



Youth Work Ireland

Be Part of It

Youth Work Ireland

Code of Conduct for

Company Directors

(Approved by the Board of Youth Work Ireland (24 September 2011))

(Updated 1st February 2014)

(Updated 24th March 2018)

(Updated and approved by Board 17th September 2020)

1. Purpose

The purpose of this Code of Practice is to provide guidance to Youth Work Ireland Company Directors on issues related to the subject of acceptable standards of conduct. This Code of Conduct is intended to set basic rules of conduct for Board Members in order to maintain and build public confidence in the integrity, objectivity and transparency of the Board of Directors and to allow Board Members to exercise their mandate and carry out their duties with confidence, independence and objectivity for the better fulfillment of Youth Work Ireland's mission.

This Code applies to all members of the Board of Directors of Youth Work Ireland and to all members of committees established by the Board of Directors, whether or not the members of such committees are Directors (hereinafter referred to as "Member" or "Members").

2. Code of Conduct

During Term of Office

- 2.1 Members are accountable to exercise the powers and discharge the duties of their office diligently, honestly, in good faith and in the best interests of the organisation rather than in the interests of any other person, entity or constituency.
- 2.2 Members will be ethical and responsible. Members will treat other Members, young people, volunteers and staff with respect and will deal fairly/ethically on matters relating to their role as a Board Member and representative of the organisation.
- 2.3 Members will respectfully work with other Members in a spirit of harmony and cooperation, giving Members courteous consideration of their opinions. Members will be guarded in their comments and avoid attacks on other people's reputations.
- 2.4 Members will represent loyalty to the interests of Youth Work Ireland. This accountability supersedes any loyalty such as that to advocacy or interest groups and membership on other Boards or staffs.
- 2.5 Members will avoid conflicts of interest and conflicts of loyalty with respect to their fiduciary responsibility to the Organization. Directors will be required to declare openly such conflicts at board meetings and absence themselves while such agenda items are being discussed.

2.5.1 A “conflict of interest” exists where there is a potential or actual divergence between the personal interests of a Member and that Member’s obligation to uphold the interests and mission of the organisation. In a conflict of interest situation, an impartial observer might reasonably question whether actions or decisions taken by the Member on behalf of the organisation are influenced by consideration of personal interests.

In this context, “personal interests” mean the personal, private or financial interests of a Member or a closely associated person or related business. A “closely associated person” means a person related to the Member or a person with whom a Member has an intimate personal relationship.

Conflict of interest situations may take many forms. Examples include, but are not limited to, cases in which a Member:

- is party to a decision on the part of the organisation to enter into a contract that may affect a family member’s financial interests or those of a related business;
- participates in an organisation recommendation or decision that affects the employment of a partner, spouse or other family member;
- is an employee of the organisation and such a Member’s promotion, terms of employment, or termination of employment are being discussed;
- uses the organisation resources for private business purposes;
- uses information acquired in the course of organisation activities, which is not in the public domain, to advance their personal or financial interests or those of a related business.

2.5.2 There will be no self-dealing or conducting of private business or personal services between any Board Member and the organisation except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.

2.5.3 A Member will not assist any person or any organisation in its dealings with YWI when such intervention may result in real or apparent preferential treatment to that person or organisation by YWI.

2.5.4 When the Board is to decide upon an issue, about which a member has a conflict of interest, that Member will absent herself or himself without comment from not only the vote, but also from the deliberation. Such Member may, if determined by the Board, be asked to withdraw from the meeting during the discussion or voting of any motion relating thereto.

2.5.5 Members will disclose conflicts of interest to the Chair, annually, and as they arise.

- 2.5.6 If a Member is uncertain about whether a conflict of interest exists, he/she will consult the Chair of the Board for clarification.
- 2.6 Members will not communicate any matter designated as confidential to others, and will abide by the confidentiality of such confidential information in perpetuity.
- 2.7 Members will carry out their duties in such a way as to maintain confidence in the administration of the organisation. Members will not attempt to exercise individual authority over any Board or organisation business, except as explicitly set forth in Board policies or otherwise determined by the Board.
- 2.7.1 Members' interaction with the CEO and staff will recognize that an individual Member or group of Members does not have authority.
- 2.7.2 Members' interaction with the public, press or other similar entities will recognize that they do not speak on behalf of the Board unless specifically requested to do so by the President and CEO.
- 2.7.3 Members will make no formal or public evaluations of the President, Chair, CEO or staff outside the official process.
- 2.7.4 Members will refer employees to use of appropriate reporting lines within National Office and/or policies and procedures to bring their concerns to the Board.
- 2.7.5 Members will refer parties to use of appropriate organisation policies and procedures to obtain information, address concerns, resolve issues or disputes and or to bring their concerns to the Board.
- 2.8 Members will attend meetings on a regular and punctual basis and be well prepared for each meeting and for the discussion of all agenda items.
- 2.9. Board Members (upon their appointment), will supply the organization with an up-to-date photo and a brief bio for publication on the company website.

After Leaving Office

- 2.9 Members will act in such a manner so as not to make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive a benefit or advantage for themselves or that of any family member.

- 2.10 Members will respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the in camera deliberations of the Board.

