



**Health
Information
and Quality
Authority**

An tÚdarás Um Fhaisnéis
agus Cáilíocht Sláinte

Code of Governance and Code of Business Conduct

Approved by the Minister for Health (October 2014)

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Introduction

The Health Information and Quality Authority (the Authority) is committed to high standards of corporate governance. This is particularly important given the need for the Authority to embody the standards that it sets for others.

The Authority's Code of Governance forms part of a Governance manual which includes key corporate governance requirements into one reference point. It is intended to guide the Board and staff in performing their duties according to the principles of accountability, transparency and value for money identified in the *Code of Practice for the Governance of State Bodies*. It includes a Code of Governance and a Code of Business Conduct.

1. Code of Governance

This code describes the key roles and responsibilities within the Authority and the procedures and protocols that are core to good governance. An accompanying document containing policies and procedures for governing the business of the Board forms part of the Governance framework.

2. Code of Business Conduct

This code sets out the guidelines for ensuring that the Authority conducts its business ethically. It describes the obligations on staff, Board Members and individuals contracted by the Authority in the performance of their duties and include requirements for providing declarations of interest as set out in Ethics in Public Office Acts.

The Code of Governance forms part of the induction programme for staff and it will be subject to regular review and updated as required.

Code of Governance

1. Introduction and Context

The Authority is a body corporate with functions and responsibilities set out under Section 8 of the Health Act 2007 (the Act). This Code of Governance is drawn up in accordance with Section 34 of the Act. It has been informed by the *Framework for Corporate and Financial Governance for Regulatory Bodies under the aegis of the Department of Health* and the 2009 *Code of Practice for the Governance of State Bodies*. Members of the Board, the staff or anybody contracted by the Authority must subscribe to the Authority's Codes of Governance and Business Conduct and related procedures where relevant.

The Authority has adopted the definition of good governance in the *Chairperson's Guide to Good Governance* where it is described as:

- focussing on the organisation's purpose and on outcomes for service users
- performing effectively in clearly defined functions and roles
- promoting values for the whole organisation and demonstrating the values of good governance through behaviour
- taking informed, transparent decisions and managing risk
- developing the capacity and capability of the governing body to be effective
- engaging stakeholders and making accountability real.

Subject to approval by the Minister, the Board has agreed to keep this Code under continuous review and to update it as necessary and in accordance with the development of the Authority and any additional new public sector requirements.

This Code provides for appropriate structures and procedures to ensure a robust framework for the governance and accountability of the Authority.

The Executive Management of the Authority has a central role to lead and manage the implementation of this Code and to ensure that the necessary systems, processes and behaviours promote good corporate governance across the organisation.

2. Definitions

In this Code of Governance the following terms shall, unless the context otherwise requires, have the following meanings:

- 'Act', the Health Act 2007, establishing the Health Information and Quality Authority
- 'Authority', the Health Information and Quality Authority established under the

Act

- 'Board', the Board of the Authority, appointed by the Minister under the Act
- 'Chief Executive Officer' or 'CEO', a person appointed to the post of Chief Executive Officer of the Authority
- 'Chief Inspector', a person appointed to the post of Chief Inspector of the Social Services Inspectorate
- 'Directors and Heads', the Director of Regulation,, the Director of Health Technology Assessment, the Director of Health Information, the Director of Safety and Quality Improvement, the Head of Communications and Stakeholder Engagement and the Head of Corporate Services
- 'Executive', the Health Service Executive established under the Health Act, 2004
- 'Minister' means the Minister for Health
- 'Secretary' means Secretary to the Board.

3. Functions of the Authority

The work of the Authority spans the health and social services system, with the exception of mental health services. A full list of these functions is contained under Section 8 of the Health Act 2007 but the following is a summary of these functions:

- set quality and safety standards for Ireland's health and social services
- monitor compliance with the standards
- register and inspect designated centres for children, older people and people with disabilities
- undertake investigations where there is considered to be a serious risk to the health and welfare of a person receiving the services
- operate such other schemes aimed at ensuring safety and quality
- operate accreditation programmes
- evaluate available information respecting the services
- provide advice and make recommendations to the Minister about deficiencies identified in relation to information
- set information standards and monitor compliance
- make recommendations in respect of services to ensure the best outcomes for the resources available to the Executive
- evaluate the clinical/cost-effectiveness effectiveness of health technologies.

4. Values of the Authority

The following values have been adopted by the Authority and are intended to guide the approach to our business:

- *Putting people first* – we will put the needs and the voices of service users and those providing them, at the centre of our work
- *Fair and objective* – we will be fair and objective in our dealings with people and organisations and undertake our work without fear or favour
- *Open and accountable* - we will share information about the nature and outcomes of our work and accept full responsibility for our actions
- *Excellence and innovation* – we will strive for excellence in our work and seek continuous improvement through self evaluation and innovation

- *Working together* – we will engage with people providing and people using the services in developing all aspects of our work

5. Guiding Principles of the Authority

The Authority's values are consistent with the principles identified in the Code of Practice for the Governance of State bodies and as such the Authority will exercise its functions by

- seeking to maximise value for money
- being accountable for implementing its core functions in accordance with the Act and other relevant legislation
- acting objectively, transparently and with integrity
- engaging openly with its stakeholders.

6. Governance of the Authority

6.1 Introduction

Section 14 of the Act provides that the Board is the governing body of the Authority with the power to perform the functions of the Authority. The Chief Executive Officer (CEO) is responsible to the Board for the implementation of the Board's policies.

The CEO in turn delegates or sub delegates functions to the Executive Management Team and the Chief Inspector of Social Services also performs functions in accordance with Section 41 of the Act. Key governance roles are described in this section, including those of;

- the Chairperson
- the CEO
- the Board
- the individual Board members
- the Chief Inspector
- the Executive Management and
- the Board Secretary

A summary of the main policies and procedures governing the Board's business is provided on page 16 of this Code. A Formal Schedule of Matters for Board decision is at Appendix 2.

6.2 Authority, Membership and Meetings of the Board

Part 3 of the Health Act sets out the provisions governing the Board of the Authority including membership, conditions of office, resignations and vacancies, meetings and procedures, committees of the Board and remuneration and expenses. These provisions have been reflected in this Code and related documents. However the following points prescribed in the Act are:

- meetings of the Board should take place as are necessary for the performance of its functions but in any case not less than six times annually

- the Board regulates, by Standing Orders, Board procedures and business
- Board decisions are by a majority of the members. The voting procedure is as laid down in Section 18 (4)¹ of the Act.
- the seal of the Authority shall be authenticated by the signature of the Chairperson or such other member of the Authority authorised by the Board to act in that behalf, and by the signature of an officer of the Authority authorised by the Authority in that behalf.

6.3 Briefing for new Board Members

The Board shall undergo orientation through a planned induction programme to ensure that they understand their responsibilities and duties, including their obligations in relation to confidentiality and to act in good faith and in the best interests of the Authority. All new Board members shall formally acknowledge in writing that they understand, and will comply with their responsibilities as Board members. The Secretary of the Board will supply new Board members with appropriate induction material.

6.4 Roles and responsibilities

There are a number of key roles described so that there is a clear understanding of the separation of roles between the Chairperson and the CEO, the role of the Board individually and collectively, the role of the Committees, the management team, internal audit and the Board secretary. These are as follows:

6.4.1 Specific duties and responsibilities of the Chairperson:

The primary role of the Chairperson is providing leadership to the Board in discharging the responsibilities assigned to it under its establishment statute². Specific duties relate to:

Leading and Managing the Board by:

- appropriate agenda setting and management of Board meetings

¹ Health Act 2007, section 18 (4) Every question at a meeting shall be determined by a majority of the votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chairperson of the meeting shall have a second or casting vote.

