

CODE OF CONDUCT FOR IBO DIRECTORS

Date Approved: 24th January 2024

The Code of Conduct for Board members is updated regularly and sets out the procedures for, *inter alia*, conflict of interest, disclosure of transactions and confidentiality of information. The code will be agreed by all Board members annually and recorded in the minutes of the meeting where this occurs.

The code specifies that the Board will review its performance and the performance of its sub-committees on at least an annual basis. The Chair will review individual performances with Board members on at least an annual basis.

1. Introduction

The Irish Baroque Orchestra is a company limited by guarantee with no share capital, and is a registered charity in the Republic of Ireland.

This Code of Conduct applies to the directors of the Irish Baroque Orchestra. The Code should be read in conjunction with the IBO's Constitution and its conflicts of interest policy.

This Code constitutes a code of conduct for directors as required under Principle of the Charities Governance Code.

2. Purpose of the Code.

2.1. General

The underlying principle is that Directors will strive to perform their duties according to the highest ethical standards of honesty, integrity, accountability, confidentiality, independence and in compliance with the relevant statutory obligations.

The following procedures and guidelines are intended to deal with the most common practical implications of the above principles: however, they cannot deal specifically with every potential situation that may arise. Where a member is in doubt as to how a particular situation should be dealt with from an ethical standpoint she/he may consult with the Chair or Secretary of the Board, or may request independent professional advice.

Directors, in the furtherance of their duties, may take independent advice, if necessary, at the reasonable expense of IBO. Where a member wishes to avail of such advice, they should contact the Secretary who will ensure the necessary arrangements are made on a timely and cost effective basis.

This Code will be issued annually to members together with an annual request for the disclosure of interests.

This Code sets out the standards of behaviour expected of the Directors in order to ensure that:

- a) in their stewardship of the IBO, the Directors keep to the highest standards of integrity.
- b) the Directors, individually and as the board of Directors, operate in a way that is effective, open and accountable.
- c) a productive and supportive working relationship is maintained between the Directors and the executive team, the orchestra members, and all other persons involved in carrying out and supporting the orchestra's activities.

3. The Code of Conduct

- i. When exceptional decisions are required between Board meetings

--- all Directors will be advised that a meeting of the Board is required to make a decision on an urgent matter.

--- details of the matter to be decided will, where possible, be circulated to the Directors in advance of the meeting.

--- Directors will be afforded the opportunity of attending Board meetings either in person or by video call if possible.

--- if for some reason board members will not be able to attend the meeting in person or by another method, they may make their views known to the Chair or Secretary.

--- a minimum of 3 Directors must be present to decide the issue. For exceptional meetings this may be by video call, or via email in the manner of an incorporeal meeting.

- ii. Information on Statutory requirement relating to IBO

The Secretary will provide Directors with information on the statutory requirements relating to IBO. In addition, the Secretary will, at the earliest opportunity, advise the Board of any relevant new laws or regulations that are introduced.

- iii. Non-Compliance with any Statutory Obligations

If a Director finds evidence that there is non-compliance with any statutory obligations that apply to IBO, she/he should immediately bring this to the attention of their fellow Directors with the view to having the matter rectified. The matter should also be brought to the attention of the Charities

Regulator by the Chair indicating (i) the consequence of such non-compliance and (ii) the steps that have been or will be taken to rectify the situation.

iv. Recording concerns of Directors that cannot be resolved

The Secretary will keep a record of the concerns of Directors that cannot be resolved.

v. Review of the performance of the Board, Sub-Committees and individual Directors

The Board will review its performance and that of any sub-committees on an annual basis. The Chair will review individual performances with Directors on at least an annual basis.

vi. Disclosure of Interests and Dealing with Conflicts of Interest

On appointment to the Board each member is required to furnish to the Secretary details of anything which could be considered as a conflict of interest or could materially influence the member in relation to performance as a member of the Board.

If a member has a doubt as to whether the code requires the disclosure of an interest, the member should consult the Chair, if the Chair is in doubt advice can be sought under the Ethics in Public office Act 1995.

Details of interests will be kept by the Secretary and will be updated annually. However if a member has a change in circumstances that could constitute a conflict they should inform the Secretary as soon as possible.

Should a matter relating to the interests of the Chair arise, the Board will choose a Chair for that matter and the Chair will absent themselves for the item.

Board documents should not be made available to a member where there is a conflict of interest and the member should be absent when the item is under consideration.

Conflicts of interest related to each meeting will be recorded in the minutes.

4. Legal Context

The Directors, collectively and individually, are required to act in accordance with Irish law, the IBO's Constitution, and the policies adopted by the organisation.

In particular, the Directors must:

- a) act in accordance with the IBO's Constitution

- b) ensure that the IBO has procedures and policies in place that in turn ensure that the ICOs activities are in accordance with law, in particular the Companies Act 2014 and the Charities Act 2009 (each as may be amended)
- c) uphold the obligation to keep sensitive Board matters confidential (subject to any legal requirement to disclose such matters)
- d) abide by the IBO's conflict of interests policy and ensure that the Director's conflicts of interest, if any, are recorded and updated in the conflict of interest register
- e) abide by and promote the IBO's policies as adopted by the Board, including but not limited to the Equality and Diversity Action Plan
- f) ensure that claims for out of pocket expenses are made in accordance with agreed procedures

5. Responsibility and Review

The Directors must acknowledge in writing receipt of this Code and that they fully understand and accept its content.

This Code of Conduct shall be reviewed by the Board at least every two years.