

# Code of Governance Framework

## INTRODUCTION

Fís Éireann/Screen Ireland is the national development agency for the Irish film industry investing in talent, creativity and enterprise.

Screen Ireland also includes Screen Training Ireland (STI) which has transferred to the agency from FÁS under a Transfer of Undertakings in February 2013. Screen Training Ireland is a Registered Business Name (No. 486043) of Fís Éireann/Screen Ireland under the Registration of Business Names Act 1965.

Screen Ireland is committed to operating to the highest standards of corporate governance and has adopted a corporate governance regime in accordance with best practice. To this end the Board has put in place this Code of Governance Framework which consists of a suite of governance documents setting out the policies, procedures and responsibilities which guide how the Board conducts its business. The framework consists of four separate sections:

Section 1 – The Irish Film Board Act 1980 as amended

Section 2 – The Code of Conduct for Staff and Board Members

Section 3 – Committees of the Board

Section 4 – Internal Policies and Procedures of Screen Ireland

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## **SECTION 1: THE IRISH FILM BOARD ACT 1980**

The Irish Film Board Act 1980 as amended is the statutory instrument which deals with

- the establishment of the Board
- the key functions and powers of the Board
- Role of the Chair and key office holders
- the business of the Board and the conduct expected at meetings of the Board.

### **ESTABLISHMENT OF THE BOARD**

#### **Section 3 of the Act deals with the establishment of the Board**

3. (1) There shall by virtue of this section be established on the establishment day a board to be known as Screen Ireland
- (2) the Board shall be a body corporate with perpetual succession and power to sue and be sued in its corporate name

### **GENERAL FUNCTIONS OF BOARD**

#### **Section 4 of the Act deals with the key functions of the Board**

4. (1) In addition and without prejudice to any specific functions given to it by this Act, the Board shall assist and encourage by any means it considers appropriate the making of films in the State and the development of an industry in the State for the making of films, and may engage in any other activity (including the establishment of a national film archive) which it is empowered by this Act to engage in.
- (2) In so far as it considers it appropriate, the Board shall have regard to the need for the expression of national culture through the medium of film-making.
- (3) The Board shall have all such powers as are necessary for or incidental to the performance of its functions.
- (4) Without prejudice to the generality of subsections (1) and (3) of this section, the Board shall have power to participate and promote participation in international collaborative projects in accordance with any of its functions under this Act and, where appropriate, to enter into agreements with comparable bodies outside the State, subject to the consent of the Minister and the Minister for Finance and, where appropriate, to consultation with the Minister for Foreign Affairs.

### **GRANTS TO THE BOARD**

#### **Section 5 of the Act deals with grants to the Board from the Oireachtas**

5. The Minister, with the consent of the Minister for Finance, may from time to time make, out of moneys provided by the Oireachtas, grants to the Board to enable it to perform its functions and to meet its administrative and general expenses.

## **ASSISTANCE BY BOARD FOR MAKING OF FILMS IN THE STATE**

### **Section 6 -11 deals with the award of investments:**

6. (1) The Board may invest in, or make a loan or a grant to defray in whole or in part the cost of the making of, a film wholly or partly made in the State.
- (2) The making of an investment, loan or grant under this section shall be subject to such terms and conditions as the Board may think proper, including terms and conditions relating to the repayment to the Board of any moneys paid by it and payment of interest on any such money.

## **GUARANTEES BY BOARD REGARDING FILMS MADE IN THE STATE**

7. (1) The Board may guarantee the due repayment of the principal of any moneys borrowed for the making of a film wholly or partly made in the State or the repayment of interest on such moneys, or both the repayment of the principal and the payment of such interest, and may, in accordance with its general functions specified in section 4 of this Act, provide other financial guarantees in respect of the making of such a film.
- (2) A guarantee under this section shall be in such form and manner and on such terms and conditions as may be specified in a general scheme governing the giving of such guarantees sanctioned by the Minister, with the consent of the Minister for Finance.
- (3) Moneys required by the Board to meet sums which may become payable by the Board under a guarantee shall be paid out of the grants provided to the Board under section 5 of this Act.

## **GRANTS BY BOARD FOR TRAINING AND OTHER ACTIVITIES**

8. (1) The Board may, subject to such terms as it thinks proper, make grants to be used to defray in whole or in part the cost of providing training for persons in all aspects of the making of films.
- (2) The Board may provide moneys, subject to such terms as it thinks proper, for general activities in accordance with its general functions specified in section 4 of this Act.

## **CONTRAVENTION OF TERM OR CONDITION OF INVESTMENT, LOAN, GRANT OR GUARANTEE**

9. Where a term or condition subject to which an investment, grant, loan or guarantee made or given by the Board under this Act is contravened by the person to whom or on whose behalf the investment, grant, loan or guarantee is made or given, any amount owed to the Board in respect of the investment, grant, loan or guarantee (together with the interest payable on it) shall, if the Board requests repayment of the whole or part of the amount, be deemed, to the extent of the request, to be a debt payable forthwith to the Board and may, to that extent, be recovered by it as a simple contract debt in any court of competent jurisdiction.

## **MAXIMUM AMOUNT OF INVESTMENTS, LOANS, GRANTS, ETC. BY BOARD**

10. The aggregate amount of any investments, loans, grants or moneys provided by the Board under sections 6 and 8 of this Act, together with the aggregate amount of principal and interest which the Board may at any one time be liable to repay on foot of any guarantee under section 7 of this Act for the time being in force, together with the amount of principal and interest (if any) which the Board has previously paid on foot of any guarantees and which has not been repaid to the Board, shall not exceed €300,000,000.

## **TEMPORARY BORROWING BY BOARD**

11. The Board may, with the consent of the Minister, given with the approval of the Minister for Finance, borrow temporarily, either by arrangement with bankers or otherwise, such sums as it may require for the purpose of providing for current expenditure

## **MEMBERS OF THE BOARD**

**Sections 12 deals with the appointment of the members of the Board by the Minister for Culture, Heritage and the Gaeltacht ('the Minister'):**

12. (1) The members of the Board shall be appointed by the Minister, with the consent of the Minister for Finance, for such period not exceeding four years as the Minister may determine, and shall not be more than seven in number.
- (2) A member of the Board whose term expires by effluxion of time shall be eligible for reappointment.
- (3) A member of the Board may resign his office by letter sent to the Minister and the resignation shall, unless previously withdrawn in writing, take effect at the commencement of the meeting of the Board held next after the Board has been informed by the Minister of the resignation.
- (4) A member of the Board shall be paid, out of funds at the disposal of the Board, such remuneration and allowances for expenses as the Minister, with the approval of the Minister for the Public Service, may determine.
- (5) A member of the Board shall be disqualified from holding and shall cease to hold office if he is adjudicated a bankrupt or makes a composition or arrangement with creditors or is sentenced by a court of competent jurisdiction.
- (6) The Minister, with the consent of the Minister for Finance, may at any time remove a member of the Board from office.

## **THE CHAIR**

The Chair's principal duties are to:

- ensure that the Board has clear objectives, strategies and plans
- ensure the orderly operation of the Board, including compliance with its statutory obligations and accepted best practice
- be the primary link between the Board and the CEO and between the Board and the Minister
- represent the Board publicly

**Section 13 of the Irish Film Board Act deals with the appointment and resignation of the Chairman:**

## **CHAIRMAN OF BOARD**

13. (1) The Minister may, from time to time as occasion requires, with the consent of the Minister for Finance, appoint a member of the Board to be chairman of the Board.
- (2) The chairman of the Board may at any time resign his office as chairman by letter sent to the Minister, and the resignation shall, unless previously withdrawn in writing, take effect at the commencement of the meeting of the Board held next after the Board has been informed by the Minister of the resignation.
- (3) Where the chairman of the Board ceases during his term of office as chairman to be a member of the Board, he shall also cease to be its chairman.

## THE CEO

- The CEO will exercise such powers and carry out such duties in connection with the business as the Board determines. In particular the CEO will be responsible for developing and implementing under the direction of the Board the policies and development plans for the audiovisual sector in Ireland.
- The CEO is also responsible for
  - the management, control and direction of all aspects of the artistic, business and administrative activities of the Board
  - the management, control and direction of the staff of the Board

The CEO will also;

- Report to the Board and will normally attend meetings of the Board save when specifically requested not to by the Chairman. He/she will provide to the Board all information as they may reasonably require.
- Present an Action Plan to the Board on an annual basis, taking account of the available resources and capacity of the Board to implement same. This plan will be updated by the CEO and reviewed by the Board on a 6 monthly basis.
- Participate in any committees on which the Board may ask him/her to represent it and accept any office in any trade, sectorial body or association as the Board may from time to time reasonably require.

In addition the CEO will be expected to perform all other acts, duties and obligations reasonably consistent with his/her function.

## BOARD SECRETARY

The Deputy CEO is the Board Secretary.

The Board Secretary shall inter alia be the Board's 'corporate governance officer' and in this capacity shall in particular:

- advise and guide the Board and its members on their statutory obligations and monitor related compliance
- advise the Chair and the Board of any material breach of the Board's corporate governance policies of which he or she becomes aware
- ensure the Board is aware in a timely fashion of all material changes in relevant law and regulation
- in cooperation with the Chair and CEO, organise and administer Board meetings
- take responsibility for the care and use of the Board's seal

There shall be a clear division of responsibilities between the Board Secretary and the providers of legal services to the Board.

Members shall have direct access to the Board Secretary in relation to Board business.

## BUSINESS OF THE BOARD

The Act confers on the Board wide-reaching powers in terms of the development of an indigenous film industry and also the development of Ireland as a destination for making films.

The Board's approval is required for the following 'reserved' matters:

- 1 defray the costs of making a film wholly or partly in the State
- 2 may guarantee / underwrite repayments (out of existing funds)
- 3 may defray the costs of training
- 4 may borrow temporarily (with the Ministers consent)
- 5 may establish committees, separate to the Board
- 6 may enter contracts by an individual (not under seal) on behalf of the Board
- 7 shall keep full accounting records
- 8 shall present such accounts to the House of the Oireachtas
- 9 shall prepare an annual report for the Minister
- 10 may engage consultants as it see necessary
- 11 may accept a gift of money and or/land which may be re-invested
- 12 any profits (recoupment) shall be reinvested by the Board in the exercise of its functions
- 13 the Board may acquire and dispose of land and equipment
- 14 the Board shall appoint employees to the Executive of the Board
- 15 the Board shall have the power to establish a superannuation fund
- 16 the Minister may from time to time direct the Board on its performance of its functions
- 17 the Board may perform any of its functions through of by any of its officers or servant duly authorized.