² Chairpersons Guide to Good Governance

- chairing Board meetings effectively so that there are clear decisions and balanced contributions with no individual member, or interest, having excessive influence on decision making and all members having an equal opportunity to participate in debate and final decisions
- ensuring that the minutes of the meeting accurately record the decisions taken and, where appropriate, the views of individual Board members
- ensuring that meetings of the Board are conducted in accordance with the Standing Orders of the Board and the Authority's Code of Business Conduct
- supporting Board members in understanding their respective roles and responsibilities
- establishing all relevant committees including an Audit and Corporate Governance Committee.

Managing key relationships/communications with:

- the Minister for Health and his/her Department
- the Minister for Children and Youth affairs and his/her Department
- Ministers of other Departments with a role in setting policy or legislation for the Authority
- the CEO; including leading on his/her performance evaluation
- the Board Secretary
- other key external parties/by promoting the work and mission of the Authority
- the Board, by fostering a tone of respect, trust and candour that allows for challenging questions and inputs.

Establishing good governance of the Authority by:

- leading on compliance with statutory obligations and ensuring that non-compliance, and any consequences, is brought to the attention of the Minister together with the steps that have or will be taken to rectify the position
- confirming to the Minister for Health that the Authority has complied with the Code of Business Conduct
- annually affirming to the Minister that relevant provisions issued by the Minister for Finance³ in respect of payment of fees to the Chairperson and board members are complied with
- ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Minister.

³ While the Department of Finance is cited in the Health for issues relating to remuneration, the Department of Public Expenditure and Reform was established in 2011 and now oversees all areas relating to public expenditure.

6.4.2 Duties, Responsibilities and Reporting requirements of Board members (to be read in conjunction with the Formal Schedule of matters for Board decision and the Scheme of delegation which are appended to this document)

The Board members (including the Chairperson) shall have **collective** responsibility in the following areas:

Planning and Reporting by:

- establishing the strategic direction of the Authority, within the framework laid down by the Act and the resources allocated to it
- preparing, in accordance with Section 30 of the Act, a rolling three-year corporate plan and submitting the plan to the Minister for approval ensuring that the Ministers views are considered
- approving an annual business plan for submission to the Minister
- approving capital and revenue budgets and monitoring expenditure
- submitting an Annual Report to the Minister and ensuring its publication (Board members attendance and expenses shall be included in the report)
- supervising the production of, and approving the Annual Accounts⁴ It should be confirmed that the Government's travel policy is being complied with. The accounts shall be provided to the Minister within one month after the Comptroller and Auditor General issues an audit certificate for the accounts.
- through its Audit Committee, discussing with the external auditors at least once a year without employees of the Authority present, to ensure that there are no unresolved issues of concern
- seeking all necessary information to ensure that the Annual Report and the Annual Accounts present a balanced and understandable assessment of the Authority's position and performance.
- establishing a Performance Framework with the Department of Health⁵.

Discharging functions and providing oversight by:

- holding and retaining overall responsibility for the discharge of the key functions specified in the Act, and ensuring compliance with all statutory regulations and legal obligations which apply to the Authority⁶. Where individual Board members become aware of non-compliance they are required to bring this to the attention of the Board with the intention of having the matter rectified.
- overseeing the discharge by the Chief Executive Officer and the Executive management of the day-to-day business of the Authority
- ensuring that a qualified management team and a robust management structure are in place
- ensuring that the Chairperson advises the Minister on any matter relevant to him/her as principal stakeholder and any matter for his/her decision or direction

⁴ Should include CEO's annual basic salary, performance related pay, value of superannuation benefits or any other benefits

⁵ To be led by DOH

⁶ The Board should satisfy itself that all statutory obligations are identified and made known to it (Code of Practice for the Governance of State Bodies, Section 2.3)

- as required by the Act and of any significant matter of public concern
- sharing corporate responsibility for all Board decisions
 - fully engaging in impartial and balanced consideration of all issues
 - ensuring that the needs of the service user are central to the Authority's activities
 - treating papers marked for non-disclosure as confidential to themselves, not discussing them with others outside the Authority, not leaving them unattended where others may obtain access to them, and disposing of them appropriately
 - appointing committees as it sees fit, determining their terms of reference and contributing to Committees of the Board
 - ensuring full compliance with Conflict of Interest Policy and Procedure and Codes of Governance and Business Conduct
 - regularly reviewing the operation of the Board and seeking to improve its effectiveness; specific competency or skill gaps in the Board should be advised to the Minister.

Responsibility for Internal Controls by:

- approving the internal control structure including financial controls, operational and compliance controls and risk management⁷ and receiving reports on the effectiveness of these provisions. Internal controls should be reviewed annually. Financial and accounting policies should be approved by the Board
- approving contracts, likely to be in excess of €250,000 for the procurement of goods or service, in the normal course of business; outside the normal course of business, €50,000
- where an asset has an anticipated value of in excess of €15,000 maintaining a transparent auction or tendering process for its disposal
- ensuring that appropriate procurement procedures are implemented in accordance with relevant domestic and EU guidelines and regulations
- through the Executive management, ensuring the appropriate expertise of the personnel responsible for the purchasing function of the Authority and that they are properly conversant with all developments in this area
- establishing a procedure whereby employees may, in confidence, raise concern about possible irregularities in financial reporting or other matters and for ensuring meaningful follow up of matters raised in this way
- ensuring that the Tax Clearance requirements as set out in Dept. of Finance Circular 44/06 (21 December 2006), as regards the payment of grants, subsidies and similar type payments, and Department of Finance Circular 43/06 relating to Public Sector Contracts, are adhered to.

the following functions, by:

- laying down formal procedures in a Board resolution, whereby Board Members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Authority⁸
- having a formal schedule of matters specifically reserved to it for decision⁹

⁷ through the Audit and Corporate Governance Committee and other committees of the Board.

⁸ See Procedure for obtaining independent professional advice in the Policies for the Board document

⁹ See Formal Schedule at Appendix 2

- approving procedures for the making of all senior appointments to ensure objectivity and the quality of these appointments and ensure compliance with statutory and administrative requirements in relation to the number, grading and conditions of appointment of all staff
- selecting and appointing the CEO is a primary concern of the Board, including approving the conditions of employment, remuneration, allowances and superannuation, with the approval of the Minister given with the consent of the Minister for Finance.
- instituting a process of annual performance appraisal for the CEO¹⁰.
- seeking Ministerial approval for any amendments to pension benefits of CEO and staff.

6.4.3 In addition, each Board member is *individually* responsible for:

- complying with all aspects of this Code of Governance
- furnishing to the Board Secretary on appointment to the Board, details relating to his/her employment and all other business interests including shareholdings, professional relationships, etc. which could involve a conflict of interest or could materially influence him/her in relation to the performance of his/her functions as a member of the Board
- informing the Board, via the Chairperson, of any new appointments they accept which may impinge on, or conflict with, their duties as a Board member
- acting in good faith and in the best interests of the Authority
- not disclosing, without the consent of the Board, save in accordance with law, any information obtained by him/her while a member of the Board
- responding to any information requests made directly to him or her, relating to the activities of the Authority, including referring any request to the Chairperson (or the Secretary of the Authority on his or her behalf) for appropriate processing
- not misusing information gained in the course of their public service for personal gain or political purpose
- not retaining documentation obtained during term of office (must return or dispose of such documentation)
- regularly updating and refreshing their skills and knowledge.

