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# Code of Governance Framework

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## **RADA**

In association with RADA  
International Advisors to The Lir

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## **1. PURPOSE OF FRAMEWORK**

This framework is intended to support Trinity College Dublin Academy of Dramatic Art Company Limited by Guarantee (trading as The Lir, National Academy of Dramatic Art) Board directors in their role as Directors of the Company. It is underpinned by the company's Constitution and by best practice. The Framework is informed by The Lir Academy's commitment to comply with the Governance Code for community, voluntary and charitable organisations in Ireland.

The Framework will be reviewed and updated every year to ensure it is up to date with current legislation and good practice procedures for arts organisations and educational institutions. It will also be used as part of the briefing process for new Board Directors.

## **2. THE LIR ACADEMY STRUCTURE**

Trinity College Dublin Academy of Dramatic Art (trading as The Lir Academy) is a Company Limited by Guarantee and has charitable status approved by the Charities Regulator. The Lir Academy was established as a partnership between Trinity College Dublin and The Cathal Ryan Trust. The Cathal Ryan Trust established The Drama Academy Development Company (DADC), a dedicated company, limited by guarantee, whose purpose was to develop and deliver the National Academy of Dramatic Art.

In August 2011, DADC gifted the redeveloped and customised building and all of its equipment to Trinity College Dublin, who, in turn, leased the facility for a 'pepper-corn' rent to The Company for an initial period of ten years. The seven founding Members of The Company were office holders of Trinity College Dublin. In 2017 three additional members were nominated by the Cathal Ryan Trust and served as members until the 31st of December 2020.

The current members are as follows:

John Coman (nominated by TCD)  
Paul Mangan (nominated by TCD)  
Gail McElroy (nominated by TCD)  
Stephen Elliot Wilmer (nominated by TCD)  
Brian Singleton (nominated by TCD)  
Peter Reynolds (nominated by TCD)

The members nominated by the Cathal Ryan Trust who served until December 2020 were:

Michael Binchy (nominated by Cathal Ryan Trust)  
Danielle Ryan (nominated by Cathal Ryan Trust)  
Anne Mulcahy (nominated by Cathal Ryan Trust)

Trinity College Dublin nominated two of the initial Board of Directors. The Secretary of the Company is also a Trinity College Dublin nominee. DADC nominated two of the initial Board of Directors who served for a ten year period until December 2020. In December 2020, the Board approved the extension of the Cathal Ryan Trust membership to the Board. The new term will coincide with the term of the new Master Agreement with Trinity College and Trinity College Dublin Academy of Dramatic Art (trading as The Lir Academy) which will be agreed in September 2021.

The Constitution allows for 12 Board Directors.

Directors are appointed as follows:

- Two members are appointed by Trinity College Dublin
- Two directors are appointed by DADC
- The remaining directors (a maximum of 8) are elected by the current Board

The current directors (as of January 2022) are:

James Hickey (Chairperson)

Prof. Gail McElroy (nominated by TCD)

Peter Reynolds (nominated by TCD)

Anne Mulcahy (nominated by Cathal Ryan Trust)

Danielle Ryan (nominated by Cathal Ryan Trust)

Jon Downey (Alternate Director for Danielle Ryan)

Michael Binchy (Co-opted Director)

Anne Clarke (Co-opted Director)

Dana Cuffe (Co-opted Director)

Dermot McCrum (Co-opted Director)

Eleanor Methven (Co-opted Director)

Dearbhla Walsh (Co-opted Director)

The Directors elect a Chairperson and determine the period for which he or she is to hold office.

The tenure of Directors is defined as follows:

- The directors nominated by Trinity College Dublin serve as long as College determines
- The directors nominated by The Cathal Ryan Trust serve as long as the Trust determines.
- The maximum duration that co-opted Directors may hold office is for a period of 3 years, following which they must offer their resignation. A resigning Director shall be eligible for re-appointment for a second term of a three year period, after which they must offer their resignation. A resigning Director shall again be eligible for re-appointment for a final third term of a three year period, after which they must offer their resignation. They cannot be re-appointed to the Board until three further terms of three years have lapsed.
- A director on the Board for more than three years as of the 1<sup>st</sup> of July 2020 shall be deemed to have completed their First Term as of the 1<sup>st</sup> of July 2020. A director on

the Board for less than three years as of the 1<sup>st</sup> of July 2020 shall be deemed to have begun their First Term as on the 1<sup>st</sup> of July 2020.

