



**Boccia Ireland Code of Conduct
for the Executive Sub-Committee**

Version 1.0

Approved by the Committee and effective from 01/12/16

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1. INTRODUCTION

This document constitutes the Code of Conduct (the “**Code**”) for Members of the Boccia Ireland’s Executive Sub Committee (“**Members**” & “**Committee**”).

This document is not intended to be an exhaustive list of regulations or guidelines and will be subject to review on an annual basis. By consenting to act on the committee, as a member, an individual takes on important duties and responsibilities. Whether the organisation is not-for-profit or commercial in its nature the same duties and obligations apply to all members. The legislation does not distinguish between a member who receives remuneration and those who are volunteers.

This document outlines the general principles that govern the operation of the committee. In general, the Code sets out the basic objectives of the committee, which include:

- The establishment of an agreed set of ethical principles
- The establishment of a fully honest and transparent organisation
- Always acting in good faith and in an honest and responsible manner
- The promotion and maintenance of confidence and trust
- The prevention of unethical practices
- Using the organisations property, information or opportunities only to further the interests of the organisation
- Not to incur debts which they know cannot be repaid

Key things that a committee member must do:

- Act in the best interest of the organisation.
- Act honestly and diligently.
- Treat all staff and individuals with respect.
- Ensure a culture of good communications.
- Be informed and make sound judgements.
- Disclose conflicts of interest and/ or loyalty.
- Keep knowledge up-to-date.
- Take good professional advice when appropriate.
- Show leadership and good practice.
- Fulfil duties to the best of your ability.
- Keep information regarding the organisation stored correctly (confidentially, if necessary).
- Attend Committee meetings and engage in discussions.

Key things that a committee member must not do:

- Act in the interests of a third party in a manner contrary to the interests of the organisation.
- Act dishonestly or recklessly.
- Be involved in wrongful or fraudulent trading.
- Take bribes or make personal gain (other than agreed remuneration and expenses).
- Withhold information that is relevant to the committee's decisions.
- Be complacent; be willing to challenge received wisdom.
- Allow the organisation to trade while insolvent.
- Act on behalf of competitors.
- Break the law.

The organisation will take all necessary measures to ensure that the Code is brought to the attention of all members of the committee. A copy of the Code will be given to existing and new members of the committee and the document will also be made available on the organisation's website; if and when possible. Members will be required to confirm in writing that they have received, understood and accepted the Code. Breaches of the Code may result in the member ceasing to act on the committee.

2. GENERAL DUTIES OF DIRECTORS UNDER THE COMPANIES ACT 2014

For the first time in Irish Law 'The Companies Act 2014' (the "Act") states the duties of Directors of a Company. Boccia Ireland will acknowledge these directors' duties as the managers' duties. This will ensure that as an organisation we will be in the best position of compliance and will allow for ease of transition; for such a time when Boccia Ireland becomes an independent national governing body. In order to relate the Act to our current situation the words 'director' and 'company' have been replaced with 'manager' and 'organisation' respectively. Boccia Ireland, although does not meet the requirements of a company, will strive to act as closely in accordance to the Act as possible.

The general duties of managers include:

- the duty to ensure compliance with the Act.
- the duty to have regard to the interests of the organisations members.
- the duty to acknowledge the existence of their duties by signing a declaration of compliance. (This Code will suffice).
- the duty to ensure that adequate financial records and documents relating to the organisation are stored appropriately.
- the duty to disclose all conflicts of interest and/or loyalty to the committee
- the duty to acknowledge that breaches of certain managers' duties leaves him/her liable to account to the organisation for any gain made by him/her and to indemnify the organisation against any loss made by it as a result of such breach.

The Act also classifies managers' fiduciary duties, meaning duties to act in the interests of the organisation. These duties arise due to the special relationship between the manager and the organisation, pursuant to which trust and confidence are considered to be essential.

The principal fiduciary duties include:

- the duty to act in good faith and in the interests of the organisation;
- the duty to act honestly and responsibly in the conduct of the affairs of the organisation;
- the duty to act in accordance with the constitution of the organisation and to exercise his or her powers only for the purposes allowed by law;
- the duty not to use the organisation's property, information or opportunities for his or her own benefit unless this is expressly permitted by the constitution or approved by resolution of the members in general meeting;
- the duty not to agree to restrict his/her power to exercise independent judgment unless this is expressly permitted by the organisation's constitution; or the manager believes, in good faith, that to fetter his/her discretion is in the best interests of the organisation;
- the duty to exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both the knowledge and experience that may reasonably be expected of a person in the same position as the manager and who also possess the equivalent level of knowledge and experiences which the manager has; and
- the duty to have regard to the interests of the members of the organisation.

