



**CYCLING
IRELAND**

Cycling Ireland Policy Number

CIP_2022_1

**Cycling Ireland Code of Conduct and Conflict of
Interest Register for Board Members and
Sub-Committee Members**

Document History

Date	Author	Comments / Changes	Version
12/21		Initial Draft Presented	V0
16/03/21	G. McIlroy	Formatted and reviewed for presentation for Board approval	V1
22/06/22	M McGlynn	Approved by the Board	Final
16/02/24	G.McIlroy	Review for inconsistencies and improvements Updates include: Constitutional Reference updates where required. Strengthening of the wording surrounding Confidentiality requirements.	V1.1
11/03/2024	MMCGLYNN	Approved by the Board	V2

Introduction

This document sets out the Code of Conduct for the members of the Board and its Sub-Committees.

A copy of this Code is provided to all current and new Board and Sub-Committee members who are required to acknowledge receipt and understanding of same by signing the Declaration which is appended to the end of this Code and to complete the Conflict-of-Interest Register.

Objectives

1. The objectives of the Code are:
 - 1.1. to indicate the standards of conduct which are expected of Board and Sub-Committee members
 - 1.2. to establish a set of ethical principles and appropriate behaviours
 - 1.3. to promote and maintain confidence and trust
 - 1.4. to prevent the development or acceptance of unethical practices
 - 1.5. to enable them to understand their legal duties; and
 - 1.6. to assist them both in carrying out their duties and in their relationship with the Board and the Chief Executive.
2. This code is aimed at promoting effective and well-informed governance and is not intended to be a definitive or authoritative statement of the law. However, ultimate responsibility for the appropriateness of conduct as a member of a corporate body, and for any act or omission in that capacity, rests with the individual member.
3. This code applies to the Board of Directors and every Sub-Committee or other subsidiary body of the board to which members may be appointed.
4. In adopting this code, Cycling Ireland expects its board and committee members to observe the following Principles:
 - a) **Selflessness**
Holders of office should take decisions solely in terms of the interest of the company and its membership. They should not do so in order to gain

financial or other material benefits for themselves, their family, or their friends.

b) Integrity

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

c) Objectivity

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

d) Accountability

Holders of office are accountable for their decisions and actions to the company and its members

e) Honesty

Holders of office have a duty to declare any private interests which may relate to their holding this office and to take steps to resolve any conflicts arising in a way that protects the public interest.

f) Leadership

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

Overall Conduct

Cycling Ireland expects its board and sub-committee members to:

1. Use their reasonable endeavours to participate in all meetings. In particular, they shall:
 - a) Read and familiarise themselves with all documentation provided before the meeting
 - b) Punctually attend meetings and normally remain present until their conclusion
 - c) Contribute actively to the business of the meeting and any discussions taking place while respecting confidentiality of the business of the meeting
 - d) Create an environment at meetings where all members can express their views freely and openly without fear of reprisal
 - e) Share responsibility for decisions and avoid distancing themselves from decisions
 - f) Be objective, honest, and open in all their dealings

- g) Not be guided by any outside influences of whatever kind, including political, commercial or stakeholder influences, or by personal interests.
- h) Behave with courtesy and respect towards the Chair and Board/Committee members
- i) Not engage in conduct which in the reasonable opinion of the Committee/Board would bring the organisation into disrepute
- j) At all times reject any improper or inappropriate practices.

Duties

6. Board members owe a fiduciary duty to Cycling Ireland in accordance with section 228 of the Companies Act 2014. This means that they shall show it the highest loyalty and act in good faith in its interests. Each member shall act honestly, diligently and, subject to the provisions appearing in the later section of this Code relating to *Collective Responsibility*, independently.
7. Whatever decisions members take at meetings of the board, its sub-committees, and other subsidiary bodies, must be for the benefit of Cycling Ireland as a whole and not for any improper purpose, or for personal motive. The “benefit of Cycling Ireland” can be taken to mean, first and foremost, the interests of its members, other users of Cycling Ireland’s services, and the safeguarding of public funds. Board members shall have regard to those interests and must not allow any sectional interest to take precedence. Members are not appointed as ‘representatives’ or ‘delegates’ of any outside body and may not lawfully be bound by mandates given by others.
8. Board and committee members shall observe the provisions of the Constitution of Cycling Ireland and in particular those responsibilities given to the board and sub-committees within the document.
9. Members shall also have regard to the different, but complementary, responsibilities given to the Chief Executive. Whereas it is the board’s function to decide strategic policy and overall direction and to monitor the performance of the Chief Executive, it is the Chief Executive’s role to implement the board’s decisions, and to manage Cycling Ireland’s affairs, within the budgets and framework fixed by the Board. Members shall work together so that the board and the Chief Executive perform their respective roles effectively.
10. Members are collectively responsible for observing the duties set out in the Constitution of Cycling Ireland.
11. Board and committee members should note that they are responsible for the proper use of the income of Cycling Ireland