As outlined in its Gender Equality Policy and Strategy Document, The Lir is committed to maintaining a gender balanced board from December 2017 onwards. In its forthcoming Strategic Plan 2022-2026, the Board has committed to developing a comprehensive diversity policy that will address the need for further diversity on the Board including in terms of age and ethnicity.

### **3. THE LIR ACADEMY MISSION**

The main object for which the company is established is:

To advance education by establishing and operating an academy for the provision of educational services, training and research in relation to dramatic art. To provide seminars, lectures, exhibitions, musical and dramatic performances and public meetings, classes and conferences calculated directly to advance the cause of education.

The current mission statement is:

The Lir Academy exists to provide the highest possible conservatoire training in Ireland. We are a centre of excellence, a hub for germinating talent and a training ground for brilliance. We aim to become one of the leading creative arts academies in the world.

### **4. BRIEFING FOR NEW BOARD MEMBERS**

Induction for new Board directors includes the following:

- All new Board directors undergo orientation through a planned induction to ensure that they understand their responsibilities and duties
- The induction will include a meeting with the Chairperson and CEO.
- The CEO will supply new Board directors with appropriate induction material to include the Constitution, this Corporate Governance Framework, the current Strategic Plan, the most recent annual report, copies of the two previous Board minutes, and Board papers.

- All Board directors are required to formally acknowledge in writing that they understand, and will comply with, their responsibilities as Board directors.

## **5. GUIDING PRINCIPLES**

The Lir Academy will observe the highest standards of probity in relation to the stewardship of public funds and the exercise of its functions; maximize value for money, through ensuring that responsibilities are delivered in the most economical, efficient and effective way, within available resources; and demonstrate adherence to the Academy's core functions.

## **6. ROLE OF THE BOARD**

The Board is collectively responsible for promoting the success of The Lir Academy, and for governing the business of the organisation so as best to support The Lir Academy achieve its mission. It provides strategic guidance to the CEO and monitors the activities and effectiveness of management.

The Board appoints and delegates responsibility to the CEO of The Lir Academy to direct and manage the day-to-day business of the organization. The CEO reports and is accountable to the Board.

The key responsibilities of the Board can be described as:

- Interpreting and guarding the Mission of the organization
- Ensuring that governance and accountability arrangements are robust and effective across the organization
- Agreeing the strategic priorities of the organization

- Communicating these priorities by means of a public-facing Strategic Plan (current Strategic Plan runs 2016-2021)
- Adopting policy and objectives
- Ensuring effective organisational planning
- Monitoring and approving all major expenditure decisions to ensure value for money
- Monitoring the resources of the organisation to ensure they are sufficient to implement policy and objectives
- Acting as advocates for the organisation
- Selecting and appointing the CEO of The Lir Academy and agreeing relevant terms and conditions
- Reviewing the performance of the CEO on an on-going basis and agreeing any renewed terms and conditions if appropriate
- Delegating responsibility to the CEO and staff of The Lir Academy for the day to day management of the organization
- Monitoring the performance of the CEO
- Approving the Service Level Agreement between The Lir Academy and Trinity College Dublin.
- Receiving and approving reports on an annual basis of various policy areas, as outlined below
- Supporting the CEO in a general way by attending The Lir Academy events and informing the CEO of any feedback.

## **7. Procedures for Governance of The Lir Academy**

The Lir Academy Board governs the business of the organisation so as to support best The Lir Academy to achieve its mission by:

### ***7.1 Interpreting and guarding the Mission***

The Board approves the strategy for The Lir Academy in line with the agreed mission statement and makes policy decisions compatible with this mission. The



Board considers regular reports from the CEO on The Lir Academy activities and implementation of strategy.

