

National Museum of Ireland

Code of Practice for the Board of the National Museum of Ireland

Introduction

The Board of the National Museum of Ireland (hereinafter referred to respectively as the Board/NMI) is committed to the highest principles and standards in the conduct of its duties and obligations. The code herein binds the Board, its members and Chairman individually and collectively.

Since its establishment on May 3rd 2005 the Board of the NMI adopted the Code of Practice for the Governance of State Bodies dated October 2001 issued by the Department of Finance and it drafted and adopted its own Code of Practice in 2005 in the context of, and informed by, the then prevailing legislation, binding the NMI and Guidelines for the Governance of State Bodies issued by the Department of Finance in October 2001. While the Board duly adopted the Codes of Practice aforesaid the Board recognizes that the provisions of such Codes are supplementary to the statutory duties and obligations arising out of and imposed by the relevant legislation including in particular the National Cultural Institutions Act 1997 and the Ethics in Public Office Acts 1995 and 2001.

The Board of the NMI recognizes that while the relevant statutory obligations, including on foot of the Acts aforesaid, and the Codes of Conduct and Guidelines for Corporate Governance issued by the Department of Finance shall bind and guide the Board, the Board, nevertheless, acknowledges that the relevant statutory obligations and Guidelines are not, and cannot be, exhaustive and cannot provide for all possible situations that may arise. In recognition of the latter the Board, and members of the Board and Secretary to the Board should be aware that each such member of the Board has a duty, in the absence of express or relevant statutory provisions or guiding and informative Guidelines, to be guided by the highest standards of integrity, honesty and proper ethics in the carrying out of their duties, obligations and functions as a Board and as Members of the Board of the NMI.

Dr. John O'Mahony S.C.
Chairman
Board of the National Museum of Ireland

Dated:

A. Standing Orders for Members of the Board

The Standing Orders of the Board of the NMI were adopted by the Board at its meeting on July 29th 2005 pursuant to section 22(8) of the National Cultural Institutions Act 1997 (hereinafter referred to as the NCI Act 1997). The same are appended hereto.

B. Governance Procedures

1. Meetings of the Board

The Board of the NMI shall hold meetings on a regular basis – not less than six Board meetings per annum.

2. Section 11 of the NCI Act 1997 provides that the global functions of Árd-Mhúsaem na hÉireann are assigned to the Board.

3. Section 29(3)(a) of the NCI Act 1997 provides that the Director shall carry out, manage and control generally the administration and business of the National Museum and perform such other functions as may be determined by the Board.

4. Section 29(11) of the NCI Act 1997 provides that the Board shall act through, and its functions shall be performed in the name of the Board by, the Director or other officer of the Board duly authorized on its behalf by the Director. The Board will delegate authority to the Director in accordance with the provisions of the NCI Act 1997.

5. The Board shall conduct its business through Board meetings and will be assisted and advised by Committees constituted by the Board. The Board shall define the terms of reference of such Committees.

6. The Board shall have a statutory Committee entitled the General Purposes Advisory Committee as statutorily defined in section 23(1)(a) of the NCI Act 1997. The primary purpose of this Committee is to assist and advise the Board on matters pertaining to the public exhibition of Museum heritage objects in the collection of the Museum and the provision of information and dissemination of literature relating to those objects to members of the public.

7. The Board is empowered pursuant to section 24 of the NCI Act 1997 to set up other Committees to assist and advise it in relation to the performance of its functions and such Committees will include, *inter alia*, an Audit Committee and in its discretion a Development and Strategy Committee and such other Committees as the Board may resolve from time to time that would assist and advise the Board in relation to particular aspects of the overall business of the Board.

8. The Chairman of all Committees shall be a member of the Board. The Board shall have power, if it thinks fit, to include in its Committees persons who are not members of the Board. Each Committee shall draw up its own charter which shall be compliant with the terms of reference for it as laid down by the Board.

9. The Audit Committee shall be responsible for advising the Board on issues of internal control but shall not be responsible for the formulation or implementation of such a regime. The Board shall authorize the Audit Committee to, *inter alia*, conduct and authorize investigations into matters within its scope and responsibility, to monitor risk management and, if necessary, to seek information which it may require from employees of the NMI when such is warranted within the context of the Committee's powers and responsibilities, and to meet with NMI officers, external auditors or advisors as necessary and as warranted by the Committee's duties and responsibilities.

The Audit Committee shall discharge certain duties in respect of financial statements as set out in its charter and shall have responsibilities in relation to the following areas and shall report to the Board in relation to the following:

- a) Internal control
- b) Risk management
- c) Internal audit
- d) External Audit
- e) Compliance

The Charter of the Audit Committee is appended hereto.

10. The Development and Strategy Committee shall advise and assist the Board in relation to matters of, *inter alia*, development, strategy, fundraising, and such other matters as it deems appropriate within the context of the latter.

11. Other Committees may be established from time to time at the Board's discretion, including a Committee to advise on the implementation of the not-yet introduced parts of the NCI Act 1997, and the latter Committee shall advise and assist the Board on all matters concerned with, and incidental to, the unimplemented parts of the NCI Act 1997.