¹⁰ See process for CEO's annual performance review

6.4.4 Duties and Responsibilities of CEO

The CEO is responsible for:

- implementing the Board's policies and performing such other functions as may be assigned under the Act or as may be delegated to him/her by the Board. Delegated functions¹¹ shall be carried out according to the internal governance control structure.
- carrying on, managing and controlling generally, the administration and business of the Authority
- putting in place procedures to enable the Board meet its accountability to the Government
- implementing the annual business plan and corporate plan
- ensuring the Board has timely and accurate information to fulfil the statutory object and functions of the Authority. This includes financial information and information on the performance of management including the performance of the Chief Executive's functions as the Board may require
- ensuring the Board has sufficient information on risk identification, measurement and control strategies
- ensuring economy and efficiency in the use of resources
- ensuring effective systems, procedures and practices are in place to carry out the functions of the Authority and for evaluating the effectiveness of its operations
- establishing a unified management structure to manage the work of the Authority
- agreeing individual plans with performance targets for the management team, monitoring their performance and holding them accountable
- complying with all aspects of this Code of Governance including declaration of all relevant interests
- obtaining Board approval, via the chairperson, prior to accepting any new appointment which may impinge on or conflict with his/her duties as CEO
- acting in good faith and in the best interests of the Authority
- not disclosing, without the consent of the Board, save in accordance with law, any information obtained by him/her while performing duties as CEO
- not misusing information gained in the course of his or her public service for personal gain or political purpose
- appearing before the Oireachtas Committees when requested.

6.4.5 Duties and Responsibilities of the Chief Inspector

The Chief Inspector is responsible for:

- inspecting the performance by the Executive of the Executive's functions under Sections 39 to 42 and 53 of the Child Care Act, 1991 and Section 10 of the Health (Nursing Homes) Act, 1990
- establishing and maintaining one or more registers of designated centres (as such term is defined in the Act)
- registering and inspecting designated centres to ensure compliance with applicable statutory regulations and standards
- inspecting special care units to assess whether the operator is in compliance with applicable statutory regulations and standards

¹¹ Scheme of delegation at Appendix 3

- ensuring economy and efficiency in the use of resources
- ensuring effective systems, procedures and practices are in place to carry out the relevant functions and for evaluating the effectiveness of its operations
- complying with all aspects of this Code of Governance, which includes his/her declaration of all relevant interests
- obtaining the CEO's approval, prior to accepting any new appointments he accepts which may impinge on, or conflict with his/her duties as Chief Inspector
- acting in good faith and in the best interests of the Authority
- not disclosing without the consent of the CEO, save in accordance with law, any information obtained by him or her while performing duties as the Chief Inspector
- not misusing information gained in the course of his/her public service for personal gain or political purpose.

6.4.6 Duties and responsibilities of the Executive management

The Executive Management Team is responsible for:

- managing the functions of the Authority in a corporately proficient manner ensuring economy and efficiency in the use of resources and that there are effective systems, procedures and practices in place to carry out functions and for evaluating the effectiveness of its operations
- providing collective executive leadership in respect of the culture and functions of the organisation and demonstrating through behaviour and actions, compliance with all aspects of this Code of Governance and the Code of Conduct
- implementing and evidencing performance in respect of annual business plan and corporate plan
- informing the CEO, prior to acceptance, of any new appointments he or she accepts which may impinge on, or conflict with, his or her duties.
- acting in good faith and in the best interests of the Authority
- not disclosing without the consent of the CEO, save in accordance with law, any information obtained by him or her while performing duties.

6.4.7 Duties and responsibilities of the Board Secretary

All members of the Board have access to the Secretary for advice and services.

The functions of the Board Secretary are described in more detail in the *Policies and Procedures* for the Board but the main responsibilities include:

- arranging Board meetings in accordance with the Standing Orders of the Board and ensuring that Board procedures are followed and applicable rules and regulations are complied with. These include those laid down in Section 18 of the Health Act
- arranging induction, training and maintenance of corporate governance material and information for Board members
- co-ordinating an objective performance management process for the review of the performance of the Board, the chairperson of the Board and the committees of the Board on an annual basis
- maintaining a record of the seal of the Authority
- providing new members of the Board with specific information inter alia

- procedures for dealing with conflict of interest situations
- procedures to be followed when decisions are required between Board meetings
- a list of statutory requirements relating to the Authority
- a schedule detailing the composition of all committees and their terms of reference.

6.5 Disclosure of Interests

To avoid conflicts of interest and the possibility of unjust enrichment, members of the Board and staff of the Authority are required to declare/disclose personal or 'connected' interests which might conflict with those of the Authority. The requirements relating to 'disclosure' form part of the Code of Business Conduct and the Authority's Conflict of Interest Procedure.

7. Reporting Processes, structures and Guidelines

7.1 Introduction

It is the responsibility of the CEO, the Directors and the Heads to ensure that the Board is supplied with accurate and timely information to enable the Board and the Chairperson to perform their respective functions and their legal obligations and responsibilities.

7.2 Performance Management

Members of the Board shall review the achievements of the Authority and the effectiveness of performance on a regular basis against set Business Plan objectives.

The Board shall set performance criteria for the CEO annually which it shall evaluate through the Remuneration Committee.

A progress report on the corporate plan will be included in the Annual Report, approved by the Board, and submitted to the Minister. The Minister may request progress reports at other times in accordance with section 30(11) of the Act.

7.3 Board Committees

The Health Act provides that the Board may *establish committees to provide assistance and advice to the Board in relation to the performance of its functions*¹² and appoint persons *who are not members of the Board but have special knowledge and experience related to the purpose of committee*¹³

The terms of reference for committees shall be approved by the Board and the committees shall act and furnish reports as directed by the Board. All committees¹⁴

¹² Health Act 2007, Section 19 (1)(a)

¹³ Health Act 2007, section 19 (2)

¹⁴ The list of Board Committees, terms of reference and membership is at Appendix 1.

shall be evaluated on an annual basis.

7.4 Delegated Functions

The Board may delegate any of its functions to the CEO by means of formal Board decision. A Scheme of Delegation (attached at Appendix 3) is established in the Authority which is reviewed on an annual basis by the Board.

The Chief Inspector is responsible for the discharge of functions as set out in the relevant legislation and subordinate regulations. The Chief Inspector may by way of a scheme of delegation authorise the appropriately appointed officers to act in accordance with that scheme of delegation.

Directors and Heads are individually accountable for assigned areas of delivery and control and are directly responsible to the CEO. Directors and Heads may be required to report periodically to the Board.

7.5 Internal Controls

The Board is committed to a strategy which minimises risks to its stakeholders through a comprehensive system of internal control. The Board acknowledges its responsibility for the Authority's system of internal financial, performance and operational controls and for the quality, efficiency and effectiveness of operations.

The internal controls include a system for monitoring the strategic and business plan objectives, budgets, written policies and procedures, clearly defined lines of accountability and the delegation of authority as well as compliance with legal/governmental requirements. Internal control procedures include:

- internal audit
- risk management
- public procurement
- financial reporting
- performance management and development system for staff.

The responsibility for the adequacy, extent and operations of these systems is delegated to the CEO.

7.6 Policies, Procedures and protocols for the Governance of the Authority

To guide the Board as the governing body of the Authority, key roles and responsibilities are defined and are underpinned by policies, procedures and protocols as part of the Authority's corporate governance framework.

These policies and procedures include:

- **Standing Orders** - these provide for the regulation of the procedures and the business of the Board and its meetings.
- **Formal Schedule of Matters for Board decision** - outlines the matters specifically reserved for Board decision to ensure that the direction and control of the Authority is firmly in the hands of the Board.
- **Procedure for recording concerns of the Board that cannot be resolved** - outlines the steps that should be taken in the event that a Board member is not satisfied that his/her concern is not resolved.
- **Procedure for Obtaining Independent advice** - outlines the steps that should be taken in the event that a Board member considers that he/she requires independent advice in relation to his/her duties as a Board member.
- **Procedure for setting strategy** - sets out the formal process for the preparation and adoption of the Authority's corporate plan.
- **Procedure for use of the seal**- sets out how the seal of the Authority is used and applied.
- **Procedure for dealing with confidential disclosure** - sets out the steps which any employee of the Authority should follow to make a protected disclosure in relation to concerns of irregularity.
- **Functions of the Board Secretary** - outlines the core functions of the Board Secretary
- **Conflict of Interest Policy** - this Policy sets out principles for the management of real and potential conflicts of interest.
- **Conflict of Interest Procedure** - this sets out the practical means by which a conflict of interest or potential conflict of interest situation is managed.
- **Code and Charter for the Internal Audit Function** - this is the formal Code and charter for the internal Audit function. The Code includes an internal audit reporting structure and the terms of reference for the function.
- **Principles of Quality Customer Service for Customers and Clients of the Public Service** - outlines principles that are actively promoted by the Authority.

