



# **Code of Conduct**

## **for members of the**

### **Board of IASIO**

**About IASIO**

The Irish Association for the Social Integration of Offenders (IASIO) is a company limited by guarantee not having share capital and is also a registered independent charity. IASIO was set up by the Chief Executive on January 26<sup>th</sup> 2012 to meet the changing needs of its programmes funders, the Probation Service and the Irish Prison Service. IASIO is governed by a voluntary Board of Directors with expertise in a range of areas relevant to meeting the objectives of IASIO. The Board focuses on the broader strategic goals of the organisation, above the day-to-day work of the office. New Board members may be co-opted by the Board. IASIO is committed to ensuring that the Board is representative of Irish society, is gender balanced and is an expert Board that includes the necessary knowledge and skills to successfully lead the organisation.

### **Purpose**

This Code of Conduct is intended to ensure IASIO continues to fulfil the highest standards of ethical and professional practice in all its work, as well as its obligations regarding corporate governance.

Members of the Board of the IASIO affirm their commitment to this code and acknowledge their agreement to be bound by it through their election as a Board member and continuing membership of the Board.

Breaches of this Code of Conduct may give rise to disciplinary proceedings in accordance with IASIO's Articles of Association.

1. Each member of the Board of Directors will abide in all respects by this code of ethics and all rules and regulations of the IASIO, including its Memorandum and Articles of Association.
2. Each member of the Board will uphold the vision, mission and values of IASIO and conduct themselves in accordance with its policies.
3. Each member of the Board of Directors will comply with all applicable laws regarding the corporate governance of IASIO.
4. The Board of Directors will be fair by consistently applying the same ethical standards to every person and situation.
5. Members of the Board of Directors will conduct the affairs of IASIO in good faith and with honesty, integrity, and competence and in the best interests of IASIO.
6. Members of the Board of Directors will act independently in a personal capacity in promoting the aims of the organisation in line with its governing documents. While Board members may be nominated by a particular group, they must not act as a representative of that group in acting as a Board member.
7. No Board Member shall copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the IASIO. Each

member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.

8. Each Board member has a duty to avoid any action that may damage the reputation of the organisation.
9. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with IASIO staff, members, stakeholders, and the public, and will respond to the needs of its members in a responsible and professional manner.
10. No member of the Board of Directors will use any information provided by IASIO or acquired as a consequence of Board membership or association with IASIO in any manner other than in the furtherance of his or her Board duties. No member of the Board of Directors will misuse IASIO property or resources or allow such property or resources to be misused.
11. Each member of the Board will use his or her best efforts to participate regularly in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
12. Each member of the Board will abide by the Policy on Board Attendance. Each Board member will prepare for attendance at Board meetings, including through the reading of all documents in advance.
13. The spokesperson for IASIO is the Chief Executive Officer, who may delegate this role to other staff members or Board members (in such a case, the spokesperson shall be, in the first instance, the Chairperson) where appropriate and where expressly requested by the Chief Executive Officer. The spokesperson for the Board, where necessary, is the Chairperson. The Chairperson may delegate this function to another Board member. Such a function shall be considered to have been delegated only when expressly approved by the Chairperson.
14. IASIO welcomes a diversity of opinions and encourages debate on the topics it engages with. Board Members commit to abiding by the principle that, where there is a difference of opinion between the Board member and the IASIO position on an issue, the IASIO position should be acknowledged in any public discussion. IASIO believes it is in its best interests that Board members commit to abiding by and respecting its policy positions.
15. The Board commits to acting, where possible, on a consensus and collective basis. Individual Board members will not act outside of the parameters of a Board decision, delegation or instruction.
16. Board members shall abide by the IASIO Policy on Conflicts of Interest and Conflicts of Loyalty.

17. Board members shall inform the Chairperson and Chief Executive Officer of any interests held by the member, which are contrary to IASIO's mission, vision and values for inclusion on the Register of Directors' interests. Board members are expected to assess their interests for this purpose.

18. Board members must avoid accepting gifts of hospitality that could be construed as offering an outside contact or organisation an undue influence over their work as a Board member.

**Signed:** \_\_\_\_\_

**Date:** \_\_\_\_\_