

<b>SET Board Document Record</b>	
<b>Title:</b>	<b>Board of Directors Code of Conduct</b>
<b>Draft No:</b>	<b>2</b>
<b>Purpose of Draft:</b>	<b>For BoD scrutiny</b>
<b>Date formally presented to BoD</b>	<b>17 June 2019</b>
<b>Date for return of BoD comments</b>	<b>26 June 2019</b>
<b>Proposed next stage</b>	<b>Adoption by Incorporal Meeting</b>

## **Spiritan Education Trust**

### **Board of Directors**

### **Code of Conduct**

#### **Role and Responsibilities of the Board of Directors**

1. All meetings of the Spiritan Education Trust (“SET”) shall be conducted in accordance with the *Constitution* of the Spiritan Education Trust.
2. The *Constitution* of SET shall be reviewed regularly (every 3 years after its initial adoption in February 2017). Proposed modifications can only be incorporated after formal approval of the Members and the approval of any statutory body from whom approval must be sought.
3. All decisions made by SET shall be in accordance with the Memorandum of Association and the Articles of Association (= *Constitution*) of the Spiritan Education Trust, the Education Act, 1998, the Charities Act of 2009, official Education Policies of the Spiritan Congregation, and all other such relevant Acts, and Circular Letters from the Department of Education and Skills.
4. The Board shall be conscious of its role as a Company serving the education mission and philosophy of the Irish Province of the Spiritan Congregation (*Constitution* 3-4; and Article 6.2.4) and shall develop and maintain a close working relationship with the Members, while retaining its statutory role as set out in the Companies Act 2014 and as described in the Memorandum of Association and the Articles of Association (*Constitution*, 5.1.1).
5. Subject to the provisions of *Constitution* 2.2.6, the Board of Directors shall manage “the business of the Company”, and “may exercise all such powers of the Company as are not”, by the Companies Act 2014 or by the SET *Constitution*, “required to be exercised by the Company in general meeting” (*Constitution* 5.1.1).
6. It is the responsibility of the Board to “procure, at such time or times as it deems appropriate, the preparation of a strategic plan in respect of the Schools” (*Constitution*, 6.2.5).
7. The Board shall ensure that the Boards of Management of the SET School submit annual budgets for the approval of the Board, as well as, for the purposes of seeking the

- approval of the Board, details of any proposed expenditure by a School in excess of income and any proposed capital expenditure by that School (*Constitution* 6.2.7; 6.2.8).
8. The Board shall hold as many meetings per annum as may be necessary for the performance of its duties. Currently the Board meetings eight times per annum and is empowered to hold extraordinary meetings should these be deemed necessary. These Extraordinary Meetings are called by the Chairperson as deemed necessary.
  9. The schedule of ordinary meetings of the Board for a calendar year shall be published by the Chairperson no later than the Board meeting of November of the previous year.
  10. In order to maintain an open, productive working relationship with the Members, the Members shall be invited to attend two Board meetings in the year. This shall normally be at the January and June board meetings. Members have full speaking rights, but do not vote on Board matters.
  11. At Board meetings at which Members are in attendance, Agenda items which might cause a potential conflict of interest with the Members shall be kept to the end of the Agenda, and Members shall absent themselves from any discussion that might cause an actual, potential or perceived conflict of interest.
  12. A Director may, at any time, and following the process set out in *Constitution* Article 7.1.3, summon a meeting of the Directors.
  13. The quorum for a meeting of the Board shall be five Directors (*Constitution* Article 7.3.1; and 7.3.2).
  14. Should a Director need to leave the meeting, and this results in the meeting becoming inquorate, the Chairperson shall adjourn the meeting to another date.
  15. The Board appoints a Company Secretary from among its Directors; it may appoint another suitably qualified person to undertake the responsibilities of Company Secretary for three-year term of office.
  16. The Chairperson of the Board may request the Members to appoint a Director as Deputy Chair who will function as and how directed by the Chairperson. The Deputy Chair replaces the chairperson when s/he is unable to chair a meeting of the Board.
  17. In all matters relating to either broadcast or print media, if this is not to be dealt with by the Chairperson of the Members, shall be the sole responsibility of the Chairperson of the Board. Only the Chairperson of the Board has the authority to delegate responsibility in this regard to another person in the Spiritan Education Trust Company.
  18. The Chairperson shall be ultimately responsible for the effective running of the Board and shall be responsible for setting the tone of Board discussions.

### **Corporate Body**

19. The Board of Directors of SET is a corporate body and members do not act in a representative capacity of any College or School, or of any other interest, at Board meetings.
20. The Board of Directors of SET functions collectively and any decisions taken are the collective responsibility of the Board.
21. Directors will work towards creating an open, honest and supportive working environment, and will respect the principles of equality and diversity.

