

GOVERNANCE FRAMEWORK



Bord Altranais agus
Cnáimhseachais na hÉireann
Nursing and Midwifery Board of Ireland

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1. Introduction

The Nursing and Midwifery Board of Ireland (NMBI) is committed to operating to the highest standards of efficient and effective corporate governance. The Code of Practice for the Governance of State Bodies 2016 defines corporate governance as “the systems and procedures by which organisations are directed, controlled and managed.” The purpose of this Governance Framework is to document the policies and procedures of NMBI and to describe key roles and responsibilities within the organisation. It is intended to guide the staff and members of the Board of NMBI in the performance of their duties. The Framework is intended to be a living document and will evolve in line with best practice. It will be reviewed on an annual or otherwise as necessary basis to ensure its effectiveness and will be expanded as policies are adopted.

2. Overview of the Nursing and Midwifery Board of Ireland

2.1 Governing legislation

NMBI was established by the Nurses Act 1950 and continues under the provisions of the Nurses and Midwives Act 2011 (“the Act”). The implementation of the Act commenced in a phased manner in January 2012, and in October 2012 the Commencement Order was signed for parts of the legislation relating to the governance of the organisation, the Register and fitness to practise. Under Part 2 of the legislation the name of our organisation changed from An Bord Altranais (Nursing Board) to Bord Altranais agus Cnáimhseachais na hÉireann (Nursing and Midwifery Board of Ireland). The reason for the change of name was to reflect the recognition under legislation of midwifery being a distinct profession in its own right.

The Act states that “the object of the Board shall be the protection of the public in its dealing with nurses and midwives and the integrity of the practice of nursing and midwifery through the promotion of high standards of professional education, training and practice and professional conduct among nurses and midwives.”

The functions of the Board are set out in Section 9 of the Act and in the Statutory Rules which underpin it.

All members of the Board, including those elected under section 22(1)(c) of the Act, are appointed by the Minister for Health and are accountable to the Oireachtas through the Minister for the development and implementation of policy.

In accordance with sections 18-21 of the Act the Board shall approve a Statement of Strategy, annual business plans and annual report of the activities of the Board.

In accordance with section 24 of the Act the Board may establish committees to perform any functions that may be better or more conveniently performed by a committee.

In addition, NMBI must meet the legislative requirements as set out in the Ombudsman Act 2012, Freedom of Information Act 2014, the Official Languages Act 2003 and the Ethics in Public Office Acts. NMBI must carry out its functions within the context of these requirements. NMBI is also subject to laws set down in the Data Protection Acts. The General Data Protection Regulations (GDPR), which came into effect on 25 May 2018, will increase the responsibilities of public sector organisations in relation to data protection.

The Code of Practice for the Governance of State Bodies 2016 sets out principles of corporate governance which State bodies are required to adopt. In accordance with this Code the Board should meet regularly, provide strategic leadership, retain full and effective control over the organisation and monitor executive management and performance. The collective responsibility and authority of the Board should be asserted and maintained.

2.1.1 Seal of the Board

In accordance with Section 7 of the Act, the seal of the Board is authenticated by –

- (a) the signature of the President of the Board or another member of the Board authorised by the Board to act in that behalf, and
- (b) the signature of an employee of the Board authorised by the Board to act in that behalf.

Judicial notice shall be taken of the seal of the Board and, accordingly, every document—

- (a) purporting to be an instrument made by the Board, and
- (b) purporting to be sealed with the seal of the Board authenticated in accordance with subsection (1)

shall be received in evidence and be deemed to be such instrument without further proof unless the contrary is shown.

The seal is kept in the secure custody of the CEO, or another employee designated on her/his behalf.

3. Role and functions of the Nursing and Midwifery of Ireland

NMBI regulates the professions of nursing and midwifery in Ireland. As the regulator, NMBI has two main objectives:

- The protection of the public in its dealing with nurses and midwives.
- To ensure the integrity of the practices of nursing and midwifery through the promotion of high standards of professional education, training and practice and professional conduct among nurses and midwives.

NMBI is the statutory body which sets these standards.

The primary functions of NMBI, as set out in the Act are to:

- Establish procedures and criteria for the assessment and registration of nurses and midwives.

