

# **Friends of St. Brigid's Hospice**

## **Board Members' Conduct**

### **Summary:**

In order to achieve the proper and effective governance of the Friends of St. Brigid's Hospice and Homecare Services, henceforth called "the Friends", it is essential that all board members share the vision, values and objectives of the organisation.

### **Mission Statement**

The Friends of St. Brigid's Hospice and Homecare Service is a voluntary fundraising organisation with charitable status and is a company limited by guarantee.

Our principle objective is to benefit the community of Kildare and West Wicklow by assisting, promoting and supporting the aspirations and needs of St. Brigid's Hospice. This is achieved through financial assistance towards Hospice specialist palliative care and Homecare for patients with incurable, life threatening illness and their families.

In their working relationship with the HSE and Hospice staff, the Board must maintain a high standard of conduct in order to ensure effective operation of the Board.

### **Code of Conduct**

This Code of Conduct applies to all Board Members, also referred to as “Directors”. Its purpose is to give clear guidance to members, regarding conduct in the light of regulatory requirements as outlined in the Memorandum and Articles of Association and Code of Governance. The Code of Conduct will also give guidance to Board Members on how to handle possible conflicts of interest. The code will reassure regulators, our donors and the wider public that the “Friends” has clear, accountable and high standards for Board member conduct.

Board members are expected to support the work of the organization and to comply with the rules, policies and procedures, governing documents, laws and regulations. Differences of views will be aired and resolved at board meetings. Once decisions have been taken through the democratic process, then all board members are expected to support them.

Board members of the organization are legally bound to adhere to legal requirements of the Companies Act. They have an overriding duty to always act in the best interests of the “Friends” and abide by its policies including the Confidentiality Policy.

### **Avoiding Personal Benefit**

Board members may not receive any personal benefit from the organization.

Reasonable board member expenses are payable. Board members must document expenses and seek reimbursement through the agreed procedure.

Board members cannot undertake paid work for the “Friends” and cannot accept any gifts. Board members must avoid giving or receiving extravagant hospitality to anyone connected with the organization.

### **Avoiding Conflict of Interest**

All board members have an overriding duty to act in the interest of the “Friends”. Where an issue arises that conflicts with their responsibilities to another organization/company, they should declare that interest and withdraw from the meeting, unless specifically asked to remain by the Chair and with the agreement of the other board members.

Board members must declare if they have any interest in any services provided to the “Friends”, be it financial or non-financial, direct or indirect.

### **General Conduct**

The “Friends” believe in openness, fairness and equality of treatment with high ethical standards to carry out their duties in accordance with the vision and values of the organisation.

Board members must safeguard the funds and assets of the organization using them only for the purposes intended and ensure that no suggestion of impropriety or personal gain could attach to their conduct or actions.

Board members must submit to the judgement of the board and do as is required regarding potential conflict of interest.

### **Guidelines to manage the reputation of the “Friends”**

Board members must not speak in their board member capacity to the media in any public forum, including social media/online, without the prior knowledge or approval of the Chair. When asked to represent the “Friends”, any comment they make must be in keeping with current policy. When speaking in a private capacity, board members should uphold the reputation of the “Friends”.

### **Accountability**

All activities undertaken by and services provided by the “Friends” will be able stand the test of scrutiny by donors, members of the public, the media, beneficiaries, service users, other stakeholders and regulatory authorities.

### **Confidentiality and Openness**

The “Friends” aims to be as open as possible about its work, but the following types of information should be treated as confidential:

1. Information concerning specific service users
2. Legal proceedings
3. Anything flagged as confidential at a board meeting

4. Anything of a commercially sensitive nature

The “Friends” will strive to promote a culture of openness in order to promote confidence to donors, members of the public and the charity regulator.

Integrity and honesty will be the hallmark of all conduct with the “Friends”, particularly when dealing with colleagues and external stakeholders.

### **Protocols for Board Meetings**

Board members are expected to:

1. Read all documents, agendas, minutes and any other items sent prior to meetings.
2. Direct all comments through the Chair.
3. Confine discussion to the motion or agenda item on the table.
4. If unable to attend a meeting, board members must notify the Chair as soon as possible.

### **Adherence to the Code of Governance**

The Board has adopted a Code of Governance based on the following principles:

1. **Ethics.** It operates to high ethical standards and explicit values as set out in the Code of Governance and Conduct.
2. **Service Users first.** Puts the needs of our service users at the heart of all business decisions and strategy.
3. **Openness.** There is a spirit of openness, making full disclosure of governance matters and other information as necessary.

4. **Review and Renewal.** There are formal processes for the review of the Boards' own performance and to ensure renewal and refresh on an ongoing basis.
5. **Clarity.** There is clarity of roles and responsibilities between the members e.g. Secretaries, Treasurer, Chair etc.
6. **Equality and Diversity.** The "Friends" embrace equality and diversity in all aspects of its dealings with everyone, regardless of race, colour, gender, religious beliefs, age, disability, sexual orientation, marital status, or appearance. Everyone has the right to be treated fairly at all times by "the Friends".

### **Fundraising Guidelines**

The Board resolves to adopt the Guidelines for Charitable Organisations on fundraising from the Public and confirms that The Friends of St. Brigids Hospice and Homecare Services CHY 10804 is committed to complying with the guidelines and we will endeavor to:

1. Adhere to the core principles of respect, honesty, integrity and transparency and accountability. Respecting the rights, dignity and privacy of donors.
  - a. By answering reasonable questions about fundraising activity and costs.

- b. By making information about our purpose, activities and governance public. The “Friends” will demonstrate our commitment to this by developing a “Donors’ Charter”.
- 2. The “Friends” will ensure that all fundraising activities are respectful, honest, open and legal in accordance with regulations.
  - a. A policy has been developed regarding volunteers.
- 3. Be financially accountable by:
  - a. publishing an annual statement of audited accounts
  - b. making sure there are proper financial and management controls in place.
  - c. Making sure all donations are recorded and comply with GDPR.
- 4. Giving truthful and forthright answers where there is a complaint regarding or relating to fundraising activities and donations.

***Agreed by the Board 1<sup>st</sup> August, 2019***