12. The Board shall have a Secretary to it whose appointment, post specification and terms of service shall be defined by the Board subject to the relevant provisions of the law and as agreed with the Department of Arts, Sport and Tourism.

All members of the Board shall have access to the Secretary to the Board for the purpose of assistance in relation to all matters pertaining to the activities of the Board. The Board shall resolve, where it deems appropriate, to entitle a member of the Board to take independent legal advice as is reasonable. The Secretary to the Board will furnish members of the Board with access to all information incidental to their work as a member of the Board.

13. The Board shall, through its Chairman, present an annual report to the Minister for Arts, Sport and Tourism and shall furnish such additional reporting on a range of other matters to keep the Minister fully advised of all important matters including compliance with all relevant legislation, codes, procedures and relating to other important financial and commercial matters touching upon the work of the Board.

C. Ethics/Disclosure of Interests by Members of the Board/Compliance with Regulatory Standards

1. Members shall comply with the provisions of the Ethics in Public Office Acts 1995 and 2001 and the Code of Practice for the Governance of State Bodies issued by the Department of Finance. In particular the members of the Board shall comply with the provisions of section 17

of the Ethics in Public Office Acts 1995 and 2001 and shall duly comply with obligations to make the statutory returns provided for in that section.

2. Register of Interests

All Board members are also obliged to furnish the Board with all relevant information concerning any financial or other material or beneficial interest held by them or a related party which may give rise to a conflict of interest with the member's duties and obligations as a member of the Board of the NMI.

The Secretary to the Board shall maintain a register of such interests.

If any member is unclear or has any doubt as to whether a conflict of interest arises in this regard, the procedure for addressing the same is set out in the Code of Practice for the Board dated 2005 appended hereto.

3. Annual Statements of Interest

All members of the Board shall in each year, while a member of the Board of the NMI, furnish to the Standards of Public Office Commission, a statement in writing in accordance with the format prescribed by the Commission pursuant to the relevant provisions of the Ethics in Public Office Acts 1995 and 2001.

4. Duty of Confidentiality

A member shall not disclose any information obtained by him or her through his or her performance of duties as a member of the Board. Such information is subject to the duty of confidentiality and may not be disclosed save in accordance with the provisions of the Freedom of Information Acts 1997 to 2003.

Former Board members shall maintain confidentiality in relation to all information obtained by them while serving as a member of the Board of the NMI.

D. Internal Audit

1. The NMI will have an internal audit function the precise nature of which will be determined by the Board from time to time and as warranted by the audit requirements of the NMI – *viz* under section B paragraph 9 *supra*.

2. The Audit Committee shall be made up of three members and shall be chaired by a member of the Board. The terms of reference to the Audit Committee shall be laid down by the Board and the Board shall define the authority and duties of the Audit Committee. The Charter of the Audit Committee will be drafted by the Audit Committee and shall be approved by the Board.

E. Internal Financial Controls

Policies

1. The Board shall approve and monitor the adoption of a framework governing internal financial control.

2. Policies of financial control shall ensure compliance with all statutory and regulatory requirements including accountability obligations to the Department of Arts, Sport and Tourism and the Department of Finance. Policies shall be designed to ensure that accounting practices meet all relevant and proper accountancy standards.

3. The Board shall ensure that the NMI has an Acquisitions and Disposals Policy that is comprehensive and clear. This Policy shall be monitored on an ongoing basis and should be updated from time to time.

4. The Board shall ensure that there is an effective Risk Management Policy in place and that the same is fully complied with and that the same is reviewed on a regular basis.

All internal financial controls and accounting policies shall be monitored by the Audit Committee to ensure that appropriate practices and standards are observed at all times and the Audit Committee shall duly keep the Board advised in this regard on an ongoing basis.

Financial Delegation

The NMI shall adopt a written policy which lays down limits for authorizing purchases, expending monies and signing contracts and such limits shall be approved by the Board.

All payments shall be strictly observant of the prevailing specified limits duly authorized by the Board of the NMI.

All payments and expenses reimbursement must be supported by appropriate documentation.

The NMI shall minimize the risk of fraud by appropriate risk assessment procedures in respect of all financial transactions.

The Director is the Accounting Officer for the NMI.

The accounts of the NMI are audited by the office of the Comptroller and Auditor General.

The Director and the Chairman of the Board shall perform the duties and obligations pursuant to all relevant legislation and Department of Finance and Department of Arts, Sport and Tourism Guidelines in respect of the accounts of the NMI. These duties shall include financial statements, statements of responsibilities of the Board, statements on the system of internal financial control, accounting policies, statements on gains and losses and cashflow statements.

No member of the Board shall either directly or indirectly seek to make any personal gain arising out of membership of the Board of the NMI.

The Chairman and a Board member nominated by the Board shall sign the audited financial statements.

Asset Management

The NMI shall maintain an asset register wherein all items of material value are recorded. The register shall be kept up to date and reconciled as appropriate.