- Act as the competent authority for the mutual recognition of professional qualifications of nurses and midwives awarded in or recognised by European Union (EU) member states.
- Specify standards of practice for registered nurses and midwives; including the establishment, publication, maintenance and review of appropriate guidance on all matters related to professional conduct and ethics for registered nurses and registered midwives; appropriate guidance on the maintenance of the professional competence of registered nurses and registered midwives; and a code of professional conduct for registered nurses and registered midwives.
- Specify criteria for specialist nursing and midwifery posts.
- Establish committees to inquire into complaints.
- Make decisions and give directions relating to the imposition of sanctions on registered nurses and registered midwives.

NMBI is also responsible for the promotion of careers in nursing and midwifery.

NMBI's functions in safeguarding the public involve establishing and maintaining the Register of Nurses and Midwives. NMBI also establishes procedures and criteria for assessment and registration. Additionally, NMBI approves education programmes and further education programmes for the purposes.

NMBI sets standards of practice and provides support for registered nurses and midwives.

This includes developing, publishing and reviewing:

- A code of professional conduct and ethics.
- Guidance on all aspects of professional conduct.
- Guidance on maintaining professional competence.

Through its fitness to practise functions, NMBI is responsible for considering complaints against nurses and midwives.

4. Vision, Mission and Values

NMBI's vision is to provide leadership to registered nurses and midwives to deliver safe care through innovative and proactive professional regulation.

NMBI's mission is to protect the public and the integrity of the professions of nursing and midwifery through the promotion of high standards of education, training, and professional conduct.

NMBI's values are:

- Transparency
- Trust
- Leadership
- Respect
- Equality and fairness

5. Structure of NMBI

5.1 NMBI Board

The Board of NMBI comprises 23 members, eight of whom are registered nurses and midwives. The majority of Board members are not nurses or midwives.

5.2 NMBI Committees

The Board of NMBI has established three statutory committees, in addition to a number of other committees and sub-committees. The statutory committees are:

- Fitness to Practise Committee (2011)
- Midwives Committee
- Preliminary Proceedings Committee.

The other committees of the Board are:

- Audit and Risk Committee
- Education, Training and Standards Committee
- Governance and Finance Committee
- Registration Committee

These committees assist the Board in the performance of its functions. Each committee is supported by an NMBI officer of relevant expertise.

5.3 Organisational structure

NMBI is managed on a day-to-day basis by the Chief Executive Officer (CEO). There are five departments which support the work of the office of the CEO and are led by members of the senior management team:

- Registration Department
- Education Department
- Fitness to Practise Department
- Department of Corporate Services
- Nursing Careers Centre

6. Key roles and responsibilities

6.1 Role of the Board

The role of the Board of NMBI is:

- To define the mission of the organisation, decide its strategic goals and develop the policies required to achieve those goals.
- To provide leadership, vision and direction for the organisation and ensure that these are in line with Government policy and statutory requirements.
- To ensure that high standards of corporate governance are maintained at all times.

- To ensure that the organisation behaves ethically and in line with its core values.
- To ensure good management, to monitor management performance, to protect the assets of the organisation and ensure that a proper balance is achieved between the respective roles of board and management.
- To set performance objectives, including key financial targets and, in particular, to agree and closely monitor the budget.
- To ensure the integrity of NMBI's accounting and financial reporting systems and that appropriate systems of control are in place, in particular for risk management, financial and operational control, and compliance with the law and relevant standards.
- To define and promote NMBI's role in the community by ensuring effective communication with stakeholders and by keeping people informed in an open, accountable and responsible way.

6.1.1 Reserved functions and delegated functions of Board

The Act allows for the delegation of some of its functions to the committees of the Board, the CEO and the senior management team. The Board can still perform the functions it has delegated. Any individual or committee to whom a decision has been delegated shall report to Board in respect of any action or decision made.

The Board is accountable to the Minister for Health and the public for the proper discharge of the functions of the Board. Where the Board has delegated a function, the Board still remains the accountable body. Therefore, in order to ensure that proper oversight is maintained and to ensure proper control over the Board's functions, the Board has set out a scheme of delegation which lists the functions which have been delegated to the CEO and the senior management team. Certain functions cannot be delegated and must be reserved to the Board.

