

# Our Lady's Hospice & Care Services

## DIRECTORS' & STAFF

## CODE OF STANDARDS AND BEHAVIOUR

## Introduction

A framework for the Corporate and Financial Governance of the HSE was approved by the Minister for Health and Children in 2008.

The provisions of the HSE 'Codes of Standards and Behaviours' introduced in accordance with section 25(3) of the Health Act 2004 and the Ethics in Public Office Acts 1995 to 2001 applies to employees directly employed by the HSE and agencies funded by the HSE, including Our Lady's Hospice & Care Services (OLH&CS). This Code represents an adaptation of the HSE Code to ensure the relevant provisions are applied to both Directors and Staff of OLH&CS. These are detailed below and should be read in the context of our existing policies and procedures. This Code will be kept under review by the HR Service and revised to include any amendments as required.

To work for OLH&CS is to work for the common good. Our Core Values of Human Dignity, Compassion, Justice, Quality and Advocacy are about serving the common good. Standards of integrity are high and must be maintained. These values must be the basis for the official actions of all Staff and Directors.

The Code is a guide; it is not intended to be an exhaustive list of guidelines for all eventualities. Individual departments may wish to provide additional guidance as appropriate. It is intended to inspire and to increase transparency; to set out clearly the standards and ideals espoused by the organisation and the fact that we share and promote high ethical standards.

These guidelines are intended to continue in the tradition already established by OLH&CS which always operates with the highest standard of integrity and professionalism.

A copy of the Code of Standards and Behaviour will be given to existing and new Directors and Staff and the document will be available on OLH&CS website and intranet. We will promote the code as a recommended best practice document.

Directors and staff are expected to comply with the code at all times. Breaches of the code may result in disciplinary action being pursued in accordance with agreed procedures.

## **The Code in Context**

Directors and Staff can be justly proud of the high standards of conduct which have characterised their service to the public over many years and enabled them to carry out the mission of OLH&CS. Our Code of Standards and Behaviour sets out the standards required of all Directors and Staff in the discharge of their duties. These standards of behaviour and values will support a high quality public service, based on high levels of personal performance and responsibility.

## **Main features of The Code**

### **In the performance of their duties, Directors and Staff must:**

#### **(a) Maintain high standards in service delivery by:**

- discharging responsibilities conscientiously, honestly, impartially and with full transparency
- always acting within relevant legislation and organisational policies and procedures
- performing their duties with efficiency, diligence and courtesy

#### **(b) Observe appropriate behaviour at work by:**

- dealing with the public fairly, promptly and sympathetically
- treating their colleagues with respect, including their beliefs and values

#### **(c) Maintain the highest standards of integrity by:**

- conducting themselves with honesty, impartiality and integrity
- never seeking to use improper influence, in particular, never seeking to use political influence to affect decisions concerning their official positions
- abiding by guidelines in respect of offers of gifts or hospitality
- avoiding conflicts of interest
- Ensuring that accounts and reports accurately reflect the performance of the organisation and are not misleading
- Directors and staff will not use OLH&CS's resources or time for personal gain or for the benefit of other persons/organisation's unconnected with OLH&CS or its activities
- Directors and Staff are required to have due regard for publically fundraised and state resources to ensure proper, effective and efficient use of public money

(d) Support and be loyal to OLH&CS by:

- Supporting OLH&CS and colleagues in the performance of its functions
- Represent and act as an ambassador of OLH&CS at all times
- Promoting the goals and objectives of OLH&CS and not undermining any of them through action or omission
- Seeking to resolve grievances and concerns through agreed channels
- Ensuring any actions taken maintain public confidence in OLH&CS and its good name

### Requirements of the code

#### 1. Disclosure of Interests

Each Director and relevant staff member will, on an annual basis, furnish a statement of interest to the Secretary of the Board of OLH&CS

This statement should include details relating to his/her employment and all other business interests including shareholdings, professional and personal relationships which could involve a conflict of interest or could materially influence the individual in relation to the performance of his/her functions

Each Director or relevant staff member should furnish to the Secretary details of business interests of which he/she becomes aware during the course of his/her directorship or employment

If a Director or relevant staff member has a doubt as to whether this code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the CEO

Details of the Directors' and relevant staff's interests should be kept by the Secretary in a confidential register and should be updated on an annual basis. Only the Chairperson, Secretary and CEO of the organisation should have access to the register

Should a matter relating to the interests of a Director arise, he/she should depute another Director to attend the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Director, or a person or body connected with the Director, has an interest

Board documents on any case that relate to any dealings with the above interests should not be made available to the member concerned prior to a decision being taken. Decisions once taken should be notified to the Director

As it is recognised that the interests of a Director and persons connected with him/her can change at short notice, a Director should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary at the earliest opportunity

Where a question arises as to whether or not an issue relates to the interests of a Director or a person or body connected with that Director the Chairperson of the Board should determine the question

## 2. Information

Directors and staff will conduct their activities in a confidential and objective manner

Directors and staff will ensure that they are open, transparent and accountable to stakeholders and to the public in all their dealings and transactions

Directors and staff will not acquire information by improper means

Directors and Staff may have access to or hear information concerning the medical affairs of patients and/or employees, other health service business, commercially sensitive information (including but not limited to future plans or details of major organizational changes or other changes such as restructuring) and donor support. Such records and information are strictly confidential and can only be divulged or discussed in the performance of normal duty. Confidentiality must be maintained even when Directors or staff leave their role

Disclosure of records or information under various statutory provisions (e.g. Freedom of Information Acts 1997 and 2003; General Data Protection Regulation (GDPR), the Health Acts 1947 to 2007) will be made in accordance with OLH&CS policies, procedures and protocols.

