



# Code of Governance

31 January 2023



## About the Health Information and Quality Authority (HIQA)

The Health Information and Quality Authority (HIQA) is an independent statutory authority established to promote safety and quality in the provision of health and social care services for the benefit of the health and welfare of the public.

HIQA's mandate to date extends across a wide range of public, private and voluntary sector services. Reporting to the Minister for Health and engaging with the Minister for Children, Equality, Disability, Integration and Youth, HIQA has responsibility for the following:

- **Setting standards for health and social care services** — Developing person-centred standards and guidance, based on evidence and international best practice, for health and social care services in Ireland.
- **Regulating social care services** — The Chief Inspector within HIQA is responsible for registering and inspecting residential services for older people and people with a disability, and children's special care units.
- **Regulating health services** — Regulating medical exposure to ionising radiation.
- **Monitoring services** — Monitoring the safety and quality of health services and children's social services, and investigating as necessary serious concerns about the health and welfare of people who use these services.
- **Health technology assessment** — Evaluating the clinical and cost-effectiveness of health programmes, policies, medicines, medical equipment, diagnostic and surgical techniques, health promotion and protection activities, and providing advice to enable the best use of resources and the best outcomes for people who use our health service.
- **Health information** — Advising on the efficient and secure collection and sharing of health information, setting standards, evaluating information resources and publishing information on the delivery and performance of Ireland's health and social care services.
- **National Care Experience Programme** — Carrying out national service- user experience surveys across a range of health services, in conjunction with the Department of Health and the Health Service Executive (HSE).

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## 1. Introduction

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

The purpose of the Code of Governance is to describe HIQA's governance structure and clearly set out for all parties, the Board, staff or external stakeholders, the key roles, systems and procedures in HIQA.

HIQA's Code of Governance forms part of HIQA's overall Governance and Assurance Framework<sup>1</sup> and reflects the legislation under which it must function, government guidelines and organisational arrangements and practices for directing and controlling the business of HIQA.

Together with the Code of Business Conduct, it sets out the governance standards and systems by which HIQA will operate. All staff and Board members have a duty to exercise good governance and comply with the provisions set out in these documents and HIQA's policies and procedures. This Code provides guidance to support the Board, senior managers and all staff to apply corporate governance in the performance of their duties.

### 1.1 Integrated Governance

Integrated Governance provides a comprehensive approach to the functions within HIQA. It is how HIQA's functions are supported to ensure the successful delivery of the organisation's objectives (Figure 1).

By recognising the key interdependencies of each separate area, integrated governance brings together and highlights the importance of each of the separate functions, such as financial, corporate governance, risk management and quality management; to provide a complete approach to achieving HIQA's strategic goals.

### 1.2 Corporate Governance

Governance incorporates all structures, processes and procedures in place to ensure that organisations and persons charged with responsibilities by Government or

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<sup>1</sup> The corporate governance framework typically comprises elements of legislation, regulation, self-regulatory arrangements, voluntary codes, commitments and business practices (page 5 Code of Practice for the Governance of State Bodies).

stakeholders, carry out those responsibilities to the highest standards. Governance obligations are set out in legislation and in codes of practice and guidance.

As a public sector body, HIQA is required to comply with the Code of Practice for the Governance of State Bodies 2016. The Code sets out best practice principles and processes to facilitate good governance, contribute to better organisational performance, good risk management practices and better value for money.

**Figure 1: HIQA’s integrated governance framework (Quality Management System)**



### 1.3 Code of Governance

HIQA is required to develop a Code of Governance and to review it periodically in accordance with the Health Act 2007, as amended (the Act). The Act requires that the following items are outlined in the Code:

- Guiding principles, applicable to HIQA as a public body
- The structure of HIQA, including roles and responsibilities of the Board, the CEO and the Chief Inspector

- Processes and guidelines to be followed to ensure compliance with reporting requirements
- HIQA's internal controls, including procedures for internal audit, risk management, public procurement and financial reporting.

HIQA's governance framework ensures that the Board have sufficient oversight in conducting their duties, and where applicable that delegated powers are applied appropriately.

HIQA must submit its Code of Governance to the Minister. HIQA must also regularly review its Code and resubmit it to the Minister.

#### **1.4 Principles of Good Governance**

HIQA has adopted the guiding principles set out in the Code of Practice for the Governance of State Bodies 2016. This Code of Governance is aligned to these principles. Where more recent corporate governance guidance is available, this will also be referenced, for example, the UK Corporate Governance Code 2018. However, any assessment of HIQA's compliance with standards will be measured against the Code of Practice for the Governance of State Bodies. Throughout this document, where relevant, principles from both sets of Guidance will be referenced. See Appendix 1 of this document for the full set of principles from the Code of Practice for the Governance of State Bodies 2016 and the UK Corporate Governance Code, July 2018.

A list of relevant governance documents is included in Appendix 3.

## 2. Overview of HIQA

### 2.1 Governing Legislation

HIQA was established under the Health Act 2007, as amended (the Act). Its “object” as set out in legislation is to ‘promote safety and quality in the provision of health and personal social services for the benefit of the health and welfare of the public’. Where any conflict appears to arise between this Code of Governance and the legislation or the statutory instruments made under it, the legislation takes precedence.

### 2.2 Functions of HIQA

The Governance Framework model in the Code of Practice for the Governance of State Bodies 2016 (see below) illustrates HIQA’s relationship to government structures. HIQA is a State body and as such has particular responsibilities:

*‘State bodies should serve the interests of the Government as shareholder, the taxpayer and all other stakeholders, and pursue value for money in their endeavours...’<sup>2</sup>*

Therefore, HIQA is accountable to the Government and will, on occasion, be asked to account to various Oireachtas committees.

HIQA’s statutory functions are outlined in the Health Act 2007 (as amended), the Child Care Acts 1991 and 2001 (as amended), the Children Act 2001, the Education for Persons with Special Educational Needs Act 2004, and the Disability Act 2005.

HIQA’s mandate to date extends across a specified range of public, private, and voluntary sector services. Reporting to the Minister for Health and engaging with the Minister for Children, Equality, Disability, Integration and Youth Affairs, HIQA’s has responsibility for:

**Setting standards for health and social care services** – Developing person-centred standards and guidance, based on evidence and international best practice, for health and social care services in Ireland.

**Regulating social care services** – The Chief Inspector within HIQA is responsible for registering and inspecting residential services for older people and people with a disability, and children’s special care units.

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<sup>2</sup> Code of Practice for the Governance of State Bodies 2016, p 5.