6.2 Collective and individual responsibility of Board members

The powers and responsibilities of the Board are exercised jointly by its members, each of whom therefore has statutory and fiduciary duties in discharging them. The Board is collectively responsible for promoting the success of the organisation and directing its activities.

Board members (including the President) have collective responsibility for:

- Ensuring that all members take part in induction;
- Establishing the strategic direction and policy of the Board, within the framework laid down by the Act and the resources allocated to it;
- Setting performance objectives and monitoring corporate performance;
- Meeting its accountability to Government and Oireachtas;
- Directing, supporting and evaluating the Chief Executive Officer;
- Ensuring that the Board complies with all statutory and administrative requirements for the use of public funds;
- Ensuring the integrity of the organisation's accounting and financial reporting systems and ensuring that appropriate systems of control are in place, in particular systems for risk management, financial and operational control;
- Defining of authority, responsibility and accountability levels for senior managers;
- Contributing to any committee/working group of the Board;
- Attending Board and committee meetings regularly, being informed and prepared to participate;
- Sharing corporate responsibility for all Board decisions;
- Being objective in their work on behalf of the Board;
- Ensuring full compliance with Conflict of Interest Policy and Procedures and Codes of Governance, Conduct and Ethics;
- Treating papers actual or virtual, marked for non-disclosure as confidential to themselves, not to discuss them with others outside the Board, not to leave them unattended and where others may obtain access to them and disposing of them appropriately; where members are provided with technology to ease access to meeting

- packs, ensure that the information is securely stored and used in a secure manner;
- Approving major items of expenditure which should be aligned to medium to long term strategies so as to ensure that such expenditure is focused on clearly defined objectives and outcomes;
- Producing and approving annual reports and accounts;
- Approving annual budgets and corporate plans;
- Approving the appointment and remuneration of the Chief Executive Officer in accordance with the provisions of the Act; and
- Setting up procedures to monitor and manage potential conflicts of interest of management and Board members.

Each Board member is individually responsible for:

- Furnishing to the Secretary of the Board, on appointment to the Board, details relating to her/his employment and all other business interests including shareholdings, professional relationships, etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of her/his functions as a member of the Board;
- Ensuring that care is taken at each meeting to ensure she/he keeps Board updated when any issues arise that may lead to any conflict of interest
- Complying with all aspects of this Governance Framework, which includes their declaration of all relevant interests.
- Meeting the standards of ethics in public office, as described by the Standards in Public Office Commission
- Informing the Board, via the President, of any new appointments she/he accepts which may impinge on, or conflict with, her/his duties as a Board member
- Acting in good faith and in the best interests of the Board
- Not disclosing, without the consent of the Board, save in accordance with law, any information obtained by her/him while performing duties as a member of the Board;
- Not using information gained in the course of their public service for personal gain or political purpose.

6.3 Role and responsibilities of the President

The President of the Board must be a registered nurse or registered midwife. The President is expected to observe the duties and responsibilities of the Board members and has particular responsibility for:

- Representing the Board in its dealings with the Minister;
- Promoting the work of the Board;
- Providing effective leadership to the Board;
- Ensuring Board members understand their respective role, responsibilities and authority; and that the Board works effectively and efficiently;
- Chairing Board meetings, ensuring that the members are aware of and have an opportunity to inform the Board of any conflicts of interest; ensuring that the minutes of the meeting accurately record decisions taken and where appropriate, the views expressed by individual Board members;
- Confirming to the Minister that the Board has complied with the Codes of Conduct and Ethics and the required internal controls;
- Ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Minister;
- Establishing all relevant committees;
- Directing and supporting the Chief Executive Officer;
- Holding the Chief Executive accountable;
- Swearing affidavits and making applications to the High Court when acting as chair at Board meetings where referrals to the High Court pursuant to Section 58 of the Act are agreed by the Board;
- Exercising the casting vote in the event of a tie.

6.4 The Role and responsibilities of the Vice President

The Vice President of the Board must be a registered nurse or registered midwife. The Vice President deputises for the President in her or his absence when requested to do so by the

President. The President will normally chair all Board meetings. In her or his absence, the Vice President should assume the chair. In the absence of either of these members, the Board shall nominate a member of the Board to chair the meeting from amongst its members.