3. GENERAL PRINCIPLES

The principles of good governance, underpin the general ethos of the organisation, and are set out below:

3.1. LEADERSHIP

Agreeing the Organisation's vision, purpose and values:

The organisation is established to organise, promote and develop the sport of boccia in the Republic of Ireland (the "**Purpose**").

The committee is responsible for ensuring that the organisation operates effectively to achieve its purpose. The committee will, at a minimum every 4 years, discuss, develop and agree a written statement/strategic plan reviewing and updating the organisation's vision, purpose and values to ensure they remain relevant. It is the duty of the committee to ensure that the constitutional documentation of the organisation reflect its purpose.

Development, resourcing and monitoring of the Organisation's work plan:

The committee will lead the organisation in developing an annual work or strategic plan to develop and achieve the organisation's aims. The committee will agree the organisation's objectives, its operational plans and its budget. The committee will ensure that required timelines and targets are met in accordance with any funding plans or key performance indicators. The development manager will have ultimate responsibility for delivery of the organisation's objectives. The organisations key performance indicators will be agreed by the sub-committee and regular status updates, at least every six months, will be presented by the manager to the sub-committee.

Management and supervision of employees and volunteers:

In order to enable the organisation to perform at the optimal level and to achieve its purpose the committee may delegate the implementation of any of the required steps to achieve its objectives to appropriate management or staff as the committee shall, acting responsibly, see fit. This may be by way of appointment of an employee where the organisation's resources are sufficient. The committee shall ensure that there is a monitoring and evaluation system in place in respect of any delegated functions. Ultimately, however, the committee is responsible for the organisations performance.

If the organisation employs people, then it is the committee's responsibility to ensure that employment contracts and policies are in a form approved by the committee and that formal arrangements are made for the ongoing supervision and development of employees (including a CEO or manager). If the organisation benefits from individuals who volunteer their time to the organisation the committee must ensure that an appropriate volunteer policy is in place and that all appropriate checks are made before any person represents the organisation.

The committee will ensure that the manager of the organisation provides the committee and the Board of Paralympics Ireland with regular progress reports and that the discussion of strategic issues is a regular item on the agenda for committee meetings.

3.2. CONTROL OVER THE ORGANISATION AND COMPLIANCE

Legal Obligations

Members of committees have duties under the Act as set out above. It is the responsibility of each member to act in conformity with all applicable provisions of the Act.

The committee is responsible for and shall ensure that the organisation has in place up-to-date policies and procedures and that these are available and brought to the attention of all stakeholders. The committee will ensure that it complies with its obligations under health and safety, data protection, employment and equality legislation and regulations. The committee will review the organisation's policies annually and shall obtain professional advice where appropriate.

The committee will agree policies and procedures and reporting mechanisms to make sure there is compliance with all relevant legal and statutory requirements. The committee must appoint a secretary. The committee may appoint one of its members to act as the organisation's secretary subject to their being satisfied that that person has the necessary skill to carry out their function.

Where individual committee members become aware of any non-compliance by the organisation with any legal obligation or any aspect of the Governance Code, they should immediately bring this to the attention of the committee with a view to having the matter rectified. The organisation respects the Protected Disclosures Act 2014. The committee shall ensure that the organisation has in place adequate provisions so that employees and individuals otherwise associated with the organisation can make disclosures relating to mal-practice within the organisation in a manner that protects the security of their position within the organisation.

Internal Financial and Management Controls

The committee shall aim towards ensuring that the organisation has appropriate financial and management controls, risk identification and management systems in place.

Governance Code

The committee shall strive towards building the organisations compliance with the Governance Code, in preparation for when Boccia Ireland becomes autonomous. The committee shall aim to conduct the affairs of the organisation in accordance with the rules and procedures laid down in the Act and all relevant European legislation. The committee shall take due care that decisions which affect the rights or interests of individuals are effected in compliance with the law.

Each member must read and understand "*the Governance Code – A code of practice for good governance of community, voluntary and charitable Organisations in Ireland* dated 20 March 2012 (as same may be amended, supplemented or updated from time to time) (the "**Governance Code**").

The committee must also adhere to the Boccia Ireland Terms of Reference as approved by Paralympics Ireland Board of Directors.

Identification of Risk and Risk Management

The organisation must ensure its sustainability, by balancing effective management of the organisation while ensuring compliance with its governance requirements. Effective risk management assists in minimising of negative outcomes for the organisation.

The committee shall be responsible for ensuring it has in place appropriate risk management processes. The committee shall have in place a risk management policy and plan which shall be reviewed and updated each year. **(Not Yet – to be drawn up)**

The committee shall do a full risk assessment each year involving the following:

- Identifying and analysing any exposure
- Examining, selecting and implementing risk management techniques
- Monitoring and reviewing results.