**Regulating health services** – Regulating medical exposure to ionising radiation.

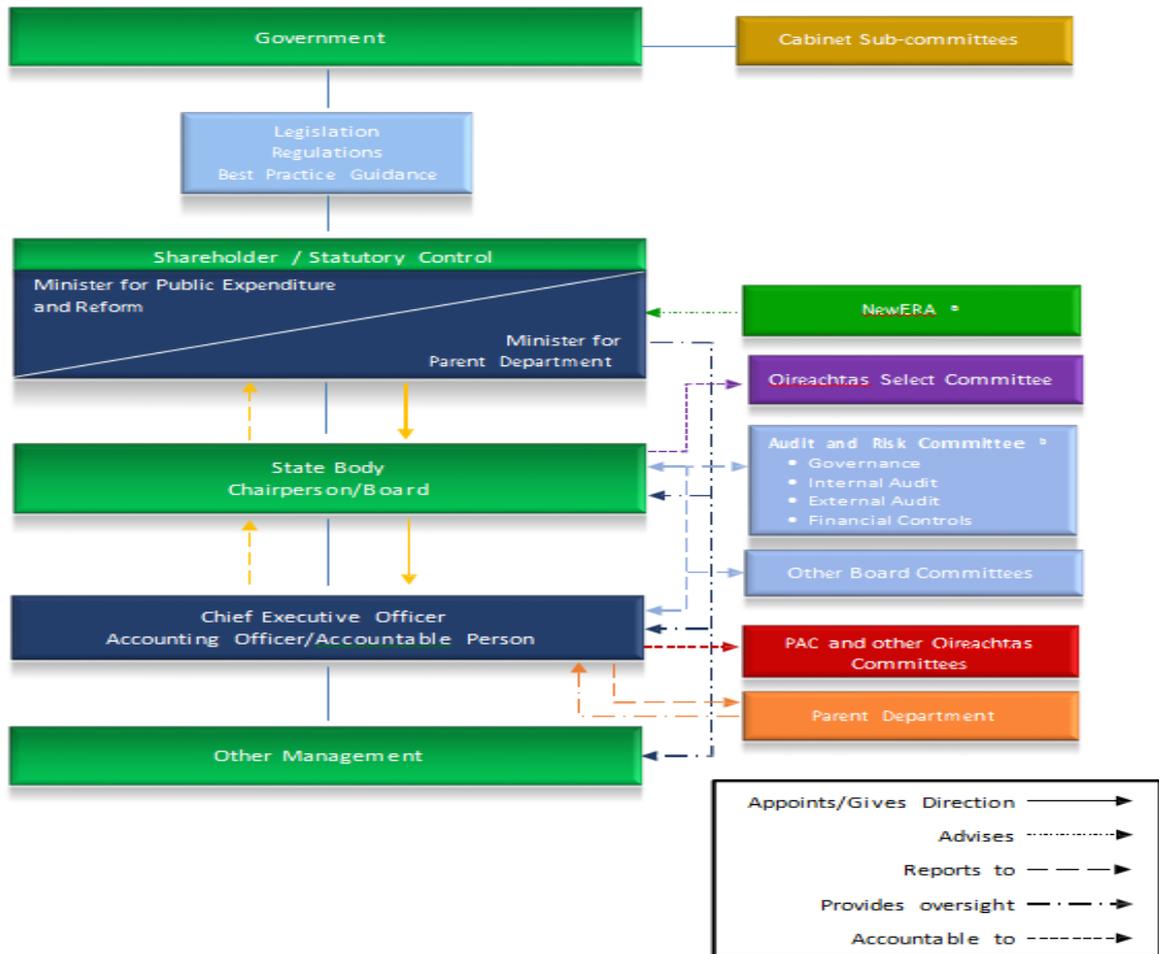
**Monitoring services** – Monitoring the safety and quality of health services and children’s social care services, and investigating as necessary serious concerns about the health and welfare of people who use these services.

**Health Technology Assessment** - Evaluating the clinical and cost effectiveness of health programmes, policies, medicines, medical equipment, diagnostic and surgical techniques, health promotion and protection activities, and providing advice to enable the best use of resources and the best outcomes for people who use our health service.

**Health information** — Advising on the efficient and secure collection and sharing of health information, setting standards, evaluating information resources and publishing information on the delivery and performance of Ireland’s health and social care services.

**National Care Experience Programme** — Carrying out national service-user experience surveys across a range of health services, in conjunction with the Department of Health and the HSE.

## Governance Framework



Code of Practice for the Governance of State Bodies 2016

### 2.3 HIQA's Mission, Vision and Values

#### *Key principles:*

*The Board should establish the company's purpose, values and strategy, and satisfy itself that these and its culture are aligned.*

*The Board should ensure that workforce policies and practices are consistent with the company's values and support its long term sustainable success. The workforce should be able to raise any matters of concern.*

*The UK Corporate Governance Code 2018*

The Board has a key role in establishing the mission, vision and values of HIQA. HIQA's vision and mission are set out below.

## Our vision

Safer services and better care for all

## Our mission

Protecting service users, and working with stakeholders to enhance and enable equity, quality and safety of health and social care services for all people in Ireland.

Our values underpin how we will deliver our mission. They guide our behaviour, the expectations we set ourselves, and the experience of others who engage with us.

## Our Values:

### Promoting and protecting human rights

We will work to promote human rights as well as identifying, challenging and reporting on breaches of rights in health and social care services

### Putting people first

We will put the voice and needs of people at the centre of our work and strive to identify, challenge and report on breaches to agreed standards

### Being fair, objective and equitable

We will be fair, objective and consistent in our dealing with people and organisations

### Being open and accountable

We will communicate the nature and outcomes of our work in an open and transparent way, accepting full responsibility for our actions

### Striving for excellence

We will continually innovate and improve the quality of our work through robust research, striving for methodical rigour and using the best available resources and evidence

### Promoting quality

We will promote quality within our own organisation and across all health and social care services

### Working collaboratively

We will engage and work collaboratively with all our stakeholders

## 2.4 Culture and Ethics

The Board is responsible for setting the ethical tone of the State body, and should ensure that good governance standards and ethical behaviour permeate all levels of the organisation.

The Board should assess and monitor culture. Where the Board is not satisfied that policy, practices or behaviour are aligned with HIQA's mission, values or strategy, it should seek assurance that management has taken corrective action.

Key documents support the Board's responsibilities including the Code of Business Conduct and the Conflict of Interest policy and procedure.

### 3. Strategic Direction, Business Planning and Reporting

As a State body, HIQA must plan, report on, and account for its performance, both operational and financial. There are several lines of performance planning and reporting operating within HIQA. These are set out below and include statutory requirements, requirements set out in the Code of Practice for the Governance of State Bodies 2016 and HIQA's internal performance and control arrangements.

#### 3.1 Corporate Plan

In accordance with the Health Act 2007, as amended,<sup>3</sup> HIQA submits a corporate plan to the Minister for Health on a three-yearly basis. This plan outlines the key strategic objectives for HIQA and the Office of the Chief Inspector for the future three-year period. The corporate plan must have regard to the policies of the Government and the Minister.

HIQA's corporate plan is prepared following consultation, within HIQA, and externally with our stakeholders. A draft copy of the corporate plan is submitted to the Minister for Health. Once approved, The Minister shall ensure that a copy of an approved corporate plan is laid before both Houses of the Oireachtas within 21 days.

Setting strategy is a primary responsibility of the Board. A Formal Process for Setting Strategy has been approved by the Board and describes the way in which HIQA develops and reviews its corporate plan, including the centrality of the Board's role in the process. Activities that are key to this function of the Board are:

- The preparation and adoption of a strategic corporate plan with appropriate objectives, indicators and targets against which performance can be measured.
- Approval of annual business plans and budgets.
- Approval of major investments and capital projects.
- Approval of the terms of major contracts.
- Evaluation of performance by reference to the plan on an annual basis.
- Approval of annual accounts and annual reports.

Progress against the corporate plan is monitored to ensure that the objectives set out in the plan are being met.

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<sup>3</sup> Part 6, section 30 of The Health Act 2007.

### **3.2 Business Planning**

The annual business plan includes annual objectives designed to deliver the three-yearly corporate plan.

HIQA submits an annual business plan to the Minister for Health within 30 days of having received its annual financial allocation. The business plan includes:

- The activities for the year to which the plan relates.
- Estimates of the number of employees to which the plan relates.
- The business plan for the Office of the Chief Inspector.

The plan must align with HIQA's corporate plan and correspond with the policies and objectives of the Minister for Health and the Government.

HIQA links its corporate plan and its annual business plan to the work of all staff in the organisation through its performance management and development system. This ensures that staff see clearly how their individual work contributes to HIQA's corporate goals.

## 4. Corporate Reporting

HIQA complies with a number of statutory reporting requirements.