### **Conflict of Interest**

22. All Directors shall sign a declaration of Conflict of Interest and Loyalty and of Confidentiality at the beginning of their term as Director, and thereafter every September.
23. A new Director shall be appointed to the Board only if s/he is in a position to declare that they have no conflict of interest with regard to the general and overall mission of SET.
24. Directors will declare a conflict of interest in advance of a discussion of a topic with which they either have or could be perceived as having a conflict of interest; and during a meeting should an Agenda item arise with which they might have actual, potential or perceived conflict of interest. In both instances the Director absents him/herself from the meeting for the discussion of that point. A Director is only informed of the discussion of the Board in relation to the matter when a decision has been reached.

The Chair of the Board, or a majority of Directors in attendance at a meeting, have the right to ask a fellow Director(s) to absent themselves from a part of the discussion when they are of the opinion that a potential or perceived, if not real, conflict of interest and loyalty on the part of one or more Directors might compromise the transparency and integrity of the decision-making process regarding a pending decision.
25. Directors shall not be partial towards one or other College of SET on account of their current connections with the school (e.g., being a parent of pupils of a SET schools), or previous connections (e.g., a parent of former students of a SET school, or themselves being alumni/ae of a SET College).
26. An employee of a school which is part of the SET Trust shall not be appointed Director, and if already a Director when appointed as an employed person in a SET school, shall resign as a Director of the Board. A Director shall not serve as a Trustee nominee on a Board of Management of a Spiritan School or serve as an elected member of a school Board of Management. In such a circumstance the Director can decide to resign from the Board as a Director, or from her/his position on the Board of Management.
27. A Director must tender her/his resignation if s/he accepts a contract or employment from the Company, either directly or indirectly (*Constitution* 5.4.2 (J)).

### **Confidentiality**

28. The business of the Board of Directors shall be conducted in private and no disclosure of the business shall be made without the authority of the Board.
29. Directors shall not discuss business matters of the Board outside of Board meetings, unless with the explicit permission of the Chairperson, or at meetings of Board Committees, or Working Groups, or in an official capacity with the Executive Officer.

### **Conduct of Meetings**

30. All Board of Directors' meetings shall begin at the appointed time and shall not exceed the allocated time for such a meeting.
31. The allocated time for a Board of Directors meeting shall be a maximum of two hours.

32. The Chairperson shall have the right to extend the allocated time by 30 minutes following the suspension of standing orders.
33. The Chairperson shall then deem the meeting closed and any such items on the Agenda which has not been discussed shall be a priority on the Agenda for the next meeting.
34. Directors will engage in debate in an open, honest and respectful way, and shall accept as decisive and final a majority Board vote on a matter that was discussed. Such a matter can only be reopened and admitted for discussion at a future meeting if, in the opinion of the Chair, new evidence or facts come to light which might bring into question the wisdom or integrity of the previous decision.
35. In the event of a tied vote, the Chair shall have a second and casting vote (*Constitution* 7.2.2).
36. The Board shall seek to arrive at a consensus on all matters requiring a decision, and only when this is not possible, by a simple majority vote (*Constitution* Article 7.2.1). When a consensus is arrived at and is agreed to be the case, then this consensus is taken to be a majority vote.
37. In exceptional circumstances, when an urgent matter arises that requires the approval of the Board, and when it is not possible to call an extraordinary meeting, and after consultation with the Executive Officer, the Chairperson shall decide to hold an incorporeal meeting. The incorporeal meeting shall take place either through an email communication between the Chairperson and the Board, or by means of a conference call, or through Skype. This incorporeal meeting shall require a quorum of at least five Directors. If there is an equal division of votes, the Chairperson shall have a second and casting vote. If the incorporeal meeting takes place through email correspondence, then a specified period of time is set within which a response must be received, normally within 48 hours. (See *Constitution* Article 7.1.6)
38. "A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing may consist of several documents in like form, each signed by one or more of the Directors and for all purposes shall take effect upon receipt at the registered office of the Company of all such several documents, by facsimile transmission or otherwise." (*Constitution*, Article 7.1.5)
39. A Report ("Minutes") of an Incorporeal Meeting of the Board shall be communicated to all Board meetings, in a normal fashion, before the next Board Meeting, and, following the current practice, be numbered as a Board Meeting.
40. The Executive Officer, Ethics Officer, and Finance/Property Officer shall normally be invited to attend Board meetings and, if invited by the Chairperson, be invited to present Reports and contribute to the discussion.
41. Currently the Recording Secretary of Board meetings is an employee of SET.
42. The Board of Directors may decide from time to time to meet without the presence of members of the Executive Staff. Employees of the Board shall be asked to absent themselves from the meeting, or part of a meeting, if the Board wish to discuss matters

relating to their performance of duties and/or remuneration, and/or other important matter as discerned by the Chairperson.

43. The Board has the freedom, if warranted and thought to be reasonable, to invite experts or individuals with specific fields of interest relevant to the current discussions of the Board to attend and contribute to the Board meeting.
44. The Board shall seek independent professional advice on any matter that requires this.

