

**Dignity 4 Patients**

First Floor  
Park Heights  
Grange Rath  
Drogheda  
Co. Meath

**Helpline:** 041-9843730  
**Helpline Text:** 086 1654111  
**Office:** 041-9845761

**Office Open:** Monday – Wednesday  
**Helpline Hours:** 10:00am – 01:00pm

## Board Governance & Business Code- 2018

### Policy Statement:

The responsibilities of a Board are founded upon the overarching principles of good governance of which there are five. Specifically, the Board of Directors is expected to: provide leadership to the organisation; exercise control; be transparent in its dealings; and, be accountable to its members and funders. Directors are also expected to work effectively with each other and to behave with integrity.

### 1. Providing Leadership

The Board is responsible for providing leadership to the company. It does this through planning the work to be carried out and ensuring that the company is guided by a very clear purpose, vision and set of values. In providing leadership, the Board also ensures that it is accountable for its own actions and those of people acting directly on behalf of the company, such as staff members.

### 2. Exercising Control

The Board is responsible for exercising control of the organisation. Exercising control is critical to an organisations stability. Therefore, the Board must ensure that risks are managed effectively and that sufficient controls are in place, to exercise management and financial control. Additionally, the Board must also ensure that the company complies with any regulatory requirements that it is subject to.

### 3. Ensuring Transparency and Accountability

The Board should be both transparent and accountable in its dealings. Specifically, the Board should ensure that it engages appropriately with its membership and stakeholders. Such engagement should facilitate good communication and decision-making. Being accountable also requires that the Board respond appropriately to queries regarding its governance and work activities.

### 4. Working Effectively

The Board is required to work effectively, both as a collective group and on behalf of the company. To this end, the Board has assigned clear roles to directors, such as the roles of honorary chairperson and treasurer. The Board will conduct its meetings in an effective manner and ensure that it adheres to the company's procedures regarding board membership, development and director rotation.

## **5. Behaving with Integrity**

The Board is required to behave with integrity. Simply put, the members of the Board should be honest and fair in their dealings with each other and with people in general. Directors are also expected to act with independence of mind, meaning that they act in the best interests of the company. Directors are expected to deal openly and effectively with any conflicts of interest that may arise. Ultimately, directors are required to behave in a way that does not damage or negatively impact upon the reputation of the company.

# **Business Code of Conduct – 2018**

Dignity4Patients places utmost importance on its reputation for behaving ethically and fairly. The Business Code of Conduct provides a practical guide to Board Members to assist them in their activities and decision-making duties on behalf of the organisation. The Business Code of Conduct applies to all Board Members.

Board Members are required to comply with the Companies Act, The Charities Act 2009 and other relevant legislative requirements with which the company must comply.

## **Behaving with Integrity**

All members of the Board are expected to exercise the highest standards of honesty in their business dealings. Board Members must adhere to and respect company procurement policy and claim expenses only as appropriate to board business needs. Board Members may not use company property or assets for personal gain or engage in business practices that may be generally considered improper in nature.

Board Members may not accept gifts, hospitality, benefits or offers of preferential treatment that may affect (or be perceived to affect) the ability of Board Members to make objective decisions with respect to the company.

Board Members must undertake not to behave in a manner that could damage the reputation of the company.

## **Respecting Confidentiality**

Each Board Member owes a duty of confidentiality to the company and is expected to safeguard, and not disclose, sensitive information such as:

- Information that is not in the public domain
- Sensitive business information with respect to beneficiaries, funders or company finances
- Any information which the Board of Directors has deemed to be confidential

Board Members are expected to safeguard board documents, information and reports and ensure that they are not accessed or mis-used by third parties.

The duty of confidentiality does not end upon cessation of board membership.

Board Members should be aware of the company's obligations under the Data Protection Acts 1988 and 2003 and the Freedom of Information Act 1997.

### **Complying with Legislation**

Board Members are required to fulfil all regulatory, reporting and oversight obligations, imposed on the company; in as far as it is within their power to do so. Directors are also required to adhere to the company's procedures for handling conflicts of interest and to ensure that the company's Annual Returns and Financial Statements are not misleading or inaccurate.

### **Disclosure of Interests**

Board Members are required to disclose to the Company Secretary and Chairperson details of outside interests which are, or may be, in conflict with company operations. Board Members are required to adhere to board procedures for handling conflicts of interest. Board Members have a responsibility to be loyal to the company and be fully committed to pursuing the best interests of the company members.

### **Behaving Ethically and Fairly**

All Board Members are:

- Expected to conform to the highest standards of business ethics
- Commit to fairness in all business dealings
- Ensure that concerns of the company members and the wider community are fully considered

### **Gifts and Hospitality Guidelines**

It is not appropriate for Board Members to accept gifts from suppliers or contractors who have worked for the company. Such offers of gifts should be declined. Gifts should be returned to the sender, advising that acceptance would contra-vene company policy. Details of returned gifts should be provided to the Chairperson. Modest hospitality may be accepted by Board Members subject to:

- Prior approval having been received from the Chairperson
- The frequency and scale of the hospitality is reasonable and not excessive
- No travel or overnight accommodation is provided

### **Professional Advice**

Board Members may access independent professional advice should they deem it necessary in furtherance of their board duties. Board Members should follow board procedures and consult with the Company Secretary and Chairperson should the need to consult Independent advice arise.

### **Review**

The Business Code of Conduct will be reviewed every two years.

### **Compliance**

Board Members are required to read and acknowledge receipt of the Business Code of Conduct and to confirm in writing an undertaking to comply with the Code.

<b>Policy</b>	<b>Board Governance &amp; Business Code Policy</b>		
<b>Board Member</b>	<b>Approved?</b>	<b>Date Approved?</b>	<b>Notes.</b>
Aine McDonough			
Brendan Kerin			
Gemma Byrne			
Grainne Rafferty			
Paul Farrell			
Paul Murphy			
<b>Policy Approved by Minimum Quorum of 3?:</b>		<b>No</b>	
<b>Policy Adopted On Date Of:</b>		<b>00.00.2019</b>	