



BLOCKWEB COMPANY LIMITED BY GUARANTEE

CODE OF CONDUCT OF THE BOARD OF DIRECTORS AND COMMITTEE MEMBERS

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BLOCKWEB CLG CODE OF CONDUCT FOR THE BOARD OF DIRECTORS & COMMITTEE MEMBERS

1 INTRODUCTION

- 1.1 Governance refers to how an organisation is run, directed and controlled, and is concerned with the systems and processes for ensuring its overall direction, effectiveness, supervision and accountability. Good governance practice requires policies and procedures to be in place to ensure that Blockweb CLG ("the Organisation") is run effectively, adheres to regulatory and legal requirements, providing confidence to all stakeholders. The Board of Directors ("the Board") has the ultimate responsibility to ensure good governance practice is applied throughout the Organisation.
- 1.2 The Organisation complies with:
- (i) Its Constitution;;
 - (ii) The Companies Act 2014;
 - (iii) The Charities Act 2009 and the Charities Code of Governance and associated guidance issued by the Charities Regulator; and
 - (iv) Governance Code for the Community, Voluntary and Charitable Sector in Ireland.

2 PURPOSE

- 2.1 The purpose of this Code of Conduct ("the Code") is to:
- (i) Establish an agreed set of ethical principles;
 - (ii) Offer guidance on what actions are acceptable / unacceptable and on expected business behaviour;
 - (iii) Promote and maintain confidence and trust in the Organisation and its activities, including its educational and research undertakings; and
 - (iv) Prevent the development or acceptance of unethical practices.

3 SCOPE

- 3.1 The Code applies to the Board and all Directors of the Organisation. The Board is comprised of 4 Directors. The Code provides the Board and individual Directors with clear guidelines regarding standards of behaviour, responsibilities, and good practice in fulfilling their obligations collectively as the Board, and as individual Directors and Board Members of the Organisation. The Code outlines the responsibilities of each Board Member to the Organisation and amongst other things establishes procedures for dealing with any potential conflict of interest which may arise between the responsibilities of a Board Member to the Organisation and his or her personal, professional or commercial interests. It would be impractical to seek to cover every eventuality which would present Board Members with a conflict of interest or other ethical issue. Accordingly, Board Members should be aware that the spirit as well as the precise wording of the Code should be observed. Board Members should direct all queries regarding business conduct to the Chairperson.

- 3.2 The Board has a number of Committees. The Board has power to appoint individuals who are not Board Members to Committees established by the Board. The Code applies to all members of the Committees established by the Board including those members who are not Board Members. The references in the Code to Board Members shall be interpreted to include references to Committee Members who are not Board Members and the references to the Board shall include reference to the Committees established by the Board. The standards of behaviour, responsibilities, obligations and principles of conduct set out in the Code apply to all Committee Members who are not Board Members and should be observed by them in the performance of their role as Committee Members.
- 3.3 Non-compliance with the Code will be treated seriously and behaviour which is contrary to the Code may result in the imposition of sanctions to include the removal of Directors and Committee Members.

4 FOUNDATION OF BLOCKWEB CLG

- 4.1 The Organisation was incorporated as a Company Limited by Guarantee ('CLG') in January 2023.
- 4.2 The Organisation intends to apply in early course to become a registered charity under the Charities Act 2009. To that end, the Organisation has committed, through its Board of Directors, to comply with Charities Law and the guidance and the code of conduct issued by the Charities Regulatory Authority.

5 GENERAL RESPONSIBILITIES AND OBLIGATIONS

- 5.1 The Chairperson and Company Secretary have a responsibility to ensure that the Code is circulated to all Board Members, who should acknowledge that they have received, read and understand the Code.
- 5.2 At all times it is the responsibility of each Board Member to ensure that he / she acts within the law in general and in particular in fulfilling his / her duties as a Board Member.
- 5.3 It is the responsibility of each Board Member to satisfy him / herself as to what is lawful or otherwise.
- 5.4 Board Members should use their reasonable endeavours to attend all meetings of the Board, including Board committees as appropriate.
- 5.5 Board Members have a duty to act in the best interests of the Organisation while they remain Board Members;
- 5.6 Board Members owe the Organisation a duty of care and fiduciary duties to the Organisation while they are Board Members save for the Duty of Confidentiality which continues after they cease to be a Board Member. The fiduciary duties of Board Members to the Organisation are reflected in the principles of this Code.

6 PRINCIPLES OF THE CODE

- 6.1 Board Members are required to adhere to the highest standards of conduct in the performance of their roles. The Code outlines the following principles and practices to be adhered to by all Board Members:

- (i) Confidentiality;
- (ii) Conflict of Interest;

- (iii) Gifts and Benefits;
- (iv) Integrity;
- (v) Loyalty;
- (vi) Legality; and
- (vii) Fairness.

