

Code of Conduct for Board Members

Version 3.0.

Approved by the Board 8th June 2023

Introduction

The Code of Practice for the Governance of State Bodies 2016 requires that all public bodies develop and publish a Code of Conduct for Board members. The purpose of this Code of Conduct is to provide Board Members with clear guidelines as to their standard of behaviour, responsibilities, and best practice in fulfilling their obligations to SOLAS - *An tSeirbhís Oideachais Leanúnaigh agus Scileanna*.

This code sets out the agreed standard of principle and practice which will inform the conduct of members of the SOLAS and its Committees. Members are expected to comply with this written code. Members should also take into account their obligations under the Ethics in Public Office Acts. Should a member have any doubt in relation to any aspect of the code she or he should consult the Chairperson or the Secretary.

This Code complements the Further Education and Training Act, 2013, the Code of Practice for the Governance of State Bodies 2016, the Ethics in Public Office Acts 1995 and 2001, the Further Education and Training Strategy 2020-2024, equality and human rights obligations, the SOLAS Tribe Values and other relevant policy and legislation. It is a living document that will be reviewed periodically.

The SOLAS Board adheres to the values of SOLAS:

1. Transparency
2. Respect
3. Innovation
4. Brave
5. Effective.

Fiduciary Duties

Board members will:

- Act in good faith and in the best interests of SOLAS.
- Ensure that they are loyal to the organisation's aims; strategies and policies as agreed by the Board; that their interests and those of SOLAS are not in conflict and, that they conform to the highest standards of ethics.

Board members will ensure that SOLAS complies with the requirements of the Code of Practice for the Governance of State Bodies (2016) and all relevant policy and legislation.

Board members are expected to exercise their skills and abilities in the execution of their duties. A Board member should not, however, be held responsible for errors of judgement provided they genuinely believed that the decision was in the best interests of SOLAS.

Board members are expected to attend to their duties with reasonable regularity. Board members must give adequate consideration to the work of the Board, in particular, the approval of budgets and corporate plans; the production of annual accounts; major investment and capital projects, delegated authority levels, treasury, and risk management; appointment, remuneration and performance of the Chief Executive Officer; and significant amendments to the pension benefits of the Chief Executive Officer and staff.

To assist Board members in the execution of their duties they shall have: -

- access to the advice and services of the Secretary of the Board,
- the right to retain independent professional advice, if necessary, in furtherance of their duties at reasonable expense to SOLAS.

In relation to obtaining independent advice, a Board member must:

- notify the Chairperson that they intend securing independent advice or, in the event that the issue on which advice has been sought relates to the Chairperson, the Chairperson of the Audit and Risk Management Review Committee shall be notified,
- secure the most competitively priced advice through the Secretary (if applicable) and shall not exceed a maximum expenditure of €10,000.

Reporting

All Board members are required to accept responsibility for:

- ensuring that accounts are prepared;
- the annual review of the effectiveness of internal controls, including financial, operational and compliance control and risk management;
- ensuring the Chairperson keeps the relevant Minister advised of matters in SOLAS.
- reporting that the organisation is a going concern with supporting assumptions or qualifications as necessary.

Disclosure of Interests by Board Members

According to Section 17 of the Ethics in Public Office Acts 1995 and 2001, members of the Board should send annual statements of interest to the Standards in Public Office Commission and to the Officer of the Body relating to:

- (a) the interests of the Board member;
- (b) the interests, of which the Board member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner;

which could materially influence the Board member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or the spouse or civil partner or child, a substantial benefit.

In SOLAS' case the Officer of the Body is the Chief Executive Officer, as set out in Appendix 3 of the Ethics in Public Office Acts 1995 and 2001 (tenth edition). In line with the Code of Conduct for the Governance of State Bodies (2016), Board members must furnish a statement of interest, even a nil statement, to SOLAS and the Standards in Public Office Commission annually.

The Secretary of the Board shall retain details of these interests in a confidential register that shall be updated on an annual basis. Only the Chairperson, Secretary of the Board and the Chief Executive Officer shall have access to the register.

Board members are required to declare their interests and absent themselves when the Board is deliberating or deciding on matters in which they, or a person or an organisation connected to them, has an interest. Where a Board member is uncertain as to whether a disclosure is required, the Chairperson shall decide. If a Board member receives documentation relating to a decision in which a Board member has a conflict of interest, the Board member must immediately return the documentation on receipt.

Gifts, hospitality, or preferential treatment should neither be given nor accepted where such action could be perceived as affecting the ability of the donor or the recipient to make an independent judgement on business transactions.

Board members must not profit financially or in commercial terms from their involvement with SOLAS. If such a situation was to arise in respect of disposal of assets to a member of the Board, such a disposal can only be permitted within the guidelines set out in Section 8.40 of the Code of Practice for the Governance of State Bodies (2016) and at full market value.

Guardians of SOLAS' reputation

Board members will not speak in their Board capacity about the business of SOLAS in any public forum without the prior knowledge of the Chairperson and the Chief Executive Officer. Board members who are asked to represent SOLAS will reflect current policy positions as agreed by the Board.

Confidentiality

All Board members must treat the information presented to them, in their role as a Board member, as being confidential, unless the Board has authorised its release or its release is required by law. This duty is indefinite and applies even after a Board member has ceased to be a Board member.

Documentation and ICT Equipment

Board members should not retain documentation and ICT equipment obtained during their terms as a Board member and should return such documentation to the Secretary of the Board or otherwise indicate to the Secretary of the Board that all such documentation in their possession has been disposed of in an appropriate manner. If former Board members require access to Board papers from the time of their term on the Board, this can be facilitated by the Secretary of the Board.