## ***7.2 Adopting policy and objectives***

- In general, the CEO of The Lir Academy plays a leading role in policy and strategy making.
- Policy and objectives relate to cultural and educational policy as well as the manner in which the work of The Lir Academy is conducted (such as relationships with other organisations and sponsors, fundraising, employment practices, human resources, etc.).
- Strategic Plans are prepared by the CEO of The Lir Academy and are brought forward to the Board for discussion and adoption. The current plan runs for five years from 2016 – 2021. Following a comprehensive strategic planning process undertaken throughout 2021 a new five-year plan (2022-2026) is currently being drafted and is due to be approved by the Board in September 2021.
- A Strategy Meeting, led by the CEO of The Lir Academy, is convened annually to review policy aims and strategic objectives following which recommendations are brought to the Board and an implementation plan is adopted. From time to time, throughout the year, the CEO of The Lir Academy pro-actively proposes policy initiatives or reviews to the Board for discussion and adoption.

## ***7.3 Ensuring the organisation has sufficient resources to implement policy and annual objectives***

- The Board adopts an annual budget based on funding and revenues projected in a prudent manner as presented by the CEO.
- Board directors ensure that the content and level of financial reporting is timely and in a format that is transparent and understood by the Board.
- An audit and finance sub-committee has been established to monitor progress against budget and report to the Board.

- Quarterly Management Accounts are prepared by management and a detailed Financial Report is presented at each Audit & Finance Sub-committee meeting by the CEO, including any items of expenditure for payment exceeding €50,000.
- All expenditure items in excess of €5,000 are submitted to the Chairperson of the Board for approval.
- The CEO reports regularly to the Board on the level of Human Resources available to the organisation in the context of the level of activities undertaken.

## **8. THE ROLE OF THE CHAIR**

The key responsibilities of the Chairperson can be described as:

- Promoting the work of The Lir Academy
- Providing effective leadership to the Board
- Ensuring Board directors understand their roles and responsibilities and the Board works effectively and efficiently
- Ensuring that the Board meets regularly and that the collective responsibility is safeguarded
- Chairing board meetings and ensuring the minutes accurately record the decisions taken, and, where appropriate, the views of individual Board directors
- Ensuring that all meetings of the Board are conducted in accordance with approved procedures and The Lir Academy's Code of Conduct
- Ensuring that The Lir Academy has complied with the Governance Code for community, voluntary and charitable organisations in Ireland
- Bringing proposals to the Board for the establishment of all relevant Board Committees with appropriate terms of reference
- Acting as a source of advice to the CEO
- Representing The Lir Academy as appropriate in dealings with Trinity College and other key stakeholders.
- Reviewing the performance of the CEO on an annual basis and reporting to the Board in this regard

- Approving the travel expenses of the CEO and ensuring they are in line with charity sector guidelines.

## **9. DELEGATED AUTHORITY FROM THE BOARD TO THE DIRECTOR AND STAFF OF THE LIR ACADEMY**

- The CEO of The Lir Academy is appointed by, reports to, and is accountable to the Board of The Lir Academy.
- The CEO keeps the Chairperson informed on an ongoing basis regarding developments in the organisation and any significant issues arising.
- The CEO is responsible for managing the annual budget and activities of the organisation in line with the annual plans and budgets approved by the Board and keeps the Board informed of progress in this regard via the Audit & Finance Sub-committee.
- The CEO is responsible for the recruitment and management of staff and for ensuring compliance with statutory and administrative requirements in relation to the approval of the number, remuneration and conditions of appointment of all staff.
- The CEO allocates specific responsibility for Health & Safety to a senior staff member.
- The CEO presents a report at each Board meeting on activities of The Lir Academy.
- At the end of each year, the CEO presents to the Board a review of performance of The Lir Academy against the annual plan in order to inform policy and plans for the forthcoming year.
- The CEO agrees the annual SLA between The Lir Academy and Trinity College Dublin.
- The CEO presents the Board with an updated Risk Register on a quarterly basis.
- The CEO is required to bring the following issues to the attention of the Chairman and the Board:
  - Any legal claim against The Lir Academy
  - Significant human resources or industrial relations issues
  - Unresolved disputes with a third party organisation

- Risks identified affecting The Lir Academy assets/property ownership, insurance, health and safety
- Issues raised by Bankers, Solicitors, Auditors, Funders or other stakeholders relating to governance
- Issues that have the potential to threaten or damage the reputation of The Lir Academy
- Issues that have the potential to threaten or damage the reputation of Board directors in their role as Directors of the Board
- Any significant proposed change in established policy, plans or practice of The Lir Academy
- Issues relating to an identified conflict of interest among staff
- Any issue relating to staff compliance with travel and subsistence policies
- Any serious complaints that have failed to be resolved by other means, including the intervention of the CEO.

## **10. COMPLIANCE WITH STATUTORY REQUIREMENTS**

- The Board ensures that The Lir Academy is law-abiding and compliant with the Governance Code for community, voluntary and charitable organisations in Ireland.
- The Board ensures that The Lir Academy is compliant with all the requirements of the Charities Regulation Office.
- The Board ensures that The Lir Academy is compliant with all the requirements of the SORP (Statement of Recommended Practice) guidelines. The company implemented the SORP guidelines for the first time at the end of the 2017/18 financial year.
- The Board also satisfies itself on an on-going basis that The Lir Academy complies with all relevant legislation e.g. company law, employee relations, health and safety, environmental regulations, building control and fire regulations, ethics, Freedom of Information, and Data Protection legislation as well as a general duty of care to everyone who visits The Lir Academy, works in The Lir Academy and participates in The Lir Academy programmes.

- Policies and procedures in these areas to be reviewed by the Board on a regular basis.

## **11. BOARD PROCEDURES AND REVIEW**

- The Board meets regularly, generally 5 times per year.
- Agendas are agreed by the Chairperson with the CEO. Agendas and papers are circulated to the Board one week before the meeting.
- Minutes record all decisions taken at the meeting and are circulated by the Secretary to Board directors, CEO and Academic Director. A record of signed minutes is held by the Secretary.
- The Board completes an internal self-evaluation of its own effectiveness every year.

## **12. LEGAL DUTIES OF BOARD MEMBERS**

The statutory duties of Board directors as Company Directors of The Lir Academy are provided for under the Companies Acts and other relevant legislation.

## **13. COMMITTEES OF THE BOARD**

The following committees of the Board are currently in place:

- Development Council
- Audit & Finance Committee
- Governance Committee
- Gender, Diversity & Respect Committee
- Artistic and Pedagogic Committee
- Facilities & Infrastructure Committee

Individual charters for each committee will be confirmed by September 2021.

## **14. SKILLS MATRIX**

The Board maintains a list of the key skills, competencies and expertise that it requires to effectively deliver on its responsibilities and help fulfill the mission of the organization. This matrix is then used to assess the potential effectiveness of proposed new Board directors.

Each Board member is measured against the skills matrix (on a scale of 1 – 10). This in turn gives individual directors a clear understanding of their individual responsibilities and the expectations of the Board.

The skills matrix is updated every three years.

## **15. BOARD ATTENDANCE**

- The dates of all Board Meetings are agreed at the beginning of each academic year.
- Board directors are required to attend a minimum of 4 Board meetings except for exceptional circumstances. They should also keep themselves informed about The Lir Academy by communicating with the Chairperson or CEO.
- Board directors who fail to attend the requisite number of meetings will be asked to leave the Board.
- A record of each member's attendance at Board meetings is included in the Annual Report.

