September 2026

IRISH CHAMBER ORCHESTRA

Code of Conduct for Directors

1. INTRODUCTION

The ICO is a company limited by guarantee with no share capital and is a registered charity.

This Code of Conduct (the **Code**) applies to the directors (the **Directors**) of the Irish Chamber Orchestra (the **ICO**). The Code should be read in conjunction with the ICO's Constitution and its conflicts of interest policy (the **Conflicts Policy**).

This Code constitutes a code of conduct for directors as required under Principle 2.3 of the Charities Governance Code.

2. PURPOSE OF THE CODE

2.1. General

This Code sets out the standards of behaviour expected of the Directors in order to ensure that:

a) in their stewardship of the ICO, the Directors keep to the highest standards of integrity;

b) the Directors, individually and as the board of Directors (the **Board**), operate in a way that is effective, open and accountable;

c) a productive and supportive working relationship is maintained between the Directors and the senior management, the orchestra members, the ICO's employees and all other persons involved in carrying out and supporting the ICO's activities (such as the staff and teachers working on ICO Schools and ICO Youth, and the ICO's funders and audience).

2.2. Guidance for Directors

It is the policy of the ICO to adhere to the highest standards of ethical behaviour and fair dealing. This Code is intended to act as a guide for individual Directors to ensure that they act accordingly. Where, notwithstanding the guidance of this Code, a Director is unsure of how to act in any particular circumstances, she or he should consult with the Chairperson.

3. THE CODE

3.1. General

The Code is set out in sections 3.2 to 3.4 below under three broad principles:

a) Acting with integrity;
b) Acting effectively; and
c) Acting in accordance with legal requirements and ICO policies.

3.2. Acting with Integrity

Each Director is expected to observe the highest standards of honesty and integrity in all his/her business

dealings as a Director.

In particular, but without limiting this general principle, a Director:

a) should not place her or himself under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties;

b) must abide by the Conflicts Policy and must not seek to use his or her position within the ICO, or the resources of the ICO, to gain financial or other benefits for themselves or for any persons connected to them;

c) must not accept gifts or hospitality that might reasonably be expected to influence them in carrying out their role, and must disclose any such gifts or hospitality to the Board, through the Chairperson; and

d) must not act in a manner which could cause reputational damage to the ICO.

3.3. **Acting effectively**

3.3.1. *Role and responsibilities, time commitment and Board meetings*

Each Director should understand her or his role and responsibilities. In particular, each Director should devote the time and commitment required to properly fulfil the role of Director.

The Board exercises its collective authority in respect of the ICO by means of regular formal board meetings of the Board and subcommittees of the Board. Therefore Directors should:

a) devote sufficient time in preparing for and participating in board and, where applicable, committee meetings;

b) aim to attend all board meetings and, if applicable, committee meetings, either physically or by electronic communication;

c) contribute to meetings appropriately and effectively;

d) act in a genuinely impartial and independent manner on Board decision making; and

e) engage in Board and committee deliberations in a fair and open-minded way, respect the views and experience of other Board members and treat differing views with respect, and make every effort to ensure that all decisions are made in the best interests of the ICO; and

f) respect and maintain the confidentiality of Board materials and discussions.

3.3.2. *Working with management, staff and other stakeholders*

Recognising the wide range of the ICO's activities, Directors should:

a) respect the difference in roles between the Directors on the one hand and management, orchestra members and staff on the other;

b) act with fairness towards other ICO directors, management, staff, orchestra members and other stakeholders; and

c) abide by the ICO's Equality and Diversity policy.

3.4. A**cting in accordance with legal requirements and ICO policies**

The Directors, collectively and individually, are required to act in accordance with law, the ICO's Constitution, and the policies adopted by the ICO. In particular, the Directors must:

a) act in accordance with the ICO's Constitution;

b) ensure that the ICO has procedures and policies in place that in turn ensure that the ICO's activities are in accordance with law, in particular the Companies Act 2014 and the Charities Act 2009 (each as may be amended);

c) uphold the obligation to keep sensitive Board matters confidential (subject to any legal requirement to disclose such matters);

d) abide by the ICO's conflict of interests policy and ensure that the Director's conflicts of interest, if any, are recorded and updated in the conflict of interest register;

e) abide by and promote the ICO's policies as adopted by the Board, including but not limited to the ICO's Equality and Diversity policy; and

f) ensure that claims for out of pocket expenses are made in accordance with agreed procedures.

4. RESPONSIBILITY AND REVIEW

The Directors must acknowledge in writing receipt of this Code and that they fully understand and accept its content.

This Code of Conduct shall be reviewed by the Board at least every three years or as appropriate.

Signed . . . . . .

Name . . . . . .

Date . . . . . .