The Vice President of the Board is expected to fulfil the duties and responsibilities of a Board member but, following the agreement of the President and the approval of the Board, she or he would discharge the following additional responsibilities:

- To deputise for the President as may be required by the President and/or Board and on such other occasions as may be determined by the President and/or Board;
- To represent Board at important stakeholder events to ensure adequate representation of Board when deemed necessary by the President and/or Board;
- When requested to liaise with the CEO in relation to any other matters which Board feels are appropriate in the absence of the President.

6.5 Role and responsibilities of the Chief Executive Officer

The Board shall appoint a person recruited in accordance with the Public Service Management (Recruitment and Appointments) Act 2004 to be the Chief Executive Officer.

The Chief Executive Officer is responsible for the management of the day-to-day operational duties of NMBI in accordance with the Nurses and Midwives Act 2011, other statutory requirements, and with Board policy. The Board delegates to the Chief Executive Officer the power to act as the responsible authority for the conduct of the affairs of the Board.

The Chief Executive Officer is accountable to the Board and her or his roles and responsibilities are:

- To operate, manage and control the administration and business of NMBI.
- To put in place procedures for the Board to meet its accountability to Government and the Oireachtas.
- To implement NMBI's strategic plan and annual business plan.
- To put in place an organisational structure to manage the work of the organisation.

- To monitor performance and hold the organisation's management team and staff to account.
- To ensure that the Board has timely and accurate information to fulfil the statutory objectives and functions of the organisation.
- To ensure that the Board has timely and accurate information on the performance of the organisation.
- To ensure that the Board has sufficient information on risk identification, measurement and mitigation strategies.
- To ensure systems, procedures and practices of NMBI are in place for evaluating the effectiveness of its operations.
- To appear before the Oireachtas Committees when duly requested.
- To exercise proper fiduciary duty in the running of the organisation.
- To work collaboratively and in partnership with the President to ensure the achievement of the organisation's objectives.

6.6 Role of the Secretary to the Board

The Board Secretary's main functions are to oversee the day-to-day administration of the Board and to ensure the Board complies with the law and observes its own regulations. The role and responsibilities of the Board Secretary are:

- To organise Board meetings, to give proper notice of the meetings and to distribute the documentation required for such meetings.
- To coordinate with the President and CEO in drawing up the Board meeting agenda.
- To ensure that the minutes of Board meetings are accurately recorded.
- To ensure that the records of the organisation are maintained as legally required and made available when required by authorised persons.
- To ensure that the organisation complies with all statutory reporting requirements as set out in the Act and any other relevant legislation.
- To ensure that Board members are informed as to their relevant legal responsibilities.

- To keep up to date with all legislative, regulatory and corporate governance developments that might affect the Board's operations and to ensure that corporate governance principles and requirements are embedded in the relevant Board documentation.
- To act as a confidential point of contact for the President and Board members on any matters that require information or clarification relating to the Board and its activities and to act as the co-ordinator for responses from the Executive to any such queries.
- To facilitate the induction of members of the Board into their role and to advise and assist the members of the Board in respect of their duties and responsibilities and to identify and develop relevant training opportunities for Board members.
- To be responsible for the care and use of the seal of the Board.
- To monitor and put in place procedures which allow for the compliance with relevant regulatory and legal requirements, including legal requirements and retention of documents.

6.7 Roles and responsibilities of NMBI Committees

The role of NMBI committees is to carry out such statutory function as prescribed in the Act and such other functions that the Board chooses to delegate through the establishment of various committees and working groups. Each committee has its own [terms of reference](#) which must be approved by the Board.

The roles of the committees are as follows:

Statutory committees

Preliminary Proceedings Committee:

The role of the Preliminary Proceedings Committee is to give initial consideration to complaints. It can refer complaints to the Fitness to Practise Committee or to other procedures if the complaints are not appropriate for the Board's fitness to practise procedures.

Fitness to Practise Committee:

The role of the Fitness to Practise Committee is to inquire into complaints referred by the Preliminary Proceedings Committee under section 61 of the Act. On completion of an inquiry, the Fitness to Practise Committee submits its report to the Board.