The CEO is responsible to the Board for the implementation of the Board's policies. **These documents are made available to the Board of the Authority through the induction process. The Code of Governance and the Code of conduct are also available in the internet.**

7.7 Specific procedures and controls are established in key aspects of the following areas:

- financial management (including internal audit) and procurement
- risk management
- Governance of the Board and its statutory obligations
- Stakeholder engagement and communications
- Corporate Services Directorate, including Human Resources, Facilities and Equipment Management, Health and Safety, insurance and legal, records management and environmental management
- Regulatory activities in respect of health and social care services
- Safety and Quality Improvement Directorate operational activities
- project activities of the Health Technology Assessment Directorate
- project activities of the Health Information Directorate
- activities carried out by Communications and Stakeholder Engagement Directorate.

These controls are overseen and monitored by the Board's appointed committees.

The internal audit function is conducted in accordance with the Authority's Internal Audit Function Code and Charter and tests the Authority's internal controls. Findings of internal audits will be presented to the Audit Committee and the Board and incorporated into the ongoing management of the Authority.

8 Remuneration and Expenses

Remuneration and allowances for expenses, if any, are payable by the Authority out of funds at its disposal to members of the Board and the members of committees of the Board, in accordance with section 20(3) of the Act.

The remuneration of the CEO and the staff of the Authority will be implemented in accordance with Government pay policy.

All aspects of travel and subsistence allowances will be monitored in accordance with the Authority's policies and procedures to ensure compliance. This will include adherence to value for money principles and current public sector rate guidelines as issued by the Minister for Public Expenditure and Reform or Minister for Health.

9 The Code of Business Conduct

The Code of Business Conduct sets out behaviour by which it requires staff and Board Members to conduct its duties. The Code is adopted by the Board and will be published on the Authority's website. A copy of the Code will be given to all staff members. The Chairperson shall report to the Minister and affirm that a Code of Conduct is in place and will also report on compliance in relation to same.

10 Quality of Service

The Authority's mission is to drive high quality and safe care for people using our health and social services through its statutory functions.

To achieve the foregoing objectives the Board is committed to quality customer service principles and will pursue a culture of continuous improvement.

The Authority provides clean, accessible public offices and other public areas which, where appropriate, comply with occupational and safety standards and as part of this, facilitates access for people with disabilities and others with special needs

The staff of the Authority deliver quality services with courtesy and sensitivity and with minimum delay to foster a climate of mutual respect between the Authority's clients and the staff.

The Authority promotes the standards of service outlined in the Government's *Principles of Quality Customer Service for Customers and Clients of the Public Service* (1997).

11 Reporting requirements as set out in the Code of Practice for the Governance of state Bodies

The following reports shall be produced by the Authority:

Corporate Plan

A Corporate Plan must be submitted to the Minister:

- within six months of establishment of the Authority
- within six months of the appointment of a new minister if that Minister requests
- and at the end of a three year period since the last corporate plan was submitted.

Progress Reports

Progress reports on the implementation of the approved Corporate Plan are to be included in the Authority's Annual Report.

Business Plan

A Business Plan must be submitted to the Minister within 30 days of the Authority having been notified of its determination of the maximum amount of its net expenditure for the coming financial year.

Code of Governance

This Code of Governance must be submitted to the Minister as soon as practical after the Authority is established and reviewed at regular intervals.

Accounts

The accounts of the Authority shall be submitted to the Comptroller and Auditor General for audit as soon as practicable and not later than three months after the end of the financial year to which the accounts relate.

Annual Report

The Authority shall prepare an Annual Report in relation to the Authority’s functions for submission to the Minister not later than 21 days after adopting it and not later than the 30 April each year.

Statements of Interest

All Board members are required to make an annual declaration to the Chairperson and if appropriate to the Standards in Public Office Commission.

This Code of Governance for the Authority has been compiled and approved by the Board at its meeting on 14th May 2014 for submission to the Minister for approval.



Approved:

Brian McEnery
Chairperson



Signed:

Kathleen Lombard
Board Secretary

Appendix 1

Committees of the Board

1. Introduction

Section 19(1) of the Health Act 2007 states that the Board may establish committees to provide assistance and advice to the Board in relation to the performance of its functions.

2. General Rules Applying to Committees

- 2.1 Committee members, including the Chair, are appointed by the Board for a period of one year which is reviewed annually.
- 2.2 The terms of reference for Committees are agreed and can be amended by the Board.
- 2.3 Committee Chairs will report on progress to the Board at each Board meeting.
- 2.4 Committees shall meet according to what is determined in their terms of reference.
- 2.5 Committees can invite other Board members and procure advice and support from individuals or bodies outside of the Committee or Board membership.
- 2.6 The Board may appoint persons to a Committee who are not members of the Board but have special knowledge and experience related to the purpose of the committee.
- 2.7 Any disclosure of interests by any member of the Committee must be discussed with, and reported to, the Chairperson of the Board.
- 2.8 A quorum for a Committee meeting shall be three members of the Board.
- 2.9 Any member or members of the Committee may at any time be removed by the Board and another or other persons appointed.
- 2.10 The CEO or other designated officer working on behalf of the Authority will attend the committee meetings, unless considered inappropriate by the Chair of the Committee.

3. Established Committees

The following is a list of Committees which have been formed by the Board to support the work of the Authority:

- Audit and Corporate Governance Committee
- Information, technology and Research Committee
- Health and Social Care Governance Committee
- Remuneration and Nominations Committee.

4. Membership (approved by the Board on 14th May 2014)

Audit and Corporate Governance Committee

Philip Caffrey (Chair)
Sheila O'Malley
Anne Carrigy
Bairbre O'Neill
Judith Foley
Diarmuid Collins (UCC Finance Officer – co-opted)
Brian McEnery (in attendance as appropriate and when invited by the Chair of the Committee)

Remuneration and Nominations Committee

Grainne Tuke (Chair)
Philip Caffrey
Sam McConkey
Brian McEnery
Bairbre O'Neill

Health and Social Care Governance Committee

Cillian Twomey (Chair)
Una Geary
Sheila O'Malley
Anne Carrigy
Mary Fennessy
Judith Foley

Information, Research and Technology Committee

Una Geary (Chair)
Cillian Twomey
David Molony
Sam McConkey
Mary Fennessy

Terms of Reference for Committees (reviewed and approved by Board at Board meeting of 5 March 2014)

Remuneration and Nominations Committee (RNC) Terms of Reference

1 Introduction

It is essential that the Authority establishes robust internal governance and accountability arrangements that ensure that it effectively manages, addresses, monitors and learns from its work across the diversity of its functions.

2 Terms of Reference

Section 19(1) of the Health Act 2007 states that the Board may establish committees to provide assistance and advice to the Board in relation to the performance of its functions. The following terms of reference reflect the Health Act 2007 and the Code of Practice for the Governance of State Bodies;

1. Oversee, on appointment to the Board, that Members receive a comprehensive induction programme for their introduction and orientation into the Authority and as Board Members of a state body.
2. Keep the leadership needs of the Authority under review, both Executive and Non-Executive, with a view to ensuring the continued ability of the Authority to perform effectively and efficiently.
3. Give full consideration to the succession planning of senior executive positions, taking into account the challenges and opportunities facing the Authority and what skills and expertise are needed in the future.
4. Coordinate the process for the appointment, or reappointment, of the Chief Executive Officer.
5. On behalf of the Board, provide oversight for the appointment of Executive Directors in the organisation.
6. On behalf of the Board, the Chairperson of the Board has oversight of the performance reviews of the Executive Management Team and reports annually to the RNC that this has taken place.
7. Approve the design of, and set targets for, any performance related pay schemes operated by the organisation.
8. Set annual Performance Development Review Targets and Objectives for the Chief Executive **in line with the Board approved process for the Performance Management and Development of the CEO.**
9. Consider annual Performance Development Reviews of the Chief Executive Officer and recommend to the Board approval of the results.
10. Review the organisational structure and management development of the organisation to ensure that it is fit for purpose and subject to regular review.
11. Review and note annually the remuneration trends across the Authority.

