



CODE OF BUSINESS CONDUCT FOR DIRECTORS OF THE GATE

Code of Conduct - Directors	POL – 016	Rev 2.0	Issue Date – 2022 July	Risk Rating - High
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Policy Purpose

The purpose of the Code of Conduct for Directors of the Gate is to set out standards of behaviour expected of someone holding the office of Director of the Gate. All Directors should ensure that they have read and comply with this Code of Conduct.

The Gate operates a three level governance organisation structure;

1. The Gate Trustee – Trustees
2. The Gate Board of Directors – Directors
3. The Gate Theatre and Company – Non-Director/Non-Trustee Volunteers and Employee

Definitions

A Trustee is any person who freely provides their time and labour to the benefit of the Gate and holds the office of a member of The Gate Theatre Trust.

A Director is any person who freely provides their time and labour to the benefit of the Gate and holds the office of a member of The Gate Theatre Board of Directors.

A Volunteer is any person who freely provides their time and labour to the benefit of the Gate in a position other than that of Director or Trustee, including but not limited to volunteers who provide specialist experience and skill set.

Related Legislation and Documents

Gate Theatre Directors Handbook

Conflict of Interest – Directors

Data Protection Acts and General Data Protection Regulations

Dignity at work policies and Training

Feedback

Feedback on this policy may be provided by emailing HR@gate-theatre.ie

All feedback will be provided directly to the Chairperson of the Board.

Approval & Review Details

Policy Review and Renewal

The policy will be reviewed regularly by the Board of Directors, and at least on an annual basis. The results of any such review shall be recorded in the minutes of the BOD meeting. Any amendments to the policy will be brought to the attention of all related parties. The Chair of the Board of Directors is responsible for ensuring that this policy is implemented effectively. All other staff and volunteers, including charity trustees, are expected to facilitate this process.



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Approval and Review	Details
Approval Authority	Board of Directors (BOD)
Advisory Person or Committee	
Policy Administrator	
Next Review Date	2023 June

Rev	Amendment/Review Details	Updated By	Update Date	Approval Date	Next Review Date
0.00	New Policy Document	Catherine Bannon	26.10.21	29.10.21	2022
1.00	Policy review	Catherine Bannon	26.06.22	30.06.22	2023 - 06

Scope

All Voluntary Directors

Responsibility

The Board of Directors

The Chairperson of the Board of Directors

Policy Details

By reading this document and accepting the role of a charity trustee / director of The Gate Theatre, all charity trustees and directors agree to the following responsibilities:

1. INTRODUCTION

1.1 The Governance Code for Community, Volunteer and Charity Organisations in Ireland requires all charities to have a written Code of Business Conduct for directors.



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------------------------------------	------------------	----------------	-------------------------------	---------------------------

1.2 This document contains the basic rules and policies governing the business practice of Gate Theatre (hereinafter called “the Gate Theatre”). It supports the Gate Theatre’s commitment to the highest standards of business conduct and has been prepared to assist directors in understanding their rights, duties and obligations as persons connected with the Gate Theatre. This code is binding and requires that each member of the Board to be familiar with it.

1.3 The Code of Business Conduct is essentially a description of proper attitudes that should govern the behaviour of directors. It is important not to view the code as a comprehensive list of “do’s” and don’ts” but rather as a tool to assist people in being mindful of the requirement for integrity, loyalty, lawfulness/compliance, professionalism, confidentiality and fairness in all aspects of the Gate Theatre’s business.

1.4 The main objectives of the Code are as follows:

- To establish a set of ethical principles for the Board;
- To promote and maintain confidence and trust in the Gate Theatre;
- To prevent the development, continuance or acceptance of unethical practices;
- To ensure that the Gate Theatre’s business is transacted with fairness and integrity.

1.5 In general, directors are expected both personally and professionally to behave in a fashion which reflects positively on their association with the Gate Theatre. The Gate Theatre will not accept discrimination of any form including sex, marital status, family status, age, sexual orientation, disability, race and creed. All persons connected with the Gate Theatre must avoid any practice or conduct in the workplace which amounts to racist, religious or sexual discrimination or harassment of any kind.

1.6 This Code sets out the basic principles of integrity, confidentiality, professionalism, loyalty and lawfulness/compliance required from directors.

2. INTEGRITY

2.1 The principle of integrity is that each director should be open, truthful and honest in all his/her dealings with the Gate Theatre and in all business dealings or transactions on behalf of the Gate Theatre. In practice, the most important requirement under this heading is that there should be no conflict of interest between the work of the director in the Gate Theatre and any outside personal interest.



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------------------------------------	------------------	----------------	-------------------------------	---------------------------

2.2 The following are examples of factors or circumstances which might give rise to the existence of such a conflict of interest when a transaction is being considered by the Gate Theatre with an outside company or firm:

- If the director carries on business with that company or firm;
- If the director holds shares or other ownership or propriety interest in that company or firm;
- If the director is either a debtor or creditor of that company or firm;
- If the director holds any office, whether as a director, employee, advisor or otherwise of such company, whether for remuneration or not;

2.3 Integrity means the inherent knowledge of right and wrong and the adherence to generally accepted moral principles. It includes the following:

- Disclosure by directors of outside business interests in conflict or potential conflict with the business of the Gate Theatre;
- Maintenance of the confidentiality and security of any restricted or confidential information or not using such information for personal gain or abuse of one's position in any way;
- Commitment to act in the best interests of the Gate Theatre in all dealings with external agencies, but also ethically and honestly;

3. CONFIDENTIALITY

3.1 In the course of a Director's term of office, information in relation to the Gate Theatre will become available. Most of this information is confidential to the Gate Theatre. Such information should never be used for personal benefit. Confidential information on the Gate Theatre should not be disclosed to third parties, including media. Directors should respect the confidentiality of information received from those with whom the Gate Theatre does business and should ensure that no improper use of such information is made.

