



**Thrombosis Ireland CLG**  
**Code of Conduct for Board of Directors & Trustees**

1. I will ensure to the best of my ability that everything Thrombosis Ireland CLG (“Thrombosis Ireland”) does will be able to stand the test of ethics and scrutiny by all relevant stakeholders, including members, staff, the public, funders, the media and regulators.
2. Integrity, honesty and trustworthiness will be the hallmarks of all my conduct when dealing with colleagues within Thrombosis Ireland and equally when dealing with individuals and organisations outside it.
3. I will not break the law in any aspect of my role as a Board Director/Trustee and will do everything in my power to ensure Thrombosis Ireland complies with all relevant legislation.
4. I will support the mission, values, aims, objectives and strategy of the organisation and I will be familiar with and abide by the organisation’s memorandum and articles of association, its policies and its procedures.
5. I will ensure that all the property / assets etc of Thrombosis Ireland are managed, accounted for and documented properly and are only used for the purpose for which they were intended.
6. I will always strive to act in the best interests of the organisation as a whole and be impartial in carrying out my duties. I will work with the other Thrombosis Ireland charity trustees and volunteers to promote the purpose(s) of Thrombosis Ireland.
7. I understand my responsibility to act as a champion for the organisation by promoting its work and reputation and ensuring that the organisations activities advance the purpose(s) of the charity only and such purpose(s) are for the public benefit.
8. I have read and understand my fiduciary duties as a Director as set out in Appendix 1 of the code of Conduct
9. I will declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises and I will submit to the judgment of the Board and do as is requires regarding potential conflicts of interest. Where a conflict of interest arises, I will absent myself from any discussion or vote taken on the matter by the other Directors.

10. I understand if I am a Director/Trustee who has been nominated by or is a representative of a another member or if I am a nominee of a stakeholder organisation, that I must accept that my responsibility is to Thrombosis Ireland as a whole, and not to promote the interests of the another member or stakeholder organisation in a way that may be detrimental to the interests of Thrombosis Ireland or what in any circumstance that might be viewed by others as a conflict of loyalty, as soon as it arises and I will submit to the judgment of the Board and do as it requires regarding potential conflicts of loyalty.
11. I confirm that there is no impediment to me acting as a director for Thrombosis Ireland; grounds for disqualification include being adjudicated bankrupt, entering or in a formal court approved insolvency arrangement with the insolvency services of Ireland or are/have been indicted of an offence. I will also make the chair and / or secretary aware if there are reasonable grounds to suggest that a current or potential charity trustee may have a disqualification preventing them from holding the position of charity trustee.
12. I will strive to establish open, respectful, supportive and courteous relationships with all those I come into contact within my role as Director/Trustee and to cultivate a positive atmosphere at meetings.
13. I will not speak as a Director/Trustee of this organisation to the media or in a public forum without the prior knowledge and approval of the Chairperson. When I am speaking publicly as a Director of this organisation, my comments will reflect current organisational policy even if this does not agree with my personal views.
14. I will strive to uphold the reputation of the organisation. I will take an active interest in the organisation's public image and I understand that I have a duty not to do anything that may damage the reputation of the organisation.
15. I will respect organisational, board and individual confidentiality.
16. I will not gain materially or financially from my role as Director/Trustee, beyond seeking reimbursement of out-of-pocket expenses.
17. I understand that acceptance of gifts, hospitality and other benefits related to my activities / duties as director of Thrombosis Ireland are only permissible if they meet ALL of the following criteria:
  - a. unsolicited and are not being offered to influence decision-making
  - b. are infrequent (no more than twice a year) and of minimal value of less than €100, for example, low-cost promotional objects, simple meals, or souvenirs with no cash value
  - c. are declared on receipt to the Company Secretary (or the Board Chairperson in the case of the Company Secretary)
  - d. are within the normal standards of courtesy, hospitality or protocol; and