3. Gifts and entertainment

In regard to acceptance of favors, gifts and entertainment, Members should exercise tact and judgment to avoid the appearance of improper influence on the performance of their official duties. The ordinary courtesies of business and diplomacy may be accepted, but substantial and unusual gifts, favors and entertainment, as well as loans and other services of significant monetary value, should not be accepted.

4. Overall Governance

Company Directors are required to fulfill the roles and responsibilities of the offices they hold and are responsible for the overall governance and strategic direction of Youth Work Ireland based on the prudent use of human, financial, intellectual and capital resources. Company Directors are required to:

- 4.1. Bring forward policies for adoption by the AGM and consequently, to uphold and implement policies adopted by the Member Youth Services, while ensuring to monitor the effective implementation of these policies.
- 4.2. Keep Member Youth Services informed of emerging issues and decisions reached by the Board, through regular communications including the circulation of Board Minutes, Annual Report, the AGM and appropriate networking.

5. Collective Decisions

- 5.1. Decisions of the Board and how such decisions are reached will be treated as private and confidential to the Board and Management (where appropriate), while the collective nature of such decisions will be upheld by all Directors in all circumstances.

6. Health and Safety / Child Protection

- 6.1. All Directors will adhere to the requirements of Company Law and other legal obligations (e.g. Health and Safety, Charities Legislation etc.) arising from current or proposed legislation such as the Equal Status Act 2002 and the Children's Act 2001 among others.
- 6.2. All Directors of Youth Work Ireland are required to undergo Garda Vetting

- 6.3. All Company Directors are required to be familiar with and implement in full Children First child protection policies.

7. Travel and Subsistence

- 7.1. Directors should where possible and practical use public transport to attend Youth Work Ireland Functions. In situations where this is not possible or practical, Directors may use their private vehicle. Upon receipt of a completed Expenses Claim Form the currently agreed mileage rate for the company will be paid. Expenses Claims Forms will only be honored by the company when the Register of Attendance at Meetings verifies the Directors attendance at the meeting(s). Director's expenses will be paid for attendance at scheduled board meetings and sub-groups. Expenses incurred for attendances at other *ad hoc* meetings, events, etc., will require the prior approval of the President, Chair or CEO.
- 7.2. Normally a snack or meal will be provided at Board and Sup-group meetings especially in cases where meeting exceed two hours duration.

8. Board Effectiveness

- 8.1. Directors commit to reviewing on an annual basis the Board effectiveness with respect to the board's primary purpose and the implementation of its work-plan in any given year.
- 8.2. The renewal of Board Membership and Officers' roles will be managed proactively by the current Directors on behalf of the Member Youth Services so as to ensure collective ownership of the Youth Work Ireland and the effective pursuit of Youth Work Ireland's strategic priorities, policies and practices.
- 8.2. Company Directors will engage in a risk assessment process once a year and ensure that strategies are in place to mitigate against strategic, operational, financial and reputational risk to the organisation.

9. Youth Work Ireland Events

9.1. *Use of alcohol*

In principle the resources of Youth Work Ireland should not be used for the purchases of alcohol save for special occasions and at the explicit discretion of the President and CEO.

9.2. While attending Youth Work Ireland Events Directors are required to be mindful of the reputation to the Company and to conduct themselves in an appropriate manor. The use of alcohol must be moderate. The use of illicit drugs is unacceptable. Engagement with colleagues, other professionals, volunteers, guest, venue staff etc., must at all times be respectful and appropriate. The taking of alcohol or illicit drugs is unacceptable at events at which young people under the age of eighteen are in attendance.

9.3. It is the norm that Director's attend Youth Work Ireland Functions in their capacity as Directors of the Company and therefore unaccompanied by friends, partners, children or relatives. If for any reason Company Directors wish to be accompanied to Youth Work Ireland Events, prior permission must be sought from the President and should only be given in exceptional circumstances. In such circumstances all cost involved will be covered by the Director himself or herself.

10. Failure to Comply with the Code of Conduct

10.1 Where a Member has failed to comply with the Code of Conduct, the Chair of the Board of Directors shall have the power to issue a warning, to suspend the said Member for a period of time, or, in serious cases, to refer the matter to the Board for consideration of action. In serious cases membership of the Board can be terminated by resolution of the Board carried by two-thirds of the Members present. Before such resolution may be considered, the Member must be given fifteen days written notice of the proposed resolution delivered to the address of the Member as it appears in the records of the Board.

Declaration

As legally registered Company Directors of Youth Work Ireland we seek to model best practice and dedicate ourselves to carrying out the mission of the Youth Work Ireland by recognizing that the primary purpose of Youth Work Ireland, at all times, is to serve the best interests of young people through its affiliated Member Youth Services and the Boards, staff / volunteers working therein.

Professional Integrity

1. To accept as a personal duty the responsibility to conduct ourselves with professional integrity and impartiality in order to inspire confidence and trust among the Member Youth Services, National Office staff, Youth People, Volunteers, external customers and funders.
2. Directors commit to fulfilling their obligations as an employer based on best HR practice and in keeping with all legislative requirements.
3. To fully adhere to both the spirit and content of this document.

I, _____ hereby commit to uphold and develop the practices outlined in these guidelines to the best of my ability on behalf of the Members of the Company and my fellow Directors. I further declare that there are no reasons which I cannot be a member of the YWI Board of Directors.

Signed: _____
Director

Company Secretary

Date: 22nd September 2020