

Code of Conduct for Board Members

1 Introduction

The Code of Conduct outlined below should be read in association with the British-Irish Agreement Act, 1999, the Language Body Financial Memorandum, the Language Body Equality Scheme and the North/South Co-operation (Implementation Bodies) (Northern Ireland) Order 1999. The Board Members of An Foras Teanga / Tha Boord ò Leid are expected to maintain the highest standards of public service as reflected in the values below and the general Code of Conduct as guidelines for best practice.

Board Members are expected to fully comply with any aspect of a Code of Conduct approved by the North-South Ministerial Council, including those on access to information and declarations of interest.

An Foras Teanga / Tha Boord ò Leid will act strategically relating to planning and policy, will undertake specific initiatives, fund external organisations and initiatives, and provide the appropriate level of internal staffing, management and servicing for the achievement of objectives.

An Foras Teanga / Tha Boord ò Leid will be accountable to the North South Ministerial Council and through that body be accountable to the Northern Ireland Assembly and Oireachtas, and their respective Sponsor Departments.

2 Values Expected from those Engaging in Public Service

Members should understand and adhere to the values below identified as central to those wishing to engage in public service.

- **Impartiality** – Members should be continually aware of their duty to steward public funds as independently as possible without favour;
- **Accountability** – The Board is accountable to the public and to their sponsor Departments, and should be ready to submit themselves to whatever scrutiny is appropriate. The Board should be aware of their role in relation to the stewarding of public funds (to include all fees, charges and other income/expenditure sources), and be constantly aware of the extent to which key targets are being met;
- **Integrity** – Members should not use their position to receive, agree or accept or attempt to receive any payment or other recompense for a duty relating to their service. They should not receive any benefit which may in actuality or perceptively compromise their judgement or integrity;
- **Objectivity** – In taking decisions and carrying out public business including the making of public appointments, awarding contracts or making recommendations for reward and benefit, Members should always make choices on merit;

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- **Openness** – The Board should be as open as possible about all decisions and processes that lead to decisions, and actions that they take. Decisions should be explained and information only restricted if in the wider public interest. The Board should fully comply with the principles of Open Government and adhere to the Freedom of Information Protocol approved by NSMC;
- **Responsiveness** – The Board should ensure that it could demonstrate it is using resources to good effect and without reason for criticism that they are being used for private, partisan or political purposes. The Board should ensure the existence of a complaints procedure, including maladministration and covering the failure to provide access to information;
- **Honesty** – Members have a duty to declare private interests relating to their appointment and to take steps to resolve any potential conflicts that protects both themselves and the public interest. Members should complete an annual Declaration of interest and update same as appropriate;
- **Leadership** – Members are expected to promote this Code of Conduct and these principles, by good example.
- **Value for Money** – Members should oversee the delivery of in-house services and those tendered for as the most economic, efficient and effective, with appropriate evaluation of performance.

3 Relationship with Partner Organisations

The North South Ministerial Council will approve the policy and financial framework formulated by An Foras Teanga / Tha Boord ò Leid, and will approve its Corporate and Operating Plans, including key performance targets.

The sponsoring Departments will advise their respective Ministers on the operation and policy of An Foras Teanga / Tha Boord ò Leid.

The Financial Memorandum sets out the financial procedures and accountability arrangements that govern the financial arrangements between An Foras Teanga / Tha Boord ò Leid and the sponsor Departments. These are also touched on in aspects of the Code below.

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4 Strategic Planning and Direction of the Organisation

Members should approve the Corporate and Operational Plans, and ensure adherence to the strategies of the North South Ministerial Council.

5 Responsibilities of the Chairpersons

The Joint Chairpersons shall be primarily responsible for the strategic leadership of the An Foras Teanga / Tha Boord ò Leid and will promote the use of the Code of Conduct. When Board Members take office the Chairperson should ensure that they are properly briefed on the terms of their appointment and on the Code, their duties, rights and responsibilities. The Chairperson should ensure that all Board members have a copy of the Code of Conduct and of Standing Orders for An Foras Teanga / Tha Boord ò Leid, and all other relevant background reports including the Operational and Corporate Plans, updated accounts and the Financial Memorandum. The Chairperson should ensure that Board Members attend a course on duties of Board Members of public bodies.

