

**Crime Victims Helpline
Director's Handbook
Code of Conduct for Directors**

1. Introduction

Crime Victims Helpline (CVH) is a national organisation and its reputation and the trust and confidence of those with whom it deals are of fundamental importance to CVH and a key ingredient for success. This Code is designed to maintain trust and confidence in CVH by setting out Directors' responsibilities to CVH.

This Code of Conduct ("the Code") applies to all the Directors of CVH. Reference throughout the Code to "the Company" means CVH. Reference in the Code to "a connected party" (or "connected persons") means the following:-

- (a) spouse, parent, brother, sister, child or step-child
- (b) a body corporate with which the Director is associated
- (c) a person acting as the Trustee of any trust, the beneficiaries of which include the Director or persons at (a) above or the body corporate at (b) above
- (d) a person acting as a partner or any person who by virtue of (a) – (c) above is connected with the Director.

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.

This Code of Conduct:

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

2. General Responsibilities

At all times it is the responsibility of each Director to ensure that he/she acts within the law in general and in particular in fulfilling his/her duties as a Director. It is the responsibility of each Director to satisfy himself/herself as to what is lawful or otherwise. It is also the responsibility of each Director to ensure that all of these activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures. Good example from Directors helps ensure that proper ethical values are observed and accepted at all levels in the Company.

The Chairperson, the Company Secretary and the Executive Director shall ensure that the Directors are supplied, on a timely basis, with information of a suitable quality to enable Directors to satisfactorily discharge their duties.

3. Confidentiality

The Directors of the Company in the course of their duties have access to confidential information and are required to preserve the confidentiality of such information.

Directors should take particular care to safeguard all Company documents. Directors can liaise with the Secretary to arrange secure disposal of Company papers or other data. Any Director, ceasing to be a Director, is personally responsible for ensuring that all Company documents in his/her possession are returned to CVH and that all electronic copies of such documents are securely deleted.

4. Conflict of Interest

The document entitled "Conflict of Interest Policy and Declaration & Register of Interest" is an integral part of this Code of Conduct for Directors.

5. Gifts and Benefits

A Director must not obtain personal advantage from any person dealing with the Company.

In particular a Director must not accept any gifts, or inducements where the value of such could make it appear that the person giving the gift is attempting to influence the Director to gain advantage. Any such gifts or inducements received should be returned tactfully with the request that no gifts be forwarded in future.

The detailed provisions on giving and receiving gifts and entertainment set out in the Employee Handbook should be observed by Directors.

6. Staff Code of Business Conduct

Directors are required to comply with the CVH code of conduct contained in the Employee Handbook and that code is an integral part of this code.

Directors should generally avoid involving themselves in CVH's operational or management matters other than as specifically authorised by the Board or the Chairperson and agreed with the Executive Director. Directors should not interfere in the duties properly delegated to staff but should hold the staff to account through the Executive Director. Directors should recognise that the Executive Director is accountable for the management and performance of staff and, therefore, should not direct staff to carry out any tasks without the express authorisation of the Executive Director.

7. Raising Matters of Concern

CVH has a Policy and Procedures for Raising Matters of Concern which refers to the disclosure of malpractice, illegal acts or omissions within the Company. Directors are expected to use the procedures set out in that policy to report any instances of illegal or unethical behaviour by any of the Company's Directors, managers, employees, agents or contractors. Malpractice is taken very seriously and CVH is committed to the highest possible standards of openness, probity and accountability.

In addition to the above policy, where Directors become aware of non-compliance by CVH with its statutory obligations, they should immediately bring this to the attention of their fellow Directors with a view to having the matter rectified.

8. Obligations

Directors are required, to the extent that it is within their power, to meet the following obligations which help ensure the Director and CVH complies with all relevant Guidelines and Codes of Practice and Irish and EU law.

- Use their reasonable endeavours to attend all Board and Committee meetings.
- Fulfil all statutory and regulatory obligations imposed on CVH.
- Co-operate with relevant regulatory and supervisory bodies.
- Ensure that taxation and welfare legislation is complied with. Ensure that CVH does not engage in “offensive” tax avoidance strategies or transactions.
- Do not engage in unethical, illegal or criminal activities.
- Keep their tax affairs, both personal and business, in order and up to date.
- Ensure CVH competes fairly in accordance with EU and Irish Law.
- Comply with CVH’s policies on Dignity at Work, Equality and Disability.
- Ensure CVH’s Purchasing Procedures and Capital Expenditure Approval Procedures are adhered to.
- Ensure that there are adequate controls in place to prevent material fraud, irregularities or misreporting including compliance with expense reimbursement procedures.
- Directors must not accept positions or consultancy or similar work after their retirement/resignation as a Director which could give rise to conflicts of interest or concerns as to confidentiality.
- Directors shall comply with CVH’s Policy and Procedures in relation to Travel and Subsistence when submitting claims for travel and other out of pocket expenses.