The risk management policy of the organisation can be divided into four categories:

(i) Strategy

To develop and encourage a culture of effective risk management throughout the organisation.

(ii) Operations

To develop a risk register and implement an incident reporting procedure.

Operational sustainability must be assessed and the risks to this identified; this includes the availability of financial and human resources.

(iii) Reporting

To ensure proper procedures are in place for identifying and reporting risks and additionally that the responses are effective.

(iv) Compliance

The committee must ensure that procedures are in place to reduce the risk of non-compliance with applicable legislation. The committee must be made aware that non-compliance with applicable legislation can result in personal liability in certain circumstances.

3.3. TRANSPARENCY AND ACCOUNTABILITY

Regular and effective communication with the Organisation's stakeholders:

The committee shall be responsible for identifying the key stakeholders of the organisation any and other parties that the organisation needs to communicate with. The Committee of Paralympics have approved the Chairperson, or his/her nominee, as an agreed spokesperson for Boccia Ireland.

The committee acknowledges that the organisation benefits from being open and transparent in its activities and shall ensure that its yearly activity report or its annual report and accounts are made widely available and are easily accessible.

The committee is responsible for ensuring that the organisation meets its reporting requirements to any funder or relevant regulator (i.e. Paralympics Ireland, Sport Ireland)

The committee is responsible for the convening and holding of Annual General Meetings (AGM) and Extraordinary General Meetings (EGM), in line with the organisation's constitution.

The committee is responsible for building towards compliance with the Governance Code.

The committee is responsible for enabling stakeholders and beneficiaries to put their views on the work of the organisation and how it is run, to the organisation, and for ensuring that the organisation responds to their questions and communicates effectively with them throughout the year.

The committee shall encourage and enable the engagement of those who benefit from the organisation in the planning and decision making of the organisation. The Chairperson and committee shall ensure that the members and other stakeholders in the organisation are consulted in the planning process of the organisation and that they are consulted prior to effecting any significant change.

3.4. WORKING EFFECTIVELY

The committee are responsible for making sure that the organisation's development manager, committee members, and other volunteers understand their roles, legal duties and delegated responsibility for decision making. As part of this process the Chairperson/manager shall ensure that all committee members are informed of and understand their obligations laid out in this document and any other relevant documents. Each new member shall be provided with, sufficient, induction training to include an overview of the role of the committee, each individual members' role, this Code and the organisation's Terms of Reference.

Committee Operation

The committee plans to meet at least 6 times a year. Boccia Ireland will also hold an AGM or EGM, if required. Each member shall use his/her reasonable endeavours to attend every meeting of the committee as well as other important meetings, as above.

The committee retains full and effective control over the organisation and shall monitor the executive management and performance of the organisation. In accordance with the organisation's constitution the committee may establish one or more sub-committees consisting in whole or in part of members of the committee.

A member who absents himself/ herself from 3 consecutive committee meetings without special leave of absence from the committee shall cease to be a member of the organisation and shall, on request of the committee, resign as a member.

Any member who wishes to resign from their role on the committee may do so by letter addressed to the Chairperson (or in the case of the Chairperson by letter to the CEO of Paralympics Ireland).

The committee shall reserve a formal schedule of matters to itself for decision to ensure that the direction and control of the organisation are maintained by it. This schedule shall include the following:

- Significant acquisitions or disposals of assets of the organisation;
- approval of terms of major contracts;
- incurring any liability in excess of €10,000;
- approval of annual budgets and organisational plans;
- production of annual reports and accounts;
- appointment, remuneration and assessment of performance of a manager/CEO; and
- amendments to any pension scheme or other benefits of a manager/ CEO and staff.

The collective responsibility and authority of the committee should be safeguarded. Excessive influence on committee decision-making by individual members should be avoided, whilst allowing committee members the opportunity to fully contribute to committee deliberations. In the event of an equality of votes, the Chairperson of the committee shall have the casting vote.

The committee shall ensure that there is a written statement of the division of responsibilities between the committee and the manager setting out the manager's delegated authorities. The committee shall hold members to account through the Chairperson.

Agendas of committee meetings shall be agreed to in advance by the Chairperson and the manager and that minutes of the meetings are accurately maintained and are distributed to the committee in a timely manner. The Chairman is responsible for the proper running of committee meetings. Committee minutes will be in a standard form which shall be reviewed annually.

The committee shall agree a yearly committee review process and shall ensure that suitable committee recruitment, development, training and retirement processes are in place to enable the organisation to meet its requirements. The committee shall review these processes annually to meet the changing needs of the organisation.

All newly appointed Members will be provided with a comprehensive induction programme agreed by the committee and shall be given all appropriate documentation relating to the organisation (for example, a copy of the Code).

Every new member must sign up to this Code.