The Chairperson should be consistent in relation to:

- **Strategy** – encourage strategic thinking and provide strategic leadership;
- **Example and propriety** – lead the Board and staff team and act with due example relating to the Codes;
- **Adherence to aims of the partners** – ensure that the Board adheres to the aims and policy framework of the North South Ministerial Council;
- **Representing views of the Board publicly** – promote the organisation and its remit as effectively as possible;
- **Assessment of Board Members** – provide an assessment of performance of Board Members if requested by the sponsor Departments or North South Ministerial Council, perhaps including potential reappointment to the Board or to another public body;
- **Administration of Board meetings** – ensure that the Board meets at regular intervals, meeting agreed time-scales where appropriate, properly chair those meetings in accordance with standing orders, and ensure that records of the meetings are properly and accurately maintained;
- **Representation of the Board with partners and funders** – represent the Board and the organisation to the sponsor Departments and the North South Ministerial Council when appropriate, unless other Board Members are delegated. On day-to-day matters liaison with the

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sponsor Departments will be through the Chief Executive and senior staff;

- **Relationship between staff and Board** - ensure that existing and new Members are properly briefed about the organisation and receive all appropriate documentation. The Chairperson shall also facilitate an induction course for all Members. The Chairperson shall ensure all Members are briefed on appropriate relationships with staff regarding strategic responsibilities and day-to-day management issues.

6 Duties or/and Responsibilities of Board Members

The Board Members should be thoroughly familiar with the Code of Conduct and agree to it as *guidelines* for their service on An Foras Teanga / Tha Boord ò Leid, including the adherence to the principles and values of public life as identified above. In general Board Members should adhere to their duty of discharging their public functions reasonably and in accordance with the law, and recognise the ethical standards governing their role. They should thereby ensure that An Foras Teanga / Tha Boord ò Leid complies with statutory and administrative requirements for the use of public funds and fulfils legal responsibilities imposed upon it. They (and the staff of An Foras Teanga / Tha Boord ò Leid) should deal with the public efficiently and with empathy, maintaining the highest possible standard of conduct and service.

Board Members should follow the principles of public life as set out in the appendices and ensure that they meet the adopted best practice guidelines:

- **Adhere to public service requirements regarding statutory, financial and administrative duties** – ensure that the Board operates within the limits of its statutory authority and any delegated authority by the North South Ministerial Council, and according to conditions associated with the use of public funds;
- **Maintain high standards of integrity** – and meet guidance issued by the North South Ministerial Council in reaching decisions;
- **Abide by the direction and advice of the North South Ministerial Council** – ensure that the aims and objectives of An Foras Teanga / Tha Boord ò Leid are consistent with those of sponsor Departments and the North South Ministerial Council;
- **Monitor performance and achievement of the corporate vision** - agree the relevant Corporate and Operational Plans and set performance targets;
- **Act within statutory authority and any other conditions applied by partners** – comply at all times by the Codes approved by the North

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South Ministerial Council, and with the rules relating to the use of public funds;

- **Apply relevant standards and individual responsibility** – both as individuals and relating to the highest standard of corporate governance;

And they should ensure that they abide by the following guidance:

- **Party political involvement** – members may engage in political activity but should always be conscious of their public duties and exercise proper discretion. It is expected that they will not occupy paid party political positions or particularly sensitive or high profile unpaid roles in a political party. Members will not use their position on the Board of An Foras Teanga / Tha Boord ò Leid for party political gain or personal political gain and will not deliberately associate An Foras Teanga / Tha Boord ò Leid with any specific political party. On matters directly affecting the work of An Foras Teanga / Tha Boord ò Leid they should not make political speeches or engage in other political activities;
- **Environment policy** – Members should ensure that An Foras Teanga / Tha Boord ò Leid operates a sound environment policy within the guidelines and legislation in both jurisdictions;
- **Equality issues** – Members should ensure that the operation of the Board and An Foras Teanga / Tha Boord ò Leid meets the equality legislation applicable in both jurisdictions;
- **Removal of individual Members** – Members should be aware that removal from office is possible if they fail to perform the duties expected of them or fall below the standards expected of participation in public life as outlined in the Code. A Member may be dismissed by the North South Ministerial Council if:
 - *He or she fails to discharge his/her functions for a period of three months without reasonable excuse;*
 - *Is convicted of a criminal offence;*
 - *A bankruptcy order is made against him/her, or she/he makes a composition or arrangement with his/her creditors;*
 - *She/he is unable or unfit to carry out her or his functions.*
- **Upon leaving the Board** – Members will be expected to maintain the confidentiality of the operation of the Board and all discussion and decisions taken as part of the Board.

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7 Public Duty and Private Interest/Conflicts of Interest

Members should be aware of the dangers associated with real or perceived conflict of interest while serving on the An Foras Teanga / Tha Boord ò Leid.

- **Rules for early identification** - Members should declare as soon as practically possible any direct or indirect interest (pecuniary or otherwise) that they believe relates to any aspect of their role as a Member that may be perceived to bias a judgement;
- **Declarations of interest** – All Board members must declare any personal, community or business interests that may conflict with their membership of the Board. This should be done at the start of their tenure of office and renewed on an annual basis and as appropriate during each year thereafter;
- **Register of interests on an annual basis** – a register of interests will be kept by the Board which should include a list of direct or indirect pecuniary and non-pecuniary interests of Board Members which may be perceived by members of the public to influence the judgement of Board Members. The direct or indirect pecuniary and non-pecuniary interests of close family members ⁽¹⁾ and those living in the same household as Board Members shall also be registered. This register should be updated as and when an interest is relevant to an individual Board Member and is the responsibility of the Board Member to raise the matter. The Chairperson shall have responsibility for liaising with Board Members about inclusions on the register, overseeing the regular updating and annual publication of the register. In making the register open to the public the Board should ensure as wide a circulation as relevant and include the details in the annual report;
- **Gifts/Hospitality** – Members should be cautious when accepting [any] hospitality or gifts, especially from organisations or individuals that have, or may have in the future, a pecuniary or other interest in the operation of An Foras Teanga / Tha Boord ò Leid. Board Members should ensure that they comply with the Board’s policy on the acceptance of gifts and hospitality.
- **Openness** – Members should consider a strategy for the adherence to any code of practice on access to Government information, and include a policy on prompt response to public enquiries;
- **Protection of official information** – Members are required to protect official information held or received in confidence during duties as Board Members and abide by any legal requirement so to do;
- **Disclosure of official information** – Members will not use/misuse information gained as a Member of the Board for their own/others private interest or for political interest, and will not promote their private interest or connected people, firms, businesses or other organisations;

(1) Close family members shall include personal partners/spouses, parents, children (adult and minor), brothers, sisters and the personal partners/spouses of any of these.

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- **Confidentiality** – Members shall not disclose confidential information or the detail of discussion and business conducted at Board meetings to individuals, organisations or the public outside the Board;
- **Legal requirements and interests** – The Board should obtain legal advice on the effect of any statutory provisions applying to it, and any matter of uncertainty regarding the liabilities of Members;
- **Withdrawals from meetings** – Members of the Board must not participate in the discussion or determination of matters in which they have a direct pecuniary interest or non-pecuniary interest. Members must be aware that when they have a direct or indirect pecuniary or non-pecuniary interest any participation may indicate, perceptually if not in reality, a bias in the decision-making process reflecting on all of the Board. A relevant interest should include those of a Member, a close family relation or other person living in the same household, a business or organisation with which the Board Member is connected. It may include the award of tenders or grants or other such issue of benefit to the individual, business or organisation. The pecuniary or non-pecuniary interest should be declared (relating to the Member or close family member or person living in the same household, business or organisation with which the Member is connected) before the start of the discussion or as soon as the conflict becomes apparent, then recorded in the minutes.

In relation to the above situation it is expected that the Board Member shall withdraw from the meeting during discussion and determination of the matter in question, as the continued presence of the Member may be perceived to bias the discussion or judgement of other Board Members.

When this situation arises, both for pecuniary and non-pecuniary interests, only the decision in relation to the matter should be circulated to the Member(s) who withdrew from the meeting due to a conflict.