### 4.1 Accounts

HIQA is required to produce annual accounts, the aim of which is to give a true and fair view of the income, expenditure, assets, liabilities and capital at the year's end. The accounts include reporting requirements set out in the Code of Practice for the Governance of State Bodies 2016.

The accounts are approved by the Board and submitted to the Comptroller and Auditor General (C&AG) for audit not later than three months after the end of the financial year to which the accounts relate. Within one month of the C&AG issuing an audit certificate for the accounts, the accounts are submitted to the Minister for Health. They are then sent to the Library of the Houses of the Oireachtas (described as laid before the Houses of the Oireachtas) within two months of being submitted to the Minister.

### 4.2 Annual Report

The annual report outlines what has been achieved during the previous year with reference to the business plan for that year. The annual report will include:

- Activities undertaken by HIQA during the year
- A report:
  - on the implementation of the corporate plan
  - on the implementation of the business plan
  - on the Chief Inspector's activities
  - on the arrangements for implementation and maintaining adherence to HIQA's Code of Governance and all other requirements as set out in the Code of Practice for the Governance of State Bodies 2016 and
  - progress and achievements made in the promotion of diversity and inclusion, including with regard to gender in the context of HIQA as an organisation.

## 5. Stakeholders

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*Key principles:*

*In order for the company to meet its responsibilities to shareholders and stakeholders, the Board should ensure effective engagement with, and encourage participation from, these parties*

*The UK Corporate Governance Code 2018*

*In their dealings with the public, state bodies should publish a customer charter which outlines the nature and quality of service which customers can expect*

*Code of Practice for the Governance of State Bodies 2016*

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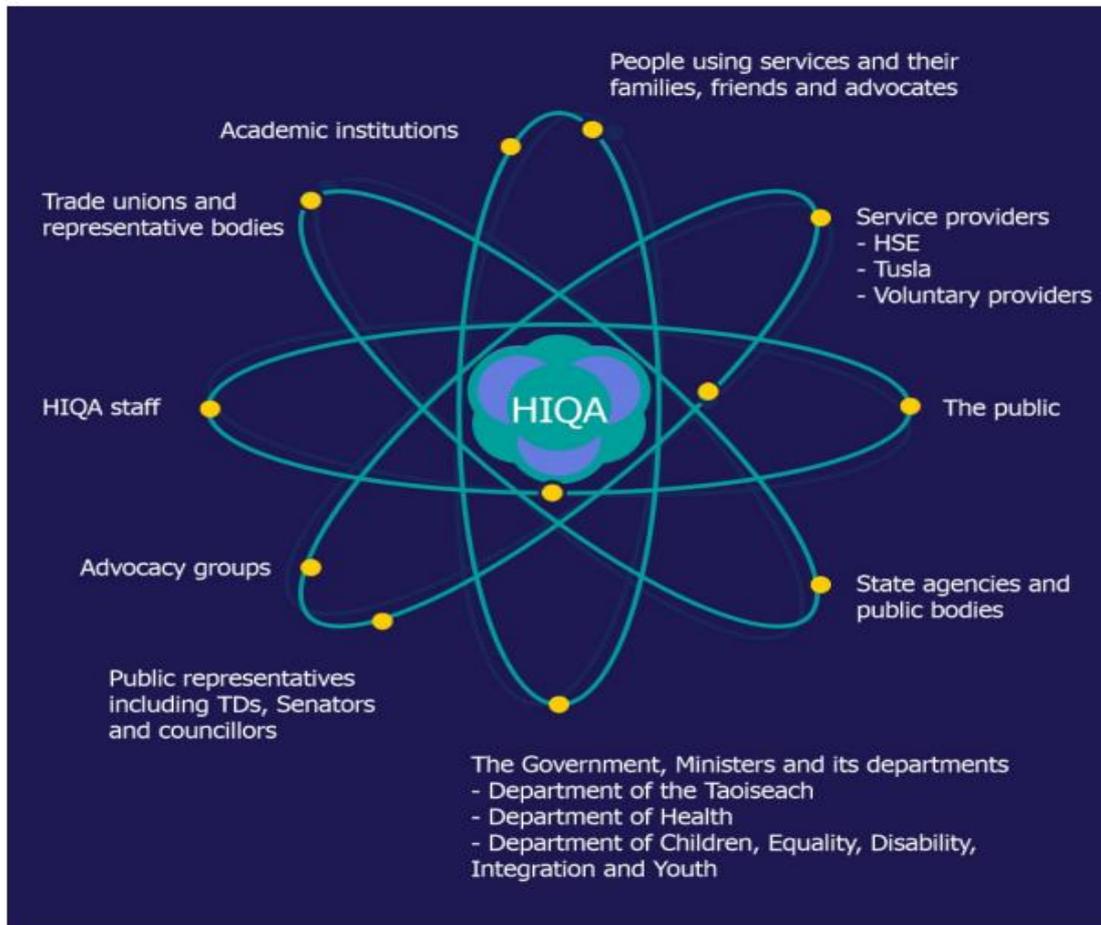
HIQA must work with stakeholders to achieve its mission to protect people using health and social care services, and to enhance and enable equity, quality, and safety of health and social care services for all people in Ireland. Therefore, working collaboratively with our stakeholders is one of our core values.

### 5.1 Stakeholder Engagement

Our Communications and Stakeholder Engagement Strategy 2022-2024 is aligned with HIQA's corporate strategy. It is informed by our mission, vision and values, current and past communication activity and is guided by our communications and stakeholder engagement principles. The strategy recognises the importance of both our internal and external stakeholders, as well as the priorities of our Board.

HIQA understands that stakeholder engagement means listening to our stakeholders and any feedback they might have on the way we do our work. Where appropriate and within our legislative remit, HIQA will use this feedback as an opportunity for improvement.

## Our stakeholders



### 5.2 Customer Charter

HIQA aims to provide a timely, professional, efficient, courteous and high quality service, and is committed to continuous improvement. Our Quality Service Charter 2022–2024 was developed in accordance with the 12 Principles of Quality Customer Service. The charter is supported by an Action Plan, against which progress on the commitments identified will be reported annually.

### 5.3 Consultation

HIQA is committed to seeking feedback from stakeholders, people who use our services, care professionals, other organisations and the public. Consultation and feedback forms an integral part of our work at planning and implementation stages of key projects.

HIQA carries out regular public consultations so that the opinion and input of our stakeholders is considered in the work we are undertaking.

## 6. Organisational structure, roles and responsibilities

*Key principle:*

*There should be a clear division of responsibilities between the leadership of the board and the Executive leadership of the company's business*

*The UK Corporate Governance Code 2018*

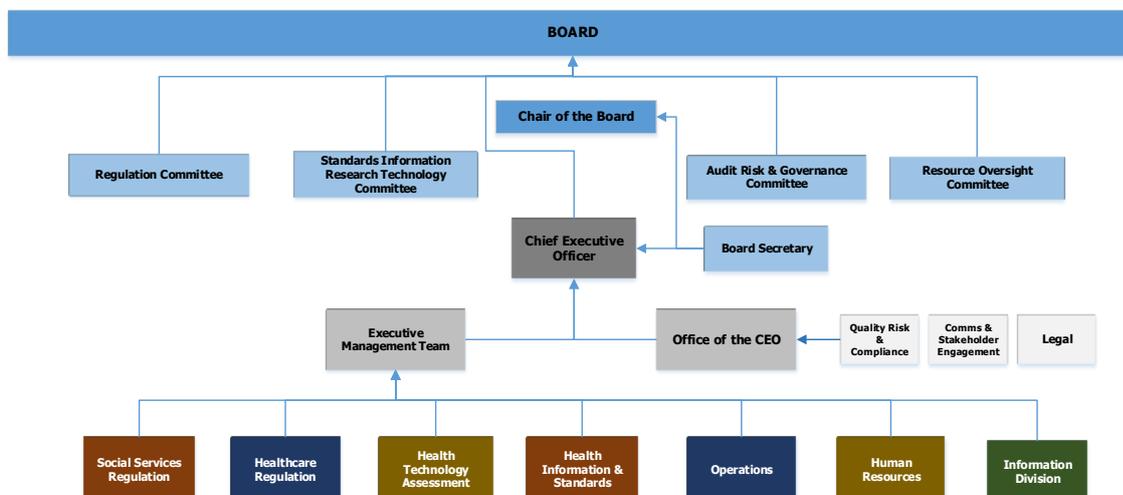
The Health Act 2007 outlines the governance model for HIQA with relevance to the Board, Committees, Chief Executive and Chief Inspector.

HIQA's organisational structure below reflects the core functions and activities of the Regulation Healthcare, Office of the Chief Inspector, Health Technology Assessment and Health Information and Standards, together with the support services that enable us to achieve our corporate objectives.

Delegation is a central feature of the organisational structure and this is described later in this chapter.

### 6.1 Organisational Structure

HIQA's organisation structure<sup>4</sup> is approved by the Board. The Board is responsible for the appointment and remuneration of the Chief Executive Officer. The Board is also responsible for assessing the CEO's performance and for succession planning for the CEO.



<sup>4</sup> At the time of publishing this Code of Governance an organisational review is underway.

## 6.2 Role of the Board

### *Key principle*

*Annual evaluation of the Board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively*

*The UK Corporate Governance Code 2018*

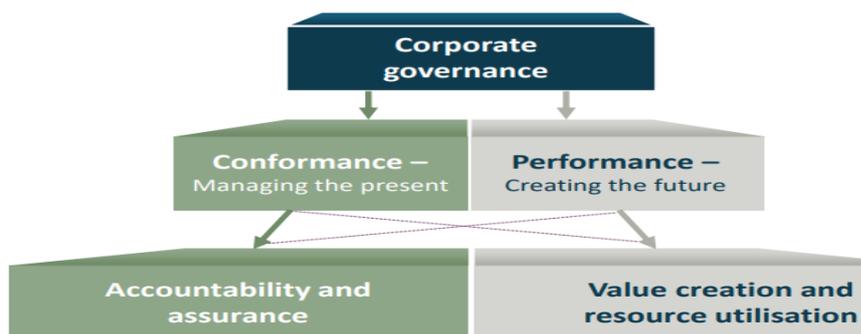
The Board is established under Part 3 of The Health Act 2007.<sup>5</sup> Membership of the Board is made up of a Chairperson and 11 non-executive directors who have been appointed by the Minister for Health.

The Board is the governing body of HIQA, with authority in the name of HIQA to perform its functions.

This means that the Board is collectively responsible for leading and directing HIQA's activities. It is responsible for there being effective governance arrangements, including effective systems of internal control, statutory and operational compliance and risk management.

The Board should carry out an annual evaluation of its performance.

### The role of the board



### Performance and conformance

The Board's role can be described as either performance (strategic) or conformance (oversight, assurance and accountability).<sup>6</sup>

<sup>5</sup> The Health Act 2007.

<sup>6</sup> Source - Institute of Directors (IRDB Module Chartered Director Programme)

## Strategy, business plans and budgets (performance role)

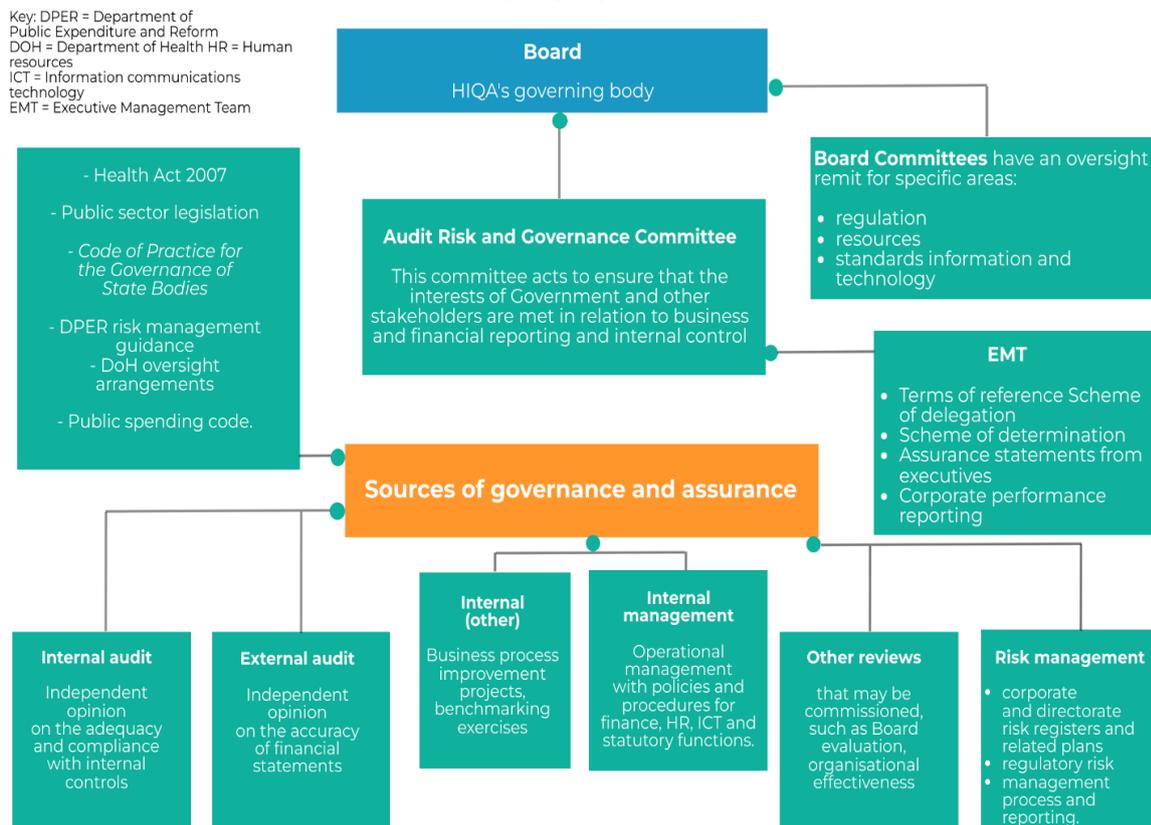
The formation of strategy and setting the direction of HIQA is a key role of the Board. This is described under section 3.1.

## Oversight structure and arrangements (conformance)

While the Health Act 2007 allows for the delegation of particular functions to HIQA's Chief Executive Officer, this does not absolve the Board from responsibility for the delegated functions.

Therefore, it is necessary that the Board has effective arrangements in place for ensuring that the delegated functions are discharged appropriately and the overall strategy is delivered. These arrangements are illustrated below:

**Figure 1. HIQA's internal governance and assurance framework**



The Board has established the following mechanisms to ensure appropriate oversight and control of HIQA's functions:

### A formal schedule of matters reserved for Board decision (Appendix 2)

A formal schedule of matters reserved for the Board decision approved by the Board is in place for the purpose of ensuring that the direction and control of HIQA remains

firmly with the Board. This schedule sets out the decisions where the Board retains ownership and have not delegated the function.

### **Scheme of delegation and scheme of determination**

The scheme of delegation lists the statutory functions that are delegated to the CEO and onward to the Executive Management Team.

There is a scheme of determination which lists the activities for which the Chief Inspector of Social Services and her inspectors are responsible.

### **Board's work plan, standing orders and terms of reference**

The standing orders and terms of reference for the Board are important documents in setting out how the Board will operate. An annual work plan for the Board is developed to ensure that the Board delivers on its key functions.

### **Reservation of policies for Board approval**

The Board is responsible for approving key governance policies. A schedule of these policies is included in the Board's work plan to ensure that the review and approval system of relevant policies is implemented.

### **Corporate performance and risk reports**

Reports on the delivery of HIQA's objectives, including reports on budget and human resources are presented at each Board meeting. In addition, key risks to the business are presented. This enables the Board to monitor the implementation of HIQA's corporate and business plans.

### **Internal Control**

The Board is responsible for ensuring that effective systems of internal control are instituted and implemented in HIQA including financial, operational and compliance controls and risk management.<sup>7</sup> The effectiveness of these controls is reviewed by the Board annually.

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<sup>7</sup> Code of Practice for the Governance of State Bodies, 2016 (section 7.3)

## 6.3 Role of Chairperson

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### *Key principle*

*The Chairperson is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role*

*Code of Practice for the Governance of State Bodies 2016*

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The primary role of the Chairperson is providing leadership of the Board in discharging the responsibilities assigned to it under its establishment statute.<sup>8</sup>

Specific duties of the Chairperson relate to:

### **Leading and Managing the Board by:**

- Setting the agenda and managing Board meetings so that adequate time is afforded for discussion of all agenda items, in particular strategic issues.
- Promoting a culture of openness and debate that facilitates effective contribution from all Board members and enables constructive challenge.
- Chairing Board meetings effectively so that there are clear decisions and contributions with no individual member, or interest, having excessive influence on decision making.
- Ensuring that the Board members receive accurate, timely and clear information which allows for effective oversight of performance.
- Ensuring that the Board as a whole has a clear understanding of the views of stakeholders.
- Ensuring that minutes of the meeting accurately record the decisions taken.

### **Maintaining key relationships/communications with:**

- The Minister for Health and his/her Department.
- The Minister for Children, Equality, Disability, Integration and Youth Affairs, and his/her Department.

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<sup>8</sup> Chairpersons Guide to Good Governance.

- Ministers of other Departments with a role in setting policy or legislation for the Authority.
- The Board, by fostering a tone of respect, trust and candour.
- 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.

### **Establishing good governance of the Authority by:**

- Displaying high standards of integrity and probity and setting expectations regarding culture, values and behaviours for HIQA.
- 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.
- Supporting Board members in understanding their respective roles and responsibilities.
- As part of annual reporting requirements, confirming in the Chairperson's report that appropriate systems of internal control are in place.
- Advising the Minister of the skills required for the Board, sufficiently in advance of a time when Board vacancies are due to arise.
- As part of the Chairpersons comprehensive report to the Minister for Health, include key elements of the Board's approach to the promotion of diversity and inclusion and the progress being made in this area including the approach being pursued to promote gender balance and diversity in Board membership.

## **6.4 Role of Committees**

The Board may establish committees to provide assistance and advice to the Board in relation to the performance of its functions. Under the Code of Practice for the Governance of State Bodies (2016) HIQA is obliged to establish an audit and risk committee. Four Board committees support the activities of the Board in governing HIQA as follows:

**Resource Oversight Committee** which oversees the planning and deployment of resources and support, including the performance of the CEO and the Executive Management Team.

**Regulation Committee** which oversees the performance of the regulatory functions.

**Audit, Risk and Governance Committee** which oversees matters relating to internal governance and control systems including finance, audit and risk.

**Standards, Information, Research and Technology Committee** which oversees the functions relating to health information, health technology assessment and standards development.

The Terms of Reference for the Board committees are subject to regular review.

## 6.5 Role of individual Board members

Board members should bring independent judgement to bear on issues of strategy, performance, resources, appointments and standards of conduct.

### Fiduciary duties

In line with the Code of Practice for the Governance of State Bodies, all Board members have a fiduciary duty to the State body in the first instance (the duty to act in good faith and in the best interests of the State body) and this includes:

- To act in good faith in the interest of HIQA.
- To act honestly and responsibly in relation to the conduct of the affairs of HIQA.
- To act in accordance with the Board's terms of reference, Codes of Governance and Business Conduct and related policies and procedures and to exercise his/her powers only for the purposes allowed by law.
- Not to benefit from or use HIQA's property, information or opportunities for his/her own or anyone else's benefit unless HIQA permits it or a resolution is passed in a Board meeting.
- To avoid any conflict between the Board member's duties to HIQA and his/her other interests unless the Board member is released from his/her duty to HIQA in relation to the matter concerned.
- To exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a

Board member. A Board member may be held liable for any loss resulting from their negligent behaviour; and

- To have regard to interests of the company's members.

If a Board member finds evidence of non-compliance with any statutory obligation that applies to HIQA, he/she should bring the matter to their fellow Board members in order to have the matter rectified.

### **Ethics in Public Office**

Board members are obliged to comply with Ethics in Public Office legislation and are therefore required to:

- Furnish on appointment to the Board, a statement of his/her interests.
- Furnish on an annual basis, an annual declaration of interest.
- Furnish in the course of business, his/her interest in any matter that arises which might conflict with his/her duties on the Board.
- Inform the Board, via the Chairperson, of any new appointments he/she accepts which may impinge on, or conflict with, his/her duties as a Board member.

### **6.6 Role of Board Secretary**

The functions of the Board Secretary are described in the Functions and Duties of the Board Secretary. HIQA's Board secretary provides support to the Board by ensuring that:

- The Board is kept abreast of best practice in corporate governance.
- Relevant and timely information is made available.
- Appropriate induction is provided to new Board members and relevant training is provided when needs are identified.
- Appropriate governance arrangements are in place for those joining, and leaving the Board.
- Appropriate procedures are in place for the effective operation of the Board.
- Performance management reviews are undertaken annually for the Board, the committees of the Board and the CEO.

## 6.7 Role of Chief Executive Officer

The Chief Executive Officer is accountable to the Board of the HIQA and for leading the EMT and the wider organisation.

Under the Health Act 2007, the CEO's role is to:

- Carry on, manage and control generally, the administration and business of the Authority.
- Perform such other functions as may be assigned to him/her under the Act or as may be delegated to him/her by the Board.
- Supply the Board with information (including financial information) relating to the performance of the CEO's functions as the Board may require.

The CEO must:

- Ensure effective systems, procedures and practices are in place to carry out the functions of the Authority and for evaluating the effectiveness of its operations.
- Establish a unified management structure to manage the work of the Authority.
- Agree individual plans with performance targets for the management team, monitoring their performance and holding them accountable.
- Comply with all aspects of this Code of Governance and the Code of Business Conduct including declaration of all relevant interests.
- Act in good faith and in the best interests of the Authority.
- Ensure economy and efficiency in the use of resources.
- Appear before Oireachtas Committees when requested.

## 6.8 Role of Chief Inspector

Under the Health Act 2007, the Chief Inspector is responsible for:

- Inspecting the performance by the Executive<sup>9</sup> 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.

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<sup>9</sup> Health Service Executive

- Establishing and maintaining one or more registers of designated centres.
- 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.

The Chief Inspector must:

- Ensure economy and efficiency in the use of resources.
- Ensure effective systems, procedures and practices are in place to carry out the Chief Inspector's functions and for evaluating the effectiveness of its operations.
- Comply with all aspects of this Code of Governance, which includes his/her declaration of all relevant interests.
- Obtain the CEO's approval, prior to accepting any new appointments he/she accepts which may impinge on, or conflict with his/her duties as Chief Inspector.
- Act in good faith and in the best interests of the Authority.
- Appear before Oireachtas Committees when requested.

## **6.9 Role of Executive Management Team**

The Executive Management Team (EMT) must provide collective executive leadership, management and governance for HIQA.

Ultimate executive accountability rests with the Chief Executive Officer (CEO). However, under a Board agreed scheme of delegation, specific functions may be delegated by the CEO to the EMT or individual officers of HIQA as appropriate.

## **6.10 Role of Executive team members**

Individually, the members of the Executive team have an important role to play in leading on and demonstrating the principles of the Code of Governance and the Code of Business Conduct.

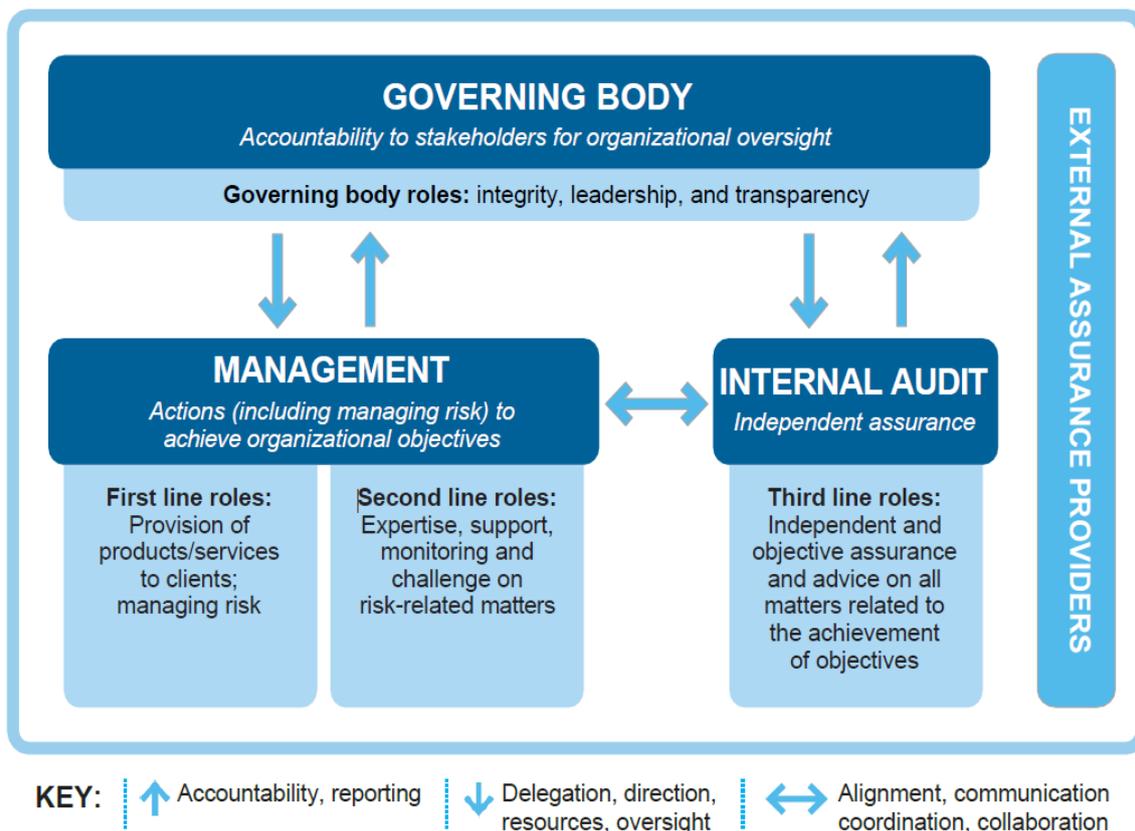
## 7. Internal Control

### Key Principle

*The Board should have formal and transparent arrangements in place for governance, risk management and internal control and for maintaining an appropriate arrangement with the State body's auditors*

*Code of Practice for the Governance of State Bodies 2016*

The Board is responsible for ensuring that effective systems of internal control are instituted and implemented in the state body including financial, operational and compliance controls and risk management and the Board should review the effectiveness of these systems annually.<sup>10</sup> The Board is required to confirm annually to the Minister that HIQA has an appropriate system of internal control. This system is aligned with the three lines of defence model described below.



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<sup>10</sup> 7.3 Code of Practice for the Governance of State Bodies.

<sup>11</sup> The Institute of Internal Auditors Three Lines Model – An Update to the Three Lines of Defences 2020

To give effect to the Board's responsibilities, HIQA has established systems and structures for including risk management, financial control and procurement, assurance statements from the executive management, internal audit, performance management and a suite of corporate policies and procedures.

The following is a short description of HIQA's systems of control.

### **7.1 Risk Management**

A risk management policy and procedure, approved by the Board are in place. HIQA's risk appetite is approved by the Board. The Board considers the risks to the Authority in the context of its strategic planning and review process. As part of corporate performance reporting, the corporate risks are presented at each meeting of the Board. Each committee of the Board reviews risks relating to the functions for which they provide oversight. The Executive Management Team reviews the corporate risks on a regular basis and agrees any changes.

### **7.2 Financial Control and Procurement**

A strong financial control framework is in place. It includes appropriate approval and expenditure delegations cascaded from the Board, the CEO, members of the Executive Management Team and other managers. It also segregates duties between preparation, authorisation and execution of financial transactions.

HIQA has developed and embedded plans, policies and procedures for its procurement activities. HIQA utilises frameworks established by the Office of Government Procurement which are in line with EU and national procurement regulations.

### **7.3 Internal audit**

A charter and terms of reference for the internal audit function is approved by the Board. Internal audit reviews HIQA's system of internal controls on an annual basis and other operational areas within HIQA. Recommendations are implemented as part of an ongoing process of improvement. Implementation of internal audit recommendations is closely monitored by the The Audit Risk and Governance Committee (ARGC).

## 7.4 External audit

The Comptroller and Auditor General (C&AG) audits HIQA's financial accounts annually. The C&AG issues an audit certificate to the Authority. A copy of the accounts and the C&AG report is presented to the Minister annually.

The Audit Risk and Governance Committee (ARGC) meets with the C&AG at least once a year without members of the executive management to ensure that there are no unresolved areas of concern and to make them aware of any emerging risks or governance issues. The ARGC also consults with the C&AG regarding the operation of the internal audit function with reference to the resources deployed, the audit programme and the testing carried out in relation to HIQA's compliance with the Code of Practice for the Governance of State Bodies.

## 7.5 Corporate policies and procedures

Corporate policies and procedures are established which govern the functions and activities of HIQA and its staff including finance, human resources and ICT. Policies and procedures are in place to facilitate compliance with relevant public sector legislation. Key policies are reserved for Board approval including:

- Risk Management
- Protected Disclosure
- Procurement Policy and Procedure (and Corporate Procurement Plan)
- Conflicts of Interest
- Dignity and Respect in the Workplace
- Business Expense
- Fraud
- Complaints policy
- Health and Safety policy
- Code of Governance and
- Code of Business Conduct
- the internal audit charter and terms of reference
- Procedure for use of the seal.

The Board also approves policies governing its own operations including:

- Standing Orders and terms of reference for the Board
- Procedure for recording Board members concerns
- Procedure for setting strategy
- Procedure for induction of Board members
- Procedure for retiring Board members.

## **7.6 Performance management of the CEO and staff**

“The Board should promote the development of the capacity of the State Body including the capability of its leadership and staff.”<sup>12</sup>

The Board, through its Resource Oversight Committee agrees and sets the CEO’s annual objectives and reviews the performance of the CEO on a bi-annual basis.

The CEO reviews performance of the Executive Management Team and makes a report of the performance of the Executive Management Team to the Resource Oversight Committee on an annual basis.

There is a performance management and development system in operation for all staff across HIQA. This is intended to ensure that everyone’s work is aligned with HIQA’s corporate objectives. It provides the mechanism for identifying areas for improvement and for putting in place appropriate training to address weaknesses or gaps in a staff member’s competencies or performance.

