

The National Gallery of Ireland

Code of Business Conduct for Board Members, Board Committee Members and Staff

1. Introduction

The National Gallery of Ireland (the **Gallery**) is a statutory body corporate established by the National Gallery of Ireland Act, 1854 (the “**1854 Act**”). The National Gallery of Ireland Act, 1855, The National Gallery of Ireland Act, 1928, The National Gallery of Ireland Act, 1963 and The National Cultural Institutions Act, 1997 (together with the 1854 Act, the “**Gallery’s governing acts**”) extend the powers and functions of the Board of Governors & Guardians of the National Gallery of Ireland (the **Board**).

2. Intent and Scope

2.1. The Code of Practice for the Governance of State Bodies (2016) (as amended) issued by the Minister for Public Expenditure and Reform sets out the principles of corporate governance which State bodies are required to adopt. It puts the onus on the Gallery to put in place and adhere to a Code of Business Conduct for members of the Board and employees. This policy also applies to external Board committee members.

2.2. This Code of Conduct takes into account the implications of the Ethics in Public Office Act, 1995, the Standards in Public Office Act, 2001, the Charities Act (2009), the Charities Governance Code and associated guidance¹.

3. Objectives

The Code is designed to assist the Gallery in the conduct of its business by:

- stating an agreed set of ethical principles;
- promoting and maintaining confidence and trust;
- preventing the development or acceptance of unethical practices;

¹ [Charities Regulator Guidance on Code of Conduct](#)
[Charities Regulator Managing Conflicts of Interest](#)

- promoting the highest management and public service standards in all of the Gallery’s activities; and
- protecting the reputation of the Gallery.

4. Guiding Principle

The underlying guiding principle of this Code is that Board members, Board committee members and employees will strive to perform their duties according to the highest ethical standards of integrity, loyalty, fairness, confidentiality and accountability.

5. Integrity and Conflicts of Interest

5.1. Members of the Board and Board committees should always seek to act in the best interests of the Gallery. With this in mind, they should disclose details of outside employment/business/personal interests in actual, potential or perceived conflict with the business of the Gallery.² In this regard, “conflict of interest”³ means any situation in which a person’s personal interests or loyalties could, or could be seen to, prevent that person from making a decision in the best interests of the Gallery. This interest may be direct or indirect, and can include interests of a person connected to that person⁴.

5.2. The Gallery will manage conflicts of interest by requiring Board and Board committee members to:

- avoid conflicts of interest where possible;
- identify and record any conflicts of interest;
- carefully manage any conflicts of interest; and
- follow this Code and respond to any breaches.

² Neither the Gallery’s governing acts nor its Byelaws directly address how to handle such conflicts. However, the Code of Practice, the Charities Act 2009, the Charities Governance Code, the Ethics in Public Office Act, 1995 and the Standards in Public Office Act, 2001 are of relevance here.

³ Conflicts of interest are not specifically dealt with in either the Gallery’s Byelaws or its governing legislation.

⁴ Section 2(2) of the Charities Act 2009 notes that ‘connected persons’ include:

- a) a parent, brother, sister, spouse, grandparent or grandchild of the individual, or a child of the spouse of the individual;
- b) any person the individual is in a partnership with;
- c) any person the individual is employed by under a contract of service;
- d) a body corporate if the individual has control of it, or if the individual and any of the above mentioned connected persons together have control over it.

5.3. The following procedures should be followed at any Board or Board committee meeting at which a conflict of interest arises:

- a declaration of any conflict of interest should be made to the Chair of the meeting and Board Secretary, in advance of the meeting whenever possible, or, where that is not practicable, at the meeting by the relevant Board or Board committee member. Declaration of Conflicts of Interest shall be a standing item on the agenda of every Board and Board committee meeting.
- Once the conflict of interest has been appropriately disclosed, the Board or Board committee member (as applicable) should not:
 - vote on the matter; or
 - participate in any related discussions.
- In exceptional circumstances, such as where a conflict is very significant or likely to prevent the relevant member from regularly participating in discussions, the Board should consider whether it is appropriate for the person concerned to resign from the Board or Board committee (as applicable).
- The action taken will be recorded in the minutes.
- The relevant member must also furnish a written statement of interest to the Board Secretary outlining the conflict either prior to, at, or as soon as possible after the meeting. This should include details of whether they, or a “connected person” has a material interest in the matter at hand. The Board Secretary will then record this in the confidential Conflicts Register.
- Where a matter relating to the interests of the Chairperson arises, the other members in attendance shall choose one of the members present to chair the meeting. The Chairperson should absent themselves when the Board is deliberating or deciding on a matter in which the Chairperson or their connected person has an interest.
- Where possible, documents on any deliberations regarding any matter in which the Board or Board committee member has disclosed a material interest should not be made available to the member concerned. Consideration should be given as to whether a separate record (to which that

member would not have access) should be maintained. If the Board has reason to believe that a Board or Board committee member has failed to comply with the above requirements, it will investigate the circumstances. If it is found that the relevant person failed to disclose a conflict of interest, the Board may take action against the person, including seeking the person's resignation from Board or Board committee (as applicable).

5.4. Management and employees are not permitted to be involved in outside employment/business interests in actual, potential or perceived conflict with the business of the Gallery, or which would or might impede the satisfactory discharge of their duties as Gallery employees. Where an actual, potential or perceived conflict arises, the relevant person should furnish a written statement of interest to the Board Secretary outlining the conflict as soon as possible. This should include details of whether they, or a "connected person" has a material interest in the matter at hand. The Board Secretary will then record this in the confidential Conflicts Register and, in consultation with the Director, advise as to whether further action is required.

5.5. Board members, Board committee members and employees should:

- avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgements on Gallery-related business transactions;
- commit to compete vigorously and energetically, but also ethically and honestly;
- ensure that the conduct of purchasing activities of goods/services are conducted in accordance with best business practice;
- ensure a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally;
- ensure that the financial statements and reports accurately reflect business performance and are not misleading or designed to be misleading;
- never use the Gallery resources or time for personal gain or for the benefit of persons/organisations unconnected with the Gallery or its activities; and
- commit not to acquire information or business secrets by improper means.

6. Information

Board members, Board committee members and employees should:

- Support the provision of access to general information relating to the Gallery's activities in a way that is open and enhances its accountability to the general public;
- Respect the confidentiality of sensitive information held by Gallery, including but not limited to:
 - commercially sensitive information;
 - personal data; and
 - information received in confidence.
- Observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest; and
- Comply with relevant statutory provisions, including but not limited to legislation related to health & safety, freedom of information, access to information on the environment and data protection.

7. Obligations

7.1. Board members, Board committee members and employees should:

- fulfil all regulatory and statutory obligations. If a Board member finds evidence that there is non-compliance with any statutory obligations that apply to the Gallery, they should immediately bring this to the attention of their fellow Board members, with a view to having the matter rectified;
- comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure; and

7.2. ensure that there are adequate controls in place to prevent fraud, including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel and other out of pocket expenses, in particular, the Gallery's Travel & Subsistence Policy. Board members and Board committee members should:

- use their reasonable endeavours to ensure that they can have 100% attendance at Board and Committee (where applicable) meetings;
- conform with the procedures laid down by the Board herein in relation to conflict of interest situations, including in regard to acceptance of positions following employment and/or engagement by the Gallery that may give rise to the potential for conflicts of interest and to confidentiality concerns; and
- acknowledge the duty of all to conform to the highest standards of business ethics.

8. Confidentiality

Board members and Board committee members should ensure that:

- they maintain and promote confidentiality of all information obtained by virtue of their position on the Board or Board committee (as applicable);
- there is no disclosure of privileged or confidential information when such membership ceases. In addition, Board members should ensure that acceptance of further employment, where the potential for conflict arises, should be avoided during a reasonable time period after the Board membership ceases. Any issues or clarifications, arising from this, should be addressed to the Board Secretary; and
- they do not retain any documentation obtained during their term as a Board or Board committee member and should return such documentation to the Board Secretary, or otherwise indicate to the Board Secretary, that all such documentation has been disposed of in an appropriate manner.

9. Loyalty

Board members, Board committee members and employees should be loyal to the Gallery and be fully committed to its objectives.

10. Diversity, Inclusion and Mutual Relationships

Board members, Board committee members and employees should:

- work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence; ⁵ and
- accept and respect the difference in roles between the Board on one hand and volunteers and employees on the other, ensuring that they work effectively and cohesively for the benefit of the Gallery and develop mutually supportive and loyal relationships by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements; ⁶ and
 - not interfering in the performance by volunteers or employees of duties delegated to them within the Gallery while ensuring that volunteers and any employees working for the Gallery are held to account through the Management/Director, as appropriate. ⁷

11. Fairness

Board members, Board committee members and employees should:

- ensure compliance with employment equality and equal status legislation;
- commit to fairness in all business dealings; and
- ensure compliance with the Gallery's Customer Charter.

12. Work/External Environment

Board members, Board committee members and employees should:

- place highest priority on promoting and preserving the health and safety of employees; and
- minimise any detrimental impact of operations on the environment.

⁵ [Charities Regulator Guidance on Code of Conduct](#)

⁶ [Charities Regulator Guidance on Code of Conduct](#)

⁷ [Charities Regulator Guidance on Code of Conduct](#)

13. Responsibility

- 13.1. It is not possible for a set of rules or guidelines to provide for all situations that may arise. Board members, Board committee members and employees of the Gallery should take responsibility to ensure that all of their activities, whether covered specifically or otherwise in this Code, are governed by the ethical considerations implicit in these procedures.
- 13.2. The Board Secretary will ensure that copies of this Code are circulated to all Board and Board committee members.
- 13.3. The Head of Human Resources will ensure that copies of this Code are circulated to all employees.
- 13.4. All recipients of this Code must complete the Declaration of Understanding as set out in Appendix 1 and return the completed declaration to the Board Secretary or the Head of Human Resources, as appropriate.
- 13.5. Each Board member is considered to hold a “Designated Board Membership” under the Ethics in Public Office Acts 1995 and Standards in Public Office Act 2001 (together, “SIPO”). In addition, the Director and the Director of Corporate Services are considered to hold a “Designated Position of Employment” under SIPO. Procedures for disclosure of interests by such individuals under SIPO are summarised in Appendix 2.
- 13.6. Any Board member, Board committee member or employee who is in doubt as to the application to them of this Code or requires guidance on any matter relating to this Code should seek clarification, from the Board Secretary or the Director of Corporate Services, as appropriate.
- 13.7. This Code should be read in conjunction with the Civil Service Code of Standards and Behaviour and the Gallery’s Employee Handbook, both of which apply to all employees.

14. Review

This Code was approved by the Board at its meeting held on 27 October 2022. The Board has committed to reviewing this Code after a three-year period in operation.

Signed: 
Chairperson

Date: 27 October 2022

Appendix 1 – Declaration of Understanding

I have read and understood the Code of Business Conduct and agree to be bound by the principles set out in any dealing for or on behalf of the National Gallery of Ireland.

Name in block capitals: _____

Signature: _____

Date: _____

Members of the Board of Governors & Guardians and Board Committee members should return the completed declaration to the Board Secretary.

Staff members should return the completed declaration to the Head of Human Resources.

Appendix 2 - Disclosure of Interests under SIPO

Periodic Disclosure of Interests: On appointment and annually thereafter, each Board member and person holding a “Designated Position of Employment” should furnish to the Board Secretary a statement in writing in the prescribed form of:

- their interests; and
- the interests, of which that person has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner,

which could materially influence him/her in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, him or her, or the spouse or civil partner or child, a substantial benefit.

Where it is determined by the relevant person that no such interests are held, he/she should either complete a statement of nil interests in the prescribed form or else (i) in the case of Board members or the Director, email the Chairperson of the Board and (ii) in the case of the Director of Corporate Services, email the Director, confirming as such.

“Interests” are defined in the Ethics in Public Office Act 1995.