



HORSE SPORT

IRELAND



Code of Conduct for Directors

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1. Introduction

- 1.1. The Horse Sport Ireland Code of Conduct for Directors ("Code of Conduct") sets out in written form the agreed ethical standards that inform the conduct of Directors of Horse Sport Ireland both collectively and individually, in performing their functions and duties.
- 1.2. Horse Sport Ireland encourages 'best practice' through its commitment to providing an environment that demonstrates dignity and respect and understanding for individual's rights, safety and welfare. The achievement of best practice is reliant upon the adoption of this Code of Conduct.
- 1.3. This Code of Conduct sets out the standards of conduct and performance for all Directors, including the chair, to adhere to, irrespective of their role, responsibility or method of appointment.

2. Fiduciary Duties and Standards

- 2.1. Directors are required by the Companies Act 2014 to adhere to the following fiduciary duties:
 - 2.1.1. To act in good faith in what the director considers to be the interests of Horse Sport Ireland;
 - 2.1.2. To act honestly and responsibly in relation to the conduct of the affairs of Horse Sport Ireland;
 - 2.1.3. To act in accordance with Horse Sport Ireland's Constitution and exercise his or her powers only for the purposes allowed by law;
 - 2.1.4. Not to use Horse Sport Ireland's property, information or opportunities for his or her own benefit, or that of anyone else, unless (a) this is permitted expressly by Horse Sport Ireland's constitution or (b) the relevant use has been approved by a resolution of Horse Sport Ireland in general meeting;
 - 2.1.5. Not to agree to restrict his or her power as a Director to exercise an independent judgement unless (a) this is expressly permitted by the Horse Sport Ireland's Constitution or (b) the case concerned falls within the limited exceptions provided for by the Companies Act 2014;
 - 2.1.6. To avoid any conflict between the Director's duties to Horse Sport Ireland and his or her other (including personal) interests, unless the or she is released from his or her duty to the company in relation to the matter concerned, whether by

Horse Sport Ireland's constitution or by a resolution of the members in general meeting;

- 2.1.7. To exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both (a) the knowledge and experience that may reasonably be expected of a person in the same position as the director and (b) the knowledge and experience which the Director has; and
- 2.1.8. to have regard to the interests of Horse Sport Ireland's employees in general and its members.

2.2. Directors of Horse Sport Ireland shall:

- 2.2.1. comply with relevant laws, regulations and codes of practice and honour obligations and commitments;
- 2.2.2. at all times have a duty to respect the truth and act honestly in his or her dealings and in the exercise of all his or her responsibilities as a Director;
- 2.2.3. Not make improper use of information acquired as a Director or disclose, or allow to be disclosed, information confidential to Horse Sport Ireland;
- 2.2.4. Not act in a manner detrimental to the reputation and interests of Horse Sport Ireland or the sport horse industry;
- 2.2.5. Not have any unspent criminal convictions (other than for traffic offences);
- 2.2.6. Not have been restricted from acting as a company director under Section 189 of the Companies Act 2014, nor disqualified (or deemed disqualified) from acting as a company director under Sections 839, 840 or 841 of the Companies Act 2014 or equivalent legislation in other jurisdiction;

2.3. The following are the basic standards Directors are expected to adhere to:

- 2.3.1. Directors must be conscious of the fact that as a Director of Horse Sport Ireland, you are representing Horse Sport Ireland. Consequently, Directors must display high standards of behaviour.
- 2.3.2. All Directors are required to act with integrity and must never engage in fraudulent or dishonest activity at any time.
- 2.3.3. Directors must always act in the best interest of the Horse Sport Ireland.
- 2.3.4. Directors are required to read, implement and comply with the policies and procedures outlined Horse Sport Ireland Safeguarding Policy.

2.3.5. Directors must demonstrate leadership by promoting and supporting the application of the Code of Conduct.

3. Values

3.1. Dignity and Respect

3.1.1. Directors must respect the rights, dignity and worth of each person in their right to self-determination. Specifically, Directors must ensure to treat everyone equitably and sensitively within the context of their activity and ability, regardless of gender, ethnic origin, cultural background, sexual orientation, religion, political beliefs or socio-economic status.

3.1.2. Directors should respect one another and expect respect for their worth regardless of their role.

3.1.3. Directors must act in a professional and courteous manner and must ensure their actions, words or gestures do not breach the protected areas covered under Equality Acts (protected areas covered under the Equality Acts are: gender, civil status, family status, sexual orientation, religion, age, disability, race and membership of the Traveller Community).

3.1.4. A Director should always assist the board in ensuring that the Board establishes vision, mission and values for the company, sets strategy, delegates appropriately to management, is accountable to members and holds itself responsible to relevant stakeholders.

3.2. Commitment

3.2.1. Directors must become familiar with and committed to the responsibilities of the committee.

3.2.2. Directors must devote sufficient time preparing for and attending meetings. They should attend meetings in a punctual manner and stay present until they conclude.

3.2.3. Directors must actively participate in Board meetings and committee meetings.

3.2.4. Directors should identify and promptly explicit any actual, potential or perceived conflicts of interests affecting them. Directors are bound by the Horse Sport Ireland Conflict of Interest/Conflict of Loyalty Policy.

3.2.5. All Directors are obliged to abide by the decisions of the committee. From time to time, individual Directors may disagree with the decision of the committee, it is important that decisions are represented properly outside of the committee by its members.

3.3. Confidentiality

- 3.3.1. By the nature of the Board's work, Directors are privy to considerable information, which may be unproven, sensitive, controversial and of commercial value or interest. Therefore, it is expected that Directors shall not disclose to a third party having no direct association with Horse Sport Ireland any information or material obtained by him/her while performing or as a result of having performed any activities for or on behalf of Horse Sport Ireland. This prohibition does not apply to information, which is demonstrably already in the public domain.
- 3.3.2. It is each Director's duty to observe such confidentiality. The restriction shall continue to apply after the expiry of the term of office.
- 3.3.3. The Board shall determine what is to be regarded as confidential information.
- 3.3.4. Directors must only apply information gained qua Director to proper purposes and keep this information confidential. The Board shall in any circumstance of doubt or dispute be the final arbiter to the confidentiality of a matter.
- 3.3.5. Directors must make themselves aware of the Data Protection Policy for electronically held data and ensure that the integrity, accessibility, accuracy and confidentiality of such data are maintained.
- 3.3.6. Directors must make themselves aware of the Data Protection Act 2018, EU General Data Protection Regulation.

3.4. Openness and accountability

- 3.4.1. Directors must be open, responsive and accountable to each other, members of staff and other stakeholders about their decisions, actions and work, including their use of Horse Sport Ireland resources, if any.
- 3.4.2. Directors must disclose anything in their past which could bring Horse Sport Ireland into disrepute e.g. removal from any previous governance role or membership of organisations which may conflict with the aims, principles and values of Horse Sport Ireland.

3.5. Integrity

- 3.5.1. Directors are required to use their knowledge, expertise and experience to take the best decisions they can in the interests of Horse Sport Ireland.
- 3.5.2. Directors are equally responsible for all decisions of the Board.
- 3.5.3. The Board as a collective must act in the best interests of Horse Sport Ireland in dealings with stakeholders and ensure that Horse Sport Ireland is

represented fairly and in balanced manner with regard to any representations made.

3.5.4. Directors should also promote and support the principles of good governance by leadership and example and should act in an individual capacity and not as a representative of any group, organisation or individual.

3.5.5 Directors should at all time abide by the FEI Code of Conduct for the Welfare of the Horse where they are Horse Owners.

4. Communication

4.1. Each Director agrees to keep all Board deliberations strictly confidential. A formal report of each meeting will be provided to the Board of Horse Sport Ireland and this shall be the only account of the deliberations of the Board.

4.2. All communications with high performance athletes in relation to other matters should be through the CEO, Equestrian Sport Manager or whoever they delegate to communicate with the riders.

4.3. All official communication with the media shall be through Horse Sport Ireland. Directors shall not comment to the press on any matters unless so delegated by the Board or the CEO of Horse Sport Ireland. Neither shall they provide off the record briefings or comments to Journalists.

5. Abuse of Privilege

5.1. Directors should avoid the use of their position as a member of the committee to seek any undue advantage for themselves, family member or associates.

5.2. Directors will have access to contact information and must only use this to contact athletes/stakeholders with information relating to Horse Sport Ireland activities.

5.3. Directors will not seek, accept or derive, at any time during membership of the Board or thereafter, any unauthorised profit, corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on business transactions, arising from membership of the Board of Horse Sport Ireland, other than such remuneration or emoluments, if any, directly and properly payable by HSI.

5.4 Directors should have a commitment to compete vigorously and energetically but also ethically and honestly and in their capacity as Board members have as their first priority the furtherance of the aims and objectives of HSI, notwithstanding their membership of, or involvement in, other organisations; should ensure that the conduct of purchasing activities of goods/services is in accordance with best business practice;

- 5.6 Directors should ensure that a culture applies in HSI of claiming expenses only as appropriate to business needs and in accordance with good practice generally;
- 5.7 Directors should ensure that the HSI accounts/reports accurately reflect its business performance and are not misleading or designed to be misleading;
- 5.8 Directors should avoid the use of the HSI's resources or time for personal gain, for the benefit of persons/organisations unconnected with HSI or its activities or for the benefit of competitors; and should have a commitment not to acquire information or business secrets by improper means.

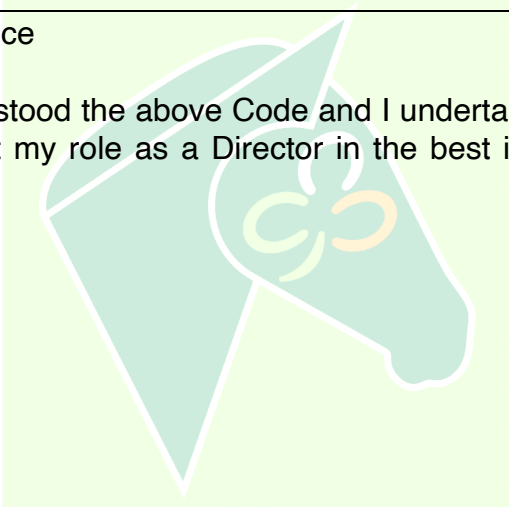
6. Proceedings at Board Meetings

- 6.1. In addition to the requirements of the Constitution of Horse Sport Ireland, the Directors shall endeavour to adhere to the following in respect of Board meetings:
 - 6.1.1. Where possible meetings should start and end on time. Within this time each agenda item should be dealt with.
 - 6.1.2. The agenda, relevant reports and minutes of the previous meeting must be circulated in advance of a meeting.
 - 6.1.3. The accuracy of the previous meetings minutes must be confirmed by those present at the meeting.
 - 6.1.4. On occasions, the Board may discuss confidential or sensitive items and the chair should highlight which items are considered confidential/sensitive.
 - 6.1.5. Directors must keep and store securely all documentation with respect to meetings, correspondence, minutes of committee meeting, databases and financial reports.
 - 6.1.6. Decisions made must always be made in the best interest of Horse Sport Ireland.
 - 6.1.7. Directors must always behave with courtesy and respect towards other Directors.
 - 6.1.8. Directors who have not attended a meeting cannot re-open discussion at a subsequent meeting. Only people who attend can discuss the minutes of a meeting.

7. Grievance Procedure

- 7.1. If any Director is unhappy with any aspect of how the Board operates they can communicate this to the CEO and the chair of Horse Sport Ireland who will endeavour to resolve the issue.
- 7.2. In the event the chair has an issue or grievance, same should be reported to the CEO of Horse Sport Ireland for consideration and thereafter the matter should be brought before the Board of Horse Sport Ireland for adjudication.
- 7.3 Directors who fail to abide by the Code of Conduct shall be removed from office.

To be part of a Horse Sport Ireland Board, it is a requirement to read, agree to and sign this document.

<p>Statement of Acceptance</p> <p>I have read and understood the above Code and I undertake to abide by the Code faithfully and carry out my role as a Director in the best interests of Horse Sport Ireland.</p> <p>Signed:</p> <p>Date:</p>	
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Pursuant to the SI Governance Code, this Code/Policy will be reviewed and agreed every 36 months, or where required in the intervening period.

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