



Code of Conduct for Directors

TITLE: Code of Conduct for Directors

SCOPE: Trinity Community Care CLG

REVIEWED BY: Martina Slein – CEO

AUTHOR(S)/(OWNER): Martina Slein, CEO

SIGNATURE(S): Martina Slein

DATE: 29th May 2024

APPROVED BY/(LEAD): Board of directors

DATE: 29th May 2024

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EFFECTIVE FROM: 29th May 2024

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REVIEW DATE: 2028

Trinity Community Care CLG Code of Conduct for Directors

Mission Statement

We believe that older people who are frail and vulnerable, within our community have the right to remain in their own homes for as long as possible and that they have a right to quality care and support to do this.

We believe that children have the right to the kind of care that enables them to feel secure and happy in a healthy environment.

Our aim is to provide care and excellent service to those people who need it, old and young.

Vision Statement

Our vision is to provide high quality care suitable to service user needs and company capability

Core Values

The organisation has adopted and adheres to the following values:

Core Value 1 - Our service is determined by the community and area needs

Core Value 2 - To ensure best practice always

Core Value 3 - To value and appreciate the commitments made by all the company employees

Core Value 4 - To treat each person with dignity and respect

Core Value 5 - To promote justice, fairness, honesty, and integrity in our workplace

Core Value 6 - To strive for excellence

Organisational Values

As a board member of Trinity Community Care CLG, I promise to abide by the fundamental values that underpin all the activities of our organisation.

Accountability

Everything Trinity Community Care CLG does will be able to stand the test of scrutiny by members of the public, the media, members, beneficiaries, stakeholders, and the regulatory authorities.

Integrity and Honesty

These will be the hallmarks of all conduct within Trinity Community Care CLG, particularly when dealing with colleagues (board and staff) and external individuals and agencies.

Transparency

Trinity Community Care CLG will strive to promote an atmosphere of openness throughout the organisation to promote confidence to members of the public, staff, beneficiaries, and regulators.

In addition to the above, I agree to the following:

Law, Mission, Policies

In my role as a member of the board of directors:

- a) I will not break the law or breach any regulation in force;
- b) I will support the organisation's mission and actively promote it; and
- c) I will abide by organisational policy and procedure.

Conflicts of Interest

I will always act in the best interests of the organisation.

I will declare any conflict of interest or any such circumstance as may be viewed by others as conflicting as soon as it arises.

I will submit to the judgement of the board of directors and do as it require regarding potential conflicts of interest.

Person to Person

I will not act in disregard of organisational policies in my relationships with fellow directors, staff, volunteers, beneficiaries, or anyone I come into contact with in my role as a member of the board of directors.

Guardian of the organisation's reputation

I will not speak as a member of the board of directors to the media or any public forum without the prior knowledge and approval of the Chairperson or the CEO.

When I am asked to represent the organisation, any comments that I make will reflect current policy even if I do not agree with them.

When speaking as a private citizen I will aim to uphold the reputation of the organisation and those who work and volunteer for it.

I will respect organisational, board and individual confidentiality.

I will take an active interest in the organisation's public image.

Personal Gain

I will not personally gain from my role as a member of the board of directors nor will I permit others to do so because of my actions or negligence.

I will document expenses and seek reimbursement according to agreed procedure.

I will not accept gifts or hospitality without the consent of the Chairperson.

I will use organisational resources responsibly, when authorised in accordance with procedure.

At Board Level

I will embody the principles of good governance in all of my actions and live up to the trust placed in me by Trinity Community Care CLG. I will abide by the board governance policy - procedures and practice.

I will strive to attend all board meetings.

I will strive to absorb agenda items sent to me in good time and be prepared to contribute my opinions during meetings.

I will honour the authority of the Chairperson.

I will maintain a respectful attitude to the opinions of others.

I will accept a majority vote.

I will maintain confidentiality unless authorised to speak on matters outside board meetings.

Enhancing Governance

I will participate in appropriate induction, training, and development board activities.

I will support the CEO in her executive role and the Chairperson in their leadership role.

Leaving the Board

I understand that any substantial breach of this code may result in my removal from the board of directors.

Should I wish to resign I will inform the Chairperson in writing, stating my reasons for resigning from the board of directors.

I will participate in an exit interview if necessary.

Succession Planning

Succession planning is a key responsibility of the board of directors and helps to ensure that any gaps in skills, experience and knowledge on the board are filled. It also helps to maintain diversity at board level. The Chairperson will lead the process for succession planning which will identify skills, experience and knowledge that the board of directors require to oversee the charity at present and in the future. A register of commencement dates for directors will be maintained and reviewed annually. A director/member to give 6 months' notice of their intention to resign, this will allow time for the appointment of a new director.

Independent Professional Advice

In a Board of Directors / Governing Body resolution, directors and members, in the furtherance of their duties, may take independent professional advice, at the reasonable expense of the Company.

Directors/Members seeking independent advice must adhere to the following procedure –

- The director/member must inform the Chairperson of their intention to seek independent professional advice. This notification should include the nature and scope of the advice required.
- On receiving the notification, the Chairperson will review the request and determine its relevance and appropriateness. If deemed necessary, the request will be forwarded to the Board for approval.

- Once approved, the director/member may proceed to select an independent professional advisor. This advisor should be unbiased, possess relevant expertise, and have no conflicts of interest with the company or its stakeholders
- All communications between the director/member and the independent professional advisor should be treated with utmost confidentiality, adhering to any legal and ethical obligations regarding privileged information.
- Following the receipt of advice, the director/member should provide a summary report to the Chairperson, outlining the key findings and recommendations. This ensures transparency and accountability in the decision-making process.
- A record of the request, approval, advisor selection, costs incurred and the advice received should be maintained by the CEO for compliance and audit purposes.

By following this procedure, directors/members can access independent professional advice in a structured and transparent manner, facilitating informed decision-making while upholding corporate governance standards.

Acknowledgement

This is to state that I the undersigned member of the board of directors of Trinity Community Care CLG., have received the Code of Conduct for Directors document and have familiarised myself with its contents.

I promise to abide by the fundamental values that underpin all the activities of our organisation.

Print Name: _____

Signature: _____

Date: _____