3 Membership

The Committee consists of a minimum of four Board members and will be chaired by **a member of the Committee who is not the** Chairperson of the Board. The Board may appoint to the Committee, in addition to Board members, persons who are not of the Board but have special knowledge and experience related to the purpose of the committee. The Chief Executive Officer and Head of Corporate Services and staff members such as the Human Resources Manager will, where appropriate, be in attendance.

Members are appointed for a period of one year to be reviewed annually and not exceeding the duration of the term of office of the Board.

4 Meetings

- Meetings of the Remuneration and Nominations Committee are held two times a year. Additional meetings may be held if necessary.
- A quorum of the Committee is three Board members.
- The agenda is established by the Chair of the committee in consultation with officers of the Board. It is circulated with related papers in advance of meetings.
- Any employee of the Authority or other person may be invited to attend for particular items at the discretion of the Chair of the Committee but they are not entitled to vote.

5 Evaluation of performance

The Committee will evaluate and assess its performance, including its procedures, terms of reference, effectiveness and membership on an annual basis.

Audit and Corporate Governance Committee Terms of Reference

1. Introduction

The Audit and Corporate Governance Committee (ACGC) of the Health Information and Quality Authority (the Authority) is an essential Committee of the Board.¹⁵ It is imperative that the Authority establishes robust internal governance and accountability arrangements including effective systems to ensure compliance with the Authority's statutory duties and reporting requirements.

2. Terms of reference

Section 19(1) of the Health Act 2007 states that the Board may establish committees to provide assistance and advice to the Board in relation to the performance of its functions. The following terms of reference reflect the Health Act 2007 and the Code of Practice for the Governance of State Bodies;

2.1 Corporate Governance

Robust corporate governance, including effective controls and risk management, is essential for the Authority, particularly given its role as an external assessor of governance across the health and social care system. The role of the ACGC is to:

- 2.1.1 Review arrangements for developing the understanding and compliance of the Board and staff of the Authority with the Codes of Corporate Governance and Business Conduct.
 - 2.1.2 Receive reports on compliance of the Authority with the Ethics in Public Office legislation.
 - 2.1.3 Receive issues of conflict of interest from the Executive in relation to staff within the Authority where an actual or perceived conflict could compromise the Authority and ensure that an effective system for dealing with gifts received by the Authority is in place.
 - 2.1.4 Receive an annual report on corporate governance arrangements and consider the efficiency, effectiveness and robustness of these arrangements. This is to include the system of internal and operational controls, where appropriate, for the functions being carried out in Corporate services, Communications and CEO's offices
 - 2.1.5 Liaise with the internal auditors to undertake periodic reviews of the corporate governance arrangements.
 - 2.1.6 Ensure that the risk management policy is implemented across the organisation.
 - 2.1.7 Receive and provide full oversight of the risk register reports for the Authority
- 2.1.8 Meet without the Executive present for at least part of a number of meetings.**

¹⁵ The Code of Practice for the Governance of State Bodies states that "the Board of any body with more than 20 employees should establish an Audit Committeewith written terms of reference which deal clearly with its authority and duties."

2.1.9 Governance and internal audit to be included on agenda for discussion with C&AG

2.2 Financial Management, Financial Reporting and Procurement

The Authority must have robust and effective financial management and procurement arrangements in place. The role of the ACGC is to:

- 2.2.1 Monitor the financial management, procedures and controls, including reporting and receive regular reports from the Executive in relation to the effectiveness of these.
- 2.2.2 Receive any adverse reports from the Executive in relation to concerns regarding the use of financial resources of the Authority – particularly where there may be illegal, questionable or unethical issues, and issues of significant financial reputational risk to the Authority.
- 2.2.3 Receive from the Executive, approve and recommend ratification by the Board as appropriate, of amendments to the Standing Orders and Standing Financial Instructions of the Authority and all significant transactions, in keeping with the scheme of delegation of the Authority.
- 2.2.4 Satisfy itself that appropriate procedures for travel and procurement are being carried out including adherence to the Government's Public Procurement Guidelines when procuring goods and services.

2.3 Internal audit

The ACGC will have a working relationship with the contracted internal auditors of the Authority and will agree a rolling programme of internal audits to assist the Executive, the ACGC and the Board to meet the continuous need to maintain effective corporate governance, financial and risk management arrangements. The role of the ACGC is to:

- 2.3.1 Recommend the appointment of the internal auditors for the Authority and agree a rolling programme of internal audits with the Executive and the auditors that most appropriately suit the Authority.
- 2.3.2 Receive reports from the Executive and the internal auditors in relation to the agreed plan, output of the work and action plans to implement recommendations as appropriate.
- 2.3.3 Advise the Board on the outputs and outcomes of the internal audit plan.
- 2.3.4 Receive the Comptroller and Auditor General (C and AG) report on the annual financial accounts and ensure implementation of any recommendations.
- 2.3.5 Receive any other regulatory audit of the Authority and monitor implementation of any recommendations.
- 2.3.6 The ACGC should have a formal closed session with the contracted Internal Auditor at the outset of at least one meeting per annum.**

3. Membership

The Committee consists of a minimum of four Board members. The Chairperson will not be a member of the Committee but may attend where appropriate for specific agenda items as determined by the Chair of the Committee. The Board may appoint to the Committee, in addition to Board members, persons who are not of the Board but have special knowledge and experience related to the purpose of the committee. This will include an external member with recent and relevant financial accounting experience. The Chief Executive Officer and Head of Corporate Services and other staff members will, where appropriate, be in attendance.

Members are appointed for a period of one year to be reviewed annually and not exceeding the duration of the term of office of the Board.

4. Meetings

- 4.1 The ACGC will meet no less than four times per year and prior to a Board meeting. The Chief Executive and the Head of Corporate Services, or delegated individual(s), will be in attendance.
- 4.2 A quorum of this Committee is three Board members.
- 4.3 The agenda is established by the Chairperson in consultation with officers of the Board. It is circulated with related papers in advance of the meeting.
- 4.4 Any employee of the Authority or other person may be invited to attend for particular items at the discretion of the Chairperson.

5. Evaluation of Committee

The Committee will evaluate and assess its performance, including its procedures, Terms of Reference, effectiveness and membership an annual basis.

Health and Social Care Governance Committee Terms of Reference

1. Introduction

The Health Act 2007 sets out the purpose and function of the Health Information and Quality Authority and included are the key functions of health and social care quality. It is essential that the Authority establishes robust internal governance and accountability arrangements that ensure that it effectively manages, addresses, monitors and learns from its work. This includes having effective systems to ensure appropriate governance and compliance with the Authority's statutory duties relating to its health and social care activities.

2. Terms of Reference

Section 19(1) of the Health Act 2007 states that the Board may establish committees to provide assistance and advice to the Board in relation to the performance of its functions. The following terms of reference reflect the Health Act 2007 and the Code of Practice for the Governance of State Bodies and are intended to support the Board in relation to the governance of the health and social care functions;

- 2.1 Review and monitor the governance arrangements for undertaking the Authority's health and social care functions, including internal controls and key performance indicators, where appropriate.
- 2.2 Monitor trends, and where required, specific information, regarding concerns brought to the Authority's attention regarding the provision of health and social care.
- 2.3 Monitor on behalf of the Board the Authority's compliance with relevant statutory duties
- 2.4 Receive updates on key activities.
- 2.5 Receive reports on the major risks and progress of mitigating actions relating to Directorates activities and Business Plan objectives.