Midwives Committee:

The role of the Midwives Committee is to provide advice to the Board in relation to all matters pertaining to midwifery practice, which the Board shall consider when performing functions in relation to midwifery practice.

Non-statutory committees***Education, Standards and Training Committee:***

The Education, Standards and Training Committee monitors adherence to standards, and evaluates compliance to standards and criteria for the education and training of nurses and midwives on behalf of NMBI. It carries a range of functions connected with setting standards and requirements for education programmes and validating those programmes. It provides a forum and guidance to NMBI, to the profession and to those who require it in relation to behaviour, ethical conduct, practice and research. It is responsible for learning techniques/methods of ethical analysis and principles.

Registration Committee:

The Registration Committee makes decisions, advises and makes recommendations to the Board in relation to all issues pertaining to registration.

Audit and Risk Committee:

The Audit and Risk Committee provides an independent appraisal structure within NMBI to measure and evaluate the effectiveness and efficiency of its risks, governance and internal control procedures and its financial reporting framework.

Governance and Finance Committee:

The Governance and Finance Committee advises and makes recommendations to the Board in relation to all issues pertaining to the governance and finance function of the Board in accordance with the provisions of the Act. It oversees the financial arrangements and internal operations of the Board and ensures that appropriate and adequate control arrangements exist in all areas of financial responsibility.

6.8 Role and responsibilities of committee chairs

The core role of the chair of a committee is to ensure that meetings of committee are conducted in accordance with its agreed purpose and duties and that it acts within its terms of reference.

- The chair provides leadership and ensures that committee members are aware of their obligations and that the committee complies with its responsibilities and works collectively.
- The chair ensures the full participation of all committee members.
- The chair establishes and maintains an effective working relationship with the members of the executive supporting the committee. He/she takes forward business as required between meetings and liaises as required with other members to ensure this.
- The chair approves draft minutes for circulation to the members and also approves draft reports for presentation to the Board or committee as appropriate.
- The chair ensures that the work and activities of the committee are regularly reported to the Board as required or, in the case of a working group or sub-committee, reported to their committee.
- The chair assists the committee in reviewing and assessing its performance on a regular basis.

6.9 Role and responsibilities of committee vice chairs

The main role of the vice chair is to preside over meetings when the chair is absent. The responsibilities of the vice chair are to:

- Stand in for the chair if she/he is away.
- Assist the chair with matters between meetings.
- Deal with specific tasks or issues as defined by the committee.

The Board appoints vice chairs to the Fitness to Practise Committee and the Preliminary Proceedings Committee for terms of office consistent with each committee's terms of reference. For all other committees, in the absence of the chair, an acting chair is appointed by committee members to chair the meeting on the day.

7. Meetings and procedures of NMBI

To ensure the orderly and effective conduct of business, the Board has approved Standing Orders which set out the conduct expected at meetings. They are applicable to all meetings of NMBI, (Board and committee) and the Chair of each meeting has the responsibility for conducting the meeting in accordance with these Standing Orders.

In exceptional circumstances, with the consent of the chair of the meeting, and subject to compliance with its statutory obligations, the Board may suspend temporarily the application of any standing order if it believes that this is necessary for the efficient conduct of its business.

8. Strategic Direction and Business Planning

8.1 Statement of Strategy

The Public Service Management Act 1997 requires that all state departments and offices must produce a Statement of Strategy at least once every three years and submit it to the

relevant minister of the Government. This Statement of Strategy must present the main goals, outputs and related strategies, including the use of resources of the department or office concerned. The preparation and adoption of a Statement of Strategy is therefore a legislative requirement of NMBI and is laid down in Section 18 of the Act. It is published on NMBI's website.

NMBI's [Statement of Strategy for 2017-2019](#) was launched on 3 April 2017 and outlines three strategic priorities: strengthening the organisation's reputation with registrants, the public and key stakeholders; building stakeholder understanding of how NMBI works and making it more consistent, efficient and effective to deal with; and ensuring NMBI is equipped to meet the needs of registrants, the public and other stakeholders and able to deliver on its new strategy. It was completed following a process that included developing a draft document based on NMBI's statutory responsibilities and organisational objectives, and then a public consultation on this draft in October 2016. This consultation garnered feedback from registrants, former Board members, staff organisations, employers, patient advocate groups and other key stakeholders via an online survey, email responses and workshop meetings.