### **Agenda**

45. The Chairperson, in consultation with the Executive Officer, shall prepare the draft Agenda.
46. Items on the Agenda shall be identified as being either for discussion, decision, noting, or for information.
47. The Agenda, minutes of the previous meeting and any other documentation required for the meeting shall be distributed to the Directors, where possible, one week in advance of the meeting.
48. Standing Items on the Agenda include Declaration of Conflict of Interest on the part of Directors in attendance, reports from the four Board Committees, Report from the Executive Officer, Finance Report (if not already incorporated into another part of the meeting).
49. The Chairperson shall sign the Minutes of the previous meeting on their being approved by the Board. The signed copies of the Minutes shall be retained in a Minute Book by the Executive staff (see *Constitution* 6.2.2).

### **Board Committees**

50. The Board of Directors has constituted four Committees to facilitate its work: Governance Committee, Ethos Committee, Education Committee, and the Finance Committee. (See *Constitution* Article 8.1).
51. The Board of Directors has the right to suppress any Committee, if it judges this to facilitate the smooth running of the Company, or to create other Committees.
52. All Board Committees are appointed, normally in September, for a period of no longer than one year. The Board may decide to reappoint Directors to a committee on which they were serving. Persons co-opted are appointed for one year (and their appointments can be renewed).
53. Each Committee of the Board works according to its own Terms of Reference, which must receive the prior ratification of the Board. A Committee may request the Board to approve a modification, addition or subtraction of some of its Terms of Reference, and these shall only become effective after Board approval.
54. The Terms of Reference shall be reviewed annually and presented to the Board of Directors, if necessary, for its approval. This shall ensure that the Terms of Reference will at all times serve the needs and tasks of a Committee.
55. Each Committee shall be free to co-opt no more than two persons to their committee, but with the *prior* approval of the Board. Should they be required to purchase

professional guidance, to advise on a specific matter, this shall be done only after the *prior* approval of the Board. In an emergency, and when the matter cannot await the next Board meeting, the Chairperson may approve the appointment of a professional to a Committee. However, the Chair is then required to report this to the next Board meeting, seeking its ratification of the decision. (See *Constitution 8.2*)

56. The Board may, from time to time, create Working Groups to take up specific, single issue matters. Working groups shall have a membership of Directors, executive staff, and co-optees, as appropriate, to serve adequately the task it is created to address. With the prior consent of the Board (or, if urgent, with the *prior* consent of the Chair, as stated in 55, above), a Working Group may seek independent professional advice.
57. A Working Group shall serve only for as long as it is required to complete the task given to it.
58. The Terms of Reference of a Working Group shall be those created by the Board (though the Chairperson) and shall follow the normal working processes and code of conduct of committees.
59. All committees of the Board of Directors, working groups, etc. shall adopt this Code of Conduct, *mutatis mutandis*, for the conduct of their meetings.

### **General**

60. Directors shall abide fully by the SET Donations Policy.
61. Directors shall participate in induction, training, Ethos formation, and other forms of development that may be organised for Directors once or twice a year and will endeavour to acquire knowledge of best practice and current compliance regulations as might be appropriate for membership of an education trust.
62. Directors shall endeavour to grow in its knowledge and appreciation of the Spiritan Ethos as this remains one of the primary criteria set out in statutory material such as in the SET Constitution, Education Act of 1998, JMB and other guiding documentation.
63. Directors will continually seek ways to improve Board Governance practice.
64. A Director, should he or she decide to resign during their term as a Director shall inform the Chair in advance in writing, stating reasons for resigning.
65. If a Director is absent for four or more consecutive meetings of the Board will be deemed to have vacated her/his office unless the Board determines otherwise (*Constitution 5.4.2 (I)*).
66. The Board shall decide on how best to establish and maintain procedures for the making of protected disclosures. To this end, the Board will develop a policy which shall be published in the relevant places.
67. The Board will adhere to other company policies, such as those relating to Safeguarding, the Company Employment Manual, GDPR, and other policies as may be put into place from time to time.

### **Annual Review**

68. The Board of Directors shall make an annual evaluation of its effectiveness, as well as a review of the operation and functioning of SET Company. Due attention shall be paid to those areas for evaluation mentioned in the SET Strategic Plan of 2016.
69. Consideration shall be given to Board competency and the ensuring that the Board has among its Directors the required skillsets to enable it carry out its functions and responsibilities. Gender balance among the Directors shall be a factor in the evaluation.
70. The Board of Directors shall be vigilant in maintaining as best practice the Governance Code (and its revisions) as required from time to time by the Charities regulatory Authority, and shall review its Compliance Record Form on an annual basis.

### **APPROVAL:**

This Code for the Conduct of Meetings of the Board of Directors of the Spiritan Education Trust shall be reviewed every three years from this date. The Board, in the exercise of due diligence, may decide from time to time to modify, add to or subtract from parts of this Code. This may only take effect after a two-thirds majority vote of the Directors in attendance at the meeting in which this is reviewed.

Date: