

Arts Council of Northern Ireland

Code of Conduct for Board members

February 2024



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Policy Owner	ACNI Board Working Group
Version	4.0
Issue Date	26 June 2019

This policy is a controlled document and is held centrally by Arts Council of Northern Ireland

Document History

Version	Date Created / Reviewed	Reason for change	Status
1.0	24 October 2013		Approved by Board
2.0	5 November 2014	Updated in-line with DFP guidance (FD/DFP 04/14).	Approved by Board
3.0	3 October 2018	Redraft by Board Working Group following an Independent Governance Review March 2018.	Approved by Board
4.0	26 June 2019	Reviewed by Board Working Group following an Independent Review March 2019.	Approved by Board
4.1	6 February 2024	Reviewed for accessibility.	

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Appendix 1 – Seven Principles of Public Life

Appendix 2 – MSFM

Appendix 3 – OnBoard Guide Section 3

1. Introduction

This Code sets out the standards of conduct expected of Board members of the Arts Council of Northern Ireland (ACNI) and any other individuals involved in its governance. The Code is based on a guidance issued in April 2014 by the Department of Finance and Personnel (FD/DFP 04/14) and further informed by best practice outlined which see creating an inclusive Board with respectful conduct between members as a crucial component of good governance.¹

As a Board member, members are required to observe the Code as part of your terms and conditions of appointment. Behaviour and actions must be governed by the principles set out in the Code of Conduct for ACNI and each Board member has responsibility to ensure familiarity and compliance with, and commitment to all the relevant provisions of the Code. Any breach of the Code will be viewed as a breach of the terms and conditions of appointment.

The Chair of the Board should lead the Board in creating constructive relationships. S/he should set the tone for all Board relationships and should enable respectful conduct and challenge within a space that is open for dialogue between diverse individuals. All Board members should contribute towards building a culture of trust and confidence.

2. Public Service Values and the Seven Principles of Public Life

Public Service Values are at the heart of what ACNI does and the Board has a clear responsibility for corporate standards of conduct and acceptance of the Code. **(See Appendix 1)**

The Board of the Arts Council of Northern Ireland must at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the advice they provide and the management of ACNI;
- be accountable to the Department for Communities (DfC), the NI Assembly and the public more generally for its activities and for the standard of advice it provides; and
- in accordance with Government policy on openness, comply fully with the Code of Practice on Access to Government Information.

The Minister of the sponsoring department (DfC) is answerable to the NI Assembly for the policies and performance of ACNI, including the policy framework within which it operates.

3. Standards in Public Life

The key principles upon which this Code of Conduct is based are the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the “Nolan Principles”) **(Appendix 1)**. These principles should inform actions and decisions as for member of the Board of ACNI.

¹ See also Association of Chairs 2017 “Managing Difficult Board Dynamics” Institute of Chartered Secretaries and Administrators and the Charity of Governance Code

All Board members must:

- follow the Seven Principles of Public Life; (**Appendix 1**)
- comply with and commit to this Code, ensuring they understand their duties, rights, and responsibilities, and are familiar with the function and role of ACNI and any relevant statements of Government policy.

The Seven Principles of Public Life are Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership (**Appendix 1**). The Arts Council recognises two further principles:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly, you must respect members of the public when performing duties as a member of your public body.

You should apply all the principles of this code to your dealings with fellow members of the Arts Council Board, its employees, and other stakeholders.

New Board members are required as a condition of appointment to attend relevant governance training and induction courses.

4. General Responsibilities (also see section 5 Corporate Governance)

4.1 Responsibilities to Board Members, Employees & Others

Members of the Board have collective responsibility for the strategic direction and oversight of the management and operation of ACNI. The corporate responsibilities of the Chair and members of the Board are as set out in the Management Statement and Financial Memorandum (MSFM) agreed with the Department. (**See Appendix 2**)

Board members should:

- play a full and active role in the work of ACNI;
- fulfil duties and responsibilities responsibly and at all times, in good faith and in the best interests of ACNI;
- engage fully in collective consideration of the issues, taking account of the full range of relevant factors, including any guidance issued by DfC or the Minister;
- comply with any statutory or administrative requirements relating to the post;
- ensure that the code of Practice on Access to Government Information (including prompt responses to public requests for information) is adhered to;
- agree an Annual Report;
- decision making: Board members collectively take decisions after thorough and constructive debate. Note that a sense of corporacy means that, whilst disagreement can be noted in the

minutes, once a decision has been made, all Board members should collectively support the collective decision or resign if appropriate.