Skill, care and diligence

12. A member shall, in all his/her work for Cycling Ireland, exercise such skill as he/she possesses, and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when members act as agents of Cycling Ireland; for example, when functions are delegated to a sub-committee of the board or the Chair. A member shall be careful to act within the terms of reference of any sub-committee or other subsidiary body on which he/she serves.

Powers

13. Members are responsible for taking decisions which are within the powers given to the board by the Constitution of Cycling Ireland. If a member thinks that the board is likely to exceed its powers by taking a particular decision, he/she should immediately refer the matter to the Company Secretary for advice.

Conflicts of interest

14. Like other persons who owe a fiduciary duty, board and sub-committee members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to Cycling Ireland. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.
15. Article 44 of the Constitution of Cycling Ireland states that no person shall be appointed to a position of employment within the company while continuing to act as a director of the company.
16. As stipulated in article 77 of the Constitution of Cycling Ireland, a member must disclose to the Board any financial interest which he/she has, or may have, in:
 - (a) the supply of work or goods to or for the purposes of Cycling Ireland;
 - (b) any contract or proposed contract concerning Cycling Ireland; or
 - (c) any other matter relating to Cycling Ireland
17. However, an interest does not have to be merely financial for the purposes of disclosure. If an interest is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement, then the interest, financial or otherwise, should:
 - (a) be reported to the Company or Secretary; and

- (b) be fully disclosed to the board before the matter giving rise to the interest is considered.

The member concerned shall withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

Should a matter relating to the interests of the Chair arise, he/she should depute another member to chair the meeting and should absent himself/herself when deliberating or deciding on a matter in which he/she (the Chair), or a person or body connected with him/her, has an interest.

18. A board or sub-committee member must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise his/her personal judgment or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Company Secretary.
19. The Company Secretary will maintain a Register of Members' Interests (Appendix 1 to this Code), which will be open for inspection by the Companies Office, the Auditors of Cycling Ireland and to all board members.
20. Members should inform the Company Secretary whenever their circumstances change, and interests are acquired or lost. In deciding whether an interest should be disclosed, members should have regard to the meaning given to "interest" in paragraph 17 of this Code.

Collective Responsibility

21. The board operates by members taking majority decisions at quorate meetings. Therefore, a decision of the board, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether he/she was present at the meeting of the board when the decision was taken or not.
22. If a member disagrees with a decision taken by the board, his/her first duty is to have any disagreement discussed and, if necessary, minuted. If the member strongly disagrees, he/she should consult the Chair and, if necessary, then raise the matter with the board when it next meets. Alternatively, the member may decide to offer his/her resignation from office, after consulting the Chair.

Confidentiality

23. Board and Sub-Committee members shall:

- a) Conduct the activities of the Board/Sub-Committee in a confidential and objective manner
 - b) Not inappropriately discuss or transmit any information, either internally or externally, which may affect, harm, or concern Cycling Ireland
 - c) Return Board/confidential information to Cycling Ireland when they are no longer on the Board/Sub-Committee
 - d) Treat information received while acting in the capacity as Board Director as completely confidential
 - e) Respect the confidentiality of sensitive information held by Cycling Ireland
 - f) Must not make any representations or issue correspondence in the name of Cycling Ireland unless permitted to do so.
24. It is important that the Board and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between members with a shared corporate responsibility for decisions. Members shall however keep confidential any matter which, by reason of its nature, the Chair or the members (or the Chair or members of any sub-committee) of the Board are satisfied should be dealt with on a confidential basis.
In normal circumstances, this will relate to issues which:
- a) affect the security of Cycling Ireland, its members, staff, or property
 - b) include personal information regarding an identifiable member, client or member of staff
 - c) involve commercially sensitive information (including but not limited to contracts or future plans or details of major organisational or other changes such as restructuring)
 - d) disclose information which would prejudice Cycling Ireland's position in any legal proceedings
 - e) disclose information which would compromise the Board's negotiating position with regard to suppliers or contractors; or
 - f) any information received in confidence by Cycling Ireland
26. Members shall not make statements to the press or media or at any public meeting relating to the proceedings of the board or its sub-committees without first having obtained the approval of the Chair of the Board or the Chief Executive. It is unethical for members publicly to criticise, canvass or reveal the views of other members which have been expressed at meetings of the board or its committees.