9. Integrity and Fairness

Directors should be (and be seen to be) selfless and objective. They must be seen to be beyond reproach in their conduct and must take care to avoid any hint of suspicion attaching to their activities. Directors should not engage in any activity or conduct, either directly or indirectly, which might bring discredit on him/her or on the Board, or which might occasion embarrassment to the Board.

Directors shall ensure that nothing they do or say should ever weaken CVH and its Board of Directors. Directors will avoid publicly criticising CVH (the company, the Directors or the staff). Directors should be extremely sensitive of their positions when dealing with third parties so as not to suggest or imply that they are prepared to intervene with CVH on their behalf in any abnormal or unusual fashion.

Directors are required to adhere to the highest standards of personal and professional integrity. In particular Directors:

- Take decisions solely in terms of public interest. Directors will not act for personal gain or for the benefit of family and friends.
- Decide issues objectively on their merits.
- Participate in Board activities vigorously but also ethically and honestly at all times.
- Ensure CVH conducts its business fairly.
- Comply with employment and equal status legislation within CVH.

If there is doubt about the probity of any particular situation, the Chairperson should be consulted about that situation by the individual concerned.

10. External Communications

Collectively or individually as necessary, the Chairperson and the Executive Director shall act as spokesperson(s) for CVH with all stakeholders at national policy and Government (including politicians and senior officials in Government Departments to further the objectives of the CVH.

Other Directors must not act as a spokesperson for the CVH unless specifically authorised by the Chairperson/Board to do so at a specific event or on a specific occasion.

Directors support CVH in the provision of general information relating to its activities in a way that is open and enhances its accountability to the general public.

11. Loyalty

Directors take account of the interests of CVH's stakeholders when performing their duties. Directors are required to be loyal to the Company and be fully committed to all of CVH's business activities. Directors acknowledge their duty to act ethically in accordance with this Code.

Directors must respect their fellow Directors and CVH's employees and contractors and the role they play, treating them with courtesy at all times. A Director may also be called upon to represent CVH in dealing with the public and/or other external organisations. In these circumstances, it is the Director's duty to maintain the reputation of CVH by treating people in a helpful and courteous manner; on a timely, reliable and, where appropriate, confidential basis; and in an open and efficient way.

12. Work/Environment

Directors ensure systems, equipment and procedures are implemented to promote and preserve the health and safety of the Company's staff.

Concerns of key stakeholders will be considered by Directors when taking decisions.

CVH seeks to minimise its impact on the environment.

13. Circulation of Code

This Code will be circulated to all Directors for their retention. Directors will be required to acknowledge their receipt and understanding of same. Annual confirmations, confirming their adherence to this Code, will be requested from Directors.

This Code will be made available to staff for their information.

14. Failure to comply with the Code

The arrangements set out below will be followed to deal with actual or suspected breaches of the Code of Director's Conduct. As the Code covers a broad range of matters ranging in gravity from what might be considered relatively trivial matters through to indictable offences. The proposed procedures may need to be tailored to meet the requirements of the specific incident being considered.

Any suggestion that the Code of Conduct for Directors may have been breached should be referred to the Chairperson or the Secretary who will refer the matter to the Board at the earliest available opportunity. The Board will decide whether the matter should be referred to an existing Committee or to a specially constituted Committee of the Board to investigate and establish the facts as far as possible. In doing so, the Board will request the Committee to complete its investigation promptly but with due regard to the principles of natural justice. The Committee will then prepare a report on the issue for consideration by the Board. The Board of CVH will decide what action, if any, CVH should take on the matter.

Directors who are the subject of such allegations must absent themselves from any Board or Committee discussions of the matter unless specifically requested to attend the relevant meeting or part of the meeting.

Some actual or suspected breaches of the Code may constitute illegal acts or acts requiring to be reported to Regulators. In such cases, the matter may also be referred by the Company to An Garda Síochána, where the matter falls within their remit, and/or to the relevant Regulator [e.g. Revenue Commissioners]. This action will be taken by the Company independently from the above process although the results of such reporting and investigations may be used to inform the Board / Committee during the process noted above.

15. Review

This Code will be reviewed at least every two years.