In addition, there should be a means for the workforce to raise concerns in confidence – and if they wish – anonymously.<sup>13</sup>

## **7.7 Management Statements of assurance**

Statements of assurance from members of the Executive Management Team form part of the annual assurances provided to the Board. This is coordinated through the Audit Risk and Governance Committee.

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<sup>12</sup> Code of Practice for the Governance of State Bodies 2016.

<sup>13</sup> UK Corporate Governance Code, Board leadership and Company purpose.

## **7.8 Governance and Board evaluation reviews**

The Board and its committees are evaluated on an annual basis to identify areas for improvement. Once every three years, these evaluations are carried out externally. Actions are developed to address any issues identified.

The Board receives an annual assurance statement in January of each year, prepared by the Audit Risk and Governance Committee and which includes key elements of the above control systems.

## Appendix 1

### 1. Principles included in the Code of Practice for the Governance of State Bodies 2016

#### 1.1 Role of the Board — principles

- Each State body should be clear about its mandate and from that identify the various functions, roles and responsibilities entailed in the delivery of that mandate.
- The Board is collectively responsible for leading and directing the State body's activities. While the Board may delegate particular functions to management, the exercise of the power of delegation does not absolve the Board from the duty to supervise the discharge of the delegated functions.
- The Board should fulfil key functions, including: reviewing and guiding strategic direction and major plans of action, risk management policies and procedures, annual budgets and business plans, setting performance objectives, monitoring implementation and State-body performance, and overseeing major capital expenditure and investment decisions.
- The Board should act on a fully informed and ethical basis, in good faith, with due diligence and care, and in the best interest of the State body, having due regard to its legal responsibilities and the objectives set by Government.
- The Board should promote the development of the capacity of the State body including the capability of its leadership and staff.
- The Board is responsible for holding the CEO and senior management to account for the effective performance of their responsibilities.

#### 1.2 Role of the Chairperson — principles

- The Chairperson is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role.
- The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values, and behaviours for the State body and for the tone of discussions at Board level.

### **1.3 Role of Board members - principles**

- Each State body should be headed by an effective Board which is collectively responsible for the long-term sustainability of the body.
- Non-executive Board members should bring an independent judgment to bear on issues of strategy, performance, resources, key appointments, and standards of conduct.

### **1.4 Board Effectiveness – Principles**

- The Board and its committees should have the appropriate balance of skills and knowledge to enable them to discharge their respective roles and responsibilities effectively.
- Board members should receive formal induction on joining the Board and should regularly update and refresh their skills and knowledge.
- The Board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties.
- Board members need to be able to allocate sufficient time to discharge their responsibilities effectively.
- The Board should undertake a self-assessment annual evaluation of its own performance and that of its Board committees. Evaluation of the Board should consider the balance of skills, experience, independence and knowledge of the State body on the Board, its diversity, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.
- The Chairperson should act on the results of the performance evaluation by addressing any weaknesses identified through the Board self-assessment evaluation.

### **1.5 Codes of Conduct, Ethics in Public Office, Additional Disclosure of Interests by Board members and Protected Disclosure — principles**

- To ensure continued integrity and transparency, and to avoid public concern or loss of confidence, the Board should ensure that appropriate policies are in place so that members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived.

- These policies should ensure that any potential or actual conflicts of interest arising in the case of decision-making by Board members and employees of the State body are addressed.
- The Ethics in Public Office Acts 1995 to 2001 set out statutory obligations which apply to Board members and employees separately from the provisions of this Code.

## **1.6 Business and Financial Reporting Principles**

- Taking account of public accountability and the special considerations which attach to State bodies in relation to their management and operation, the annual report and financial statements, taken as a whole, should be fair, balanced and understandable and provide the information necessary for an assessment of the State body's financial performance, financial position, business model and strategy.
- A fundamental duty of the Board is to ensure that a balanced, true and fair view of the State body's financial performance and financial position is made when preparing the annual report and financial statements of the State body and when submitting these to the relevant Minister.
- The Board should ensure that timely and accurate disclosure is made to the relevant Minister on all material matters regarding the State body, including the business context, financial performance and position, and governance of the State body.

## **1.7 Risk management, internal control, internal audit and audit and risk committees – principles**

- The Board should have formal and transparent arrangements for governance, risk management and internal control and for maintaining an appropriate relationship with the State body's auditors.
- Risk management and internal control are important and integral parts of a performance management system and crucial to the achievement of outcomes. They consist of an ongoing process designed to identify and address significant risks involved in achieving an entity's outcomes.
- Advising on key risk is a matter for the Board. The Audit and Risk Committee should support the Board in this role.

- Internal auditing is an independent, objective, assurance and consulting activity designed to add value and improve the organisation's operations. It helps an organisation accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

### **1.8 Relations with Oireachtas, Minister and Parent Department – principles (Performance requirements under the Code)**

- Good governance in the public sector is to ensure that entities achieve their intended outcomes as defined in their governing legislation and Statements of Strategy while acting in the public interest. This requires effective arrangements for defining outcomes in terms of sustainable economic, social, and environmental benefits which should be included in the State body's oversight agreement with their relevant Minister/parent Department.
- Good governance requires effective procedures for the definition of responsibility and accountability, allocation of budgets, defining expected outputs and outcomes and clear procedures for monitoring performance.
- Government Departments should have written oversight agreements with State bodies under their aegis. Any bodies having derogations from provisions of this Code should have such explanatory notes written into their oversight agreements. Reasons for exemptions should be clearly explained in the oversight agreement with the relevant Minister/parent Department.
- There should be an ongoing dialogue between Government Departments and State bodies under their aegis based on a common understanding of the objectives of the State body and the actions through which it seeks to achieve those objectives.

### **1.9 Remuneration, Superannuation and Expenses**

- Chairpersons and Boards of all State bodies are required to implement Government policy in relation to the total remuneration package (including basic salary, allowances, and all other benefits in cash or in kind), and in relation to other provisions for superannuation and termination benefits, of the CEOs/Managing Directors of the State bodies.
- Chairpersons and Boards of State bodies are also required to implement

any relevant Government policy, as expressed from time to time, with regard to remuneration of the Board and other staff. This role is essential to maintaining public trust in as well as the credibility and reputation of the public body concerned.

- The Board should adhere to Government policy on the payment arrangements for CEOs and, where applicable other staff in commercial State bodies as well as any conditions of sanction issued by the Department of Public Expenditure and Reform and or the relevant parent Department.
- State bodies are required to publish in their annual report details of non-salary- related fees paid in respect of the Board, analysed by category, and the salary of the CEO.

### **1.10 Quality Customer Service**

In their dealings with the public, State bodies should publish a customer charter which outlines the nature and quality of service which customers can expect.

## **2. Principles included in the UK Corporate Governance Code 2018**

### **1. Board, Leadership and Company Purpose — principles**

- A. A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society.
- B. The board should establish the company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.
- C. The board should ensure that the necessary resources are in place for the company to meet its objectives and measure performance against them. The board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.
- D. In order for the company to meet its responsibilities to shareholders and stakeholders, the board should ensure effective engagement with, and encourage participation from, these parties.
- E. The board should ensure that workforce policies and practices are consistent with the company's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern.

### **2. Division of Responsibilities**

- F. The chair leads the board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.
- G. The board should include an appropriate combination of executive and non-executive (and, in particular, independent non-executive) directors, such that no one individual or small group of individuals

dominates the board's decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company's business.

- H. Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.
- I. The board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

### **3. Composition, Succession and Evaluation**

- J. Appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- K. The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.
- L. Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

### **4. Audit, Risk and Internal Control**

- M. The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements.
- N. The board should present a fair, balanced and understandable assessment of the company's position and prospects.
- O. The board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the

principal risks the company is willing to take in order to achieve its long-term strategic objectives.