7 **CONFIDENTIALITY**

- 7.1 Each Board Member is required to maintain the confidentiality of all information and documentation which he or she receives or has access to in the course of fulfilling his or her role, relating to the business or affairs of the Organisation and is required to complete a Confidentiality Agreement on appointment to the Board (*as set out in Appendix (I)*).
- 7.2 Each Board Member shall respect the confidentiality of sensitive information held by the Organisation such as :
- (i) Operational information not in the public domain
 - (ii) Personal data; and
 - (iii) Information received by the Organisation in confidence.
- 7.3 Each Board Member shall comply with the provisions and obligations imposed by data protection legislation including but not limited to the General Data Protection Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC and laws implementing Regulation 2016/679 including, but not limited to, the Data Protection Act 2018, as amended or replaced from time to time, and any Regulations made thereunder.
- 7.4 Each Board Member shall not, during the term of his or her appointment as Board Member or at any time thereafter (save in the proper exercise of his or her duties as a Board Member):
- (i) Use the Organisation's information for personal benefit;
 - (ii) Disclose directly or indirectly, publish or reveal to any person, firm or company the Organisation's information, including disclosure to the media, without prior approval of the Board or the Chairperson, as appropriate;
 - (iii) Acquire confidential information or business secrets by improper means; or
 - (iv) Disclose any business records or confidential information of the Organisation without prior approval of the Board or of the Chairperson, save to the minimum extent required by law or regulation.
- 7.5 Furthermore, Board Members must use best efforts to avoid unintentional disclosure or loss or misuse of confidential information by applying special care and adopting appropriate security measures when storing or transmitting confidential information.

- 7.6 Board Members should not, after the end of their term as Members of the Board, retain documentation obtained during their term. Board Members should return all such documentation (including any copies) to the Company Secretary or otherwise provide confirmation that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board Members require access to Board papers from the time of their term on the Board, this can be facilitated by the Company Secretary in appropriate circumstances.
- 7.7 The need for observing confidentiality in regard to the Organisation's affairs is paramount. The unauthorised release of confidential or strictly confidential information directly or indirectly to third parties, including the media, represents a gross breach of trust and is strictly prohibited. This also includes the loss, misuse or disclosure directly or indirectly of confidential or strictly confidential information or the disclosure of proprietary information, for example in relation to competitive matters, the introduction of new services, contracts or, information not in the public domain, personal data or information received in confidence.

8 CONFLICT OF INTEREST

- 8.1 The duty of each Board Member is to act at all times solely in the best interests of the Organisation. Failure by a Board Member to declare an actual or potential conflict of interest or circumstances which may be perceived as such, as soon as they become aware of any conflict or potential conflict is regarded as a serious breach of trust.
- 8.2 A conflict of interest exists in any situation where the personal, professional, business, commercial or other interest of a Board Member or a connected party might in any way affect the discharge by a Board Member of his / her duties or his / her deliberations in a situation where a Board Member or a connected party could benefit.
- 8.3 A reference in the Code to a "connected party" (or "connected persons" "persons connected") may be defined as:
- a) A spouse or unmarried or civil partner, siblings, child or step child, grandchildren and grandparents of the Board Member;
 - b) A body corporate with which the Board Member is associated;
 - c) A person acting as the Trustee of any Trust, the beneficiaries of which include the Trustee or the persons at a) above, or the body corporate or company at b) above; and
 - d) A person acting as partner of the Board Member or of any person or body who, by virtue of a) – c) above is connected with the Board Member.
- 8.4 A Board Member should absent himself / herself when the Board is deliberating or deciding on matters in which he/she (other than in his/ her capacity as a Member of the Board) or a person or body connected with him /her has an interest. In such cases a separate record (to which the Board Member would not have access) should be maintained.
- 8.5 Board Members should seek to avoid circumstances in which a conflict of interest may arise as between their role as Board Member and any other employment and/or engagement. Board members who have any concern that such a conflict may arise should consult with the Chairperson.
- 8.6 The existence of actual or perceived conflicts of interest may bring into question the suitability of an individual for membership or continued membership of the Board. In the first instance, the Chairperson or Company Secretary, if appropriate, will discuss any such concerns with the Board Member. If the issue is not resolved, the matter will be referred by the Chairperson or the Company Secretary to the Board.

