

Reviewed by: ISPCA Board & CEO  
Approved by ISPCA Board: 17/11/23  
Date Circulated to all Affiliate Members: 3/11/2023

## ISPCA Code of Conduct for Affiliate Member Societies and Directors of the ISPCA Board

### Introduction

The ISPCA strives to role model best practice in good governance in relationships with its affiliate members and by, and among, the board of directors of ISPCA. This Code of Conduct outlines the ethical, legal and professional standards expected of all ISPCA board members and Affiliate member societies.

### Purpose:

- (a) establish an agreed set of principles to inform ways of working;
- (b) maintain confidence and trust, and
- (c) prevent unacceptable practices.

This Code of Conduct does not purport to explicitly provide for all situations which may arise but sets out the main elements of the Code of Conduct including the requirement that directors and Affiliate member societies should act in accordance with its overall ethical intent.

Under Principle 2 of the Charity Regulator's Code of Governance, having a code of conduct in place that is signed by all trustees is one of the core standards<sup>1</sup> and it "must make clear the standard of behaviour expected from trustees". Therefore all new and existing directors of ISPCA must comply with the following:

### **1. Obligations:**

All directors will:

- Agree to be bound by the Memorandum and Articles of Association/ Constitution of the ISPCA<sup>2</sup>.
- Not have any unspent criminal convictions (other than for minor traffic offences)<sup>3</sup>.
- Not have been restricted from acting as a company director, nor disqualified (or deemed disqualified) from acting as a company director under the Companies Act 2014 or equivalent legislation in any other jurisdiction<sup>4</sup>.
- Assist the board in ensuring that the board establishes vision, mission and values for the ISPCA, sets strategy, delegates appropriately to management, is accountable to member societies collectively and holds itself responsible to relevant stakeholders<sup>5</sup>.

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<sup>1</sup> See paragraph 2.3

<sup>2</sup> Compliance with the charities governing document is a duty of trustees – see page 10 of the Governance Code

<sup>3</sup> Section 55 of the Charities Act 2009

<sup>4</sup> Section 148 of the Companies Act 2014

<sup>5</sup> See principle 5 and 6 of the Governance Code (working effectively and openness and being accountable and transparent)

DIRECTORS: Kerry Anne Pollock (Chairperson), Carmel Rooney, Emily Ennis, Jillian Brennan, Nora Duggan and Pete Wedderburn.

ISPCA and An Cumann Eireannach um Fhoirithint ar Ainmhithe are the registered business names of The Irish Society for the Prevention of Cruelty to Animals, a company limited by guarantee, registered in Ireland with the company number 460571, Registered Charity Number 20008734, CHY 5619 and registered office as above.

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- Comply with all relevant laws, regulations and codes of practice, refrain from anti-competitive practices, and honour obligations and commitments<sup>6</sup>.
- At all times act with integrity in all matters relating to the ISPCA<sup>7</sup>.
- Avoid conflict between the trustee's personal interests, or the interests of any associated company, SPCA, organisation or person, and their duties to the ISPCA<sup>8</sup>.
- Not make improper use of information acquired as a trustee or disclose, or allow to be disclosed, information confidential to the ISPCA<sup>9</sup>.

## 2. Confidentiality and Secrecy<sup>10</sup>:

**2.1. Confidentiality Obligation:** All member societies and directors must maintain the highest level of confidentiality regarding the ISPCA's activities, initiatives, proposals, plans and internal workings, including without limitation, board & committee meetings, financial matters, donor information, strategic plans, fundraising proposals and strategy, personnel/ HR, legal and any other matter of an inherently sensitive, confidential nature.

**2.2. Secrecy & Discretion Requirement:** Confidential information shall be shared only on a need-to-know basis and strictly for specific permitted purpose(s) to persons explicitly authorised to receive such information when so approved by the ISPCA board.

## 3. Loyalty, Fiduciary Duties and Conflict of Interest<sup>11</sup>:

**3.1. Loyalty to ISPCA:** Any person nominated, or co-opted, to the board must act in the best interests of the ISPCA at all times and not in the interests of their nominating organisation or SPCA. Where a member of an SPCA is a nominated director on the board of ISPCA, they must act in the best interest of ISPCA at all times.