Subject to the exceptions listed above, the Board delegates responsibility for managing the Board's operations to the CEO, who, while retaining accountability, may in turn delegate such responsibility further to the senior management team and staff generally. The table overleaf outlines the reserved power of spending of the CEO through the Executive:



Title of Award	Delegated Authority
Screenplay Development Loan	Development Panel
Project Development Loan	Development Panel up to €50K
Animation Development Loan	Development Panel up to €50K
International Development Loan	Development Panel up to €50K
Documentary Development Loan	Development Panel
Fiction: Irish Production	PGM up to €10K
Fiction: Creative Co-Production	PGM up to €10K
Fiction: International Production	PGM up to €10K
Animation Production	PGM up to €10K
Documentary Production	PGM up to €10K
Completion	PGM up to €10K
Distribution Support	PGM up to €10K
Direct Distribution	PGM up to €10K
Signatures	Panel up to €10K
Gearrscannáin	Panel up to €10K
Reality Bites	Panel up to €10K
Frameworks	Panel up to €10K
Festivals	Panel up to €10K
Training	Operation Plan & Budget Approved by Board Quarterly updates to be agreed at Board meetings

## INDEPENDENT PROFESSIONAL ADVICE

The Board is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation a Board member may, from time to time, need to seek independent professional advice on matters before them.

Prior to seeking professional advice the Board shall inform the Chairman about the nature of the advice or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Chairman shall endeavour to coordinate the provision of the advice.

If the Chairman does not agree that this advice is necessary the Board members, seeking the advice, may apply to the Department of Culture, Heritage & the Gaeltacht to sanction their request.

The Board may commit up to €1,500 per year on independent professional advice. Any commitment in excess of this figure must be sanctioned by the Chairman, the Chief Executive Office and The

Financial Controller. The engagement of the independent professional must be co-ordinated through the Procurement Officer and using the relevant procurement process.

## **MEETINGS**

**Section 15 of the Act deals with the conduct of meetings:**

### **MEETINGS AND PROCEDURE OF BOARD**

- 15.** (1) The Board shall hold such and so many meetings as may be necessary for the due fulfilment of its functions.
- (2) The first meeting of the Board shall be held on or as soon as practicable after the establishment day.
- (3) At a meeting of the Board—
- (a) the chairman of the Board shall, if present, be chairman of the meeting;
  - (b) if and so long as the chairman of the Board is not present or if the office of chairman is vacant, the members of the Board present shall choose one of their number to be chairman of the meeting.
- (4) Every question at a meeting of the Board shall be determined by a majority of the votes of the members present and voting on the question and in the case of an equal division of votes, the chairman of the meeting shall have a second or casting vote.
- (5) The Board may act notwithstanding one or more vacancies among its members.
- (6) Subject to this Act, the Board shall regulate its procedure by rules or otherwise.
- (7) The quorum for a meeting of the Board shall, unless the Minister directs otherwise, be three.

The Board shall hold as many meetings as the Chair deems necessary and normally not fewer than nine annually ('regular' meetings). The programme for such meetings shall normally be agreed by Board at least six months in advance.

Meetings other than regular meetings shall normally be convened by the Chair, in consultation with the CEO, and at least two weeks' notice shall be given of such meetings except in circumstances which the Chair considers justify shorter notice. Such 'short notice' meetings shall deal only with matters that in the opinion of the chair cannot be deferred to a 'regular' meeting.

Exceptionally, and provided the Chair has failed to do so at their request, the CEO, the Board Secretary or a minimum of four members may also convene a Board meeting, at not less than two weeks' notice, to review a specific topic or topics. Such a meeting shall be convened through the Board Secretary. Except with the agreement of the Board Chair, such a meeting may consider only matters notified and papers made available to members at least one week in advance.

Unless a member requests otherwise, all notices and papers for Board and Committee meetings may be sent electronically.

The agenda for Board meetings will normally be determined by the Chair, in consultation with the CEO and the Board Secretary, and will be normally be circulated at least one week in advance, together with related papers. A revised agenda or further papers may be circulated at any time with the agreement of the relevant Chair. The Chair will normally accede to a request by the CEO, the Board Secretary or a minimum of four members to place additional items on the agenda for a Board meeting.

When a Board members' term of office expires all documentation obtained during membership should be returned to the Board Secretary. Alternatively members may indicate in writing to the Board Secretary that all such documentation in their possession, (both hard and electronic copies), has been disposed of in an appropriate manner. In the event that former members require access to Board papers from the time of their term on the Board, this can be facilitated by the Board Secretary.

As specified in The Irish Film Board Act, the quorum for all Board meetings shall be three members.

Exceptionally, and with the relevant Chair's agreement, members may participate in Board meetings by videolink or telephone, unless specified otherwise. Such members shall be counted in the quorum and may vote.

The minutes of meetings shall record attendance, papers presented, matters discussed, decisions and any other material which the Chair or Board Secretary believes appropriate. The contributions or votes of individual members will normally be recorded only if the Chair so decides at the request of the member.

Individual attendance of board members at board meetings is published in the annual report.

The Chair and members shall meet informally once a year without the presence of the CEO and staff. Minutes of such meetings are not required. A decision reached at such a meeting shall not be effective until ratified at a subsequent regular Board meeting.

## **INTEGRITY AND CONFLICTS OF INTEREST**

**Section 17 of the Act deals with disclosure and management of interests by members:**

### **DISCLOSURE BY MEMBER OF BOARD OR COMMITTEE OF INTEREST**

17. (1) A member of the Board whose interests may be affected directly or indirectly by a decision of the Board in relation to any matter before the Board, shall, before the matter is discussed by the Board, disclose to it the fact and the nature of the interest, and the disclosure shall be recorded in the minutes of the Board.

(2) A member of a committee established by the Board whose interests may be affected directly or indirectly by a decision of the committee in relation to any matter before the committee, shall, before the matter is discussed by the committee, disclose to it the fact and the nature of the interest, and the disclosure shall be recorded in the minutes of the committee.

## **INFORMATION**

**Section 18 of the Irish Film Board Act deals with confidentiality:**

### **NON-DISCLOSURE OF INFORMATION**

18. A member or officer or servant of the Board or a member of a committee established by the Board shall not disclose any information obtained by him in the performance of his functions except in so far as may be necessary for the performance of those functions.

18.1 Employment contracts with the Board set out the following obligations:

- i. An employee shall not, during the term of their Agreement (save in the proper exercise of his duties) nor at any time thereafter, utilise for its own purpose or divulge, publish or reveal to any person, firm or company any information whatsoever concerning the clients, business organisation, finances, dealings, transactions, or affairs of the Board or its clients and shall use best endeavours to prevent the disclosure or publication of any such matters by others, and shall keep with complete secrecy and keep confidential all such information, and shall not use or attempt to use any such information in any manner which may injure or cause loss either directly or indirectly to the Board or its business or may be likely to do so. This obligation is indefinite and survives the termination of an Agreement.
- ii. On the termination of an Agreement, the employee shall deliver up to the Board all property, information, documents, papers, communications and notes of any description (including electronic information) in his possession or under his control which relate in any way to the affairs of the Board or its clients and shall not retain any copies thereof.
- iii. The employee shall procure that any personnel utilised or engaged by it in the provision of the Services will comply with the terms of this clause as if bound in the same manner as the employee.

Every employee is subject to the provisions of the Official Secrets Act 1963, as amended by the Freedom of Information Acts, 1997 and 2003 (as amended) during their employment. An employee agrees not to disclose to third parties any confidential information especially with commercial potential either during or after this their employment in accordance with the provisions of those Acts. The Ethics in Public Office Act 1995 (as amended) and the Standards in Public Office Act 2001 (as amended) shall apply .

## **PERFORMANCE REVIEW**

### **Board Members Performance**

On an annual basis each Board member will complete an assessment of both their own performance and that of Screen Ireland as a whole. The results will feed into an overall report on Screen Ireland and individual members' performance, thereby providing Screen Ireland with an insight into its effectiveness. The process will identify the strengths of Screen Ireland and highlight any weaknesses such as gaps in performance or skills, or other areas where potential improvements/amendments could be made. The Council may engage the services of an external facilitator to assist with the review.

As part of the performance review Screen Ireland will develop Key Performance Indicators (KPI's) to facilitate regular reviews of performance to plan and to ensure that delegated actions are being executed.

#### Committee Performance

On an annual basis each Board is required to prepare a report on its role and responsibilities and the actions it has taken to discharge those responsibilities. The report will be presented to the Board at a designated plenary meeting and will include:

The Number of Committee meetings and the attendance by each member.

A summary of the work of the committee and any recommendations arising from the work

Any matter of concern

The Committee will also review its terms of reference and its own effectiveness every three years or more regularly if the need arises, and shall recommend any changes necessary to Screen Ireland.

## **PART 2: BUSINESS CODE OF CONDUCT**

### **1. CONTEXT**

This code sets out a framework of business practices to enable delivery of the highest possible standards for the stakeholders and clients of Fís Éireann/Screen Ireland.

It is intended that this Code be reviewed as required to reflect changes in the pressures and procedures of decision making within The Board and/or as the regulatory environment changes.

### **2. SCOPE**

The Code will apply to all Members of the Board and employees of the Agency, together with consultants, advisers and their employees. It is the primary responsibility of each Board Member and employee to ensure that all of his or her activities, whether covered specifically or otherwise in the Code, are governed by the ethical considerations implicit in this Code.

### **3. VALUES**

The Board will carry out its activities consistently demonstrating the following principles:

1. Honesty, transparency and professionalism in all its transactions
2. Fairness, consistency and integrity in its service to the film and tv industry
3. Respect, courtesy, confidentiality and trust in all its personal interactions
4. Proactive and forward thinking in the execution of its duties
5. Conviction, pride and a passion for Irish film and filmmakers
6. Commitment to equality and pluralism with regard to gender, sexuality, race, religion, age, disability or membership of the Traveller community.

The Board Directors and Staff will always be mindful of the above principles in every aspect of their position to ensure a high standard of ethical practices.

The Board will strive to ensure financial transactions are documented and controlled to the highest possible level in accordance with the Film Board Act, Code of Practice for the Governance of State Bodies, the Office of the Comptroller and Auditor General, Freedom of Information Act, Data Protection Act and the Standards in Public Office Commission.

#### **4. SPECIFIC PRINCIPLES**

The fundamental principles of the Code are:

- a) Integrity
- b) Confidentiality
- c) Legality

#### **5. DISCLOSURE OF INTERESTS BY BOARD MEMBERS**

5.1 On appointment to the Board of the Agency each Director shall furnish to the Company Secretary (Deputy CEO) details relating to his/her employment and all other business interests including shareholdings, professional relationships, etc., which could involve conflict of interest or could materially influence the Director in relation to the performance of his/her functions as a member of the Board. (Shareholdings in this context are those representing a value of more than €15,000 in the shares of a company or of more than 5% of the issued capital of a company). Any interests of a Director's family of which he/she could reasonably be expected to be aware or of a person or body connected with the Director which could involve a conflict of interest or could materially influence the Director in the performance of his/her functions should also be disclosed. For this purpose persons and bodies connected with a Director should include:

- a) a spouse, parent, brother, sister, child or step-child;
- b) a body corporate with which the Director is associated;
- c) a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (a) above or the body corporate at (b) above; and
- d) a person acting as a partner of the Director or of any person or body who, by virtue of (a) – (c) above, is connected with the Director.

5.2 Where it is relevant in any matter which arises, the Director should be required to indicate to the Company Secretary (Deputy CEO) the employment and any other business interests of all persons connected with him/her, as defined at (1) above.

5.3 If a Director has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person. That Director should consult the Chairperson

5.4 Details of the above interests shall be kept by the Company Secretary (Deputy CEO) in a special confidential register and should be updated on a regular basis. Changes in the interim should be notified to the Company Secretary (Deputy CEO) as soon as possible. Only the Chairperson, Company Secretary (Deputy CEO) and Chief Executive shall have access to the full register.

5.5 Should a matter relating to the interests of the Chairperson arise, he/she should depute another Board member to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson, or a person connected with the Chairperson, has an interest.

- 5.6 Documents on any matter and / or project which relate to any dealings with the above interests should not be made available to the Director. Decisions once taken should be notified to the Director and that decision should be noted in the Board minutes. If for any reason (e.g. as a result of a change of interests) a Director receives documents relating to his/her interests or of those connected with him/her, these documents should be returned to the Company Secretary (Deputy CEO) at the earliest opportunity.
- 5.7 A Director should absent himself/herself when the Board is deliberating or deciding on matters in which he/she (other than in his/her capacity as a member of the Board) or a person or body connected with him/her has an interest. The abstention should also be noted in the Board minutes.
- 5.8 Where a question arises as to whether or not a matter relates to the interests of a Director or a person or body connected with him/her, the relevant Director should clarification from the Chairperson and the Chairperson should determine the question.
- 5.9 In addition to the requirements set out above for the disclosure of interests, a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Agency shall declare the nature of his/her interest to the Board at a meeting of the Directors in accordance with Section 194 of the Companies Act, 1963.
- 5.10 Each Director and each person holding a designated position of employment shall ensure his/her compliance with the relevant provisions of the Ethics in Public Office Acts 1995 and 2001.
- 5.11 Board members should not either during or after their engagement as Members of the Board disclose  
any business of the Agency.

## **6. AVOIDANCE OF CONFLICTS OF INTEREST BY EMPLOYEES**

- 6.1 Employees of the Agency should not involve themselves in outside employment or business interests which are in conflict, or in potential conflict, with the business of the Agency, or would prevent them from carrying out their duties.
- 6.2 Where a question arises as to whether or not a matter involves a conflict of interest for an employee, the matter should be brought to the attention of the Chief Executive. The Chief Executive shall determine the question and his/her decision shall be final.
- 6.3 Employees must declare in writing to the Company Secretary (Deputy CEO) who maintains a confidential record, any personal or family interest or possible conflict of interest that might affect their impartiality in carrying out their duties at the earliest opportunity.
- 6.4 Employees should not either during or after their engagement as Employees disclose any business of the Agency.
- 6.5 In the following circumstances:
- a. the termination of a contract of employment between the Agency and an employee, including resignation and retirement;
  - b. the resignation or retirement of a Director of the Agency. The employee or Director shall not either directly or indirectly without prior written consent of the Agency divulge to any person, firm or company any confidential information of the Agency or any of its

trade secrets, dealings or transaction whatsoever which have come, or may come to the knowledge of the employee or Director during the course of their employment.

## **7. GIFTS AND ENTERTAINMENT**

6.6 Employees must not accept or give gifts, hospitality, preferential treatment, or any other benefits or favours which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on business transactions.

6.7 Some suppliers, service providers and contractors may send unsolicited gifts to named employees with whom they have contact. In such cases employees may accept gifts of small value (less than €100) of this nature provided:

- a. The gift is unsolicited
- b. Not more than one such gift may be accepted in a year from any one contractor/supplier of goods/services.

6.8 Entertainment of employees by suppliers is acceptable within normal commercial criteria.

These are defined as follows:

- a. A meal may be accepted at a local venue (but this must not include residential stay).
- b. A ticket for a sports or other public entertainment event at a local venue may be accepted (but this must not include residential stay)
- c. Under no circumstances may cash or cash vouchers be accepted by any employee.

6.9 Under no circumstance may any employee, acting in a professional or personal capacity, solicit or request a gift, donation or support from suppliers of goods or services on behalf of the Agency or any charity.

## **8. BUSINESS CONDUCT**

6.10 The Agency is committed to competing vigorously and energetically but also ethically and honestly.

6.11 Board members and employees should not use the Agency's resources or time for personal gain, for the benefit of persons or organisations unconnected with the Agency or its activities, or for the benefit of competitors.

6.12 Board members and employees are prohibited from investing as Section 481 investors in films and projects in which Screen Ireland has invested.

6.13 Board members should use their reasonable endeavours to attend all Board meetings.

## **9. TENDERING AND PURCHASING PROCEDURES**

6.14 The purchasing activities of the Agency are to be conducted in accordance with best business practice.



6.15 The Agency has approved detailed Tendering and Purchasing Procedure and these must be strictly adhered to. The Tendering and Contract procedures are compatible with and complement EU Public Procurement Directives.

6.16 The Tendering and Purchasing Procedures are designed to provide an objective framework to assess the products and value-for-money of suppliers, and to provide the Agency with goods and services at competitive prices.

## **10. INFORMATION**

6.17 The Agency will provide access to general information relating to its activities, in a way that is open and enhances its accountability to the general public.

6.18 Members of the Board and employees must at all times maintain the confidentiality of information obtained in the course of the Agency's business.

6.19 Members of the Board and employees must respect the confidentiality of sensitive information held by the Agency.

This includes:

- a. commercially sensitive information, including but not limited to, future
- b. storage plans or market information, or
- c. personal information; and
- d. information received in confidence by the Agency.

6.20 There must be appropriate prior consultation with third parties where exceptionally, it is proposed to release sensitive information in the public interest.

6.21 The Agency complies with the requirements of the Freedom of Information Act and the Data Protection Act.

## **11. LOYALTY**

6.22 Board Members and employees must acknowledge the responsibility to be loyal to the Agency and fully committed in all its business activities, and to conform to the highest standards of business ethics.

## **12. OBLIGATIONS**

6.23 The Agency is fully committed to:

- e) The fulfilment of all its regulatory and statutory obligations;
- f) The operation of controls to prevent fraud, including adequate controls to ensure compliance with prescribed procedures in relation to the claiming of expenses for business travel;
- g) Ensuring that its accounts and reports accurately reflect its business performance and are not misleading or designed to be misleading;
- h) Compliance with employment equality and equal status legislation;
- i) Fairness in all business dealings;
- j) Valuing clients and treating all clients equally;
- k) Placing the highest priority on promoting and preserving the health, safety and welfare of its employees;

- l) Ensuring that community concerns are fully considered;
- m) Minimising any detrimental impact of its operations on the environment.

6.24 All members of the Board and employees are required to keep these principles in mind in the conduct of their duties.

### **13. ENFORCEMENT**

6.25 It is not possible for a code of conduct to provide for all situations which may arise. Board Members and employees of the Agency will bear in mind, therefore, that it is primarily their responsibility to ensure that all of their activities, whether covered specifically or otherwise in this document, are governed by the ethical principles described herein.

6.26 A copy of this Code of Conduct will be circulated to all current Board Members and employees and to all new Board members and employees on their appointment. Board Members and employees should acknowledge that they have received and understood the requirements of this Code.

## **PART 3: COMMITTEES OF THE BOARD**

Section 16 of the Act permits the Board to establish committees:

### **COMMITTEES OF BOARD**

16. (1) The Board may from time to time establish committees to advise it in relation to the performance of its functions and to perform any functions of the Board which, in the opinion of the Board, may be better or more conveniently performed by a committee and are assigned to a committee by the Board.
- (2) A committee established under this section may, if the Board thinks fit, include in its membership persons who are not members of the Board.
- (3) The appointment of a person to act as a member of a committee established under this section shall be subject to such conditions (including conditions in relation to the term and tenure of office of the member) as the Board may think fit to impose when making the appointment.
- (4) A member of a committee established under this section may be removed from office at any time by the Board.
- (5) The Board may at any time dissolve a committee appointed under this section.
- (6) The acts of a committee established under this section shall be subject to confirmation by the Board unless the Board dispenses with the necessity for confirmation.
- (7) The Board may regulate the procedure of committees established under this section, but, subject to any such regulation, committees established under this section may regulate their own procedure.

## **AUDIT COMMITTEE TERMS OF REFERENCE**

### **CONSTITUTION**

1. The Board intends has established a sub-committee under Section 16 Film Board Act 1980 of the Board to be known as the Audit Committee.

### **MEMBERSHIP**

2. The Committee shall be appointed by the Board and shall consist of not less than three members of the Board. The Chairperson of the Board will not be a member. A quorum shall be two members.
3. The Chairperson of the Committee shall be appointed by the Board.

### **ATTENDANCE AT MEETINGS**

4. The CEO, Deputy CEO, and Financial Controller shall also normally attend meetings.
5. Other Board members shall also have the right of attendance.
6. At least once a year the Committee shall meet with the external auditors.
7. The Financial Controller shall be the secretary of the committee.

### **FREQUENCY OF MEETINGS**

8. Meetings shall be held not less than four times a year. The external auditors may request a meeting if they consider that one is necessary.

### **AUTHORITY**

9. The committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employees, who are directed to co-operate with any request made by the committee.
10. The committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this is necessary.