## **16. Formal Schedule of Matters for Board Decision**

### **Managerial Functions**

- Ensuring that, through the arrangements in place, a balanced, true and understandable assessment of The Lir Academy is made when preparing the Annual Report and Annual accounts.
- Approving the Annual Financial Statements and authorising the Chairperson and one other member to sign them on behalf of the Board (usually the Chair of the Audit & Finance Committee)
- Ensuring that, through the arrangements in place, statutory obligations applicable to The Lir Academy are identified and complied with.
- Ensuring that, through the arrangements in place, non-statutory obligations applicable to The Lir Academy, as set out in the Code of Practice for the Governance of State Bodies are complied with.
- Approving the annual Budget for The Lir Academy.
- Approving the appointment, remuneration, assessment of performance and succession planning for the CEO.
- Delegation of sufficient powers to the CEO and staff of The Lir Academy, to enable the business of The Lir Academy to be carried on effectively between Board meetings.
- Overseeing the discharge by the CEO and Staff of The Lir Academy of the day to day business of The Lir Academy.
- Ensuring, through the arrangements in place, compliance with statutory and administrative requirements in relation to the approval of the number, grading and conditions of appointment of all staff.

### **Board Membership and Board Committees**

- Establishing an Audit and Finance Committee, appointing the Chair and members of the Committee and approving the Terms of Reference of all other Committees established by the Board.
- Establishing other Committees as agreed by the Board and agreeing their membership and terms of reference.

### **Financial Transactions and Contracts**

- Any payment over and above €5,000 must be co-signed by the Chairperson

- The Board approves all transactions (within the Budget approved by the Board) whose value exceeds €50,000. This applies to both capital and current revenue items and transactions.
- The Board approves all property leases of whatever value.
- The Board approves the terms of any commercial contracts entered into by The Lir Academy over the value of €50,000.
- The Board approves the terms of the employment contract entered into by the Lir with the CEO of the Company and approves any changes to the contract.

### **Internal Controls and Risk Management**

- Ensuring maintenance of a sound system of internal controls, including financial, operational and compliance controls, and risk management processes.
- Monitoring the effectiveness of The Lir Academy's risk management processes and systems to ensure the effective identification, monitoring and control of external risks.
- Identification of opportunities to support The Lir Academy's statutory objectives (through the Audit and Finance Committee and reference back to the Board for final decision).
- Undertaking an annual assessment of the effectiveness of internal control and risk management processes (including financial, operational and compliance controls and risk management systems).
- Authorisation to open bank accounts.
- Authorisation of signatories to attest the seal of The Lir Academy .

### **Miscellaneous**

- Undertaking, as appropriate, a formal and rigorous review of its own performance, and that of its committees and individual directors.
- Taking any specific decisions that the Board or The Lir Academy management consider to be of such significance as to require to be taken by the Board.



## **APPENDIX 1: Code of Business Conduct for The Lir Academy Board directors**

### **General Principles:**

Directors should observe the highest standards of honesty and integrity. To ensure this, they should adhere to the following principles:

### ***Integrity***

Directors are required to:

- Disclose any outside interests that are in conflict or potential conflict with the business of The Lir Academy
- Not participate in discussions or decisions involving conflicts of interest whether or not such conflicts have previously been disclosed
- Acknowledge The Lir Academy's Conflict of Interest and Conflict of Loyalty policies as outlined below when making decisions and fulfilling all requirements as a member of the board
- Avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect, or appear to affect, the ability of the donor or the recipient to make an independent judgment on business transactions
- Ensure that The Lir Academy's accounts and reports accurately reflect their business performance and are not misleading or designed to be misleading
- Avoid using The Lir Academy resources or time for personal gain or for the benefit of persons/organisations unconnected with The Lir Academy or its activities
- Not comment in public or with media on any matter related to The Lir Academy unless there is prior approval sought and given by the Board, and/or the CEO.
- Ensure a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public and private sectors generally
- Ensure that there is no disclosure of privileged or confidential information when Board membership ceases.

**Care:**

Directors should:

- Respect the confidentiality of sensitive information held by The Lir Academy.  
This would constitute material such as:
  - commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring)
  - personal information
  - information received in confidence by The Lir Academy
- Comply with relevant statutory provisions relating to access to information (e.g. Data Protection Act, Freedom of Information Act-
- Ensure that they maintain the confidentiality of all information obtained by virtue of their position
- Fulfill all regulatory and statutory obligations imposed on The Lir Academy
- Ensure that there are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel
- Use all reasonable endeavours to ensure that they attend the The Lir Academy Board and/or Committee Meetings (as applicable)
- Comply with conformity procedures laid down by the Board in relation to conflict of interest situations
- Place highest priority on promoting and preserving the health and safety of employees

**Loyalty:**

Directors should:

- Acknowledge the responsibility to be loyal to The Lir Academy and to be 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 and

- Acknowledge the duty of all to conform to highest standards of business ethics

## **APPENDIX 2: The Lir Academy Good Faith Reporting Policy**

### **Introduction**

All Board directors, staff and employees are encouraged to raise genuine concerns about possible improprieties. All concerns will be treated fairly and properly.

This policy is designed to reflect the approach of The Lir Academy to provide a transparent and confidential process for dealing with concerns, and to ensure that Board directors, staff and employees can raise concerns without fear of retribution.

### **Principles**

A Board member, member of staff or employee who discovers a breach of the policies that govern The Lir Academy, or witnesses an act of wrongdoing within The Lir Academy, shall be enabled to disclose this information internally without fear of reprisal.

No Board member, staff member or employee who, in good faith, reports a violation, shall not suffer harassment, retaliation or adverse employment consequences.

An individual who retaliates against someone who has reported a violation in good faith may be subject to the disciplinary procedure up to, and including, termination of employment.

Examples of concerns that may warrant disclosure include:

- Financial malpractice, impropriety or fraud
- Failure to comply with legal obligations or statutes
- Dangers to health, safety or the environment
- Criminal activity
- Improper conduct or unethical behaviour
- Attempts to conceal any of these.

Procedure for Making a Disclosure:

- Where appropriate, staff members shall report their concern in the first instance to their Head of Department. The Head of Department will report to one of the senior officers (i.e. CEO, Chairperson or Chair of the Audit and Finance Committee or Governance Committee).
- Where the concern is of a financial nature, the general rule will be for the Head of Department to report to the Chair of the Audit and Finance Committee.
- In the case of a complaint where the involvement of any member of the Head of Department team may prejudice the outcome, the allegation should be reported to the CEO, where appropriate.
- Where it is felt that a complaint should be made to somebody independent of the Executive, it should be made to the Chair of the Board or the Chair of the Audit and Finance Committee or Governance Committee.
- Board directors will generally disclose their concerns directly to the Senior Officer whom they deem most appropriate.
- Further action will be at the discretion of the Senior Officer receiving the complaint where confidentiality is of the utmost importance.

#### Procedure for Investigation:

- A decision will be taken by the Senior Officer (i.e. CEO, Chairperson or Chair of the Audit and Finance Committee or Governance Committee) as to who should be appointed as Investigating Officer. The Investigating Officer should be independent of the complaint.
- The Investigating Officer should prepare a report for the Senior Officer in a reasonable timeframe. This report shall set out the background and nature of the complaint, the steps taken to investigate the complaint, the findings of the investigation, and the options available with regard to the next steps.
- The Senior Officer will consider this report and decide on the appropriate action individually or in conjunction with the other senior officers. They should ensure that they make their decision in a timely manner and take the good of the whole organisation into account when deciding on the action to be taken.
- The complainant and the alleged perpetrator should be kept informed. The identity of the alleged perpetrator and of the complainant should not be made known without

his/her consent unless it is considered that not to publish the details would hinder or obstruct the completion of the investigation.

- The complainant should have a right of appeal to the Senior Board Member who may authorize a new investigation.
- If deemed appropriate, the Senior Officer will bring the findings of the report by the Investigating Officer to the attention of An Garda Síochaná or any external relevant party such as the external auditors.

Operational guidelines for the investigating procedure shall be provided by the CEO.

## **APPENDIX 4: The Lir Academy Policy for Dealing with Conflicts of Interest and Loyalty**

### Introduction:

This policy sets out principles for the management of conflicts of interest, and potential conflicts of loyalty, arising in relation to Board directors. It is designed to:

- *As far as possible, prevent conflicts of interest and loyalty from arising;*
- *Ensure that any conflicts that do arise are managed in such a way that the independence and integrity of the decisions of the Board are neither compromised nor perceived as being compromised.*

While this policy expressly addresses those conflicts that can be readily anticipated, it is not possible to provide a comprehensive list of all of the conflicts of interest and loyalty that might arise. Therefore:

- This procedure must be interpreted with regard to its spirit and purpose;
- Board directors must comply with this procedure in spirit as well as in letter;
- If there is any doubt as to whether a matter amounts to a conflict of interest or loyalty, it should be presumed to be a conflict of interest until a decision is made to the contrary by an appropriate person.

### Purpose:

The purpose of this Conflict of Interest & Loyalty Policy is to protect the Board, Staff and Committee members of The Lir Academy from any appearance of impropriety. This policy is prepared in accordance with the Code of Governance for Community, Voluntary and Charity Organisations in Ireland.

### Conflicts of Interest:

Conflicts of interest may arise where an individual's personal, financial, family or professional interests or loyalties to another individual or group conflict with those of The Lir Academy

### Conflict of Loyalty:

Conflicts of Loyalty can arise between a Board, Staff or Committee member's duty to The Lir Academy and some other public obligation or Board membership of another organisation. This may be defined as duality of interest: that is, the Board, Staff or Committee member of The Lir Academy may have divided loyalties, but does not stand to gain financially. Where such duality exists, the Board, Staff or Committee member of The Lir Academy should declare it, and is expected to act in the best interests of The Lir Academy.

If a Board, Staff or Committee member of The Lir Academy is appointed by, represents, or is a member of another body, they must remember that their duty to The Lir Academy still overrides all other obligations. If irreconcilable conflict arises, a Board, Staff or Committee

member may have to avoid taking part in decisions of The Lir Academy or may have to resign from one or other position. Conflicts of loyalty may be sufficiently serious to amount to conflicts of interest.

#### Procedure for handling conflicts of interest:

The Board, Staff and Committee members of The Lir Academy have a duty to declare all conflicts of interest (whether actual or potential). When joining the Board new directors will complete a Statement of Interests form, outlining any known conflicts. This statement will be updated annually. Any additional conflicts that present themselves must be declared at the first available opportunity (e.g. prior to a relevant board meeting if possible) or at meetings of Committees, Sub-committees and the Board.

Where the conflict of interest of a Board, Staff or Committee member of The Lir Academy relates to a direct personal, financial or monetary interest in a matter under discussion, the Board, Staff or Committee member must absent from both the discussion and decision making process relating to same.

A Board, Staff or Committee member of The Lir Academy who has any other interest, which does not in the opinion of a clear majority of the rest of the board directors present at a meeting, create a danger of bias but which might reasonably cause others to think it could influence their decision, the member should declare the nature of the interest. However, they may participate in the discussion if this is appropriate but absent from the decision making.

In both cases, the person concerned should be told what decision was reached on their return to the meeting.

The Chairperson should be consulted about the procedure for handling conflicts of interest, particularly if there is any doubt about any aspect of this policy. Where appropriate an issue may be referred to the appropriate sub-committee for review and, with the permission of the Chairperson, for assessment by an external professional.

If the Board, Staff or Committee member of The Lir Academy fails to declare an interest that is known to the Company Secretary, Board, staff or committee member, they, the Company Secretary, Board, staff or committee member, should notify the Chairperson, who will declare that interest.

#### Recording of Conflicts of Interest and Loyalty:

All declarations of conflict of interest and/or loyalty, whether actual or potential, will be recorded in the minutes of Board meetings and/or any Committee meeting as showing the person who declared the conflict of interest and/or loyalty as absenting from the relevant discussion. Where a Board member declares a conflict at a Board meeting, he/she will be required to complete an agreed template outlining the nature of their declared interest.

#### Declaration of Understanding – Conflict of Interest and Loyalty Policy:

Each Board, Staff and Committee member is required to sign the following:



"I have read and understand The Lir Academy's Code of Governance Framework and Conflict of Interest and Loyalty Policy for Board Directors, Staff and Committee Members and agree to be bound by same."

Name (print): \_\_\_\_\_

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

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

**This Declaration of Understanding should be signed and returned to the Company Secretary.**