The Statement of Strategy is reviewed on a yearly basis to ensure that the key milestones set out in the strategy are being met.

8.2 Business plan

The development of a [business plan](#) is a statutory requirement for NMBI, set out in section 22 of the Act. The Statement of Strategy sets out the high-level objectives and targets of NMBI over three years. The business plan explains how NMBI will carry out specific actions which will deliver the objectives set out in the Statement of Strategy. The preparation and implementation of an annual business plan is central to guiding and monitoring progress at an organisational and individual level.

Progress against the business plan is monitored by the Governance and Finance Committee of the Board.

8.3 Annual report

An annual report is prepared at the end of each year in accordance with section 21 of the Act. It is the primary means by which the organisation reports on its activities to the minister, the Department of Health, the Dáil and the public. As stated in the Code of Practice for the Government of State Bodies the organisation has a duty to ensure that a balanced, true and understandable assessment of the organisation's position is made when preparing the annual report and accounts. In addition, on-going progress of the goals, outputs and targets set out in the Statement of Strategy will be reported in the annual report. Material for the annual report is provided by each department of NMBI. It is published on NMBI's [website](#).

9. External stakeholders

NMBI's key stakeholders include the public, nurses and midwives, patient representative groups, employers of nurses and midwives, higher education providers, health care organisations, the Health Service Executive, the Department of Health, the Government, the Houses of the Oireachtas, the representative bodies of nurses and midwives and other regulators.

NMBI collaborates with a variety of other national and international regulators and healthcare bodies. This collaboration includes [memoranda of understanding](#) (MOUs) which set out to promote co-operation in areas of strategic and high-level operational concern in the interests of patient safety.

9.1 Customer Service Charter

The Customer Service Charter sets out the values, standards and principles of behaviour which apply to anyone working in NMBI or involved in its activities. It is published on NMBI's [website](#).

9.2 Transparency and public consultation

NMBI regularly consults with registered nurses and midwives and other stakeholders when updating standards and guidance or other materials. NMBI has published a Guide to Consultation which supplements the existing knowledge in the organisation by outlining some of the key considerations relating to effective consultation, starting with a consideration of what NMBI as an organisation means by 'consultation'. The guide can be downloaded from NMBI's [website](#).

10. Codes of Conduct, Ethics in Public Office, Disclosure of Interests and Protected Disclosures

10.1 Code of Conduct for Board and Committee Members

The Code of Practice for the Governance of State Bodies 2016 requires State bodies to produce a Code of Conduct for Board members. Furthermore, the Ethics in Public Office Acts requires these bodies to ensure that their Board members observe the highest standards of business ethics. The Code sets out the standards of business conduct to which all Board members have agreed to adhere. The objectives of the Code of Conduct for Board and Committee Members are:

- To establish an agreed set of ethical principles.
- To set out rules regarding to the disclosure of confidential information.
- To promote and maintain confidence and trust in NMBI.
- To prevent the development or acceptance of unethical practices.
- To promote compliance with best current management practice in all NMBI activities.
- To promote the highest legal, management and ethical standards in all NMBI activities.

The Code of Conduct for Board and Committee Members can be downloaded from NMBI's [website](#).

10.2 Staff Handbook

The Staff Handbook applies when an individual acts in her/his capacity as a member of the staff of NMBI. It outlines staff members' responsibilities to protect the reputation and assets of the organisation. The objectives of the Staff Handbook are:

- To establish an agreed set of ethical principles.
- To prevent the development or acceptance of unethical practices.
- To promote and maintain confidence and trust in NMBI.

A hard copy of the Staff Handbook given to each staff member.

10.3 Disclosure of interests

The primary duty of each Board and committee member is to give her/his undivided attention to her/his work and to conduct herself/himself in a manner that is consistent with the best interests of NMBI. Board and committee members must inform the CEO in writing by way of the Declaration of Interests Form of any involvement in outside business activities, either directly or indirectly. Each member is responsible for ensuring that any change to the register of interests is communicated to the CEO. The register of interests is updated on an annual basis.

