

Health Service Executive

**Annual Compliance
Statement 2019**

and

**Board of Directors / Governing Body and
Corporate Governance Requirements**

Section 39 Providers

Name of Provider: XXX

May 2020

Contents

SECTION	PAGE
Overview	3
Annual Compliance Statement - Implementation	3
<u>Part 1:</u> Annual Compliance Statement Template	4
Section A: Board of Directors / Governing Body Compliance Statement	5
Section B: Board of Directors / Governing Body Declaration of Compliance / Compliance with Exceptions	7
Section C: Provider's Plan for Achieving Compliance	8
Section D: Declaration re Related Companies	10
<u>Part 2:</u> Board of Directors / Governing Body and Corporate Governance Requirements	11

Overview

In 2019 the HSE (the Executive) provided funding of €4.4bn approximately to circa 1,950 agencies for the delivery of a range of health and personal social services, of which approximately €0.835bn was provided to 322 Voluntary Section 39 agencies (hereafter referred to as the “Provider”) who were in receipt of funding in excess of €250,000.

To underpin the funding received, these Providers are required to enter into a formal Service Arrangement with the Executive. The Service Arrangement is the contract between the Executive and each individual Provider and comprises the Part 1 general terms and conditions of the Service Arrangement and the Part 2 Schedules prepared on an annual basis that specify the services to be delivered, budget, staffing, quality and safety requirements, monitoring requirements, etc. for each separate funding arrangement under the Service Arrangement. Providers are obliged under this Service Arrangement to give certain undertakings in relation to compliance with a range of standards and statutory requirements.

Given the level of investment by the State in services provided by the non-statutory sector, each Section 39 Provider Board of Directors / Governing Body in receipt of €3m, or greater, funding from the Executive must, in accordance with the Service Arrangement:

- Submit a formal **Annual Compliance Statement** as set out in Part 1 of this document, and
- Adopt and implement **core governance standards** as set out in Part 2 of this document.

Submission of the Annual Compliance Statement will form part of the consideration of ongoing funding for each Provider.

Annual Compliance Statement - Implementation

The Service Arrangement between the Executive and the Provider sets out in advance each year the nature of the relationship between both organisations. The submission of an Annual Compliance Statement is an additional requirement to the Service Arrangement process.

- **Each Provider is required to furnish the Executive with an Annual Compliance Statement.**
- **The Compliance Statement must be completed by the Board of Directors / Governing Body of the Provider, having reviewed the compliance of their organisation over the course of the previous year with specific requirements set out in the Service Arrangement.**
- **The Statement needs to be approved by the Board of Directors / Governing Body of the Provider, signed by the Chairperson and one other Member¹ on behalf of the Board of Directors / Governing Body, and be submitted to the Executive before the end of May each year.**
- **If, during the course of a year, any significant instance of non-compliance is identified, this should be immediately notified to the Executive by the Chairperson of the Provider’s Board of Directors / Governing Body.**

It is recognised, however, that some organisations may not be fully compliant with all of the core governance standards set out in Part 2 of this document. In these circumstances, the Executive adopts the ‘**comply or explain**’ approach. Where Providers are not in full compliance, they will be asked to explain why this is the case and to indicate the details of the changes they propose to make.

In preparation for the completion of the Annual Compliance Statement, the Board of Directors / Governing Body of each Provider should compare its governance arrangements against the governance requirements set out in Part 2 of this document. Areas of non-compliance, and a summary of the actions being taken to address these issues, should be set out in the Annual Compliance Statement.

Boards of Directors / Governing Bodies should review their areas of non-compliance on an ongoing basis. Note: The Executive may undertake a review of the level of compliance with these core governance arrangements within individual Section 39 Providers.