- **Position regarding authorised groups** – Members should be aware that the section under Withdrawal from Meetings applies when members have connection with an organisation or group involved in the discussion that may include pecuniary or non-pecuniary benefit to the organisation or group; and that the declaration and withdrawal rules should also apply. The Board may require external advice where continued participation in the discussion and decision by a Member is acceptable given their representational role on behalf of an external organisation or group. Members may, though, on a non-financial issue, make a presentation on behalf of a particular group or organisation. This should only happen if their interest is declared, they have the approval of the Board, and they withdraw from any discussion and decision relating to the issue in hand or the group or organisation. They should then not receive minutes of the discussion and decision.

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Where a tender, contract or grant is involved, Members of the Board should not make representation or attend a presentation on behalf of an organisation in which they have an interest unless otherwise agreed by the Board. They may not make available to that organisation confidential information acquired as a Board Member that may be construed as giving advantage to the organisation in the tendering or grant-giving procedure.

8 Personal Liability

- **Collective and individual liability** –any legal proceedings brought against An Foras Teanga / Tha Boord ò Leid are likely to be against the Board collectively as a corporate body, although Members should be aware that individual cases might be relevant in some instances in civil or criminal law. All Board Members who have acted in good faith, honestly and reasonably without negligence and in adherence of these guidelines will not have to meet any personal civil liability out of their own personal resources;
- **Insurance and indemnity** – The Chairpersons should ensure that An Foras Teanga / Tha Boord ò Leid has provided suitable indemnity or insurance cover for Board Members.

9 Delegation of Responsibilities/Duties

- **Day-to-day tasks of staff within the strategic framework set by the Board** – Day-to-day management matters should be delegated to staff as far as practical within the strategic framework agreed by the Board and the Financial Memorandum adhered to regarding the role and responsibilities of staff and Board Members.
- **Committee structures** – Committees should be established if necessary and should include an Audit Committee as provided for in the handbook. Any establishment of a Committee should be properly recorded in the Board minutes. Committees should not interfere with the day-to-day management task of staff.

10 Accountability with Public Funds

Board Members should be cognisant of the relationship between An Foras Teanga / Tha Boord ò Leid and the North South Ministerial Council, and their accountability to the North South Ministerial Council, and through them to the Northern Ireland Assembly and the Oireachtas.

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Members should be constantly aware of the need to oversee and ensure the proper, effective and efficient use of resources, and should receive information and advice on these matters from the Chief Executive.

- **Custodians of assets** – Members must always be aware of their obligations and responsibilities as custodians of public funding and act within their statutory obligations and duties;
- **Economic, efficient use of resources** – The Board should ensure the most effective, efficient and economical use of resources at all times;
- **Role of Committees/Audit Committee** – Members may establish committees as necessary to ensure the appropriate conduct of Board business, but should particularly establish a committee to deal with detailed financial matters in an Audit Committee. A non-executive Board Member, other than the Chairperson, who has experience of financial matters, should chair the Audit Committee. The Audit Committee will work closely with the Accounting Officer who should attend all meetings other than when the Accounting Officer's own performance is being discussed. The recommendations of any committee should be submitted to the Board for approval. Committees should not interfere with the delegated authority of staff for the operation of the organisation. The membership of committees should be reviewed annually. The Chair should review the performance of each committee annually.

11 Annual Reporting

- **Production of annual reporting mechanism and publication of accounts** – the Board should include in the annual report a full statement of accounts and how it has used public resources in pursuit of the aims of the organisation. Accounts should be prepared according to the guidance from sponsor Departments, with approval from the Departments of Finance. The annual report and accounts should ideally be a single document, with appropriate publicity. It should include a statement by the Auditors confirming consistency with the annual accounts. It should then be laid before the Northern Ireland Assembly and both Houses of the Oireachtas in accordance with the Agreement between the Government of Ireland and the Government of the United Kingdom of Great Britain and Northern Ireland establishing North/South Bodies, and the Financial Memorandum;
- **Guidance adherence for accounting including appointment of Auditor** – Advice on accounting should be taken from the Accounting Officer of the organisation, including through the operation of the Audit Committee. CAG, North and South will carry out an audit on an annual basis based on the most efficient use of resources and delivery of the best service;

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- **Release of activities, targets and remuneration's** – these should be included in the annual report, including a full description of activities in pursuing the aims and objectives and the extent to which key targets and objectives have been met. The names and remuneration detail of current Board members and senior staff should also be contained in the annual report.