9 GIFTS AND BENEFITS

- 9.1 A Board Member must not obtain personal advantage from any person dealing with the Organisation. A Board Member must not solicit any gift, benefit, hospitality or inducement.
- 9.2 In particular, a Board Member must not accept any gifts, benefits, hospitality or inducements where the value of such could make it appear that the person giving is attempting to influence the Board Member to gain advantage. The Board Member should tactfully return any such gifts or inducements with the request that no gifts be forwarded in future.
- 9.3 Board Members should not seek or accept directly or indirectly any payments, fees, services or loans from any person or business entity that does or seeks to do business with, or is in competition with, the Organisation.
- 9.4 To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards apply to the receipt of gifts and entertainment by Board Members. Board Members may not accept unsolicited non-monetary gifts unless:
- (i) To do so would not affect or appear to affect the Board Member's ability to make independent judgment on business transactions;
 - (ii) the gift/hospitality is appropriate in the circumstances, taking account of the reason for the gift, its timing and value i.e. it is customary for gifts to be given at Christmas;
 - (iii) To do so would be consistent with good business practice within the relevant industries;
 - (iv) Public disclosure of the transaction would not embarrass the Organisation;
 - (v) To do so would impose no obligation on either the Board Member or the Organisation;
 - (vi) They are items of nominal intrinsic value and not more than one gift is accepted in any year;
 - (vii) It does not include cash but may include a cash equivalent limited to a gift voucher or gift token not to exceed € 50.00 in value per third party per annum.
 - (viii) They are advertising or promotional materials, not of substantial value, and clearly marked with the Company's or brand name.
- 9.5 Board Members may not encourage or solicit entertainment from any individual or organisation with which the Organisation does business. From time to time Board Members may accept unsolicited entertainment, but only under the following conditions:
- (i) The entertainment occurs infrequently;
 - (ii) It arises out of the ordinary course of business;
 - (iii) It involves reasonable, not lavish expenditure; and
 - (iv) The entertainment takes place in settings that also are reasonable, appropriate and fitting to Board Members, their hosts and their business at hand.

- 9.6 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift/hospitality should always be considered. Particular care should be exercised when tender processes are being conducted.
- 9.7 Particular care should be taken in dealing with public officials to ensure that every interaction by any Board Member at every level is ethical, honest and lawful and that no offer or acceptance of any gift, benefit, preferential treatment or hospitality could constitute a criminal or corrupt act whether in Ireland or in another jurisdiction.
- 9.8 In circumstances where Board Members are unsure as to whether or not it is appropriate to accept a gift or hospitality, even after consulting the Code, they should discuss the matter with the Chairperson or Company Secretary.

10 INTEGRITY

- 10.1 The Organisation conducts all business transactions in accordance with best business practice.
- 10.2 Each Board Member should be open, truthful and honest in his or her dealings with or acting on behalf of the Organisation and is expected to exercise the level of care, skill and diligence reasonably expected from a person acting as a Trustee of a charity.
- 10.3 Board Members must never offer or accept a bribe and must not participate in or facilitate corrupt or illegal activities.
- 10.4 High ethical standards are a matter of trust. The responsibility of Board Members to honour that trust in the spirit as well as in the letter and to be governed in all the Organisations transactions by the fundamental principles of integrity, confidentiality, legality and loyalty. Good example will ensure that proper ethical values are perpetuated and accepted at all levels in the organisation.

11 LOYALTY

- 11.1 Board Members are required to be loyal and committed to the Organisation and should not engage in, or support any outside activity or organisation, which is competing with the Organisation where such support or involvement would give rise to a conflict of interest or conflict of loyalty to the Organisation.

12 LEGALITY

- 12.1 It is the policy of Organisation to comply with all relevant Statutory and Regulatory requirements governing its operations and Board Members should adhere to this policy when discharging their duties to the Organisation.
- 12.2 If a Board Member finds evidence that there is non-compliance with any statutory obligations that apply to the Organisation, he/she should immediately bring this to the attention of his/her fellow Board members with a view to having the matter considered and rectified.

13 FAIRNESS

- 13.1 The Organisation values and treats all customers, suppliers and associates equally and is at all times committed to fairness in its business dealings. All Board Members are therefore required to uphold the Organisation's ethos on fairness in their individual dealings in connection with their office as Board Members of the Organisation.

14 FAILURE TO COMPLY WITH THE CODE

- 14.1 Non- compliance by a Board Member with the Code will be treated seriously and behaviour which is contrary to the Code may result in the imposition of sanctions to include the removal of Directors and Committee Member of the Organisation. Any complaint or concern in respect of the conduct of a Director or Board Member or Committee Member should be made to the Chairperson or the Company Secretary as appropriate.

15 REVIEW

The Board shall review this Code on an annual basis or more often as relevant law, regulation or practice dictates and to ensure it meets developing legal and ethical standards expected by stakeholders and society. Updates to this Code will be notified to Board Members. The Organisation welcomes engagement with Board Members on the provisions of this Code. Any comments or queries relating to the Code can be directed to the Chairperson or the Company Secretary.

I agree to abide by the above Code of Conduct of Blockweb CLG.

Signed:

Director/Committee Member

Dated:
