



# **CHILDVISION**

## **CODE OF CONDUCT OF THE BOARD OF DIRECTORS AND SUPPORTING DOCUMENTATION**

*Any information provided in this Form by a Director of ChildVision shall remain confidential to the Chairperson of the Board and the Company Secretary.*

## **CODE OF CONDUCT OF THE BOARD OF DIRECTORS**

This Code of Conduct (“the Code”) applies to all the Board Members of ChildVision (“the Company”). A reference in the Code to “a connected party” (or “connected persons”) means the following: -

- (a) Spouse, parent, brother, sisters, child or step-child
- (b) A body corporate with which the Board Member is associated
- (c) A person acting as the Trustee of any trust, the beneficiaries of which include the Board Member or persons at (a) above or the body corporate at (b) above
- (d) A person acting as a partner or any person who by virtue of (a) – (c) above is connected with the Board Member.

The Code outlines the responsibilities of each Board Member to the Company and amongst other things establishes procedures for dealing with any potential conflict of interest, which may arise between the responsibilities of a Board Member arising from his / her relationship with the Company.

Board Members should direct all queries regarding business conduct to the Chairperson.

### **1. General responsibilities**

At all times it is the responsibility of each Board Member to ensure that he / she acts within the law in general and in particular in fulfilling his / her duties as a Board Member. It is the responsibility of each Board Member to satisfy him / herself as to what is lawful or otherwise. It is also the responsibility of each Board Member to ensure that all of these activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures.

### **2. Principles of the Code**

This Code of Conduct for Board Members is based on the following principles that form part of the Company’s business objectives and outlines the practices to be adhered to by all Board Members:

- Confidentiality;
- Conflict of Interest;
- Gifts and Benefits;
- Integrity;
- Loyalty;
- Legality; and
- Fairness.

### **3. Confidentiality**

Each Board member is required to maintain confidentiality around all information, which they obtain in the course of duties, relating to the business of the Company and are required to complete a confidentiality agreement on appointment to the Board (*as set out in Appendix 3*)

Board Members are prohibited, during and after their period of office, from:

- Using the Company’s information for personal benefit;

- Disclosing the Company's information to unauthorised parties, including the media, without the Chairperson's approval;
- Acquiring confidential information or business secrets by improper means; and
- Disclosing any business of the Company.

#### **4. Conflict of interest**

The duty of each Board Member is to act at all times solely in the interests of the Company.

A conflict of interest exists in any situation where the personal or other interest of a Board Member or a connected party might in any way affect the discharge by a Board Member of his / her duties or his / her deliberations in a situation where a Board Member or a connected party could benefit. It makes no difference that the Company does not suffer by the conflict of interest. A Board Member, his / her relatives, friends or associates must not obtain any such benefit under any circumstances.

The following procedures should be observed:

#### **5. Disclosure of interests**

On appointment to the Board, each member should furnish to the Secretary of the body details relating to his / her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his / her functions as a member of the Board. On appointment each Director shall be requested to complete a Disclosure of Interest form (*as set out in Appendix 2*). Any interests of a member's family of which he / she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his / her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include: -

- (a) A spouse, parent, brother, sister, child or step-child;
- (b) A body corporate with which the member is associated;
- (c) A person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
- (d) A person acting as a partner of the member or of any person or body who, by virtue of a (a) – (c) above, is connected with the member.

Each member should furnish to the Secretary details of business interests on the lines above of which he / she becomes aware during the course of his / her board membership.

Where it is relevant in any matter, which arises, the member should be required to indicate to the Secretary the employment and any other business interests of all persons connected with him / her, as defined at above.

If a member has a doubt as to whether this Code requires the disclosure of an interest of his / her own or of a connected person, that member should consult the Chairperson.

#### **6. Register of interests**

The Secretary should keep details of the above interests in a special confidential register and should update the register annually. Board Members should notify the Secretary of any changes

as soon as possible. Only the Chairperson and the Secretary of the Company should have access to the register.

## **7. Conflict of interest – procedures for meetings**

Should a matter relating to the interests of the Chairperson arise, he / she should depute to another Board member to chair the Board meeting and should absent himself / herself when the Board is deliberating or deciding on a matter in which the Chairperson or a person or body connected with the Chairperson has an interest.

A Board Member should absent himself / herself when the Board is deliberating or deciding on matters in which that member (other than in his / her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases, the Company should maintain a 'restricted circulation minute'.

Where a question arises as to whether or not a case relates to the interests of a Board Member or a person or body connected with that Board Member, the Chairperson of the Board should determine the question.

## **8. Documentation relating to conflict of interests**

Board or Company documents on any case, which relate to any dealings with the above interests, should not be made available to the member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the member.

The interests of a Board Member and persons connected with him / her can change, a Board Member should, in cases where he / she receives documents relating to his / her interests or of those connected with him / her, return the documents to the Secretary at the earliest opportunity.

## **9. Gifts and benefits**

A Board Member must not obtain personal advantage from any person dealing with Company.

In particular, a Board Member must not accept any gifts or inducements where the value of such could make it appear that the person giving is attempting to influence the Board Member to gain advantage. The Board Member should tactfully return any such gifts or inducements with the request that no gifts be forwarded in future.

Board Members should not seek or accept directly or indirectly any payments, fees, services or loans from any person or business entity that does or seeks to do business with, or in competition with the Company. To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards apply to the receipt of gifts and entertainment by Board Members.