12 Senior Staffing Role/CEO

- **Overall responsibilities** – The Chief Executive is responsible for the overall management and control of the her / his part of the organisation and the implementation of the Corporate and Business Plans of her/his part of An Foras Teanga / Tha Boord ò Leid. This should include, amongst other things, conduct, discipline, and financial prudence and is set out more thoroughly in the Financial Memorandum. The Chief Executives should show the necessary leadership as stated above including adherence to the principles and values of public duty. Board Members should support the Chief Executive in the management and control of the organisation;
- **Leadership and management function** – the Chief Executive must show leadership as reflected above and may manage the organisation, including relevant changes to the management structure, with appropriate consultation with the Board, North South Ministerial Council, sponsor Departments, Northern Ireland Assembly and the Oireachtas;
- **Accounting Officer role** – The Chief Executives are the designated Accounting Officer, responsible for the efficient, economic and effective use of resources and propriety of expenditure. The Chief Executives should ensure proper systems are in place and that An Foras Teanga / Tha Boord ò Leid adheres to all relevant instructions by the sponsor Departments and the Departments of Finance, or the Northern Ireland Assembly and Oireachtas. The Chief Executives should ensure that the appropriate advice is provided to the Board on these matters;
- **Advice to the Board** – The Chief Executives will provide any advice that is relevant to the Board, particularly regarding obligations under the Code, financial, legal and other regulations.

13 Employment Related Issues

- **Adherence to relevant legislative obligations** - the Board should ensure compliance with all legal obligations and employ staff who will discharge their duties in accordance with all legislative obligations for the organisation as a whole;

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- **Setting and explaining aims and objectives to staff** – the Chief Executive is responsible for the day-to-day management of staff in her/his part of the organisation and will fully explain the operational and strategic objectives as set by the Board to the staff;
- **Adherence to management practices** - the Chief Executive will fulfil all obligations regarding staff management, treatment and appraisal, and will ensure appropriate staff development, training and advice measures are in place;
- **Staff Code of Conduct** – the Board shall adopt a staff Code of Conduct to be approved by the North South Ministerial Council to allow staff to raise issues of concern regarding conduct or propriety with an official or Board Member and if necessary subsequently with an official in a sponsoring Department;
- **Responsibility for recruitment and selection procedures** – the Board should ensure that the proper recruitment procedures are followed within their statutory obligations, based on merit and equality of opportunity;
- **Responsibility to ensure access to training opportunity** – as above and relevant to staff and Board Members;
- **Data Protection** – the Chief Executives will advise the Board to ensure that An Foras Teanga / Tha Boord ò Leid adheres to obligations under the data protection legislation in each jurisdiction with the Agreement between the Government of Ireland and the Government of the United Kingdom of Great Britain and Northern Ireland establishing the Implementation Bodies;
- **Monitor of performance of CEO** – members should be aware of their responsibilities to monitor the performance of the CEO's key staff and should agree the processes and criteria upon which they will operate.

14 Implementation of Code of Conduct

The Board should adopt a Code of Conduct for its employees as determined for organisations of this nature.

Employees should be aware of the complaint procedures under the Code of Conduct for employees as adopted by the Board.

15 Protocol between Board Members and Between Board Members and Staff

Both the Board Members and staff of the organisation have rights to fulfil their duties to the best of their ability free from undue interference and pressures. If individual Board Members believe they are, either as individuals

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or collectively as part of the Board, being asked to adhere to policy or practice that is:

- Illegal, improper or unethical;
- Breaching a professional code;
- Potentially involving maladministration, fraud or misuse of public funds;
- Inconsistent with the agreed Code of Conduct;

They should:

- 1) Raise the matter with the Chairperson with a view to resolution or it being brought to the attention of the Board in confidence if so desired;
- 2) Ask for a review of the issue through the Audit Committee or another relevant sub-committee;
- 3) If still unsatisfied with the outcome, and after these procedures have been exercised, raise the matter in writing with a nominated official in the North South Ministerial Council.

Or if members of staff believe they are being asked to perform functions that are inconsistent with usual employment functions they should raise the matter with the appropriate staff supervisor, and failing that with the Chief Executive. The staff member may request that an issue be raised directly with the Chairperson to deal with at their discretion.

16 Future Code Changes

An Foras Teanga / Tha Boord ò Leid may change the Code of Conduct as necessary and appropriate, with the approval of the North South Ministerial Council.