¹ ‘Member’ refers to the Board of Directors / Governing Body Members of the Provider

Health Service Executive

Part 1

Annual Compliance Statement for the year 2019

Name of Provider: **XXXXXXXXXX**

Annual Compliance Statement by the Members of Section 39 Providers

Section A: Board of Directors / Governing Body Compliance Statement

The Board of Directors / Governing Body of [*Provider to insert name of Provider*] having made enquiries of and sought and considered formal written assurances from the [*Provider to insert title of post holder*] hereby confirms its compliance or non-compliance with respect to each of the declarations set out below.

1. Governance

- 1.1 The governance arrangements, including Board of Directors / Governing Body arrangements and responsibilities, are in compliance with the HSE Code of Governance and the Core Standards for Governance (set out in Part 2 of this document).
- 1.2 A declaration has been made to the Executive in Section D of this document regarding the Provider's relationship with any related companies, including subsidiary / quasi-sub subsidiary, parent companies and organisations. This includes, but is not limited to, organisations with shared Members², organisations that use the name of the principal Provider or other types of related or subsidiary organisations, including fund raising organisations.

[Note: Please complete the Declaration Form in Section D of this document.]

2. Internal Code of Governance

- 2.1 An internal written Code of Governance is in place and includes a system of internal controls to ensure compliance with the Service Arrangement with the Executive and with all applicable laws and regulations as required under the Service Arrangement.

3. Risk Management

- 3.1 A formal risk management system is in place to identify corporate risks for escalation to and review by the Board of Directors / Governing Body where appropriate.

4. Remuneration

Clause 3.2 (c) (viii) of the Service Arrangement states that:

"The Provider shall

(viii) not pay nor subsidise salaries, expenses or other perquisites (including, but not limited to, bonus payments and benefits in kind) which exceed those normally paid within the public sector and to have regard to the Department of Health Circular 11/2013, as may be updated, amended or replaced from time to time and all requirements of Government pay policy as may be notified to the Provider from time to time in respect of remuneration of senior employees and officers of the Provider"

- 4.1 The Provider confirms compliance with Clause 3.2 (c) (viii) of the Service Arrangement, as set out above.
[Note: If you are not in compliance with Clause 3.2 (c) (viii), as set out above, i.e. if salaries, allowances, expenses or other perquisites being paid exceed those normally paid in the public sector, please provide details in Section C (i) of this document.]
- 4.2 All salaries are paid through the organisation's payroll.

² 'Members' refers to the Board of Directors / Governing Body Members of the Provider

4.3 If salaries, allowances, expenses or perquisites, etc. are being paid in excess or outside the terms stated in 4.1, the Provider has stated in Section C (i) of this document, in all cases, how they are being funded.

[Note: Please provide details of any salaries, expenses or perquisites which exceed those normally paid within the public sector, including those paid outside of the organisation's payroll, or from other sources, in Section C(i).]

5. Finance

5.1 The Annual Financial Statements of the Provider for the period covered by this Compliance Statement have been audited and have, along with the external auditor's certificate, the external auditor's management letter and any Management Response and/or Representations letter issued to the external auditors, been supplied to the HSE Named Contact, as per the Service Arrangement, for examination by them.

5.2 The Provider has submitted its Annual Financial Monitoring Return to the HSE Named Contact, as per the Service Arrangement.

5.3 The Provider has complied with the Department of Public Expenditure and Reform Circular 13/2014.

5.4 The Provider's Auditors have been made aware of the requirements of the Executive under the Service Arrangement.

5.5 An adequate financial control system is in place which includes written financial procedures.

5.6 The number and type of bank accounts and credit card facilities are known to the Board and there is a formal Board process in place for the opening and closure of all bank accounts and credit card facilities. The Board are aware of all signatures to the organisation's bank accounts and credit cards and are satisfied that bank accounts and credit card accounts are being used appropriately.

6. Capital Assets

6.1 The Provider confirms that where a capital asset is funded / part-funded by the Executive, the State's interest has been protected by the Provider through entering into a Grant Agreement prepared by the Executive which sets out the terms and conditions detailing the basis upon which the Executive has provided and the Grantee has accepted the Capital Grant including the security required by the Executive, to protect the State's interest in the asset.