3. Membership

The Committee consists of a minimum of four Board members. The Board may appoint to the Committee, in addition to Board members, persons who are not of the Board but have special knowledge and experience related to the purpose of the committee. The relevant Directors and other staff members, where appropriate, will be in attendance.

Members are appointed for a period of one year to be reviewed annually and not exceeding the duration of the term of office of the Board.

4. Meetings

- 4.1 Meetings of the Committee are held four times a year. Additional meetings may be held if necessary.
- 4.2 A quorum of this Committee is three Board members.

- 4.3 The agenda is established by the Chair of the committee in consultation with officers of the Board. It is circulated with related papers in advance of meetings.
- 4.4 Any employee of the Authority or other person may be invited to attend for particular items at the discretion of the Chair of the Committee but they are not entitled to vote.

5. Evaluation of Committee

The Committee will evaluate and assess its performance, including its procedures, Terms of Reference, effectiveness and membership an annual basis.

Information, Research and Technologies Committee

Terms of Reference

1. Introduction

The Health Act 2007 sets out the purpose and function of the Health Information and Quality Authority (the Authority) and included are the functions of health information and health technology assessment (HTA). It is therefore essential that the Authority establishes robust internal governance and accountability arrangements that ensures that it effectively manages, addresses, monitors and learns from its work. This includes having effective systems to ensure appropriate governance and compliance with the Authority's statutory duties relating to the Health Information and HTA functions.

2. Terms of Reference

Section 19 (1) of the Health Act 2007 states that the Board may establish committees to provide assistance and advice to the Board in relation to the performance of its functions. The following terms of reference reflect the Health Act 2007 and the Code of Practice for the Governance of State Bodies and are intended to support the Board in relation to the governance of the health information and HTA functions;

- 2.1 Review and monitor the governance arrangements including internal controls for undertaking HTAs, health information activities and research ethics.
- 2.2 Monitor on behalf of the Board the Authority's compliance with relevant statutory duties.
- 2.3 Receive reports on the major risks relating to the Corporate and Business Plan objectives and the operational risks inherent to their delivery.
- 2.4 Receive updates on key health information and HTA activities.
- 2.5 Review trends and emerging issues in research at national and international level and their implications/potential for the Authority.
- 2.6 Monitor, on behalf of the Board, the Authority's Evidence and Research Strategy.

3. Membership

Members are appointed for a period of one year to be reviewed annually and not exceeding the duration of the term of office of the Board.

The Committee consists of a minimum of three Board members. The Board may appoint to the Committee, in addition to Board members, persons who are not of the Board but have special knowledge and experience related to the purpose of the committee. The Chief Executive Officer, Director of Health Technology Assessment, Director of Health Information and other staff members as appropriate, be in attendance.

4. Meetings

- Meetings of the Information, Research and Technologies Committee are held two times a year. Additional meetings may be held if necessary.

- A quorum of the Committee is three Board members.
- The agenda is established by the Chair of the committee in consultation with officers of the Board. It is circulated with related papers in advance of meetings.
- Any employee of the Authority or other person may be invited to attend for particular items at the discretion of the Chair of the Committee but they are not entitled to vote.

5. Evaluation of performance

The Committee will evaluate and assess its performance, including its procedures, Terms of Reference, effectiveness and membership an annual basis.

Appendix 2

Formal Schedule of Matters for Board Decision

1. Introduction

It is a requirement for the Authority to have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Authority is specifically and demonstrably in the hands of the Board. The following sets out the minimal formal decision-making requirements of the Board of the Authority.

2. Managerial Functions

- 2.1 Approve the annual accounts and annual report of the Authority.
- 2.2 Approve any significant change in accounting policies or practices (*through the Audit and Corporate Governance Committee, but referred back to the Board for final decision*).
- 2.3 Appoint or remove the Secretary to the Board.
- 2.4 Approve the Corporate Plan, the annual business plan and budget.
- 2.5 Approve the appointment, remuneration and assessment of the Chief Executive Officer
- 2.6 With Ministerial approval, approve amendments to the pension benefits of the Chief Executive and staff.

3. Board Membership and Board Committees

The Board must meet at least six times annually. The collective responsibility and authority of the Board should be safeguarded. Board members must be afforded the opportunity to fully contribute to Board deliberations while excessive influence on decision making should be guarded against. The Board shall appoint the Chairs and members of the Committees and approve their terms of reference.

4. Contracts

Significant acquisitions, disposals and retirement of assets of the Authority should be approved by the Board including:

- 4.1 Approve transactions (or related programmes of transactions) not in the ordinary course of business, the value of which (including VAT) is that in excess of €50,000.
- 4.2 Approve all transactions (within the Budget approved by the Board) that are in the ordinary course of business, and whose value exceeds €250,000. This applies to:
 - both capital and revenue items
 - the total of closely related transactions and
 - both business as usual and project related transactions.
- 4.3 Approve all property leases of whatever value.

- 4.4 Ensure that the disposal of any land or property is with the consent of the Minister.

5. Internal Controls and Risk Management

- 5.1 Ensure there are delegated authority levels and a sound system of internal control - including financial, operational and compliance controls, and risk management - with appropriate reference to the Authority's Code of Governance and the Revised Code of Practice for the Governance of State Bodies.
- 5.2 Undertake an annual assessment of the effectiveness of internal control (including financial, information governance, operational, compliance controls and risk management systems). This should include evaluating management's actions on material incidents, to ensure the effective identification, monitoring and control of external risks, and identification of opportunities, to support the Authority's statutory objectives. (*Audit and Corporate Governance Committee and refer back to the Board for final decision*).
- 5.3 Approve statements for inclusion in the annual report concerning internal controls and risk management including the annual Financial Review. (*Audit and Corporate Governance Committee, and refer back to the Board for final decision.*)
- 5.4 Review and approve the policies that are reserved for Board approval. These policies include Risk Management, Whistle blowing, Tendering Policy and Process (and Corporate Procurement Plan), Conflicts of Interest, Dignity and Respect, Business and Expense, Fraud policy and the Code of Business Conduct.
- 5.5 Regularly review the Board's own effectiveness, that of its Committees and individual members.
- 5.6 Regularly review the potential implications of legal action being taken against the Authority.

6. Miscellaneous

The Board shall take specific decisions that the Board or executive management consider to be of such significance as to require to be taken by the Board.



Approved: Brian McEnery
Chairperson



Signed: Kathleen Lombard
Board secretary

Appendix 3 – Scheme of delegation

Introduction

The functions of the Authority are set out in section 8 of the Health Act 2007. There are 13 functions set out at paragraphs (a) to (m) of section 8. The Board is allowed delegate any of its functions or powers¹⁶ to the chief executive officer (CEO)¹⁷. A process for the review of delegated functions was approved by the Board on 3rd July 2013 together with an updated list of those functions that have been delegated. Subject to any directions which the Board gives to the CEO, the CEO is allowed to onward delegate his/her functions to employees of the Authority¹⁸.

List of Delegations which the Board has made to date

Ref	Delegated function or power	Date Approved	Current status as approved by Board on 3 July 2013
D1-0807	Delegation of powers to the CEO to indemnify two expert clinicians regarding Galway investigation in accordance with Section 14(2) of the Health Act 2007	Board meeting 9 August 2007	this was for a specific purpose and has now expired
D2-0907	Delegation of the indemnity arrangements for authorised people to the CEO under Section 14(2) of the Health Act 2007	Board meeting 19 September 2007	this delegation is live and appropriate
D3-0808	In accordance with Section 14(2), the Board hereby delegates power to the chief executive officer to appoint authorised persons in accordance with Section 70(1) and other persons to assist authorised persons in accordance with Section 70(2), for the purposes of (a) monitoring compliance with standards in accordance with section 8.1(c) and (b) an investigation referred to in section 8(1)(d) undertaken by the Authority	Board meeting July 2013	This wording replaces the wording of an earlier delegation to Jon Billings
D4-0908	The following statutory function ¹⁹ of the Authority was delegated to the CEO: "at the request or with the approval of the Minister to review and make recommendations as the Authority thinks fit in respect of the services, to ensure the best outcomes for the resources available to the Executive"	Board meeting 24 September 2008	this delegation is live and appropriate

¹⁶ The Board can delegate functions and powers. In this paper, "function" means a statutory function of the Authority as set out in section 8 and "power" means a power to do something.