NMBI's Standing Orders provide that members must declare an interest in a particular agenda item at the start of the meeting. Declarations of interest must be recorded in the minutes.

NMBI's Conflict of Interest Policy sets out principles for minimising and managing potential conflicts of interests for individuals involved in decision-making for NMBI.

10.4 Confidentiality

Section 17 of the Act states that Board and committee members must not disclose confidential information obtained in the performance of their duties. Accordingly, members are required to

- Respect, both during and after membership, the confidentiality of all information received by NMBI which is not in the public domain. This includes personal, private or commercially sensitive information which has been received in confidence by NMBI.
- Respect the confidentiality of decisions made by the Board and its committees until the decision is made public.
- Respect at all times the confidentiality of the deliberations of the Board and its committees.
- Return or destroy all documents, (hard and electronic copies), received during Board or committee membership, when their term of office expires.

Board and committee members are required to sign NMBI's Confidentiality Agreement Form

10.5 Gifts and hospitality

Board and committee members and staff of NMBI are required to comply with the Gifts and Hospitality Policy of NMBI. The policy sets out the appropriate guidelines for the receipt of gifts and expenditures relating to business meals, hospitality and other social events conducted in relation to NMBI's business.

10.6 Ethics in Public Office Acts

In addition to their obligations to declare their interests to NMBI, all Board members are required by the [Ethics in Public Office Acts](#) to submit a Statement of Interests each year during their term of office. These returns will be issued to Board members at the end of each year and must be completed and returned to NMBI by 31 January each year. The Board member may complete a Statement of 'NIL' Interests or complete a Statement of Interests depending upon their own respective circumstances. The CEO and some senior employees of NMBI are also bound by the Ethics in Public Office Acts.

10.7 Protected disclosures

The Protected Disclosures Act 2014 aims to protect people who raise concerns about possible wrongdoing in the workplace. NMBI has developed a Protected Disclosures Policy and publishes a report annually on its [website](#) in accordance with Section 22 of the Protected Disclosures Act 2014.

11. Assurance and audit and compliance arrangements

11.1 Internal control

11.1.1 Internal audit

The internal audit function of NMBI is defined by the Board as part of its oversight role. The terms of reference are approved by the Board and include, but are not limited to, an evaluation of the adequacy and effectiveness of NMBI's governance, risk management and internal controls as well as the quality of performance in carrying out its functions.

Implementations of the internal audit recommendations are monitored by the Audit and Risk Committee and reported to the Board.

11.1.2 Risk management

NMBI is committed to maintaining a robust risk management framework that supports the ongoing management of risk in accordance with the established risk appetite and corporate strategy. NMBI's risk management policy provides a framework to support the ongoing monitoring, review and management of risks.

11.1.3 Procurement

NMBI is governed by [public procurement guidelines](#) and has developed procurement policies and guidelines which ensure that competitive tendering is standard procedure.

11.2 Business delivery, compliance, performance reporting, relations with the Oireachtas, Minister and parent Department

As a public body, NMBI must plan, report on, and account for its performance, both operational and financial. NMBI reports to the Department of Health on an annual basis as to how it has complied with the Code of Practice for the Governance of State Bodies 2016 or explains the reasons why the standards have not been implemented. Quarterly governance meetings take place between the Chief Nurse's Office in the Department of Health and the NMBI, as do monthly operational meetings.

NMBI has developed an oversight agreement with the Department of Health. It is based on NMBI legal framework and defines the terms of the relationship between NMBI and the Department of Health. It sets out the arrangements for oversight, monitoring and reporting on conformity including those actions and areas of expenditure where prior sanction from the Department of Health and/or Department of Public, Expenditure and Reform is required.

A Performance Delivery Agreement between NMBI and the Department of Health is a requirement under the Code of Practice for the Governance of State Bodies 2016 and is reviewed annually. It sets out high-level goals and objectives, key programmes of activity, key outputs and a process for formal review of the agreement.

Accounts, audited by the Comptroller and Auditor General, are submitted to the Department annually and laid before the Houses of the Oireachtas.

In its Statement of Strategy NMBI committed to twice yearly updates to all stakeholders on progress against the Statement of Strategy. These updates are published on NMBI's website.