

Code of Conduct for the members of the Board of Directors of Scouting Ireland

The Scout Promise

On my honour I promise that I will do my best, to do my duty to God, to serve my community, to help other people and to live by the Scout Law.

Or

On my honour I promise that I will do my best to further my understanding and acceptance of a Spiritual Reality, to serve my community, to help other people and to live by the Scout Law.

Or

On my honour I promise to do my best, to uphold our Scout Principles, to serve my community, to help other people and to live by the Scout Law.

The Scout Law

- A Scout is to be trusted;
- A Scout is loyal;
- A Scout is helpful and considerate to all;
- A Scout has courage in all difficulties;
- A Scout makes good use of time and is careful of possessions and property;
- A Scout has respect for self and others;
- A Scout respects nature and the environment.

Introduction

The aim of Scouting Ireland is to encourage the physical, intellectual, character, emotional, social, and spiritual development of young people so that they may achieve their full potential and, as responsible citizens, to improve society.

The Board of Directors of Scouting Ireland (“the Board”) must build and maintain the trust and confidence of those with whom it deals and sustain a reputation for honesty, integrity, independence and fair dealing. The Board has a duty to promote the aims of Scouting Ireland and conduct its business in accordance with Scouting Ireland’s governing principles. To meet its obligations the Board is required to maintain and build rewarding relationships with its stakeholders including the members of Scouting Ireland, employees, suppliers, the Government, local authorities, regulators and communities in general.

This Code of Conduct has been developed to provide best possible guidance to the members of the Board and to ensure that the Board carries out its responsibilities to the highest ethical standards. The Code outlines the responsibilities of each director to the Company and amongst other things establishes procedures for dealing with any potential conflict of interest which may

arise between the responsibilities of a director and any other outside interest which he/she or a connected party may have. The Code is not a full statement of the obligations of a director arising from his/her relationship with the Company/Scouting Ireland and it is appreciated that it is not possible to cover every eventuality that could arise in the conduct of each Director's duties. The spirit as well as the wording of the Code should be observed.

Accordingly, this Code of Conduct:

- establishes an agreed set of ethical principles to guide Directors in their conduct;
- is designed to promote and maintain confidence and trust in the Board generally; and
- seeks to prevent the development or acceptance of unethical practices.

The Code of Conduct is reviewed by the Board on an annual basis.

Code of Conduct for each Director of Scouting Ireland

Integrity and honesty

- Loyalty, integrity, honesty and trustworthiness will be the hallmarks of all my conduct when dealing with colleagues within Scouting Ireland and equally when dealing with individuals and organisations outside it.
- I will ensure to the best of my ability that everything that Scouting Ireland does will be able to stand the test of ethics and scrutiny by all relevant stakeholders, including: members, employees, the public, funders, the media and regulators.
- I will declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest, as soon as such a situation arises and I will abide by the Conflict of Interest Policy (SID 102/13) and any amendments to that policy which may be adopted at a future date.
- I understand I am a Director who has been elected as a member of the Board by members of a Scouting Ireland and I must accept that my responsibility is to Scouting Ireland and its Board of Directors as a whole, and not to promote the interests of any internal or external special interest group. In any circumstance that might be viewed by others as a conflict of loyalty I will submit to the judgment of the Board and do as it requires regarding potential conflicts of loyalty.
- I will not gain materially or financially from my role as Director, beyond seeking reimbursement of out-of-pocket expenses.
- I understand that acceptance of gifts, hospitality and other benefits is permissible only if the following criteria are met:
 - are unsolicited and are not being offered to influence decision-making; and
 - are infrequent and of minimal value of less than €100, for example, low-cost promotional objects, simple meals, or souvenirs with no cash value; and
 - arise out of activities or events related to my duties as a Director; and
 - are declared on receipt to the board
 - are within the normal standards of courtesy, hospitality or protocol; and
 - do not compromise or appear to compromise in any way my integrity as a member of the Board of Directors of Scouting Ireland.

Responsibility and Obligations

- I will not break the law in any aspect of my role as a Board Director and will do everything in my power to ensure that Scouting Ireland complies with all relevant legislation in the jurisdictions within which it operates.
- I will support the mission, values, aims, objectives and strategy of Scouting Ireland and I will abide by the organisation's memorandum and articles of association/ Constitution and Rules, its policies and its procedures.
- I understand my responsibility to act as a champion for the organisation by promoting its work and reputation.
- I will always strive to act in the best interests of the organisation as a whole.
- I have read and understand my fiduciary duties as a Director as set out in Appendix 1 of this Code of Conduct
- 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.
- 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.
- I will respect the authority of the Chairperson.
- I will accept a majority board vote on an issue as decisive and final, unless the board has reviewed/amended the original decision.
- I will take an active involvement in the organisation, including contributing to committees and working groups as required and I will promptly undertake actions that I have agreed to take on during meetings.
- I will participate in induction, training and development activities for Directors.
- I will support the CEO in his/her executive role but will not interfere with his or her work or undermine his/her authority.

Relationships and Communication

- I will strive to establish open, respectful, supportive and courteous relationships with all those I come into contact with in my role as Director and to cultivate a positive atmosphere at meetings.

- I will not speak as a Director of Scouting Ireland to the media or in a public forum without the prior knowledge and approval of the CEO and/or the chairperson. When I am speaking publicly as a Director of Scouting Ireland, my comments will reflect current organisational policy even if this does not agree with my personal views.
- I will strive to uphold the reputation of Scouting Ireland and those who work or volunteer in it, 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.

Information

- I will respect organisational, board/ committee and individual confidentiality.
- I accept the doctrine of collective responsibility in relation to decisions made by the Board

Acceptance

- I understand that substantial breach of any part of this code may result in my removal from the Board.
- Should I decide to resign from the Board I will inform the Chairperson in advance of writing, stating my reasons for resigning, to the company secretary.

Signed: _____

Print Name: _____

Date: _____

Appendix 1: Fiduciary duties of Board Directors of Scouting Ireland

Duty of Loyalty – to act in the best interests of the Company

The most important fiduciary duty is the duty of loyalty. Directors should act in the best interests of the Scouting Ireland, and not in their own interests, nor should they 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 Scouting Ireland, he/she will not be in breach of this duty if it subsequently transpires that the best interests of Scouting Ireland 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, since this will generally not be in the best interests of Scouting Ireland.

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, is to provide reasonably complete disclosure to members when members are asked to vote, and when the organisation 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 organisation.

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

The 1990 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 1990 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.