7. Taxation

7.1 The Provider maintains current Tax Clearance.

8. Procurement

8.1 The Provider is compliant with public procurement law, regulations and guidelines as set out in Part 1 of the Service Arrangement and with the *Code of Practice for the Governance of State Bodies*.

8.2 The Provider has engaged with HSE Health Business Services (HBS) Procurement to progress the development of a corporate procurement plan and has used HBS and Office of Government Procurement (OGP) contracts and frameworks, as appropriate.

8.3 The Board of Directors / Governing Body has a management system in place which identifies any contracts in excess of €25,000 which were not subjected to the appropriate competitive procurement process in 2019.

9. Other Matters

9.1 Any issues of serious concern in relation to governance, or other relevant matters, that warranted immediate attention by the Provider during the period covered by this Compliance Statement were promptly brought to the attention of the HSE Named Contact, as per the requirements of the Service Arrangement.

Section B: Board of Directors / Governing Body Declaration of Compliance / Compliance with Exceptions

For the full year from 1 January 2019 to 31 December 2019 we, the Members of [Provider to insert name of Section 39 Provider], confirm that, having reviewed the compliance requirements set out above, [Provider to insert name of Section 39 Provider]:

(Provider to please tick one of the below statements, as appropriate.)

<i>Is in compliance with the requirements of the Executive set out in this Declaration (Section A, sub-sections 1-9) and, to the best of our knowledge and belief, there have been no significant breaches between the end of the reporting period and the date of this certification.</i>	
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<i>Is in compliance with the requirements of the Executive set out in this Declaration (Section A, sub-sections 1-9) with the exception of the areas identified in Section C on the following page(s) which require corrective action in order to achieve full compliance.</i>	
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Where we, the Members of [Provider to insert name of Section 39 Provider], have stated that [Provider to insert name of Section 39 Provider] is not in compliance with the requirements as set out above, the actions set out overleaf have been agreed by the Board of Directors / Governing Body to achieve compliance, together with the timeframes within which this will be done.

Strong due diligence procedures were exercised by the Board to satisfy itself in relation to the completeness and accuracy of this Compliance Statement. In this regard, having made enquiries of, and sought and considered formal written assurances from, the [Provider to insert title of post holder], this Compliance Statement (comprising Part 1 and Part 2 - submitted herewith) was approved by the Board of Directors / Governing Body and signed by the Chairperson and one other Member of [Provider to insert Name of Section 39 Provider] at its meeting dated [Provider to insert date].

Chairperson:	Signed: _____ Printed (Block Capitals): _____
Other Member:	Signed: _____ Printed (Block Capitals): _____
Name of Provider:	
Date:	

Section C: Provider's Plan for Achieving Compliance

C (i) Details of salaries, allowances, expenses or other perquisites, which exceed those normally paid within the public sector

Please indicate a "Nil" return, if applicable.

	Post where salary, allowance(s), expenses or perquisites exceed those normally paid within the public sector	Date salary / allowance(s), expenses, perquisites commenced	Value of current total remuneration i.e. list current salary and individual allowance(s), expenses, perquisites €	% Funded by the HSE	Origin of source of funding for the non-HSE funded element of the salary, allowance(s), expenses, perquisites	If the HSE/State funded element of the post exceeds what is normally paid within the public sector, please state corrective action being taken and timeline for same. ³⁽ⁱ⁾
1.						
2.						
3.						
4.						
5.						
6.						

³⁽ⁱ⁾ The Executive retains the right to require Providers to amend their correction plans if it deems the actions to be insufficient or inappropriate.

C (ii) Non-Compliance in other areas

Area of non-compliance	Corrective actions being taken to attain compliance ³⁽ⁱⁱ⁾	Due date

³⁽ⁱⁱ⁾ The Executive retains the right to require Providers to amend their correction plans if it deems the actions to be insufficient or inappropriate.