### **DUTIES**

11. The duties of the committee shall be:
  - a. To consider the appointment of the external auditor, the audit fee, and any questions of engagement or dismissal.
  - b. To discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure the co-ordination where more than one audit firm is involved.
  - c. To review the annual financial statements before submission to the Board, focusing particularly on:
    - i. any changes in accounting policies and practises;
    - ii. major judgemental areas

- iii. significant adjustments resulting from the audit;
  - iv. the going concern assumption
  - v. compliance with accounting standards
  - vi. compliance with legal and taxation requirements
- d. To discuss problems and reservations arising from the interim and final audits and any matters the auditor may wish to discuss (in the absence of management where necessary);
  - e. To review the external auditor's Management's Letter response;
  - f. To review the company's statements on internal control systems prior to endorsement by the board;
  - g. To review the internal audit programme;
  - h. To consider the major findings of the internal investigations and management response;
  - i. To consider other topics, as defined by the board.

## **REPORTING PROCEDURES**

12. The Secretary shall circulate the minutes of the meetings of the committee to all members of the Board, and any such shall form part of, the Board minutes.

## **TERMS OF REFERENCE FOR THE AUDIT COMMITTEE**

1. To confirm and ensure the independence and objectivity of external auditors and review with management any arrears of disagreement and the external auditors.
2. To review and recommend approval of or otherwise the Boards major accounting policies principles and practises.
3. To review with the external auditors the interim (if any) and final results of the Boards.
4. To discuss with the scope of the external audit, the extent of their reliance on internal audit, and any matters arising from the external auditors.
5. Review the adequacy of internal control systems including the internal audit function; its professional standards; scope; resourcing; reporting arrangements; work plan and interface with the external auditors.
6. To review areas of Corporate /Commercial risks.
7. To approve the external audit fee and review any non-recurring, non-audit services to be performed by the external auditors and to appraise and report on any possible conflicts of interest.
8. To review the responses of management to major recommendations made by external or internal audit.
9. Review policies and practises involving legal compliance, ethics and other such matters and ensure these are adequate.
10. To meet with the external auditors at their request at any time claim necessary.

## **ACCOUNTS AND AUDITS**

### **Section 20 of the Irish Film Board Act deals with the annual accounts**

20. (1) The Board shall keep, in such form as may be approved of by the Minister, with the consent of the Minister for Finance, all proper and usual accounts of all moneys received or expended by it and, in particular, shall keep in such form all such special accounts as the Minister with such consent may from time to time direct.

(2) Accounts kept in pursuance of this section shall be submitted by the Board to the Comptroller and Auditor General annually for audit at such times as the Minister, with the concurrence of the Minister for Finance, directs and shall be the subject of a report by the Comptroller and Auditor General.

(3) As soon as practicable after audit under this section of the accounts of the Board the accounts as so audited and a copy of the Comptroller and Auditor General's report on the accounts shall be presented to the Minister, who shall cause a copy of the accounts as so audited and of the report to be laid before each House of the Oireachtas.

## **ANNUAL REPORT AND INFORMATION FOR MINISTER**

### **Section 21 of the Irish Film Board Act deals with the annual report:**

21. (1) The Board shall, in each year at such date as the Minister may direct, make a report of its proceedings during the preceding twelve months ending on that date, and the Board shall, within 90 days after such date or such longer period at the Minister shall in any particular case allow, furnish the report to the Minister, who shall cause copies of the report to be laid before each House of the Oireachtas.

## **SECTION 4: PROCEDURES AND PROCESSES**

In order to ensure effective and efficient use of resources and to ensure compliance the Code of Practice for the Governance of State Bodies, Screen Ireland has implemented the following procedures and processes.

The Board believes that the policies stated in this document are consistent with the requirements of all applicable legislation and guidelines, including the Irish Film Board Act 1980, the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001 and the Code of Practice for the Governance of State Bodies 2009. However in the event of any conflict with this or future legislation, any provision of this document is over- ridden to the extent it is inconsistent with such enactments.

1. Statement of Strategy
2. Investment Decisions – procedures including PGM, panels etc
3. Human Resources – Staff Handbook
4. Customer Service Policy
5. Freedom of Information and Data Protection
6. Procurement Plan
7. Fiscal Policies
  - a. Travel
  - b. Entertainment
  - c. Disposal of Assets
8. Health and Safety
9. Good Faith Reporting
10. Screen Ireland Procedures Document (as updated from time to time)
11. STI Procedures Document (as updated from time to time)

## GOOD FAITH REPORTING

### INTRODUCTION

Fís Éireann/Screen Ireland encourages staff to raise general concerns about possible improprieties in the conduct of its business, whether in matters of financial reporting or other malpractices, at the earliest opportunity and in an appropriate way.

### PRINCIPLES

- Screen Ireland supports employees who raise genuine concerns
- All concerns raised will be treated fairly and properly
- Screen Ireland will ensure that any individual raising a concern is aware of who is handling the matter
- A person who is mistaken in raising a concern will not suffer an form of retribution as a result of raising that concern. However this assurance will not apply to someone who maliciously raises a matter that he/she knows is untrue.

### REPORTING PROCEDURE

If an employee believes reasonably and in good faith that malpractice exists in the workplace then he/she should report this immediately to the CEO or in his/her absence the Deputy CEO.

