

Bloomfield Care Centre CLG

Code of Conduct for Directors

By reading this document and accepting the role of a Director of Bloomfield Care Centre CLG, all charity directors agree to the following responsibilities:

General Conduct

- Directors are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which Directors do not have relevant expertise.
- Directors are required to act in the best interests of the charity at all times.

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 the charity or its employees and volunteers
More specifically charity trustees:

- 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 charity trustee. Any gifts or hospitality received in any connection to Bloomfield Care Centre CLG should not exceed the value of €100 and should be declared to the Board.

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.

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 the charity.
- Bring a genuinely independent perspective to enhance decision-making, given that charity trustees 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 charity trustees.

Employees / volunteers within the Charity

Directors should:

- Aim to support employees and volunteers in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.
- 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 employees and any volunteers on the other, ensuring that the board, employees and any volunteers work effectively and cohesively for the benefit of the charity 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 of duties delegated to them within the charity while ensuring that any employees working for the charity are held to account through the CEO, as appropriate.

Legal Requirements and Policies

Charity Directors must:

- Act in accordance with the charity's governing document and ensure that the charity 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 Director 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.
- Abide by the charity's conflict of interest's policy and ensure the charity'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 trustees at 3-year intervals or as appropriate.