



THE Alzheimer  
SOCIETY OF IRELAND

# Code of Conduct for ASI Directors

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<b>Responsibility for review:</b>	<b>Governance &amp; Nomination Committee</b>
<b>Approver:</b>	<b>ASI Board of Directors</b>
<b>Owner:</b>	<b>Company Secretary</b>

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## 1.1 Introduction

Charity trustees are the individuals who ultimately exercise control over, and are legally responsible for, The Alzheimer Society of Ireland (ASI). As our charity is a company limited by guarantee (CLG), the charity trustees of ASI are known as directors or board members.

This Code of Conduct defines the standards of behaviour expected of ASI board members in order to ensure that:

- The charity is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved;
- The working relationship between the Board of directors, employees and volunteers is productive and supportive.

## 1.2 General Conduct

The ASI board are required to adhere to the highest standards of conduct in the performance of their duties and are required to act in the best interests of the charity at all times.

All ASI directors, as well as staff and volunteers, must adhere to the highest standards of ethical behaviour and fair dealing in all activities. Directors of ASI are further expected to lead by example and to promote such behaviour at all times. In this context, each Director must be specifically committed to:

- Understand and support ASI's main object, vision and values, 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.
- Uphold and protect the reputation of ASI.
- Act in accordance with the Company Constitution - Memorandum and Articles of Association at all times.
- Act in accordance with this Code at all times.
- Act in accordance with the ASI Board Handbook at all times
- Each Director to be accountable for their actions and ensure that decision making and governance issues are as transparent as possible (while also accepting the need for confidentiality on relevant issues).
- Act as an example for others in the organisation with ethical behaviour, displaying integrity, honesty, objectivity, impartiality, consistency, equality, respect, and adherence to due process at all times.

## 1.3 Independence

The ASI board are required to maintain the highest standards of honesty, objectivity and independence, particularly in relation to assets, property, legal and regulatory obligations. ASI directors must act in a manner which does not damage or undermine the reputation of the charity, its employees or volunteers.

### 1.3.1 Financial Gain / Benefit

- Directors not acting in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage

or work for. Directors must act and make decisions in the best interests of ASI, and those it represents, at all times.

- Ensuring each Director, or those related to them (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 their position as Director. Any such payment/benefit or potential payment/benefit must be disclosed to the chairperson or the company secretary as set out in ASI's Declaration on Interests Policy.
- Directors must not place themselves under any financial or other obligation to outside individuals organisations that might seek to influence them in the performance of their duties.
- Actual impropriety and any appearance of improper behaviour must be avoided.

#### 1.3.2 Gifts & Hospitality

- Directors should avoid the acceptance of gifts and hospitality that might reasonably be thought to influence them in carrying out their role. ASI's Gifts & Hospitality Policy must be adhered to at all times.

#### 1.3.3 Conflict of Interest

- Conflicts of interest can and do arise from time to time within charities and must always be correctly identified, recorded and effectively managed. Directors are required to read the Board Declaration of Interest Policy which sets out their obligation to disclose any conflicts of interest they have or that subsequently arise over the course of their involvement with ASI.
- In addition to completing the annual ASI Declaration of Interests form, Directors must raise any additional conflict or potential conflict of interest or loyalty and related party transaction at the earliest opportunity with the chairperson or company secretary as set out in the Declaration of Interest Policy.
- When a disclosure of conflict of interest or loyalty is made at a directors' meeting, this shall be noted in the minutes and the Declaration of Interest's policy will be adhered to.
- 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

## 1.4 Director Roles

It is essential directors are aware of their roles and responsibilities. In particular, directors should understand and perform their roles and responsibilities to the best of their abilities at all times. This includes:

- Attending and actively participating in assigned committee and board meetings.
- Directors must exercise good judgement and make informed decisions. This may require, on occasion, the seeking of professional advice on matters directors do not have the relevant expertise and such expert advice should be sought.
- Acting as leader on major campaigns and attending local, regional and national conferences or events, where necessary

- Where and whenever the opportunity arises, directors should actively promote ASI, its services, employment and volunteering infrastructure to encourage interaction with our charity across Ireland.

### 1.5 Board Meetings

- Directors have a responsibility to attend meetings of the board. Board meetings are critical in a charity, as this is where directors exercise their collective authority. In particular, directors should:
  - Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
  - Prepare for such meetings and events by seeking and reading the relevant background information.
  - Conduct the business of the board in a manner of mutual respect and inclusivity.
  - Propose to the chairperson and/or the board the procurement of expert objective advice, where necessary.
  - Always respect the authority of the chairperson of the board, and the chairperson of any meeting.
  - Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the charity.
  - Bring a genuinely independent perspective to enhance decision-making, given that charity trustees share responsibility for board decisions.
  - Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other directors

### 1.6 Confidentiality

- The Director shall not disclose or appropriate to their own use, or to the use of any third party, at any time during or subsequent to their appointment to the Board of The Alzheimer Society of Ireland, any confidential information of The Society or any of The Society's affiliates or associates or any of its customers or clients of which the Director becomes aware of during the course of his / her time as a Director, whether or not developed by Directors including, but not limited to information pertaining to customer or client lists, services, methods, processes and operating procedures. Upon termination of their role, the Director shall properly deliver up to the Company all manuals, letters, notes, notebooks, reports and all other materials of a secret or confidential nature or under the terms of their appointment.

### 1.7 Employees & Volunteers

Directors are responsible for providing leadership to volunteers and employees. Directors have a duty of care towards employees and volunteers whilst promoting a culture of respect. In particular, directors should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.

- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the board on the one hand and employees and volunteers on the other. Ensure that everyone works effectively and cohesively for the benefit of the charity and develops a mutually supportive and loyal relationship by:
  - a. Respecting management arrangements and avoiding any actions that might undermine such arrangements;
  - b. Not interfering in the performance by employees or volunteers of duties delegated to them within the charity while ensuring that employees and any volunteers working or involved with the charity are held to account through the manager/CEO, as appropriate.

## 1.8 Legal Requirements and Policies

Directors must have regard to their legal duties and abide by the charity's rules and policies. In particular, directors must:

- Act in accordance with the charity's governing document and ensure the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality around sensitive board discussions. However, the requirement for confidentiality may not apply if it becomes necessary for a Director to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.
- Abide by ASI's conflict of interests policy and ensure the charity's conflict of interest register is completed and updated as required.
- Abide by ASI's Gifts & Hospitality Policy at all times.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the board.
- Ensure that claims for out of pocket expenses are made in accordance with agreed procedures. The position of Director is unremunerated and reasonable out-of-pocket expenses incurred in the performance of Director duties can be paid in accordance with these agreed procedures.
- ASI's annual accounts must report the aggregate amount of vouched expenses claimed by directors and related party transactions as outlined in ASI's Declaration of Interests Policy.
- Where a Director is found to be in breach of the standards outlined in this Code he or she shall be asked to meet with the chairperson of the board to assess his or her continued suitability for the role. Consistent breach of the Code shall result in termination.



## Board Member Code of Conduct

### 1.9 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 directors.
- 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 standards expected of an ASI board member, or if I discover that I have breached the Code.

Name:	
Date Appointed a Director:	
Signature:	
Date Signed	