**3.2. Fiduciary Duties under the Companies Act 2014:** All directors of the ISPCA board must observe the fiduciary duties as outlined in the Companies Act 2014, including without limitation:

a. **Duty to Act in Good Faith:** must act honestly and in good faith in the best interests of the ISPCA as a whole.

b. **Duty of Care:** must exercise the care, skill, and diligence that a reasonable person with similar skills and experience would exercise in similar circumstances.

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<sup>6</sup> See principle 2 behaving with integrity

<sup>7</sup> As above

<sup>8</sup> As above

<sup>9</sup> As above

<sup>10</sup> See principle 2 behaving with integrity. Also a company law requirement.

<sup>11</sup> See principle 2 behaving with integrity. See also page 32 for an example of conflict of loyalties.

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c. **Duty to Avoid Conflicts of Interests:** Any actual or potential conflicts of interest must be promptly disclosed to the board and managed in accordance with the memorandum and articles of association, company law and the latest conflict of interest policy of ISPCA.

d. **Duty of Honesty**

e. Duty to Avoid Conflicts of Interest

#### 4. **Use of Information<sup>12</sup>:**

4.1. **Sensitive and Confidential Information:** Members or directors shall not use or disclose sensitive or confidential information for personal gain or advantage. Information not publicly available outside of the ISPCA or the board must be treated with the utmost discretion, confidentiality and respect.

#### 5. **Collaboration and Teamwork<sup>13</sup>:**

5.1. **Supporting the Mission:** Directors and affiliate member societies are expected to collaborate openly with fellow directors; affiliate member societies and staff with respect to the ISPCA. ISPCA encourages a culture of:

- teamwork,
- mutual respect,
- integrity,
- compassion,
- open communication,
- championing and embracing change and innovation to create a better future for ISPCA and animal welfare.

Board directors are asked to uphold and model these values at all times.

5.2 **Relationship with the CEO<sup>14</sup>:** The CEO is accountable to the Board for the discharge of their responsibilities and will regularly keep the board updated on all relevant material issues and shall advise the board of any emergency or material issues arising or impacting the ISPCA on an immediate basis. The Board in their non-executive role provide direction, oversight and constructive challenge to the CEO and senior management.

#### 6. **Compliance with Laws and Regulations<sup>15</sup>:**

6.1. **Legal and Ethical Standards:** All member societies must comply with all applicable laws, regulations, and ethical standards related to charitable organisations and nonprofit entities. Without limitation, all directors are

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<sup>12</sup> See principle 2 behaving with integrity. Also a company law requirement.

<sup>13</sup> See principle 1 advancing the charitable purpose, 3 leading people and 5 working effectively

<sup>14</sup> This was inserted to provide clarity on the distinct roles and responsibilities of the CEO and the board of directors, which is a key relationship.

<sup>15</sup> See principle 2 behaving with integrity

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legally obliged to observe and comply with company law, charities law, health and safety and employment laws and many others applicable to ISPCA's activities.

## **7. Former Directors<sup>16</sup>:**

7.1 Former directors shall respect the obligations arising from their duties and under this Code of Conduct that continue to have an effect after their resignation or removal as a director, in particular the duty to behave with integrity and discretion in relation to all ISPCA business.

## **8. Reporting Violations<sup>17</sup>:**

8.1. **Reporting Concerns:** Any director, affiliate member, staff member, or other concerned individual who become aware of any violations of this Code of Conduct or suspect unethical behaviour should report their concerns in writing to the Chairperson of the Board or an appropriate authority within the ISPCA.

## **9. Consequences of Violations:**

9.1. **Enforcement:** Violations of this Code of Conduct may result in disciplinary actions, including but not limited to warnings, suspension, or termination of membership or board position, depending on the severity of the violation.

Without prejudice to its general rights, the ISPCA reserves the right to seek the voluntary resignation of a director who breaches this Code of Conduct and/ or to propose the removal of that director at a duly convened general meeting.

## **10. Acknowledgment<sup>18</sup>:**

10.1. **Agreement:** By becoming a director of ISPCA, you acknowledge that you have read and understood this Code of Conduct and agree to adhere to its principles and standards.

## **11. Review and Update:**

**11.1:** This Member Society and Director Code of Conduct shall be subject to an annual review by the ISPCA Board.

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<sup>16</sup> As above

<sup>17</sup> See principle 2 behaving with integrity and principle 6 being accountable and transparent

<sup>18</sup> See principle 2, particularly paragraph 2.3 which requires the code of conduct to be signed by all trustees