential treatment on any grounds whatsoever;
- They shall not be guided by any inappropriate influences of whatever kind, including political influences, or by personal interests;
- When taking decisions, Directors shall take into consideration the relevant factors and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration.

9. Hospitality

- Directors shall avoid the giving or receiving of 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;
- Crawford Art Gallery Board members may not approach any business with which they have contact through their official duties seeking sponsorship or support for any club, association, trade union or other organisation;
- It is impossible to lay down hard and fast rules covering the acceptance of hospitality in all possible circumstances. The overriding concern is that the actions of Crawford Art Gallery Board members be above suspicion and not give rise to any conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny.

- It is accepted that Board members should not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. That being said, in their contacts with outside organisations or persons, every care must be taken by Crawford Art Gallery Board members to ensure that their acceptance of hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official functions.

The following general guidelines provide a framework within which decisions in this area can be made:

- Any gifts or hospitality received in connection to Crawford Art Gallery should not exceed the value of €500 and should be declared to the Board.
- No objection would normally be taken to the acceptance of what is regarded as routine hospitality, the most obvious example being a business lunch. What may be regarded as “routine” for this purpose will depend on a number of factors such as the value of the hospitality offered, the frequency of offers, whether there is an element of reciprocity and the circumstances in which it is offered.
- Certain types of hospitality (for example involving traveling abroad or holiday weekends) should not be regarded as routine. - Board members should not accept offers of hospitality which go beyond the routine practices referred to above, except where acceptance of such an offer can be clearly shown to be in the interest of Crawford Art Gallery and has been approved by other Board members.

10. Work/External Environment

- The Board will place the highest priority on promoting and preserving the health and safety of Crawford Art Gallery employees;
- They will ensure that public concerns are taken into consideration and will endeavour to minimise any detrimental impact of the operations on the environment.

11. Responsibility

- The Chairperson of the Board will ensure circulation of this Code of Business Conduct to all Directors for their retention;
- The Directors must acknowledge in writing receipt of the code and understanding of same.

12. Review

- The Directors should review annually the effectiveness of the body’s system of internal controls, including financial, operational and compliance controls;
- The Directors have a commitment to review the Code of Conduct on an annual basis.

Approval / Revision History

Document Name: Directors Code of Conduct Policy

Document Number: 041

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Reviewed by: Finance & Legal & A&R SC 22.03.2022 (as part of Governance Framework)

Approved by: Board

Next Review Date: March 2023

Date	Revision Description	Rev Change
MARCH 2018	UPDATED IN LINE WITH CODE OF PRACTICE	001
March 2019	Changed number of meetings a year from 6 to 5	002
March 2019	Removed Frank Nyhan from List of Board members	003
March 2020	Removed Signature page at the back	004
November 2020	Added a number of new items under Legal Obligation – Bullet Point 3 & 4 and bullet points 7 to 10 in line with Charities Governance Code	005
November 2020	Added under Hospitality – Gift not to exceed €500 and should be declared to the Board	006
	Added section re Board Resignation and retention of documentation	007