¹⁷ Section 14(2) of the Health Act 2007

¹⁸ Section 23 of the Health Act 2007

¹⁹ Section 8(1)(e)

Ref	Delegated function or power	Date Approved	Current status as approved by Board on 3 July 2013
D4-0908	The following statutory function ²⁰ of the Authority was delegated to the CEO: "to operate accreditation programmes in respect of the services and to grant accreditation to any of them meeting standards set or recognised by the Authority"	Board meeting 24 September 2008	this delegation is live and appropriate
D4-0908	The following statutory function ²¹ of the Authority was delegated to the CEO, In accordance with Section 14(2), the Board hereby delegates to the chief executive officer the function of the Authority set out at Section 8(1)(h) of the Health Act 2007 to evaluate the clinical and cost effectiveness of health technologies including drugs and provide advice arising out of the evaluation to the Minister and the Executive	Board meeting July 2013	This wording revoked earlier delegation on 24 September 2008
D4-0908	The following statutory function ²² of the Authority was delegated to the CEO: "to evaluate available information respecting the services and the health and welfare of the population"	Board meeting 24 September 2008	live
D4-0908	The sub-delegation by the Chief Executive Officer, in accordance with Section 23 of the Act, of any or all of the functions of the Authority delegated by the Board to the CEO under Reference Number D4-0908 to employees of the Authority specified by name, position or otherwise was also approved	Board meeting 24 September 2008	live
D6-0609	In accordance with Section 14(2), the Board hereby delegates to the chief executive officer: 1. The power in accordance with Section 43(1) of the Health Act 2007 and in accordance with section 26, to appoint the number of persons as the chief executive officer may determine to assist the chief inspector in the performance of the chief inspector's functions 2. The power in accordance with Section 43(3) of the Health Act 2007 to give to any person appointed as an inspector under Section 43(1) a certificate of his or her appointment The Board hereby approves the sub-delegation		This wording (July 2013) replaced earlier wording of email approval of 19 June 2009 and board minutes of 23 July 2009

²⁰ Section 8(1)(f)

²¹ Section 8(1)(h)

²² Section 8(1)(i)

Ref	Delegated function or power	Date Approved	Current status as approved by Board on 3 July 2013
	by the chief executive officer to the chief inspector of the powers delegated at 1 and 2 above to the chief inspector, in accordance with Section 23(1)."		
D7-1109	<p>The following power was delegated to the CEO in accordance with Section 14(2) of the Health Act 2007:</p> <p>The power of the Authority to designate an Inspector of Social Services to perform the functions of the chief inspector where the chief inspector is absent or where the position is vacant (Section 41(2))</p>	Email approval 30 Nov 2009	live
D8-0810	<p>In accordance with Section 14(2), the Board hereby delegates to the chief executive officer the power in accordance with Section 72 of the Health Act 2007, at the request of the chief inspector and with the approval of the Minister to appoint one or more persons, with expertise relevant to an inspection referred to in <i>section 41</i>, to—</p> <p>(a) accompany the chief inspector or inspector during the inspection, and</p> <p>(b) assist and advise the chief inspector or an inspector on matters related to the purpose of the inspection that are within the expertise of the person or persons so appointed."</p>	Email approval February 2010	This wording (July 2013) revoked earlier delegation in email approval of February 2010

Code of Business Conduct

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1. Introduction

The Health Information and Quality Authority (the Authority) is required to have a written Code of Conduct for Board members and employees²³. The Health Act specifies that persons performing functions under the Health Act 2007 “shall maintain proper standards of integrity, conduct and concern for the public interest” and sets out a number of requirements of the Authority in this regard. The Authority is also a prescribed body under the Ethics in Public Office Acts (1995 and 2001). The requirement for a Code of Conduct is in recognition of the fact that individual behaviour and practice can be a major factor in the effectiveness of an organisation, its reputation and the level of confidence and trust the public has in it.

2. Purpose

The purpose of this Code is to guide behaviour of staff and Board members in a way that reflects proper standards of integrity and accountability. This document sets out guidelines to be followed in order to:

- establish minimal standards of ethical conduct;
- promote and maintain confidence and trust;
- prevent the development of unethical practices;
- enable the Authority to provide a professional and effective service to the public, people who use health and social care services, providers of such services and their staff, and all other stakeholders.

3. Guiding Principles

In addition to its obligations as a state body, this code is based on the Authority’s values and reflect the principle of integrity and concern for public interest in accordance with the Act:

- putting people first;
- fair and objective
- open and accountable;
- excellence and innovation;
- working together.

Accordingly, these values are intended to inform the behaviour and place obligations of people working for or on behalf of the Authority to comply with proper standards of conduct.

4. Scope

This code applies to board members of the Authority, all staff and any third party working for or engaged on behalf of the Authority.

A key function of the Authority relates to the conduct of inspections, investigations and reviews in line with the provisions of the Health Act, 2007, as amended. These activities are conducted by staff of the Authority, and persons authorised under the Health Act, 2007 (as amended), including inspectors of social services appointed under section 43 of the Act and inspectors appointed as authorised persons under the Child Care Act 1991 and 2001, (as amended).

²³ Health Act, section 82 and the Code of Practice for the Governance of State Bodies, section 5.

Under the provisions of this code of conduct, staff of the Authority who are exercising statutory powers are required to conform to the code of conduct. Due to the nature of the inspection and monitoring function, particular emphasis is conferred on the requirements of professional conduct, and these are set out in [Appendix 1](#) to this Code.

5. Conflicts of Interest

This section of the code of conduct reflects the obligations of board members and staff under the Ethics in Public Office legislation and should be read in conjunction with the Board's Conflict of Interests Policy and Procedure and the [Standards of Professional Conduct and Practice for Authorised Persons at Appendix 1](#)

The Authority recognises that Board membership and employment in a public sector setting can provide potential for conflict of interest and has developed a policy and procedure to govern instances where this arises. Circumstances²⁴ that may give rise to a conflict of interest include, but are not limited to:

- a board/staff member holding an interest directly or indirectly in groupings or enterprises which deal commercially and/or contractually with the Authority;
- the potential for a board/staff member or a family member to influence procurement decisions and the awarding of contracts for which groupings or enterprises with which he/she is associated directly or indirectly are competing;
- a family member or relative of a board/staff member operating a facility over which the Authority has a regulatory role;
- persons appointed as authorised persons under section 43 or section 70 of the Health Act 2007 or under the Child Care Act, 1991 and 2001 carrying out their regulatory functions having a relationship with the regulated entity, for example through past employment, or personal relationships with persons involved in the management of a designated centre.

All staff, whether or not they are a designated employee under the Ethics in Public Office Acts, must declare any personal or other interest in any service, which could involve a conflict of interest or could compromise, or appear to compromise, his/her professional judgment, objectivity or independence.

Board and staff members are required to withdraw from any procurement/contract selection or award process, inspections, investigations or reviews where a conflict of interest arises.

6. Disclosure of Interests/ Avoidance of Conflict Of Interest

To avoid conflicts of interest and the possibility of unjust enrichments each Board member furnishes to the Secretary of the Board details of his or her employment and all other business interests including share holdings which could involve a conflict of interest or could

²⁴ In such circumstances, Board members and the Chief Executive are required to declare such an interest to the Chairperson of the Board; the Chairperson should make his declaration to the Deputy Chairperson or if not present, another Board member; staff members are required to declare such interest to the Chief Executive.

materially influence his or her functions as a member of the Board. Interests of family and other connected persons or bodies are also declared. This information is held in a Register of Interests and is accessible only by the Chairperson, Chief Executive and the Secretary of the Board.