- e. do not compromise or appear to compromise in any way my integrity as a member of the Board of Directors/Trustee of Thrombosis Ireland
18. I understand that gifts with a value in excess of €100 should, if accepted be used for the benefit of Thrombosis Ireland. In circumstances where I am unsure as to whether or not it is appropriate to accept a gift of small intrinsic value, even after consulting this policy, I will discuss the matter with the Chairperson. I also understand if the value of the gift is over €500, I will need pre-approval from Chairperson (or Vice Chair where appropriate) before accepting the gift on behalf of Thrombosis Ireland.
19. I will strive to punctually attend all board meetings (and other relevant meetings), giving apologies ahead of time to the Chairperson if unable to attend. Unless there are extenuating circumstances that are proactively communicated to the chair, failure to attend three board meetings in a row (online or face to face) or an attendance rate below 50% over the course of two years, may result in termination of my position as charity trustee.
20. I will study the agenda and other information sent me in good time prior to the meeting and be prepared to engage in debate, and if necessary vote, on agenda items during the meeting.
21. As a member of the board, I will ensure that Thrombosis Ireland prepares, submits and archives proper statement of accounts (as per CRA guidance)
22. As a member of the board, I will ensure that Thrombosis Ireland is registered with the CRA and that any information provided to the charity regulator is accurate.
23. I will accept a majority board vote on an issue as decisive and final.
24. I will take an active involvement in Thrombosis Ireland, including leading and contributing to committees and working groups as per agreed outputs / terms of reference and I will promptly undertake actions that I have agreed to take on during meetings. I understand that the board individually and collectively retain responsibility for the outputs of the organisation even when the activity is delegated.
25. I will participate in induction, training and development activities for Directors/Trustees.
26. I will respect the authority of the chairperson. I will support the Chairperson in their role but will not interfere with their work or undermine their authority.
27. I understand that substantial breach of any part of this code may result in my removal from the board.
28. Should I resign from the board, I will inform the Chairperson in advance in writing, stating my reasons for resigning.

## **References**

- Guidance for Charity trustees – CRA, Published June 2017
- CRA Due diligence on Prospective Charity Trustees (SE GLS 8.2.1 022 Rev 000)

## **Review**

This code of conduct will be reviewed annually

## **Appendix 1: Fiduciary duties of Board Directors**

### **Duty of Loyalty – to act in the best interests of the company**

The most important fiduciary duty is the duty of loyalty. Board Directors should act in the best interests of the company, and not in their own interests or not to engage in transactions that involve a conflict of interest. This is a subjective test and not an objective test. Provided a director satisfies himself/herself that he/she is acting in the best interests of the company, he/she will not be in breach of this duty if it subsequently transpires that the best interests of the company were not being met by such action. A corollary to this duty is that directors must not disclose confidential information which they obtain in their capacity as directors of a company, since this will generally not be in the best interests of the company.

**Duty of Care:** The second core fiduciary duty of directors is the duty of care. He or she must act with due care, skill and diligence. Directors have a duty to pay attention, prepare for meetings and to try to make good decisions and not decisions that are completely irrational.

It is generally accepted that a director is not required to exercise any greater degree of skill than may reasonably be expected from a person of his/her knowledge and experience. For this reason, when considering a transaction involving financial or legal issues, more will be expected of a director with experience in those areas than one who has no knowledge or experience.

### **Duty of Disclosure**

The third core fiduciary duty of directors, which has emerged in company law in recent years, is to provide reasonably complete disclosure to members when members are asked to vote, and when the company completes a conflict-of-interest transaction.

### **Duties of good faith and honesty**

In carrying out his duties and responsibilities, a director must at all times, act with good faith and honesty in the best interests of the company.

### **Duties owed to the company: regard to interests of others**

The introduction of the concept of "reckless trading" and the further tightening of the law on "fraudulent trading" by the 1990 Companies Act (as amended by the 2014 Companies

Act) have indirectly increased the need for directors to have regard to the interests of a company's creditors.

The 2014 Act also requires directors to have regard to the interests of the company's employees in general, as well as the interests of its members, when performing their duties and responsibilities. The 2014 Act specifically recognises that duty to have regard to the interests of employees is owed to the company and provides that it shall be enforceable in the same way as any other fiduciary duty owed to a company by its directors.