Directors and Staff will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest

## 3. Legal Obligations

Directors of State bodies incorporated under the Companies Acts have duties under these Acts and it is the responsibility of each Director to act in conformity with the applicable provisions of those Acts

Directors and Staff will fulfill all regulatory and statutory obligations imposed on OLH&CS

Directors and Staff of OLH&CS shall act according to law and apply the rules and procedures laid down in Irish and relevant European legislation. They shall take due care that decisions which

affect the rights or interests of individuals have a basis in law and that their content complies with the law

Directors or Staff who are convicted of a criminal offence, or given the benefit of the Probation Act when tried for a criminal offence must report that fact to the Head of Human Resources, OLH&CS.

Where individual Board Directors become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of their fellow Board Directors with a view to having the matter rectified

Where individual staff members become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of the CEO with a view to having the matter rectified

Directors and Staff shall comply with OLH&CS's tendering and purchasing policies, and with prescribed levels of authority for sanctioning any relevant expenditure

#### 4. Board Operation

Directors should use their reasonable endeavours to attend every Board meeting

The Board should meet at least 6 times a year, retain full and effective control over OLH&CS and monitor the executive management and performance of OLH&CS

A Director who absents him/herself from six consecutive Board meetings without special leave of absence from the Board of Directors shall cease to be a member of the Company. The Director will be notified in advance of this provision taking effect by the Chairman of the Board

A member who wishes to resign from the Board may do so by letter addressed to the Secretary and with effect from the receipt of such letter by the Board, such member shall cease to be a member of the Company

At each Annual General Meeting, one third of the Directors for the time being, or, if their number is not divisible by three, then the lowest whole number nearest one third shall retire from office

The maximum term of office a Director may service is 6 years, unless the Congregational Leader invites the Director to serve an additional period of office

The quorum necessary for the transaction of the business of the Directors shall be five (5) provided always that one of the five Directors present is a nominee of Religious Sisters of Charity

The Board should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of OLH&CS is firmly in its hands. This schedule includes the following:

- Significant acquisitions, disposals and assets of OLH&CS
- Major investments and capital projects, delegated authority levels, treasury and risk management policies
- Approval of terms of major contracts
- Approval of annual budgets and corporate plans
- Production of annual reports and accounts
- Appointment, remuneration and assessment of performance of the CEO
- Amendments to pension benefits of CEO and staff

The collective responsibility and authority of the Board should be safeguarded. Excessive influence on Board decision-making by individual members is not permitted, while allowing Board members opportunity to fully contribute to Board deliberations

In the event of an equality of votes, the Chairman of the Board of Directors shall have the casting vote.

#### 5. Fairness

Directors and staff are committed to fairness in all business dealings and will value and treat all patients, residents, families, members of the public, volunteers, donors, supporters and staff equally

Directors and staff must comply with employment equality and equal status legislation

When taking decisions, Directors and Management of OLH&CS shall ensure that the principle of equality of treatment is respected. They shall in particular avoid any unjustified discrimination based on gender, marital status, family status, sexual orientation, religion, age, disability, race or membership of the travelling community

OLH&CS is an equal opportunities employer and requires that staff appointments are made based upon demonstrably objective criteria and that recruitment procedures are always adhered to

6. Impartiality and Independence

When taking decisions OLH&CS Directors and staff must always act in the interest of the OLH&CS as a whole and not in the interest of only a section of the organisation

The Directors and staff shall be impartial and independent and shall abstain from any preferential treatment on any grounds whatsoever

The Directors and staff shall not be guided by any inappropriate influences of whatever kind, including political influences, or by personal interests

When taking decisions, the Directors and staff shall take into consideration the relevant factors and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration

7. Absence of Abuse of Power

Directors' and staff's powers shall be exercised solely for the purposes for which they have been conferred and shall in particular avoid using those powers for purposes which have no basis in the law or which are not motivated by any public interest

8. Hospitality

Directors and staff shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make an independent judgement on business transactions

OLH&CS Directors and Staff may not approach any business with which they have contact through their official duties seeking sponsorship or support for any club, association, trade union or other organisation

It is impossible to lay down hard and fast rules covering the acceptance of hospitality in all possible circumstances. The overriding concern is that the actions of our Directors and Staff be above suspicion and not give rise to any conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny. It is accepted that Directors and Staff should not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. However, in their contacts with outside organisations or persons, every care must be taken to ensure that their acceptance of



hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official functions.

The following general guidelines provide a framework within which decisions in this area can be made:

- Directors and staff should not accept offers of hospitality which go beyond the routine practices referred to above, except where acceptance of such an offer can be clearly shown to be in the interest of OLH&CS and has been approved by the Directors or CEO

#### 9. Work/External Environment

The Directors and Staff will promote and preserve the health and safety of OLH&CS's patients, residents, volunteers, employees, family members and members of the public

#### 10. Responsibility

The Chairperson of the Board and CEO will ensure circulation of this Code of Standards and Behaviour to all Directors and staff for their retention

#### 11. Review

The HR Service and the CEO will review annually the effectiveness of OLH&CS's system of internal controls, including financial, operational and compliance controls.

The Directors and CEO will review the Code of Standards and Behaviour on an annual basis

#### Summary Responsibilities

All	To expect to be dealt with properly, fairly, openly and impartially at all times and if not to make an appropriate report
Directors and Staff	To go about their duties in a way that is consistent with this Code
Line Managers	To lead by example and take seriously any breaches that are brought to their attention
Human Resources	To ensure that all employees are made aware of this Code, are given appropriate guidance and are immediately updated on any changes. To act responsibly upon any reported breaches
Internal Audit	To include a review of the operation of this code as part of: Overall regular governance reviews Regular operational reviews
Audit Committee	To approve this code (and its updates), receive reports on compliance and report to the board on its operation.