3.2 Every effort is taken by the company to ensure that customer information is treated with absolute confidentiality and the following provisions are to be noted in particular:

- Directors are expected to keep all information concerning the organisation, its customers, third parties, and any other connected organisation with whom they are involved as a director of the company, absolutely confidential. Any deliberate breach of confidence



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------------------------------------	------------------	----------------	-------------------------------	---------------------------

shall be regarded as a very serious matter. This requirement for confidentiality extends beyond the period of term in office as director.

- Directors should deliver to the Company or destroy (whichever is most appropriate), on termination of employment or term in office a director, or at any time it may so request, all documents, notes, records, manuals, programmes or any other materials or property belonging to the Company or any organisations associated with or connected to the Gate Theatre or relating to customers and/or third parties, which the director may then possess or have under his/her control. Copies may not be kept without the Gate Theatre's consent.

3.3 Directors may not remove from the Gate Theatre's premises at any time, without proper advance authorisation, any document or other property which belongs to the organisation or contains or refers to any confidential information relating to the organisation, its customers, third parties or any organisations associated with or connected to the Gate Theatre. The director must return to the organisation, post termination of term in office as director, any documents or other organisation property that subsequently comes into his/her possession in the future.

3.4 It is the Gate Theatre's policy to comply with the requirements of the Data Protection Acts 1998 and 2003.

3.5 In summary, confidentiality means respecting and protecting the privacy of the Gate Theatre's affairs and activities and includes the following:

- Non-disclosure of any restricted or confidential information
- Safeguarding sensitive information held by the Gate Theatre in confidence
- Exercising care in the storage of mail, documents and the disposal of records either electronic or paper
- Seeking approval from the Chief Executive prior to publishing information to the media, and also seeking approval from the Chief Executive for lectures, letters or books relating to or potentially relating to the affairs of the Gate Theatre
- Complying with relevant statutory provisions including, where applicable, the Data Protection Acts 1998 and 2003 and Ethics in Public Office Acts 1995 and 2001.



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------------------------------------	------------------	----------------	-------------------------------	---------------------------

4. PROFESSIONALISM

4.1 Professionalism can be defined as striving for excellence in all dealings on behalf of the Gate Theatre. The standard of the services which the Gate Theatre provides rely heavily on the contribution of each individual in their capacity as a member of the Board of Directors.

Professionalism embraces the following:

- Respecting the dignity of customers and colleagues alike
- Being courteous at all times
- Endeavouring to give regular and committed attendance to your post
- Attending the majority of meetings and committees on which you serve
- Avoiding unfair treatment of customers and colleagues
- Compliance with technical and professional standards pertaining to the position held and best practice generally

5. LOYALTY

5.1 All directors owe loyalty and commitment to the Gate Theatre in all its business activities. Directors should ensure that any of their outside activities do not in any way impair their ability to give regular, punctual and satisfactory service to the Gate Theatre. In practice, a director should avoid circumstances where his/her loyalty to the Gate Theatre is, or might be, capable of being interpreted as being compromised.

5.2 Directors are not permitted to give or receive gifts, favours, hospitality services, payments, privileges or preferential treatment of any kind or nature whatsoever to or from any individual, enterprise or organization which conducts or seeks to conduct business with the Gate Theatre unless:

- To do so would not affect or appear to affect the Directors's ability to make independent judgment on business transactions
- To do so would be consistent with good business practice within the industry
- Public disclosure of the transaction would not embarrass the Gate Theatre
- To do so would impose no obligations on the director or the Gate Theatre

5.3 All personal gifts should be notified to the Board of Directors and no personal gifts of money should be accepted.



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------------------------------------	------------------	----------------	-------------------------------	---------------------------

5.4 In summary, loyalty means being faithful to the Gate Theatre and includes:

- Protecting the good name of the Gate Theatre
- Being committed in all Gate Theatre’s business transactions
- Acknowledging the duty of all to conform to the highest standards of business ethics

6. LAWFULNESS/COMPLIANCE

6.1 It is the Gate Theatre’s policy to comply with all relevant statutory and regulatory requirements. It is the Gate Theatre’s policy at all times to adhere to best business practice in all its operations. In accordance with this policy each director should:

- Comply with all Health & Safety Regulations and the Gate Theatre’s Safety Statement in their day to day activities as a board member
- Comply with all internal regulations and procedures designed to prevent fraud or injury to persons, the property of the Gate Theatre, or the interests of the Gate Theatre generally
- Should provide oversight and direction to management in ensuring no illegal or improper transactions are entered into

6.2 The statutes and regulations to which the Gate Theatre must comply with include:

- Equality Act 1998
- Employment Acts
- Health, Safety and Welfare at Work Act 2005
- Companies Acts 1963 to 2009
- Data Protection Act 1998 and Data Protection (Amendment) Act 2003
- Copyright and Related Rights Act 2000
- Consumer Protection Acts 2007
- Licensing Acts
- Finance Acts (Taxation)

7. CODE REVIEW

7.1 This code will be reviewed annually to ensure that it remains relevant and appropriate to the needs of the Gate Theatre.



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Enforcement

Where a Gate trustee or director is found to be in breach of the standards outlined by the board in its Code of Conduct they will be asked to meet with the Chairperson of the board to assess their suitability for the role. Consistent breach of the Code of Conduct by a Gate trustee or director may result in their tenure being terminated.

Acceptance and Agreement

I confirm that I have read and agree to abide by the Code of Conduct for Directors of the Gate Theatre. At all times I will act in the best interests of The Gate and not be influenced by any individual or personal benefit.

Name Printed _____

Signature _____

Date _____