Where individual Board members become aware of non-compliance with such obligations, they should immediately bring this to the attention of their fellow Board members with a view to having the matter addressed. The matter should also be brought to the attention of the Minister for Health by the Chairperson.

As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his interests or of those connected with him/her, return the documents to the Secretary to the Board at the earliest opportunity.

7. Attraction of Benefits

Board and staff members may attract benefits in cash or in kind over and above normal remuneration (for example director fees, salary, travel, subsistence) in respect of associations and activities arising purely and solely by virtue of their position in the organisation. In such cases, Board members and the Chief Executive are required to make disclosures to the Chairperson of the Board. Staff members (other than the Chief Executive) are required to similarly disclose such positions to the Chief Executive.

Staff conducting inspections, investigations or reviews must not accept any personal gift, favour, loan, prize, inducement, hospitality or other benefit in relation to anything done, or to be done, or omitted to be done in connection with the performance of their duties which may be seen to compromise their integrity, fairness or independence or which would, or might appear to, place them under any obligation.

8. Unjust Enrichments

Board and staff members may be exposed to the possibility of inviting and/or attracting offers of personal enrichments due to the nature of their duties and responsibilities, some. Such enrichments, when established to be materially significant and/or calculated to engender or reward bias are regarded by the Authority as unjust and are prohibited.

9. Engagement in Outside Employments

The Authority recognises that staff members may engage in outside employments, consultancies and/or businesses which are not directly related to or associated with their position in the organisation. Subject to the conflict of interest criteria, no objection to staff engagement in such activities applies providing that they do not:

- interfere with or diminish the capacity of the relevant staff member to discharge his/ her duties and responsibilities;
- result in diminution in hours worked by the relevant staff member for the organisation to levels below those contracted for or standard effort required to enable him/her undertake duties and responsibilities assigned.

10. Ethical Principles

Having regard to the nature of their position, all board and certain staff members are privy to information and material which is confidential to the organisation and its clients. and are therefore required to maintain confidentiality in such matters.

Staff conducting inspections, investigations or reviews must respect the confidentiality of information with due regard to reporting obligations particularly in relation to the protection of children and potentially vulnerable adults. Staff must maintain clear and accurate records in an accessible and secure format.

Former Board and staff members are required to maintain confidentiality in regard to the business of the Authority and dispose of any documentation they hold relating to the business of the Authority.

11. Work and Environment

Board and committee members should place the highest priority on promoting and preserving the health and safety of all employees of the Authority. They should also minimise any detrimental impact of the operations of the board on the environment.

12. Appropriate Behaviour

The Authority has developed specific policies and procedures in relation to:

- dignity and respect in the workplace including sexual harassment and bullying in the work place;
- disciplinary and grievance procedures;

Board members and all staff are expected to behave appropriately in accordance with these policies and the principles and requirements set out therein.

13. Fairness

Board members and staff shall comply with employment equality and equal status legislation.

Staff shall commit to fairness and treat stakeholders equitably. Staff and board members are therefore required to:

- make decisions based on evidence;
- give reasons for decisions made;
- demonstrate lack of bias;
- provide a fair hearing for all parties in matters of dispute.

14. Information

The board and staff shall facilitate access to information relating to the Authority in a way that is open and that enhances accountability to the public.

The board and staff shall maintain confidentiality (unless disclosure is required by law) concerning any sensitive organisational information, personal information of staff or third

parties and information received in confidence by the Authority.

The board and staff shall observe appropriate consultation procedures with third parties where it is proposed to release sensitive information in the public interest.

The board and staff shall comply with relevant statutory provisions relating to access of information, including the Freedom of Information Acts 1997 and 2003, as amended and the Data Protection Act, as amended.

Note: Queries about the release of information under the provisions of the Freedom of Information Acts 1997 and 2003, as amended, should be directed to the Authority's Freedom of Information Officer in writing.

15. Obligations

In accordance with this Code, there is an obligation on Board Members and staff to commit to the highest standards of ethics and demonstrate commitment and loyalty to the Authority in the implementation of its activities.

Accordingly, the Board and staff of the Authority will endeavour to:

- fulfil all regulatory and statutory obligations imposed on it;
- comply with all tendering and purchasing procedures
- introduce controls to prevent fraud, including controls to ensure compliance with expenses for business travel;
- ensure Board members use all reasonable endeavours to attend all Board meetings;
- comply with procedures in relation to conflict of interest situations, including instances relating to the acceptance of positions/consultancies post employment or resignation to avoid conflicts of interest or breaches of confidentiality;
- make provision for staff to inform the relevant Director or delegate, where the conduct of a colleague may be unsafe, illegal, unethical or in conflict with the provisions of this code of conduct.

16. Communication of ethical duties and the code of conduct

All Board members and staff shall be provided with a copy of this code of conduct and acknowledge receipt and shall confirm understanding and commitment to comply with same.

An explanatory booklet providing practical guidance and direction will be circulated, covering such areas as gifts, entertainment and other ethical considerations.

17. Approval and Review

This Code of Conduct is approved by the Board of the Authority on **14 May 2014**. The Code will be subject to review every two years or when revised Government guidance is issued.



Brian McEnery
Chairperson



Kathleen Lombard
Board secretary

Appendix 1: Standards of professional conduct and practice for authorised persons

The Director of Regulation requires his/her staff to adhere to the code of conduct set out in this document at all times. Items of particular significance for staff responsible for conducting regulatory functions are set out below.

1. Authorisations, appointments and identification

The Authority, in accordance with the Health Act 2007 (as amended), requires that all staff exercising statutory powers shall produce a copy of their certificate of appointment or authorisation, and carry personal identification provided by the Authority, when exercising their functions.

2. Inspection and investigation processes

Staff conducting inspections, investigations or reviews must carry out their work within the legislative and regulatory framework relevant to the regulated service.

Staff conducting inspections, investigations or reviews shall:

- carry out their duties in a courteous and non-discriminatory manner, with the minimum level of disruption necessary to the centre or service and with respect to the dignity, privacy and rights of people using the service;
- each authorised person is committed to respectful observation of care and to promoting the safety, well-being dignity, privacy and comfort of each individual. However, on occasion in exceptional circumstances either inadvertently or by way of triangulating evidence, authorised persons may need to observe care delivery such as wound dressing or moving between bed and bathroom. In these circumstances the authorised person must take into account the residents rights and seek the informed consent of any such person, or their representative, before observing any personal care delivered to that person.
- make themselves available, to any member of management, staff, user of services, family member or carer who might wish to speak to them;
- not use or disclose information acquired in their professional capacity for any purpose unconnected with the performance of their duty;
- inform the Director of Regulation or Deputy Director of any instance of which they become aware where a person carrying out an inspection, review or investigation may have committed an offence or acted improperly in the course of an inspection, review or investigation;
- give clear reasons for any decisions and judgments made in accordance with the principles of fair procedures;
- carry out their functions honestly, fairly, impartially and objectively without fear, favour, bias or prejudice;
- where voluntary cooperation is not forthcoming and powers are required to be exercised explicitly, (for example in entering a premises or in removing items or,

exceptionally, in executing a warrant), the reason for the exercise of the power is first explained to any relevant person and they are advised of the consequences of refusing to cooperate and/or of obstructing an authorised person/inspector.

3. Judgments

Staff conducting inspections, investigations or reviews must:

- ensure that judgments accurately and reliably reflect the quality of service provided
- demonstrate a clear link between judgments reached and the evidence on which they are based
- be as open as possible about judgments made and the basis for judgments, restricting information only when the interests of others clearly demand so.

4. Reporting

Staff conducting inspections, investigations or reviews shall ensure that a full record of the inspection, investigation or review has been made. Reports on findings shall be made in an objective and transparent manner and shall not knowingly understate or overstate the significance of reported conditions.