- respect the principle of collective decision making and corporate responsibility;
- not use, or attempt to use, the opportunity of public service to promote personal interests or those of any connected person, firm, business or other organisation;
- respond appropriately to complaints, if necessary, with reference to DfC; and
- ensure that the Board does not exceed its powers or functions.

4.2 Board Members Conduct

When dealing with, fellow Board members, staff, the public, stakeholder or others, Board members should at all times act in a polite, efficient, sympathetic manner and without bias or favour using the highest standards of conduct and service.

Board members should:

- deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of their ability;
- not act in any way that unjustifiably favours or discriminates against a particular individual or interests.
- treat staff with courtesy and respect and expect the same consideration will be shown in return.
- not ask or encourage employees to act in a way which would conflict with the ACNI Staff Code of Conduct.
- identify issues of bullying, and harassment and deal with appropriately and swiftly through the Board.

The Board shall be responsible for ensuring relevant policies are in place.

Individual Board members can normally be removed from office by the Minister if they fail to perform the duties required of them in line with the standards expected in public office.

N.B. No code can provide for all circumstances and if you are uncertain about how any aspect of the Code of Conduct applies, please seek advice from the Chair, Chief Executive or Director of Finance and Corporate Services who, in turn, may seek advice from DfC.

4.3 Communications

Communications between the Board and both the Department and the Minister will generally be through the Chair except where the Chair and/or Board has agreed that an individual member should act on its behalf. Nevertheless, any Board member has the right of access to Ministers on any matter which is believed to raise important issues relating to duties as a Board member. In such cases the agreement of the rest of the Board should normally be sought.

Inter Board communication and those sent to the Department on behalf of the Board should be comprehensive, inclusive, and sent to all Board members. Communication to, from and between Board members, internally and externally, including with advisors, should where possible have an

appropriate use of confidentiality.

Board members should keep senior staff informed of planned and unplanned meetings and contacts with Arts Council clients.

Communication should be respectful and timely at all times. Any public statement made by Board members should reflect the core corporate communications of the Arts Council and its strategies and policies.

4.4 Declaration and Conflicts of Interest

The purpose of these provisions is to help avoid any situation in which Board members could be influenced or appear to be influenced by their private interests in the exercise of their public duties. A register of interests will be kept up to date by ACNI and will be open to the public.

Board members must ensure that no conflict arises, or could reasonably be perceived to arise, between public duties and private interests – financial or otherwise. The appearance of a conflict of interest, in terms of public perception, can be every bit as damaging as an actual conflict – both should be avoided.

Board members must comply with the ACNI rules on handling conflicts of interest and should therefore:

- Declare publicly any personal or business interest which may, or may be perceived to, influence their judgment in relation to public duties. This should include, as a minimum, personal direct and indirect financial interests, and should normally also include such interests of close family members and of people living in the same household;
- If in doubt as to what should or should not be declared/registered Board members should discuss this with the Chair, the Chief Executive or the Director of Finance and Corporate Services;
- Declare at Board meetings for recording in the minutes, any interest which specifically relates to a particular issue under consideration, (whether or not the Board member also withdraws from the meeting);
- Not participate in the discussion or determination of matters in which they have an interest;
- Normally withdraw from meetings (even if held in public) if:
 - an interest is direct and financial;
 - an interest is covered in specific guidance issued by ACNI or DfC;
 - an interest might create a perception of bias.

It is extremely important that no advantage (real or perceived) should be given to Board members, to individuals or to organisations with Board connections or representation.

Board members are responsible for ensuring that:

- they are familiar with ACNI rules on declaring and handling conflicts of interests,
- they comply with these rules;
- entries in the ACNI register of members' interests are accurate and up to date.

5. Corporate Governance (also see section 4 General Responsibilities)

Board Members should adhere to the highest standards of corporate governance as set out in Section 3 OnBoard Guide. *(See Appendix 3)*

5.1 Use of Public Funds

Board members have a duty to ensure the safeguarding of public funds and the proper custody of assets which have been publicly funded.