## **5. Remuneration**

- P. Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company's long-term strategy.
- Q. A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management<sup>10</sup> remuneration should be established. No director should be involved in deciding their own remuneration outcome.
- R. Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.

## Appendix 2 – Formal schedule of matters for Board decision

### Introduction

HIQA is required to have a formal schedule of matters specifically reserved for Board decision to ensure that the direction and control of HIQA. The matters reserved for decision for the HIQA Board area as follows:

#### 1. Planning and performance functions

- Approve the corporate plan, the annual business plan and annual budget.
- Approve any strategies underpinning the delivery of the corporate plan.
- Approve HIQA’s annual accounts and annual report including the statement on systems of internal control.
- Approve the appointment, remuneration and assessment of the performance of, and succession planning for, the Chief Executive Officer.
- Where necessary, approve the removal of the Chief Executive Officer.
- Appoint or remove the Secretary of the Board.
- With Ministerial approval, approve amendments to the pension benefits of the Chief Executive and staff.

#### 2. Board membership and Board committees

The Board will approve the:

- Establishment of Board committees
- Dissolution of Board committees
- The chairs, membership and terms of reference for Board committees.

The Board will regularly review its own effectiveness, that of its

Committees and individual Board members.

### 3. Financial Transactions<sup>14</sup>

The Board must oversee major capital decisions and investment decisions and therefore the following approvals will be sought from the Board:

- Significant acquisitions, disposals and retirement of assets.
- Transactions (or related programmes of transactions) *not* in the ordinary course of business, the value of which (including VAT) is in excess of €50,000.
- 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 projects and revenue items
  - the total of closely related transactions and
  - both business as usual and project related transactions.
- The terms of major contracts.
- Annual expenditure related to information communications technology (ICT).

**Note:** there are specific and detailed requirements for HIQA around ICT expenditure and ICT-related initiatives which are outlined in Department of Public Expenditure and Reform circular 02/16 including:

- Proposals for annual ICT-related expenditure must be approved by the Board.
- Requests for specific approval of expenditure for all new ICT-related expenditure or new ICT-related initiatives which may give rise to expenditure of €25,000 or greater must be submitted to DPER after approval by the Board and certification by the ICT liaison as having the appropriate level of approval.

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<sup>14</sup> A performance measurement system should be in place to assess the effectiveness and or outcome of major items of expenditure and should be reported to the Board. Code of Practice for the Governance of State Bodies 2016 (1.9).

- ICT-related proposals must align with relevant strategic objectives.
  - The Accounting Officer must submit for information, details of planned current year ICT expenditure to the parent department and the Department of Public Expenditure and Reform by the end February each year.
  - The Accounting Officer must submit for information details of actual expenditure in the previous year by the end of February each year to the parent department and the Department of Public Expenditure and Reform.
  - Details for projects and or initiatives where there is a significant variation to the scope, schedule, deliverables, cost or quality should be conveyed to the Department of Public Expenditure and Reform.
- All property leases of whatever value.
  - Ensuring that the disposal of any land or property is with the consent of the Minister.

#### **4. Internal Controls and Risk Management**

The Board should review the controls and procedures adopted by HIQA to provide itself with reasonable assurance that such controls and procedures are adequate to secure compliance with relevant statutory and governance obligations.<sup>15</sup> This responsibility includes:

- Approval of HIQA's scheme of delegation which sets out clear delegated authority levels.
- Annual review of the effectiveness of internal control (including financial information governance, operational, compliance controls and risk management systems), including evaluating management's actions on material incidents, to ensure the effective identification, monitoring and control of external risks and identification of opportunities to support HIQA's statutory objectives (supported by the Audit Risk and Governance Committee).

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<sup>15</sup> Code of Practice for the Governance of State Bodies 2016 (1.3).

- Approval of statement for inclusion in the annual report concerning internal controls and risk management including the annual Financial Review (supported by the Audit and Risk and Governance Committee).<sup>16</sup>
- Receive assurances of compliance with statutory and administrative requirements in relation to the number, grading and conditions of all staff, including remuneration and superannuation.
- Approval of any significant change in accounting policies or practices (supported by the Audit Risk and Governance Committee).
- Review and approve the policies that are reserved for Board approval. These policies include:
  - Risk Management policy and procedure (and risk appetite)
  - Protected disclosure
  - Procurement Policy and Process (and Corporate Procurement Plan)
  - Conflict of Interest policy and procedure
  - Dignity and Respect
  - Fraud Policy
  - Complaints procedure
  - Health and Safety policy.

In addition the Board approves:

- HIQA's Code of Governance
- The Code of Conduct
- Standing Orders and terms of reference for the Board
- The internal audit charter and terms of reference

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<sup>16</sup> Code of Practice for the Governance of State Bodies 2017 (2.7) Statement should be reviewed by the external auditor and a report on this matter included in their audit report of the financial statements.

- Procedure for recording Board members concerns
- Procedure for setting strategy
- Procedure for induction of Board members
- Procedure for retiring Board members
- Procedure for use of the Seal
- The undertaking of a statutory investigation under Section 9 of the Act, the terms of reference for such an investigation and the subsequent investigation report.

## **5. Miscellaneous**

The Board shall take specific decisions that the Board or Executive Management Team consider to be of such significance as to require Board decision.

## **Appendix 3 – List of relevant governance documents**

The following is a list of key documents relevant to the governance arrangements for HIQA.

### **1. Key documents relating to the Board’s role:**

- Formal schedule of matters for Board decision.
- Standing orders and terms of reference for the Board.
- Annual work plan for the Board.
- Schedule of policies for Board approval.
- Formal process for setting strategy.
- Internal Audit Charter and terms of reference
- Ethics in Public Office Guidance.

### **2. Key documents relating to the Board Committees:**

- Terms of reference for the Audit Risk and Governance Committee
- Terms of reference for the Resource Oversight Committee
- Terms of reference for the Regulation Committee
- Terms of reference for the Standards, Information, Research and Technology.

### **3. Key documents relating to the individual Board members member’s role (in addition to the documents relating to the Board’s role at 1 above):**

- Code of Conduct
- Business expenses policy.

### **4. Key documents relating to the role of the CEO, the Chief Inspector, the Executive Management Team and the Board Secretary are:**

- Scheme of Delegation

- Scheme of Determination
- Terms of reference for the Executive Management Team
- Boards Secretary's role and functions.

## **5. Key documents relating to the Board's operation and effectiveness**

Each new Board member receives a hard copy of HIQA's Induction Manual which includes the following:

- Code of Governance
- Code of Conduct
- Standing Orders and Terms of Reference for regulating the procedures and business of the Board.
- Procedure for induction of new Board members.
- Procedure for obtaining independent professional advice.
- Procedure for retiring Board members.
- Procedure for recording concerns of Board members that cannot be resolved.
- Board Secretary Statement of Support.
- Conflict of Interest policy and procedure.

## **6. Key documents relating to business conduct and ethics:**

- Code of Conduct
- Conflict of Interest policy and procedure
- Ethics in Public Office Guidance
- Protected disclosure policy
- Staff handbook
- Specific corporate policies and procedures.

## **7. Key documents relating to business delivery, performance management, reporting and relations with Oireachtas, Minister and the Department**

- Corporate and Business plans
- Annual reports and annual accounts
- Oversight Agreement
- Risk Management policy and procedure
- Executive assurance reports
- Internal audit charter
- Specific corporate policies and procedures.

## **8. Key documents relating to remuneration and expenses**

- Code of Conduct
- Expense Policy
- Fraud policy.

## **9. Key documents relating to quality customer service**

- Customer Charter
- Customer action plan
- Complaints policy.

