



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

# Code of Conduct for Board and Committee Members

## Code of Conduct for Board and Committee Members Nursing and Midwifery Board of Ireland

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## Introduction

NMBI is the regulatory body for the professions of nursing and midwifery in Ireland. It is an independent body that exists to protect the public and the integrity of the practice of the professions that it regulates. Its vision is to provide leadership to registered nurses and registered midwives to deliver safe care through innovative and proactive professional regulation.

The *Code of Practice for the Governance of State Bodies 2016* states that all State bodies should have published Codes of Conduct for members of their Board and employees. Furthermore, the Ethics in Public Office legislation requires all State bodies ensure that Board members observe the highest standards of business ethics.

This Code has been established to set out the standards of conduct to which NMBI Board members must adhere in the performance of their duties. NMBI also requires that this Code binds members of its Committees. Each Board and Committee member has an obligation to know, understand and comply with the policies contained in the Code and the values upon which they are based.

## Intent and Scope

The Code applies when a person acts in a capacity as a Board member of NMBI or as a member of one of NMBI's Committees, including working groups, which the Board may set up from time to time. This includes attendance at Board and/or Committee meetings, fitness to practise inquiries and any time s/he represents NMBI as a Board or Committee member. It sets out in written form the agreed standards which inform the conduct of members in the performance of their duties.

As it is not possible for a set of rules or guidelines to provide for all situations which may arise, this Code provides only a frame of reference against which members must measure their activities. The Code is not a substitute for a member's responsibility and accountability to exercise good judgement. Members should seek guidance when in doubt as to the proper course of action as it is the responsibility of each individual to ensure that their actions reflect the ethical standards reflected in the Code. The Code is additional to, and does not in any way restrict, the legal obligations of members.

The Code is binding. It is issued to all Board and Committee members on appointment. Each member must familiarise herself/himself with it and sign their acceptance to abide the Code during their term of office. Members may also confirm their acceptance of the Code's provisions by email to the Board Secretary.

## Objectives

The following are the objectives of the Code:

- To establish an agreed set of ethical principles to which all members of the Board and Committees will adhere.
- To promote and maintain confidence and trust in NMBI.
- To encourage and promote the development of good, ethical business practices.
- To prevent the development or acceptance of unethical business practices.
- To ensure that Board and Committee members comply with the Nurses and Midwives Act 2011, as amended and all other legislation relevant to NMBI.
- To ensure that all potential conflicts of interest are disclosed and handled in accordance with the procedures as laid down in the Ethics in Public Office legislation.
- To satisfy the relevant requirements of the *Code of Practice for the Governance of State Bodies 2016*.

## Statutory and Regulatory Context

This Code requires Board and Committee members to act at all times in accordance with the law and in particular with, but not limited to, the following:

- The Nurses and Midwives Act 2011, as amended
- The Ethics in Public Office Act 1995 and 2001
- The *Code of Practice for the Governance of State Bodies 2016*
- General Data Protection Regulation (No 2016/679) (“GDPR”) and the Data Protection Acts 1988 to 2018.
- Framework for Corporate & Financial Governance of Regulatory Bodies under the aegis of the Department of Health & Children (2006).

## Meetings

Board and Committee members must use all reasonable endeavours to attend all Board meetings and meetings of any Committees of which they are a member. There may be circumstances in which members are unable to attend a meeting, in which case they should send their apologies as soon as possible to the Board Secretary or to the relevant Committee secretary.

Where a member is unable to fulfil their role over a prolonged period, they will be asked to discuss their position with the President of the Board or the Committee Chair.

Members’ attendance will form part of the members’ annual performance review and particular consideration will be given to meetings where a member has not attended and has not given notice of their absence.