Board members must carry out fiduciary obligations responsibly – i.e. take appropriate measures to ensure that ACNI uses resources efficiently, economically, and effectively, avoiding waste and extravagance. It will always be improper use of public funds for public bodies to employ consultants or other companies to lobby the NI Assembly, Ministers, or political parties.

5.2 Allowances

Board members must comply with the rules set by the Board and ACNI regarding remuneration, allowances, and expenses. Payment and taxation of these should be in line with relevant HM Revenue and Customs and DoF guidance. Ultimately, however it is Board members' responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.

5.3 Gifts and Hospitality

Board members must:

- not accept any gifts or hospitality which might, or might reasonably appear to, compromise personal judgment or integrity or create an improper obligation;
- never canvass or seek gifts or hospitality;
- comply with the rules set by ACNI on the acceptance of gifts and hospitality which are in line with current DoF guidelines;
- inform the Chair or Chief Executive of any offer of gifts or hospitality and ensure that where accepted this is recorded in the public register in line with the ACNI rules.

Board members are responsible for decisions on the acceptance of gifts or hospitality and for ensuring that anything accepted can stand up to public scrutiny and will not bring ACNI into disrepute.

5.4 Client access to members of public bodies

Board members are encouraged to be open and accessible. However, the desire to engage with stakeholders must take account of the need to ensure transparency and probity in the way in which the public body conducts its business.

Some organisations and individuals will make their views known directly to individual Board members. The rules in this Code set out how you should conduct yourself in your contacts with those

who would seek to influence or lobby you. This code is designed to encourage proper interaction between members of public bodies and stakeholders.

- 5.4.1** You must not, in relation to contact with any stakeholder do anything which contravenes this Code or any other relevant rule of the Arts Council or any statutory provision.
- 5.4.2** You must not, in relation to contact with any stakeholder, act in any way which could bring discredit upon the Arts Council. Do not do or say, anything that could be construed as your being improperly influenced to take a particular stance on an issue.
- 5.4.3** Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. It is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.
- 5.4.4** You must not give or be perceived to give preferential access to any one side of an argument.
- 5.4.5** You must not give funding advice.
- 5.4.6** You should not accept any paid work:
 - a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
 - b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the Arts Council and its clients.

5.5 Use of Official Resources and Information

Board members must not:

- misuse official resources for personal gain or for political purpose. Use of such resources must be in line with ACNI rules on usage;
- misuse information gained in the course of their public service for personal gain or for political purpose;
- disclose any information which is confidential in nature, or which is provided in confidence without authority.

This duty continues to apply after you have left the Board of the Arts Council.

5.6 Political Activity

In your public role, you should be, and be seen to be, politically impartial. Board members should not:

- hold any paid party-political post or hold a particularly sensitive or high-profile posts in a political party;
- make political statements or engage in specific political activities on matters directly affecting the work of ACNI;

Subject to the above, Board members may engage in other political activities and should be:

- even handed in all dealings with political parties;
- conscious of the public role, the responsibilities of a Board member and exercise proper discretion;
- inform the Chair and DfC before undertaking any significant political activity.

These restrictions do not apply to MPs (in those cases where MPs are eligible to be appointed), MLAs, local councillors, or to Peers in relation to their conduct in the House of Lords. Proper discretion should still be exercised on matters directly related to the work of ACNI and members should recognise that certain political activities may be incompatible with the role as a Board member.

5.7 Employment and Appointments

Board members wishing to take up new employment or appointments during their term of office must inform the Chair and DfC. Formal consideration will be given to whether such additional appointments are appropriate given the current appointment to ACNI.

On leaving office, Board members must comply with the rules on the acceptance of future employment or appointment.

5.8 Media Communication (direct contact, use of social media)

Board members should:

- refer to Arts Council guidance on the use of social media.
- make no comment on policy debate.
- should only use social media platforms to deliver positive messages and advocacy for the sector.
- take care when using social media that they do not bring the organisation into disrepute.
- refer to updates and follow the guidance from the ACNI Communications Team.
- only represent the Board's agreed corporate view on ACNI policy and strategy.

The Seven Principles of Public Life

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisation that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

Leadership

Holders of public office should promote and support these principles by leadership and example.