If however the employee believes that it would be inappropriate to raise the matter with either of these officers, the employee should contact the Chair of the Audit Committee (Dr Annie Doona presently)

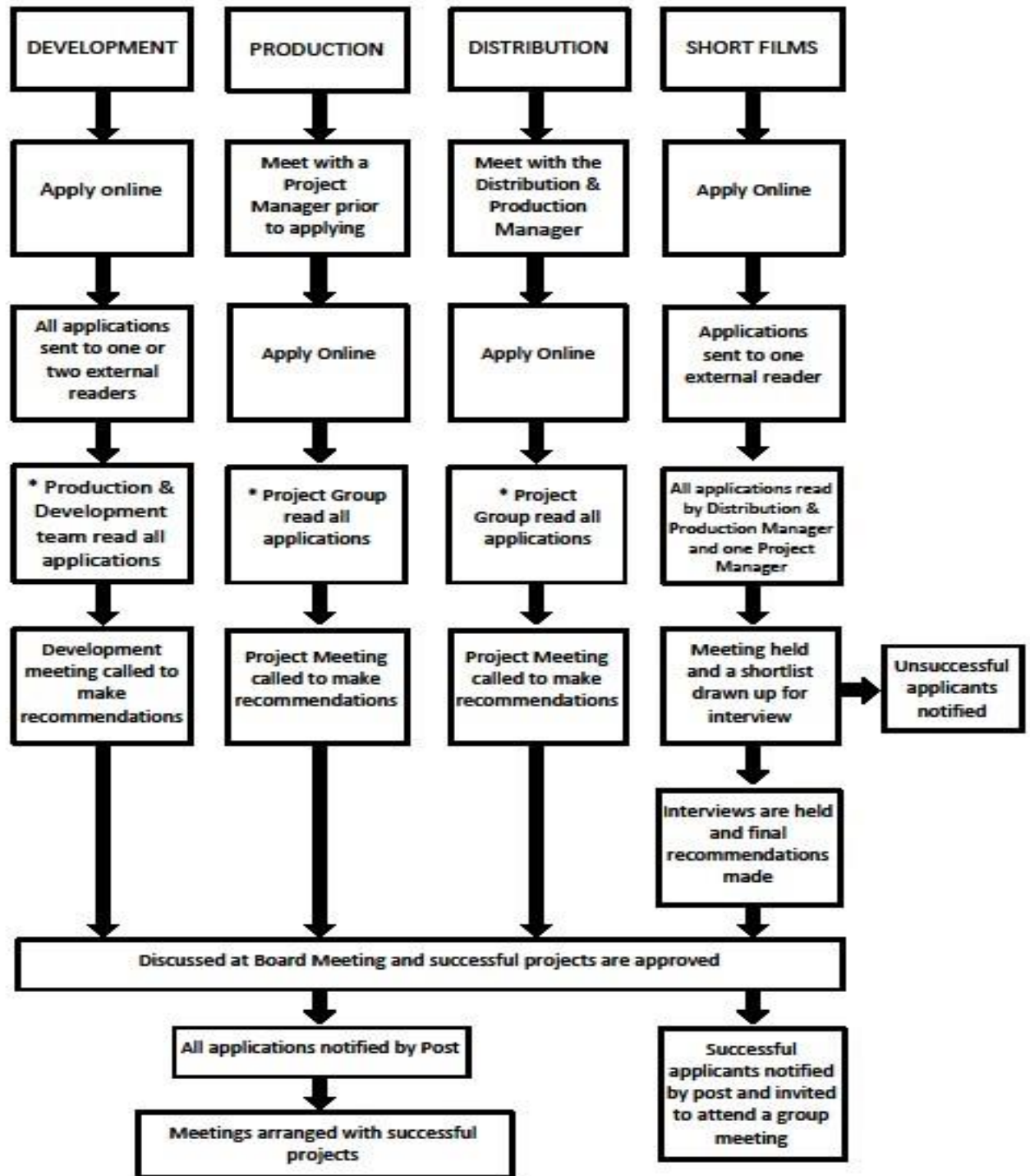
While the matter is being investigated, Screen Ireland will give as much feedback as possible without infringement on a duty of confidence owed to someone else.

In general, employees' identities will not be disclosed without prior consent. Where concerns cannot be resolved without revealing the identity of the employee raising the concern (eg if evidence is required in a court or Tribunal), Screen Ireland will enter into a dialogue with the employee concerned as to whether and how it can proceed. If an employee is unsure whether to use the procedure or he/she wants independent advice at any stage, reasonable support (which may include legal advice) will be provided to the employee.

### RESPONSIBILITIES

All Employees	To ensure that Reports are made when appropriate, are valid and made in good faith
CEO/Deputy CEO	To investigate and to follow the appropriate steps once a report is made
Human Resources	To ensure that all employees are informed of the Policy annually
Audit Committee Chair	To investigate and to follow the appropriate steps once a report is made. Where serious allegations occur to inform the full board.
Audit Committee	Ownership of the policy and oversight of its communication, implementation and periodic review.

## APPLICATION AND AWARDS PROCESS (PRODUCTION & DEVELOPMENT)



\* Project Group consists of the CEO, Deputy CEO, Project Managers, Distribution & Production Manager, Production & Development Executive and Business Affairs Executive

\* Production & Development Team consists of Projects Managers, Distribution & Production Manager and Production & Development Executive

## TRAINING PROCESS