Members are expected to:

- Ensure that they fully understand the role of the Board/Committee and their role.
- Prepare well for meetings, read all papers in advance of meetings and seek advice or support from the Board Secretary where necessary.
- Actively and constructively participate in discussions and decisions observing standing orders and meeting ground rules.
- Make objective decisions based on the public interest and based on the merits of the issues presented.
- Ensure that the Board/Committee conducts its business fairly.
- Attend training events and keep up-to-date with subjects relevant to the work of NMBI.
- Review the Declaration of Interests of Interests Statement at the start of each meeting and declare any perceived conflict of interest in advance of any agenda item at NMBI meetings. Any conflict will be recorded in the minutes and in the Register of Interests maintained by the Secretary.
- Behave with courtesy and respect towards fellow members and employees of NMBI.
- Adhere to the standing orders and terms of reference for the Board and its Committees.
- Actively ensure that the Board/Committee complies with its statutory and administrative requirements.
- Fully comply with NMBI's policies and procedures and ensure other members do also.
- Act in the public interest.

### **Collective Responsibility of Board and Committee Members**

In the interests of organisational integrity, clarity and accountability, it is important that decisions of the Board and the Committees of the Board are properly represented outside of NMBI.

In order to safeguard the authority of NMBI, the principle of collective responsibility operates in relation to the business of the Board, its Committees and working groups. Therefore, all members are expected to abide by the decisions of the Board and its Committees and not to publicly adopt, promote or engage in a position, a view or a course of conduct which, in the reasonable opinion of the Board or Committee, does not reflect the position, view or approach of the Board or Committee as articulated in such decisions.

### ***Engagement with the Media***

Engagement with the media on behalf of the Board or Committees is through the President of the Board only. If any Board or Committee member is contacted by the media, the media should be referred to NMBI's Communications Manager at [communications@nmbi.ie](mailto:communications@nmbi.ie).

## ***Lobbying***

The CEO, President and NMBI's Executive team engage with stakeholders on behalf of NMBI. This is to ensure a unified and coordinated approach. Individual Board or Committee members must not engage with stakeholders on behalf of NMBI unless explicitly mandated to do so by NMBI. Should a Board or Committee member find herself/himself being lobbied s/he is encouraged to refer the lobbyist to the CEO and/or President of the Board.

It should also be noted that lobbying on behalf of a stakeholder is a conflict of interest as per this Code and NMBI's Governance Framework.

## **Guiding Principles**

In addition to its obligation as a State body, the Code is based on the values of NMBI and reflects the principles of integrity and acting in the public interest set down in the Nurses and Midwives Act 2011, as amended.

## ***Values***

NMBI's values are:

- ***Transparency:*** NMBI shares information about its work and accepts responsibility to efficiently use organisation resources, improve its systems, and help its registrants deliver safe and effective patient care.
- ***Trust:*** NMBI acts with honesty and integrity, not compromising the truth.
- ***Leadership:*** NMBI leads by example, that is doing the right thing for the right reasons and not compromising core principles.
- ***Respect:*** NMBI treats its stakeholders with respect and sensitivity. NMBI respects all individuals and values their contributions.
- ***Equality and fairness:*** NMBI strives for equality and fairness in its dealings with registrants, members of the public and organisations.

## ***Integrity***

Board and Committee members are expected to act with honesty and integrity in carrying out their duties. Specifically they will:

- Recognise and manage conflicts of interest.
- Adhere to NMBI's policy on the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits.
- Adhere to NMBI's tendering and purchasing procedures which are in line with national and EU procurement requirements.
- Claim payment and expenses only in accordance with NMBI's travel and expenses policy and the rates set down by the Department of Public Expenditure and Reform.

### ***Acting in the Public Interest***

Members of the Board and Committees perform their functions in the public interest under the Nurses Act 1985 and the Nurses and Midwives Act 2011, as amended. They do this by fulfilling the mission of the organisation which 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.

### **Conflicts of Interest**

In the interests of proper standards of conduct, the activities of the Board and its Committees must always be conducted in an objective manner and be seen to be so conducted.

A conflict of interest arises when a Board or Committee member's interests or opportunity for gain or profit are, or could be interpreted as being, in conflict with those of NMBI. Any interests of a member's family or other connected persons or bodies which could involve a conflict of interest should also be disclosed.

All members must confirm their commitment to the disclosure of any employment and/or business interests which may be – or be seen to be - in conflict, or in potential conflict, with the objectives and activities of NMBI.

Members are expected to ensure that:

- They disclose the interest and the nature of interest.
- They do not influence or seek to influence a decision to be made in relation to a matter.
- They absent themselves from any meeting or part of a meeting at which the conflict of interest or potential conflict of interest is discussed.
- They do not take part in any deliberation of the Board or Committee in relation to a matter where a conflict of interest or potential conflict of interest arises.
- They do not vote on a matter where a conflict of interest arises.
- NMBI's resources are used in pursuit of NMBI business and are not used for personal gain, directly or indirectly.
- Gifts, hospitality or preferential treatment should neither be given nor accepted where such action could be perceived as affecting the ability of the donor or the recipient to make an independent judgement on NMBI business.

The disclosure of a conflict of interest or potential conflict of interest will be recorded in the minutes of the meeting at which it is considered.

Following election, re-election, appointment or re-appointment to the Board or to a Committee of the Board, each member shall be expected to furnish to the Board Secretary a completed Declaration of Interests Form ([Appendix 1](#)), which supplies details relating to the member's employment and all other relevant interests which could involve a conflict of interest or could materially influence the member in relation to their performance of their

functions as a member of the Board or of a Committee. Those members holding office at the time of the Code's adoption by the Board shall be expected to furnish such a declaration following its adoption. If a member believes they do not have any relevant interests to declare, they must make a written declaration to this effect. This can be done by email to the Board Secretary.

Where it is relevant in any matter that arises, each member will keep the Board Secretary advised of all relevant changes in their circumstances so as to ensure that these disclosures are up-to-date at all times. The onus is on each member to identify an actual or potential conflict of interest and to take appropriate action to manage the conflict in favour of performing their duties as a Board or Committee member in the public interest.

This information is held in a Register of Interests and is accessible only to the President of the Board, the Chief Executive and the Board Secretary. Where an individual Board or Committee member becomes aware of non-compliance with such obligations, they should immediately bring this to the attention of President or chair with a view to having the matter addressed. Further guidance can be found in NMBI's Conflict of Interest Policy ([Appendix 2](#))

## **Loyalty**

Board and Committee members must acknowledge their responsibility to be loyal to NMBI and fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders.

## **Fairness**

Board and Committee members must:

- Comply with employment equality and equal status legislation.
- Commit to fairness in all business dealings.
- Treat stakeholders equitably.
- Act professionally in the discharge of their duties.
- Make fair decisions based on evidence.
- Give reasons for decisions made.
- Demonstrate lack of bias.
- Provide a fair hearing for all parties in matters of dispute.

## **Work/External Environment**

Board and Committee members must:

- Promote the development of a culture of 'speaking up' whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- Place highest priority on promoting and preserving the health and safety of employees.
- Ensure that community concerns are fully considered.



- Minimise any detrimental impact of the operations on the environment.

## Information and Confidentiality

Due to the nature of their positions, Board and Committee members are privy to information and material which may be sensitive or confidential to the organisation and its clients. As set down in Sections 16 and 17 of the Nurses and Midwives Act 2011, as amended, members should respect the confidentiality of sensitive information held by NMBI or discussed at Board meetings, Committee meetings or fitness to practise inquiries. This includes personal information, information received in confidence and any other information sensitive to the reputation of NMBI. Board and Committee members are required to sign NMBI's Confidentiality Agreement Form ([Appendix 3](#)) or to confirm by email to the Board Secretary that they have read the Confidentiality Agreement Form and undertake to abide by its provisions.

Board and Committee members should ensure that there is not, during a member's term of office or thereafter, without the specific approval of the Board, or an officer authorised to act on behalf of the Board, any disclosure by the Board member of any information whatsoever relating to proceedings at Board meetings, or any other confidential information relating to NMBI or its business, functions or transactions, other than to properly authorised persons, within or acting for NMBI, or as required by law.

Board members should ensure that there is support by the Board, management and employees of NMBI for the provision of access to general information relating to NMBI's activities in a way that is open and enhances its accountability to the general public. Board members should ensure that there is compliance with relevant statutory provisions e.g. data protection and freedom of information legislation.

The requirement not to disclose privileged or confidential information does not cease when membership of the Board or Committee ceases. Board and Committee members have a duty of on-going non-disclosure of privileged or confidential information even after their retirement or resignation from their role. Former Board and Committee members are required to carefully dispose of any documentation they hold relating to the business of NMBI.

The Board Secretary will communicate with all retiring and or resigning Board and Committee members in terms of these and other obligations.

## Obligations

In accordance with this Code and the *Code of Practice for the Governance of State Bodies 2016* there is an obligation on Board and Committee members to:

- Fulfil all regulatory and statutory obligations imposed on NMBI.
- Comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.

- Introduce controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- Co-operate with internal audit in the internal audit process.
- Attend all Board and/or Committee meetings.
- Conform with NMBI's procedures in relation to conflict of interest situations, including in regard to acceptance of positions following employment and/or engagement by NMBI that may give rise to the potential for conflicts of interest and to confidentiality concerns.
- Acknowledge the duty of all to conform to highest standards of business ethics.

## **Breach of the Code**

Any minor breach of the Code will be dealt with in the first instance informally, for example by the President of the Board or the Chair of a Committee or another member drawing the breach to the member's attention during a meeting or similar.

If a member is concerned that another member may be in breach of the Code they should raise their concerns with the President of the Board or the chair of the Committee as appropriate. However, where there is evidence of a deliberate, serious or continued breach of the Code, this will be taken up by the President or the Committee Chair in a special convened meeting if appropriate. If necessary, the President will seek legal advice on how to proceed and/or initiate an external investigation if deemed appropriate.

## **Responsibilities and Review**

The Code shall be circulated to and retained by each Board and Committee member as well as other relevant parties whether invited to participate in NMBI working groups or Committees, or otherwise. This Code should be read in conjunction with NMBI's published policies and procedures.

The Code will reviewed and updated when necessary and at least once during the term of the Board. Any revisions to the Code must be considered and approved at a meeting of the Board of NMBI.

The Code should be read in conjunction with NMBI's Governance Framework and the following policies and procedures:

- Standing Orders of the Board
- Terms of Reference of Board Committees
- Conflict of Interest Policy
- Data Protection Policies
- Freedom of Information Policy
- Protected Disclosures Policy
- Gifts and Hospitality Policy
- Social Media Guidance for Board Members

- Electronic Assets Acceptable Usage Policy
- Travel and Subsistence Policy
- Foreign Travel Policy for Board and Committee Members
- Procedures for Post-Resignation/Retirement of Board Members
- Procedure for the Board to get Independent Professional Advice

I have read and agree to abide by the above Code during my term of office as a Board and/or Committee member of NMBI.

Signed: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_

This declaration may also be submitted electronically by email to the Board Secretary.

Approved by the Board of NMBI on XXX

## Appendix 1 – Declaration of Interests Form

### Nursing and Midwifery Board of Ireland Declaration of Interests Form

I, \_\_\_\_\_, as a Board/Committee member of the Nursing and Midwifery Board of Ireland (NMBI) have set out below my interests in accordance with the organisation's Conflict of Interest Policy.

Name	
Address for correspondence	
Current role/position	
Telephone number	
Mobile number	
Email address	

Category	Details of interest and whether it applies to you or, where appropriate, a member of your immediate family or some other close personal connection
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests.	
Gifts or hospitality offered by external bodies in the last twelve months.	

Any contractual relationship with the NMBI.	
Any other conflicts that are not covered by the above.	

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_

## **Appendix 2 – Conflict of Interest Policy**

The Nursing and Midwifery Board of Ireland (NMBI) has developed the following Conflict of Interest Policy to be adhered to by all NMBI Board and Committee members.

The primary duty of each Board and Committee member is to give their undivided attention to their work and to conduct themselves in a manner that is consistent with the best interests of NMBI. This policy sets out principles for minimising and managing potential conflicts of interests for individuals involved in decision-making for NMBI.

In setting its policy on conflicts of interests NMBI must consider the regulatory environment, standards of ethical conduct and its own operational requirements and strategic objectives.

The Board has adopted a Code of Conduct for Board and Committee Members in accordance with the *Code of Practice for the Governance of State Bodies 2016*. This policy is intended to supplement the general principles of ethical conduct set forth in NMBI's Code of Conduct.

### **Objectives of the Policy**

The objectives of the policy are:

- To protect NMBI against conflicts of interests that may be detrimental to its activities by ensuring that individuals covered by the policy make decisions free from any external influences, either personal or fiduciary.
- To protect NMBI and those individuals covered by the policy against impropriety or the appearance of impropriety, including reputational risk.
- To earn and maintain the confidence of nurses and midwives and of the general public in the integrity, effectiveness and impartiality of its decision-making processes. It will not do so if these processes are seen to be compromised by conflicts of interests.

### **Outside Interests**

The general principle underlining NMBI's Conflict of Interest Policy is that members may not engage in any activity or business which in any way impairs or may impair the member's ability to give satisfactory service to NMBI, or which conflicts or may conflict with NMBI's interests, objectives and policies.

Board and Committee members must inform NMBI in writing by way of the Declaration of Interests Form of any involvement in outside business activities, either directly or indirectly.

Members are required to avoid situations in which their personal interests could conflict with the interests of NMBI. In particular, Board members are not permitted, under any circumstances, to have any involvement of a business/advisory nature with any persons or company with whom NMBI may have, or is likely to have, any form of relationship save in their capacity as a NMBI Board member.

Members may not use NMBI's resources or time for personal gain, or for the benefit of persons/organisations unconnected with NMBI or its activities.

Members are prohibited from diverting away from NMBI and/or private sector suppliers of goods and services, for their personal gain business opportunities which are presented to them in the course of their tenure of office with NMBI.

Members are expected to behave at all times in the performance of their duties in an ethical and honest manner.

NMBI reserves the right to insist that any member of the Board ceases or reduces their involvement in any activity which is impairing or may impair the ability of the Board member to perform their work satisfactorily or is giving rise, or may give rise, to a situation of actual or potential conflict of interest.

### **Confidentiality**

As set down in Sections 16 and 17 of the Nurses and Midwives Act 2011, as amended information and data of a confidential nature acquired in the course of a member's term of office must be treated as such by all Board and Committee members who must ensure, insofar as may be practicable, that no unauthorised persons obtain access to information or data which is used by Board and/or Committee members.

In line with the requirements of the data protection legislation all personal data must be kept securely and disclosed only to individuals or companies in accordance with authorised access.

### **Gifts/Invitations**

In general, gifts/payments/hospitality, preferential treatment or benefits in kind on a scale which could affect, or appear to affect, the ability to exercise independent judgement, must not be accepted. Gifts of cash, travel and/or accommodation expenses must never be accepted or solicited.

### **Further Roles**

The acceptance of a further role where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of engagement with NMBI has ceased.

This Conflict of Interest Policy is applicable to all Board and Committee members of NMBI, including members of working groups which the Board may set up from time to time.



### Appendix 3 – Confidentiality Agreement Form

I, \_\_\_\_\_, do hereby undertake:

1. To treat all confidential information and confidential documents under conditions of strict confidentiality.
2. To ensure that unauthorised persons cannot obtain access to confidential documents and confidential information in my possession.
3. Not to disclose or authorise another person to disclose in any way to any third party any confidential information or any confidential documents.
4. Not to use or authorise another person to use any confidential information or any confidential documents other than for the purposes of participation in NMBI's activities.
5. Not to make, except for the purposes of my work with NMBI, any copy of or extract from confidential documents or confidential information.
6. To dispose of confidential documents and confidential information as soon as I have no further use for them.

This undertaking is not limited in time but does not apply to information or documents that I can reasonably prove were known to me before the date of this undertaking or which become public knowledge otherwise than as a result of a breach of any of the above undertakings.

Signed: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_

Version Control			
Version	Author	Date	Changes
1.1	Orla Coady	13 May 2021	First draft changes to BSF Committee – see attached cover sheet – recommended to Board
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