

# THE JAMES JOYCE CENTRE

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## Code of Conduct Policy for Directors/Trustees

### **Purpose**

Directors/Trustees of the Board of the James Joyce Cultural Centre have a legal obligation to act in the best interests of the Centre in accordance with their governing document, and to comply with company law and other relevant legislation including charity law.

### **Objective**

The aim of the policy is to comply with legal requirements, including legislation related to its educational charity status and to protect the organization and individuals from any actual or appearance of impropriety. The aim is assisted by this Code of Conduct Policy and its separate Conflict-of-interest Policy for directors /trustees.

By accepting the role of a company/charity director/trustee of the James Joyce Cultural Centre, and signing acceptance of this policy, company/charity directors/trustees agree to the following responsibilities:

### **Scope of applicability**

This policy applies to Directors/Trustees of the Board, members of the Company and members of committees or working parties, formed by approval of the Board.

### **General Principles of Conduct**

- Directors/trustees are required to act with honesty and integrity, and exercise good judgement which may include seeking professional advice on appropriate matters on which company/charity directors/trustees do not have relevant expertise.
- Directors/trustees are required to act in the best interests of the company/charity.

## **Independence**

Directors/trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations. Directors/trustees should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the James Joyce Cultural Centre.

- More specifically, company/charity directors/trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties; and,
- Must avoid actual impropriety and any appearance of improper behaviour.
- Directors/trustees must not act to gain financial or other benefits for themselves or for any persons connected to them, including their family, their friends, any connected person, or any organisation that they own or manage, or any organisation for which they work, or for which any connected person works.
- Directors/trustees should avoid accepting gifts and hospitality that might reasonably be thought to be for the purpose of influencing them in their role as company / charity director/trustee.
- Any gifts or hospitality, valued at not less than 50 euro, received in any connection to the James Joyce Cultural Centre, should be declared to the Board, or its delegated officer.
- Directors/Trustees should not accept cash in any circumstances related to the Centre.
- In cases, however, where a member, by reason of their status as a member of the Board, has been invited to participate at a conference, seminar, study visit or other such function for the purpose of representing the Board, thereby contributing to the programme, they may avail of the normal hospitality arrangements provided in these circumstances to expert contributors.
- In cases, additionally, where a member of the Board is requested to provide a professional advisory service to the Company, or contributes to programming activity at the Joyce Centre and where the provision of such service will result in the loss of professional income, the Centre Manager, may, after consultation with the Company Secretary, make payment to the member, of an amount equal to the fee which would be appropriate to a non-member of the Board in the same circumstances.

## **Company/Charity Director/Trustee Role**

Directors/trustees should:

- Understand and perform their roles and responsibilities to the best of their abilities.
- Be prepared to provide adequate time and commitment, as required, to fulfil the role of company/charity director/trustee, adequately preparing for meetings by reading relevant documentation in print, in digital form, on relevant website/s or otherwise, and by participating in committees and special events when required.

## **Board Meetings**

Directors/trustees should:

- Aim to attend all meetings, and contribute appropriately and effectively.
- Respect the authority of the Chairperson of the board, and the authority of any person chairing or moderating a meeting connected with the business of the James Joyce Cultural Centre, irrespective of where the meeting is held or hosted;
- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the Joyce Centre.
- Bring an independent perspective to enhance decision-making, mindful that all company/charity directors/trustees share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings, while listening to and respecting the input and experience of other company/charity directors/trustees.

## **Supporting Employees**

Directors/trustees should:

Aim to support employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the company/charity should conduct themselves, thereby reflecting the values of the company/charity.

They should:

- Work considerately and fairly with everyone in a way that respects different roles and boundaries, and avoids giving offence.
- Accept and respect the difference in roles between directors/trustees of

the board on the one hand, and any employees on the other, ensuring that the board and employees work effectively and cohesively for the benefit of the company/charity and develop a mutually supportive and loyal relationship,

- Respect the executive management operational role and responsibilities, while carrying out mandatory duties required of company/charity directors/trustees which involve an oversight and monitoring role, overall responsibilities, and legal obligations.
- Maintain the boundaries of performance of operational duties which are delegated to employees, while ensuring that all employees are accountable and held to account, through the line manager, or directly by the Board, as appropriate.

### **Dignity and Respect Policy**

The James Joyce Centre is committed to the promotion of an environment for work which upholds the dignity and respect of all employees, board members and visitors and which is free from any form of bullying, racism, harassment or sexual misconduct (including sexual harassment and sexual violence).

### **Legal Requirements and Policies**

Directors/Trustees must:

- Act in accordance with the company/charity's governing document, as amended, and ensure that the company/charity complies, through appropriate implementation plans and processes, with all applicable laws, including, but not limited to, charity law, company law, health and safety law, data protection law, employment law, and General Data Protection Regulations (GDPR).
- Promote and preserve the obligations of confidentiality which relate to sensitive board matters, other than if there is a requirement for a director/trustee to inform the Charities Regulator or any other statutory body about any matter which could threaten the future of the company/charity, or could represent a breach of any law with which the company/charity is required to comply.
- Abide by the company/charity's Conflict of Interests policy and ensure that the Joyce Centre Register of Interests is completed and updated as required.
- Abide by any health and safety policy and any other policies agreed by the board.
- Ensure that claims by Board members for out-of-pocket expenses are made and recorded in accordance with agreed procedures.
- A Director/Trustee who is in any way interested, directly or indirectly, in a contract or proposed contract or any other business activity with the Company should

declare the nature of this interest at a Board meeting or committee meeting at which the issue is first raised, or declare their interest to the Company Secretary as soon as they become aware of the potential issue, so that action can be considered as necessary.

### **Compliance with Code of Conduct**

- Directors/Trustees should seek advice from an officer of the Board if they have any doubt as to whether an action or proposed action by them might be in breach of the code of conduct;
- Directors/Trustees must sign the Code of Conduct which will signify their agreement to abide by the Code, and to complete, by self-declaration, the company Register of Interests.

The Board of the James Joyce Cultural Centre will review this Code of Conduct for directors/ trustees at 2-year intervals, and/or as appropriate.

**Agreed by Board 29 February 2024**