



THE ALZHEIMER  
SOCIETY *of* IRELAND

# Board Member Code of Conduct



### 1.1 Commitment:

- 1.1.1 It is the policy of The Alzheimer Society of Ireland, ASI, that all Directors, as well as staff and volunteers, will adhere to ethical behavior and fair dealing in all its activities. Directors of ASI are further expected to lead by example and to promote such behavior at all times. In this context, each Director must be specifically be committed to:
- 1.1.2 Understand and support the mission of Alzheimer Society of Ireland (ASI) and act as an ambassador for it, taking advantage of opportunities to inform members of the public, business and other stakeholders about ASI, its mission and work.
- 1.1.3 Uphold and protect the reputation of ASI.
- 1.1.4 Act in accordance with the Memorandum and Articles at all times.
- 1.1.5 Act in accordance with this code at all times.
- 1.1.6 Act as leader on major campaigns and attend local, regional and national conferences, where required.
- 1.1.7 Actively promote ASI, our branch membership and the volunteering infrastructure in Ireland and network on same, where opportunities arise.
- 1.1.8 Attend and actively participate in assigned committee meetings and meetings of the Board of Directors.
- 1.1.9 Prepare for such meetings and events by seeking and reading the relevant background information.
- 1.1.10 Be accountable for your actions and ensure that decision making and governance issues are as transparent as possible (accepting the need for confidentiality on specific issues).

### 1.2 Act with Honesty, Objectivity, Impartiality, Equality and Due Process:

- 1.2.1 Act and make decisions in the best interests of ASI, and those it represents at all times.
- 1.2.2 Propose to the chair and/or the Board the procurement of expert objective advice, where necessary, to enable the Directors to make informed decisions.
- 1.2.3 Act as an example for others in the organisation with ethical behaviour, displaying honesty, objectivity, impartiality, consistency, equality, respect, and adherence to due process at all times.
- 1.2.4 Conduct the business of the Board in a manner of mutual respect and inclusivity.
- 1.2.5 Ensure that you, as Director or those related to you (connected persons), do not receive any payment (except the reimbursement of vouched expenses), or special benefit from ASI or any third parties connected to it, by virtue of your position as director. Any such payment/benefit or potential payment/benefit should be disclosed to the Chairman or the Company Secretary without delay.

1.2.6 Consider as the Board whether any payments or benefits received by a director or connected person for goods or services provided to ASI, (excluding reimbursement of expenses), are material and require disclosure in ASI's accounts. Should the board conclude that disclosure is required, the information to be disclosed includes:

- The name(s) of the transacting related party or parties.
- Description of the relationship between the parties (including the interest of the related party or parties in the transaction).
- Description of the transaction; the amounts involved; outstanding balances (or provision for doubtful debts); any amounts written off from such balances during the accounting year; and any other elements of the transactions which are necessary for the understanding of the accounts.

1.2.7 Report the aggregate amount of vouched expenses claimed by directors in ASI's Annual Accounts.

1.2.8 Raise any Conflict or potential Conflict of Interest or Loyalty including, but not limited to, those outlined below, at the earliest opportunity with the chairperson or company secretary, who shall then disclose to the Board that relationship and the nature of the conflict. The Chairman or company secretary should make a recommendation to the board on how the matter should be resolved and the board's decision on the matter will be binding.

Examples of types of conflict of Interest or Loyalty include:

- Director has a personal interest in the provision of goods or services to ASI, or in a transaction carried out on behalf of ASI.
- Director has an interest in a contract or potential contract with ASI which involves the director or someone connected to the Director (i.e. child, spouse, related Company etc.).
- Director has a financial or other incentive to favour the interest of another person or entity over the interests of ASI.
- Director carries on the same activities as those of ASI with another organisation. Director is involved in a commercial or other relationship with another Director of ASI.
- Director has a high degree of loyalty to an individual, or a project, group, initiative, activity or service of ASI making objectivity in decision making difficult. Once a disclosure of conflict of interest or loyalty is made at a Directors' meeting, this shall be noted in the minutes.

1.2.9 Where a director has a conflict of interest in relation to an issue before the board, that Director must leave the meeting for the duration of that discussion, unless specifically asked to remain.

1.2.10 Failure to disclose an interest in accordance with this policy may result in reputational or other damage to ASI and therefore disciplinary action may be taken by the Board, which may include removal of the Director from the Board.

1.2.11 Respect the confidentiality of Board meetings and follow ASI's Confidentiality Policy at all times.

1.2.12 Follow ASI's Gifts & Hospitality Policy at all times



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**Declaration:**

- I have read and understood the above Code of Conduct and any other material presented or available to me on the function of the Board and its Members.
- I commit to adhering to the ASI Board Code of Conduct.
- I will inform the Chairperson at the earliest possible point if for any reason I cannot meet the expectations of an ASI Board Member, or if I discover that I have breached the Code.

Name:	
Date Appointed a Director:	
Signature:	
Date Signed	