3.5. BEHAVING WITH INTEGRITY

Integrity

The committee is committed to act ethically and honestly and in the best interests of the organisation. Each member of the committee shall, on appointment, sign a commitment to comply with the Code.

The committee will ensure that the accounts and all reports accurately reflect the financial and strategic performance of the organisation and are not misleading or designed to be misleading.

The committee will not use the organisation's resources or time for personal gain, for the benefit of persons or companies unconnected with the organisation or its activities or for the benefit of competitors.

Each member will disclose any conflict of interest and/or loyalty that may conflict with the business of the organisation.

Members must declare any conflict/loyalty in the organisation's conflict register. The conflict register should be brought to each committee meeting.

Loyalty

Each committee member acknowledges the responsibility to be loyal to the aims and objectives of the organisation and are committed to the organisation's activities. Each member acknowledges that notwithstanding that he/she may have been nominated as a member by a particular group or body he/she has a duty to act in all cases in the best interests of the organisation. When making decisions each member must always act in the interest of the organisation as a whole and not in the interest of only one member of the organisation.

The committee shall be impartial and independent. The committee shall abstain from any preferential treatment of any individual or group on any grounds whatsoever.

The committee shall not be guided in its decision making by any inappropriate influences of whatever kind, including political influences, or by the personal interests of any member.

When taking decisions, each member shall take into consideration all relevant factors and shall exercise their best judgement.

A member who believes they have/ may have a conflict of loyalty shall disclose this to the committee and the committee shall discuss it. A conflict of loyalty may be serious enough to constitute a conflict of interest.

The committee will conform to the highest standards of business ethics and shall act at all times in compliance with its duties and in the best interests of the organisation and its members.

Hospitality

The committee shall avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or give the appearance of affecting the ability of the donor or the recipient to make independent judgement on business transactions.

The committee must agree before any approach is made by the organisation seeking sponsorship or support for the organisation or any of its clubs or members.

It is impossible to lay down concrete rules covering the acceptance of hospitality in all possible circumstances. The overriding concern is that the actions of the committee should be above suspicion and should not give rise to any conflict of interest with the interests of the organisation. The committee's dealings with commercial and other interests should withstand the closest possible scrutiny. It is accepted that individual committee members should not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. However, in their contacts with outside companies or persons, every care must be taken by each individual member 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:

- (i) The acceptance of "routine hospitality" will be acceptable in most situations, for example being asked to attend a business lunch. "Routine hospitality" for this purpose depends on factors such as the value of the hospitality offered, the frequency of offers, whether there is an element of reciprocity expected or required and the circumstances in which it is offered.
- (ii) Certain types of hospitality like travel or trips abroad or invitations to attend holiday weekends should not be regarded as routine.
- (iii) Members should not accept offers of hospitality which go beyond "routine hospitality" unless acceptance of such hospitality has been approved by the committee as clearly being in the interest of the organisation.
- (iv) Each member is required to use their best judgement in determining the nature of the hospitality offered. If a member is in any doubt he/she should seek the approval of the Chairperson/ committee or decline the offer.

Information

The committee members will conduct activities in a confidential and objective manner.

The committee members will appropriately support the organisation by providing access to general information relating to the activities of the organisation in an open manner that enhances the organisation's accountability to the general public. Each member has a duty not to do anything to damage the reputation of the organisation.

The committee and each member shall not disclose any confidential information obtained while performing, or as a result of performing, any activities on behalf of the organisation. The committee and each member shall in no way be prohibited from disclosing any information already in the public domain or where such disclosure is required in accordance with any order of a court of competent jurisdiction or in compliance with any applicable legal requirement (e.g. pursuant to the Data Protection Acts or the Freedom of Information Act).

The committee and each member will respect the confidentiality of any sensitive information held by the organisation and shall ensure that any such information is secure and kept secure and is processed and stored appropriately. Sensitive information for this purpose includes material such as:

- (i) commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring);
- (ii) personal information and data; and
- (iii) information received in confidence by the organisation.

Any former committee members of the organisation will treat as confidential all commercial information and any other sensitive information that they received or became aware of whilst a member of the organisation.

4. Responsibility

The Chairperson of the committee will ensure that this Code is circulated to all committee members for their retention. The committee members must acknowledge in writing receipt of the code, the understanding and acceptance of same.

5. Review

The committee shall review annually the effectiveness of the organisation's system of internal controls, including financial, operational and compliance controls.

The committee shall review this code on an annual basis.

The committee shall review the training needs of the committee and each member on an annual basis.

The committee shall review the functions and performance of the members and the organisation on an annual basis.

“I have read the Boccia Ireland Code of Conduct for the Executive Sub-Committee and agree to abide by its contents.”

Signed: _____

Print Name: _____

Date: _____