BARRETSTOWN

Code of Conduct Board Policy

Effective Date: June 2019

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Policy Owner: CEO

Approved By: Board

Policy History

Policy Version	Revision Date	Policy Owner	Approved By	Description
1	June 2019	Dee Ahearn (CEO)	Board	Complete Review
2	May 2021	Dee Ahearn (CEO)	Dee Ahearn (CEO)	Full Policy & Procedure review by Management team – no changes made
3	September 2021	Dee Ahearn (CEO)	Board	Approved
4	January 2023	Dee Ahearn (CEO)	Board	Full Policy & Procedure review by Management team – no changes made
5	January 2023	Dee Ahearn (CEO)	Board	Approved
6	January 2024	Dee Ahearn (CEO)	Board	Approved
7	June 2025	Dee Ahearn (CEO)	Board	Full Review by Louise O'Byrne & SLT

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1. Purpose

- The purpose of this Code of Conduct is to provide Board Members (Directors) with clear guidelines as to their standard of behaviour, responsibilities and best practice in fulfilling their obligations to Barretstown.

2. Fiduciary Duties

Directors will:

- Act in good faith and in the best interests of Barretstown.
- Ensure that they are loyal to the organisation's aims; strategies and policies as agreed by the Board; that their interests and those of Barretstown are not in conflict and, that they conform to the highest standards of ethics.
- Directors are expected to exercise their skills and abilities in the execution of their duties. A Director should not, however, be held responsible for errors of judgement provided they genuinely believed that the decision was in the best interests of Barretstown.

3. Principles

Directors agree to adhere to seven principles:

1. Selflessness 2. Objectivity 3. Honesty 4. Integrity 5. Openness 6. Accountability 7. Leadership.

1. Selflessness

- Directors on the Barretstown Board should take decisions solely in terms of the Charity's objects and in the Charity's interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

2. Integrity

- Directors must be independent; and not act in their own personal interest or the interest of other individuals or bodies. Directors of Barretstown should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties in relation to Barretstown. Directors should not accept gifts or hospitality in relation to their work with Barretstown unless they are of trifling value. Directors should not do anything that may damage the reputation of the organisation. Directors must not profit financially or in commercial terms from their involvement with Barretstown.
- Directors 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.

3. Objectivity

- In carrying out any activities in relation to Barretstown, including making appointments, awarding contracts, or recommending individuals for reward or benefit, Directors of Barretstown should make choices on merit.

4. **Accountability**
   - Directors of Barretstown are accountable for their decisions and actions and must submit themselves to whatever scrutiny is appropriate. Directors must ensure that the organisation complies with its own governing document, relevant laws, and the requirements of any regulatory bodies.

5. **Openness**
   - Directors of Barretstown should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider interest of Barretstown clearly demands.

6. **Honesty & Loyalty**
   - Directors of Barretstown have a duty to declare any private interests relating to their Barretstown duties and to ensure that conflicts of interest are properly dealt with. A Director must declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest as soon as it arises and submit to the judgment of the Board to do as it requires regarding potential conflicts of interest. Where a conflict of interest arises, a Director must absent from any discussion or vote taken on the matter by the other Directors.

   - A corollary to this duty is that Directors must not disclose confidential information which they obtain in their capacity as Directors of a company, since this will generally not be in the best interests of the company.

7. **Leadership**
   - Directors of Barretstown should honour, promote, and support these principles by leadership and example.

Should any behaviour be judged inappropriate under these Principles, it shall be raised at a meeting of the Directors and if appropriate, the company may by ordinary resolution remove any Director before the expiration of his/her period of office and may appoint another person in his/her stead.

I agree with Code of Conduct Principles as laid out above and I understand that if I fail to abide by this Code of Conduct, I may be asked to resign from the Board of Barretstown.

Signed Date

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