C (iii) Other issues identified by the Board of Directors / Governing Body

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Section D: Board of Directors / Governing Body Declaration re related companies including subsidiary, quasi-subsidiary, parent companies and organisations.

Please provide details below of the Provider's relationship with related companies including subsidiary, quasi-subsidiary, parent companies and organisations. This includes, but is not limited to, organisations with shared Members⁴, organisations that use the name of the principal Provider, or other types of related or subsidiary organisations, including fund raising organisations.

This Section D must be completed by the Provider. Please indicate a "Nil" return, if applicable.

Name of Company / Organisation	Relationship with S39 Provider	Principal business of the related Company / Organisation	Name of Shared Members	Detail the exact nature of the relationship of the S39 Provider with the named Company / Organisation. <i>(Example may be to give details of any income and/or expenditure transfers between the S39 Provider and the named Company / Organisation)</i>
1.				
2.				
3.				
4.				
5.				

⁴ 'Members' refers to the Board of Directors / Governing Body Members of the Provider

Part 2

Board of Directors / Governing Body and Corporate Governance Requirements

The Service Arrangement and Governance

The Service Arrangement between the Executive and each Provider requires that:

- The Provider shall co-operate fully with the Executive by implementing policies and procedures consistent with the Framework for the Corporate & Financial Governance of the Executive (published by the Executive pursuant to Section 35 of the Health Act 2004) in areas which include internal audits, risk management, public procurement, financial reporting, quality of service and other matters which may be reasonably deemed appropriate by the Executive and to meet the standards of behaviour as set out in the Code of Standards of Behaviour within the Framework for the Corporate and Financial Governance of the Executive.
- The Provider shall ensure that it has effective internal codes of governance in place, including an adequate system of internal controls to ensure compliance with laws and regulations and the Provider shall use (among other relevant publications) the *Code of Practice for the Governance of State Bodies* publication as a guide in drawing up such codes of governance.
- Where an issue of serious concern in relation to governance is identified, it shall be notified in writing to the Executive promptly together with a proposal for dealing with the issue and a timetable within which the issue will be addressed.
- The Provider will co-operate with reviews of governance arrangements.

Corporate Governance

Corporate Governance

Corporate governance comprises the systems and procedures by which enterprises are directed and managed. State bodies must serve the interests of the taxpayer, pursue value for money in their endeavours (including managing risk appropriately), and act transparently as public entities, and these principles would also apply to organisations funded pursuant to Section 39 of the Health Act 2004.

While it is recognised that many Provider agencies have appropriate governance arrangements in place, the Executive is setting out below what it considers to be the core set of governance standards required to be met by each Provider.

It is also acknowledged that while these core standards must be in place, Providers may have additional governance requirements that must also be fulfilled.

The Executive expects that Providers would adopt best practice Corporate Governance standards and that they would have regard to the provisions in the Charities Act and the Companies Acts.

Implementation Period

It is recognised that some Providers may not be fully compliant with all of these core standards and in these cases they must explain in Section C of the Annual Compliance Statement why this is the case and indicate details of any changes they propose to make.

Core Standards for Governance

The Board of Directors / Governing Body

The Provider Board of Directors / Governing Body

The Board of Directors / Governing Body of the Provider is responsible for overseeing the proper management of the organisation. In particular it has a collective responsibility for:

- Acting in the best interests of the body they oversee and for the users of their services and their staff;
- Ensuring that appropriate clinical and professional governance arrangements are in place;
- Leading and directing the organisation's activities;
- Providing strategic guidance;
- Monitoring the activities and effectiveness of the CEO and management team;
- Ensuring effective systems are in place for identifying and managing risk;
- Ensuring the adequacy of internal financial controls; and
- Accounting accurately to the State as the primary funder of its activities.

Members of the Board of Directors / Governing Body should act on an informed basis, in good faith, with due diligence and care, and in the best interests of the organisation to ensure that public monies are applied for the purpose they have been provided.

In relation to the Board of Directors / Governing Body for each Provider, the following are good practice requirements which must be adhered to as part of the funding arrangement with each Provider. Some of these requirements are also set out in the HIQA Report into Tallaght Hospital.⁵

Appointment of Members

The membership of the Board of Directors / Governing Body should reflect diversity in terms of gender, skills and areas of competency. The size of the Board of Directors / Governing Body, therefore, should be large enough to take account of the full range of members' duties and responsibilities but small enough to enable the Board of Directors / Governing Body to perform effectively. The nature, scale and complexity of the business being conducted by the Provider should be taken into consideration when deciding the structure and size of the Board of Directors / Governing Body. **The Board of Directors / Governing Body should be of an appropriate size to reflect the scale of the Provider's activities.**

Furthermore, the following classes of persons are not eligible to be a member of the Board of Directors / Governing Body:

- a) A person who is a spouse or civil partner, parent, sibling or child of a Member,
- b) or a child of the spouse or civil partner of a Member,
- c) or a spouse, civil partner, parent, sibling or child of an employee at senior management level,
- d) or an employee (unless provided for in legislation).

Unless otherwise set out in Statute, the membership term for each Member should not generally exceed 3 years (excluding any part year between co-option and election to the Board of Directors / Governing Body). On completion of a term of office, a Member is eligible for re-appointment but may not serve more than 3 consecutive terms (i.e. a maximum of 9 years). This resignation of Members should occur on a phased basis to ensure the continuity of governance.

The Executive reserves the right to appoint a named individual to work with the Board of Directors / Governing Body and Members to assist in resolving any identified governance or performance issues relating to the running of the Provider agency.

⁵ Report of the investigation into the quality, safety and governance of the care provided by the Adelaide and Meath Hospital, Dublin incorporating the National Children's Hospital (AMNCH) for patients who require acute admission.

The Board of Directors / Governing Body should:

- Have clearly documented procedures in place for the identification, selection and appointment of Members.
- Have a succession plan in place for the Board of Directors / Governing Body membership to ensure continuation of the effectiveness of the Board of Directors / Governing Body.
- Unless set out otherwise in Statute, have a membership of no less than 7 Members and ordinarily no more than 12.
- Maintain a record of Board of Directors / Governing Body membership and tenure.
- Clearly document procedures for the disqualification of Members.
- Put in place a structured induction programme for new Members.

Unless provided for in legislation, no employee of the Provider should serve as a member of the Board of Directors / Governing Body.

Responsibilities of the Board of Directors / Governing Body and its Members

The Board of Directors / Governing Body is responsible for compliance with all statutory obligations applicable to the body that may be set out in the legislation governing the establishment of the body or in other relevant legislation or as set out in the Service Arrangement between the Executive and the Provider. The Board of Directors / Governing Body should satisfy itself that all such obligations are identified and made known to it.

The Board of Directors / Governing Body should have effective internal Codes of Governance in place, including an adequate system of internal controls to ensure compliance with laws and regulations, and should use the following documents (among other relevant publications) as a guide in drawing up such Codes of Governance:

- The HSE Code of Governance.
- The Code of Practice for the Governance of State Bodies.
- The Governance Code – A Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland.
- The Charities Governance Code

The Board of Directors / Governing Body should review annually the effectiveness of the Provider's system of internal controls, including financial, operational and compliance controls and risk management. This must include the number and use of bank accounts and credit card accounts.

The Board of Directors / Governing Body should put in place procedures whereby employees may raise concerns, in confidence, about possible irregularities in financial reporting or other matters and for ensuring meaningful follow-up of matters raised in this way.

The Members should ensure that the business is a going concern with supporting assumptions or qualifications as necessary.

The Members are collectively responsible for the business of the organisation and are the trustees of its assets. Members must, therefore, act with due care and diligence.

Reserved Functions of the Board of Directors / Governing Body

The Board of Directors / Governing Body should assure itself that it has clearly documented the range of responsibilities that it reserves to itself. At a minimum, these should include:

- Putting in place a clear scheme of delegation of accountability from the Board of Directors / Governing Body to the CEO;
- Approval of strategic and annual service plans;
- Approval of annual budgets;
- Approval of significant procurement contracts, acquisitions, disposals and retirement of assets of the Provider or its subsidiaries. The Board of Directors / Governing Body should specify clear quantitative thresholds for contracts above which Board of Directors / Governing Body approval is required and should approve the terms of major contracts;

- Approval of risk management policies;
- Oversight of senior management remuneration. The Board of Directors / Governing Body must ensure that it has proper oversight of remuneration within the organisation.
- Approval of annual reports and audited financial statements. (There is a requirement to publish the audited annual financial statements on the Provider's website);
- Approval of the Annual Compliance Statement prior to submission to the Executive; and
- Appointment of the CEO and assessment of the performance of, and succession planning for, the CEO.

Chairperson's Role and Duties

Unless otherwise provided for by Statute, the Members of the Board of Directors / Governing Body, should elect the Chairperson. The appointment should be for a period not exceeding 3 years in line with the duration of the term of office of Members. At the end of 3 years, the Chairperson can be re-appointed for a maximum of a further 3 years.

The Chairperson must oversee the orderly operation of the Board of Directors / Governing Body and ensure that there is appropriate interaction between the Provider and the Executive as its primary funder.

The roles of Chairperson and CEO should not be exercised by the same person.

Conducting the business of the Board of Directors / Governing Body

The Board of Directors / Governing Body should meet regularly, with proper records of meetings and decisions taken at meetings maintained and signed by the Chairperson, after being adopted at the subsequent meeting of the Board of Directors / Governing Body.

The collective responsibility and authority of the Board of Directors / Governing Body should be safeguarded. All Members must be afforded the opportunity to fully contribute to Board of Directors / Governing Body deliberations while excessive influence on Board of Directors / Governing Body decision-making by one or more individual Members should be guarded against.

The Board of Directors / Governing Body should be supplied with information which is of a suitable quality to enable Members to satisfactorily discharge their duties. In this regard, the Board of Directors / Governing Body should:

- Develop and adopt formal Standing Orders for its meetings covering issues such as the management of meetings, the Quorum and Voting Rights, the requirements for attendance at Board of Directors / Governing Body meetings, disclosure of interests, establishment of committees, etc.
- Have in place a procedure for recording the concerns of Members that cannot be resolved.
- Ensure that the names of each Member are set out in the Annual Report of the Provider and that the attendances of each Member at Board of Directors / Governing Body meetings are reported in the Annual Report.

Evaluating the effectiveness of the Board of Directors / Governing Body

The Chairperson should on an annual basis, and together with the Board of Directors / Governing Body, undertake a formal review of the Board of Directors / Governing Body's performance for the previous year.

Oversight

Establishing committees

The Board of Directors / Governing Body is also responsible for overseeing and challenging the work of the CEO and Management Team, ensuring that systems of internal controls are in place, including financial controls, and that risk is managed, and for overseeing the remuneration of the employees of the organisation.

To do this the Board of Directors / Governing Body is required to oversee the operation of the organisation. At a minimum, in the larger organisations, these must include committees that will deal with Audit, Remuneration, Risk and Quality & Safety. However, the HSE acknowledges that some Providers may not be in a position to

establish such a committee structure. In such cases it is imperative that a formal Board of Directors / Governing Body process is in place to discharge the functions of these Committees and this should be evidenced through the Board of Directors / Governing Body minutes.

Unless alternative provisions for the selection of members to the Board of Directors / Governing Body are set out in Statute, the Board of Directors / Governing Body should also establish a Nominations Committee.

The Terms of Reference for each committee should be specified in writing, approved by the Board of Directors / Governing Body, and reviewed annually.

Membership of each committee should comprise non-executive and independent members.

The Committees, where appropriate, should cover the following and, where Committees are not in place, the Board of Directors / Governing Body should ensure that it is satisfied that these matters are appropriately covered.

Audit

An Audit Committee should be established to assist the Board of Directors / Governing Body in fulfilling its duties by providing an independent and objective review of:

- The accuracy of financial data;
- The financial reporting process;
- The process relating to the organisation's management of financial risks, prevention of corruption and waste and the system of internal control; and
- Internal and external audit processes.

The Board of Directors / Governing Body should ensure that:

- An Audit Committee has been established;
- At least one of its members has strong financial expertise and qualifications;
- The Chair of the Audit Committee must be either independent of the Provider or a non-executive member of the Board of Directors / Governing Body. He/She should not be an employee of the organisation; and
- The remaining members of the Audit Committee must all be non-executive members.

Remuneration

The Board of Directors / Governing Body should ensure that a committee is established that will deal with remuneration and which will assist in ensuring that the remuneration policies and practices of the organisation have regard to the particular requirements of public pay policy and any specific directions or instructions of the Executive. The Board of Directors / Governing Body should ensure that at least one of its members has strong relevant human resource expertise.

Risk

The Board of Directors / Governing Body should ensure that a committee is established that will provide an independent and objective review in relation to non-financial risks. In particular, it should:

- Ensure that a risk management policy is prepared and approved by the Board of Directors / Governing Body;
- Review processes related to the identification, measurement, assessment and management of risk in the organisation;
- Promote a risk management and quality improvement culture throughout the organisation; and
- Set the risk tolerance of the Provider for its key risk areas.

Quality & Safety

The Board of Directors / Governing Body should ensure that a Quality & Safety Committee is established to provide assurance that there are appropriate and effective systems in place to cover all aspects of Quality & Safety. The Committee should oversee quality and safety on behalf of the Board of Directors / Governing Body.

Nominations

The Board of Directors / Governing Body should satisfy itself that, where appropriate, plans are in place for the orderly succession of appointments to the Board of Directors / Governing Body so as to maintain an appropriate balance of skills and experience within the Provider agency and on the Board of Directors / Governing Body and to ensure progressive refreshing of the Board of Directors / Governing Body. In this regard, the Board of Directors / Governing Body should have a committee to deal with Nominations. This committee should be responsible for:

- Developing and recommending to the Board of Directors / Governing Body formal, rigorous and transparent procedures for the identification, selection and appointment of Board of Directors / Governing Body members;
- Reviewing and monitoring the membership needs of the Board of Directors / Governing Body and its committees; and
- Ensuring that the search for Board of Directors / Governing Body candidates is conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board of Directors / Governing Body, including gender and skill mix.

Code of Conduct

The Board of Directors / Governing Body is required to produce a Code of Conduct for Members and staff. It should identify the relevant provisions regarding conduct/conflicts of interest in the governing legislation of the body. The Code should also set out procedures for addressing conflicts of interest.

The Board of Directors / Governing Body should ensure that:

- It has a written Code of Conduct for its Members and employees;
- This Code of Conduct has been approved by the Board of Directors / Governing Body;
- The Code is published on the organisation's website and has been circulated to all Members, management and employees;
- All staff of the organisation are made aware of the provisions of and procedures regarding Protected Disclosures of Information; and
- In a Board of Directors / Governing Body resolution, formal procedures are laid down whereby Members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Provider. Such procedures should also be set out in the Code of Conduct for Members.

A copy of the HSE's Code of Standards and Behaviour is available at:

<http://www.hse.ie/eng/staff/Resources/Codeofstandards.pdf>