Loyalty

27. Board/Sub-Committee members will acknowledge the responsibility to be loyal and fully committed to all its activities. Board/Sub-Committee members shall:

- a) Not engage in or support any activity or any organisation directly conflicting with Cycling Ireland and its Clubs.
- b) Not undermine the goals and objectives of the organisation
- c) Not publicly criticise fellow Board/Sub-Committee members or staff
- d) Defend and protect the good name of the organisation

Fairness

28. Board/Sub-Committee members will ensure that all of their dealings are underpinned by a conscious commitment to fairness in all dealings with members, stakeholders and employees. They will ensure that everyone is valued and treated equally irrespective of marital status, sex, race, colour, creed, membership of traveller community, sexual orientation, political preferences, age or disablement or other status protected under legislation.

Legal & Regulatory Compliance

29. Board/Sub-Committee members will ensure they comply with all laws and regulations relevant to running the organisation and to take any advice when necessary and when they become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of the Chair.

Attendance at meetings

30. A high level of attendance at meetings of the board is expected, so that members can perform their functions properly. Article 79.7 of the Constitution of Cycling Ireland stipulates that if a board member absents themselves from three consecutive board meetings without just cause, they may be disqualified from membership of the board.
31. Members of the board hold office from the time they are elected or co-opted on to the board until they either resign or become due for re-election to the board as laid out in the Constitution of Cycling Ireland. A term is as defined in the list of definitions at the beginning of the Articles

Governance development

32. To promote more effective governance, the members of the board will carry out an annual review of the performance by the Board of its duties and responsibilities, as part of a continuing process of self-evaluation.

Appendix A

Federation of Irish Cyclists Trading as Cycling Ireland

Register of Directors of the company

PRESENT SURNAME: _____

Previous Surname (if applicable) _____

PRESENT FORENAME: _____

Previous Forename (if applicable) _____

Date of Birth: _____

Residential Address: _____

Nationality: _____

Business Occupation (if any): _____

- ***I duly accept my nomination as a Sub Committee Member of Cycling Ireland and agree to be bound by the Code of Conduct and terms contained within this document and the governing documents of the Company.***

SIGNED: _____

Date: _____

Appendix B

***Federation of Irish Cyclists
Trading as Cycling Ireland***

Corporate Governance - Code of Conduct for Board/Committee Members

Register of Members' Interests - Guidance Notes

1. Any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgment should be disclosed to the board. The interest will then be recorded in a Register of Interests which will be maintained by the Company Secretary. This Register enables members to disclose relevant business interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the board's decision-taking process. Members are reminded that the Register is open to inspection by the Companies Office, the Auditors of Cycling Ireland and to all board members.
2. Members are in the best position to decide what business interests are relevant and should be disclosed. However, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following headings, which are set out as general guidelines:

Category of Interest	Information to be disclosed
Paid employment	<i>Name of employer</i>
Self-employment	<i>Names of significant customers/clients accounting for more than, 10% of income of individual or firm</i>
Directorships of commercial companies	<i>Name of companies</i>
Significant shareholdings	<i>Name of companies in which the Board member owns, say, 5% or more of the issued share capital</i>
Elected office	<i>Name of authority</i>
Trusteeships or participation in the management of charities and other voluntary bodies	<i>Name of body</i>
Public appointments (paid or unpaid)	<i>Name of body</i>
Membership of professional bodies and trade or other associations	<i>Name of body</i>

*Federation of Irish Cyclists
Trading as Cycling Ireland*

*Corporate Governance - Code of Conduct for Board and Committee Members
Register of Members' Interests*

NAME OF MEMBER: _____

Form to be completed by all Board and Committee members

Each member is invited to register all business interests, financial or otherwise, which he/she has. A member should inform the Company Secretary whenever his/her circumstances change, and interests are acquired or cease.

Please refer to the attached guidance notes.

<i>Nature of Interest</i>	<i>Date on which interest was disclosed</i>	<i>Date on which interest was changed or ceased</i>

Signature: _____

Date: _____

Please return to the Company Secretary.