Board Members cannot accept unsolicited non-monetary gifts unless:

- To do so would not affect or appear to affect the Board Member's ability to make independent judgment on business transactions;
- To do so would be consistent with good business practice within the relevant industries;
- Public disclosure of the transaction would not embarrass the Company;
- To do so would impose no obligation on either the Board Member or the Company;
- They are items of nominal intrinsic value and not more than one gift is accepted in any year; or

- They are advertising and promotional materials, not of substantial value, and clearly marked with the Company's or brand name.

Board Members may not encourage or solicit entertainment from any individual or organisation with which the Company does business. From time to time Board Members may accept unsolicited entertainment, but only under the following conditions:

- The entertainment occurs infrequently;
- It arises out of the ordinary course of business;
- It involves reasonable, not lavish expenditure; and
- The entertainment takes place in settings that also are reasonable, appropriate and fitting to Board Members, their hosts and their business at hand.

## **10. Integrity**

The Company conducts all business transactions in accordance with best business practice. The principle of integrity is that each Board member should be open, truthful and honest in his or her dealings with or acting on behalf of the Company.

## **11. Loyalty**

Board Members are required to be loyal and committed to the Company and should not engage in, or support and outside activity or organisation, which is competing with the Company.

## **12. Legality**

It is the policy of the Company to comply with all relevant Statutory and Regulatory requirements governing its operations and Board Members should adhere to this policy when discharging their duties to the Company.

## **13. Fairness**

The Company values and treats all employees, service users, customers, suppliers and associates equally and is at all times committed to fairness in its business dealings. All Board Members are therefore required to uphold the Company's policy on fairness in their individual dealings in connection with their office as Board Members of the Company.

## **14. Failure to comply with the Code**

Failure by a Board Member to comply with this code of conduct may result in his/her actions being referred to the Board.

**I agree to abide by the above Code of Conduct of the Board of The ChildVision.**

**Signed:** \_\_\_\_\_

**Dated:** \_\_\_\_\_

**CHILDIVISION**  
**DISCLOSURE FORM OF DIRECTORS**  
**ON APPOINTMENT/RE-APPOINTMENT**

*(This information shall remain confidential to the Chairperson and the Company Secretary)*

**TITLE:** \_\_\_\_\_

**FORENAMES:** \_\_\_\_\_

**SURNAME:** \_\_\_\_\_

**PREVIOUS FORENAMES:** \_\_\_\_\_

**PREVIOUS SURNAME:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

**TOWN:** \_\_\_\_\_

**COUNTY:** \_\_\_\_\_

**POSTCODE:** \_\_\_\_\_

**PHONE NUMBER:** \_\_\_\_\_ **MOBILE:** \_\_\_\_\_

**EMAIL ADDRESS:** \_\_\_\_\_

**DATE OF BIRTH:** \_\_\_\_\_

**BUSINESS OCCUPATION:** \_\_\_\_\_

**NATIONALITY:** \_\_\_\_\_

**CURRENT DIRECTORSHIPS (REPUBLIC OF IRELAND):**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**PPS NUMBER / NATIONAL  
INSURANCE NUMBER:**

\_\_\_\_\_

## **CONFLICT OF INTEREST POLICY AND DISCLOSURE OF INTEREST**

This policy applies to Directors of the ChildVision (members of the ChildVision Board).

### **Why we have a policy**

Board Members and staff have a legal obligation to act in the best interests of the organisation, and in accordance with the ChildVision's governing documents. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the organisation.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

### **The declaration of interests**

Accordingly, we ask Directors to declare their interests, and any gifts or hospitality received in connection with their role in the ChildVision. A declaration of interests form is provided for this purpose, listing the types of interest you should declare. To be effective, the declaration of interests needs to be updated at least annually and also when any changes occur.

Interests will be recorded on the ChildVision's register of interests, which will be maintained by the company secretary.

### **Data Protection**

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act. Data will be processed only to ensure that Board members act in the best interests of the organisation and the wider sector. The information provided will not be used for any other purpose.

Interested Board members may not vote on matters affecting their own interests. All decisions under a conflict of interest will be recorded by the company secretary and reported in the minutes of the meeting.

## CHILDVISION DECLARATION OF INTERESTS FORM

I, \_\_\_\_\_

as Director of the ChildVision declare that I have no interest or have received any gifts or hospitality in connection with my role in the ChildVision save as those inserted below:

<b>Category</b>	<b>Details of interest and whether it applies to yourself or, where appropriate, a member of your immediate family or some other close personal connection</b>
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests.	
Gifts or hospitality offered by external bodies in the last twelve months.	
Any other conflicts that are not covered by the above.	

To the best of my knowledge, the above information is complete and correct.

I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed:

Position:

Date:



## CONFIDENTIALITY AGREEMENT

I, \_\_\_\_\_ [insert name] am aware that all the ChildVision, discussions, correspondence and advices are confidential (the **Confidential Information**).

I agree not to divulge this Confidential Information to any person not a Director of ChildVision, without prior approval from the Chairperson. I will take all reasonable measures to securely store all Confidential Information that is in my possession. At the end of my involvement with ChildVision, as a Director, I undertake to either return all confidential material to ChildVision, or have the material securely destroyed.

I undertake not to provide comment on contract activities to anyone outside ChildVision, including the media. I will refer all questions, including media enquiries, immediately to the Chairperson.

*Signed:* \_\_\_\_\_

*Dated:* \_\_\_\_\_

**DECLARATION & AGREEMENT**

<b>Declaration</b> I hereby declare and confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.		
Signature:	Full Name:	Date:

**PROBITY CHECK**

<b>Review by Chairperson of ChildVision</b> I confirm that I have received this declaration and noted the contents. Where a conflict of interest is declared, approval is required regarding membership.		
Name & Title:		
Signature:		Date:
Comments:		