Financial Reporting

Financial reports will be prepared and monitored on an ongoing basis as directed by the Board through the Director and will contain all relevant data and information to enable performance to be evaluated on an ongoing basis. Financial reporting shall be in a format that clearly and accurately reflects performance and that is informative and accurately dated as to periods addressed and covered by such reporting.

Budgetary Management

Budgets will be prepared on an annual basis.

Budgets shall be approved by the Board.

F. (1) Code of Business Conduct

Objectives

To establish a set of ethical principles to guide the NMI in its business activities for the benefit and guidance of NMI members and staff. The Board shall satisfy itself that the Code of Business

Conduct conforms to the appropriate standards in accordance with the relevant statutory requirements and Guidelines.

General Principles

The NMI will conduct its work and activities in a manner consistent with the highest ethical and business standards.

The NMI will ensure that management and employees are not involved in outside employment, business or other activities which conflict with, or are inconsistent with, the business of the NMI. The NMI shall avoid the giving of or receiving of corporate gifts, hospitality or preferential treatment which might in any way affect or compromise, or which would tend to appear to affect or compromise, the ability of, or exercise of independent and wholly objective judgment in and about the conduct of the work and business of the NMI.

The purchasing of goods and services shall at all times be conducted with the highest standard of honesty and integrity and, in accordance, with best business practice.

The NMI will ensure that financial reports and statements will accurately reflect the real performance of the NMI and shall ensure NMI resources will not be used in any respect for personal gain.

The NMI will promote and observe transparency and accountability in its compliance with all relevant legislation.

The NMI will be diligent in its compliance with its obligations under the Freedom of Information Acts and data protection legislation. It shall provide appropriate and proper access in relation to its activities in accordance with the law but at all times respecting the confidentiality of sensitive information such as commercially sensitive information and personal information.

The NMI shall comply with the highest standards in relation to all tendering and procuring procedures.

The NMI Board and its members will collectively and individually, diligently and conscientiously perform their duties as a Board and as members of the Board of a leading national cultural institution.

All NMI Board members shall observe the highest standard of ethics and shall discharge their duties with diligence, care, skill and good judgment.

The Board of the NMI will promote the highest standards of loyalty and fairness in all its dealings with the Director and staff of the NMI.

The Board of the NMI shall ensure that the NMI complies with all legislation and Guidelines that apply in all aspects of its activities.

The Board of the NMI will behave as a respectful employer and will discharge all duties which it is charged to undertake to its staff complying with all relevant legislation, Regulations, Codes and Guidelines.

Members of the Board should at all times comply with duties of confidentiality, data protection and should at all times conform to the highest ethical standards in all matters arising out of and relating to their membership of the Board of the NMI.

The Board shall ensure that all relevant policies are put in place in relation to compliance with statutory workplace obligations including, but not limited to, all employment legislation, safety in the workplace legislation, equality legislation including by ensuring that a Safety Statement and written risk assessments and anti-bullying policies and procedures are duly in place.

The Board of the NMI shall maintain and review this Code on a regular basis.

F. (2) The National Museum of Ireland – Code of Conduct

The NMI has introduced its own Code of Conduct based on the Department of Finance Circular 26/2004. Pursuant to its autonomy and to underpin the change process an integrated approach to

values, standards and behaviour of NMI employees has been adopted through the National Museum Code of Conduct. The same is appended hereto.

G. Service to the Public

The Board of the NMI through the Director is dedicated to ensuring that service to the public is to the highest standard and the highest principles shall inform the NMI's relations with its staff, visitors, customers, clients and stakeholders.

The Board is conscious of the multicultural interests that have an increasing impact on the NMI's functions and role. In this regard equality legislation and all relevant legislation shall be complied with and diversity shall be accommodated in accordance with the highest principles across the range of diversity including, but not limited to, grounds of gender, marital status, family status or sexual orientation, religious belief, disability, age and race.

The Board through the Director shall ensure that the NMI delivers clear, accurate and reliable information at all points of contact and shall ensure that all efficient and appropriate terms of communication, including information technologies are available to ensure quality customer service.

Quality of service shall be monitored on an ongoing basis to ensure that the highest standards are maintained in the delivery of service by the NMI at all times. Complaints about the quality of service shall be dealt with in a transparent manner and a system shall be in place to process such complaints that is accessible.

The Board through the Director shall ensure that quality services through Irish, English and/or bilingually are available and facilitated.

The Board shall maintain and review the performance of the Director and its own performance on a regular basis.

H. Guidelines on the Payment of Fees to the Chairman and Members of the Board

1. The Board of the NMI and its members will ensure that fees and expenses paid to members shall be in accordance with the rates duly authorized by the Minister for Arts, Sport and Tourism and not otherwise.

2. The Board will adhere strictly to the relevant arrangements in relation to any fees payable to the Director of the NMI and will duly observe the arrangements recommended by the Review Body on High Remuneration in relation to any fees payable to the Director for Directorship.

3. As part of the reporting arrangement put in place under the Code of Practice for the Governance of State Bodies, the Chairperson of the Board will each year submit a report to the Minister for Arts, Sport and Tourism affirming that the above guidelines are complied with.

