

MISU Commercial Services DAC Board Code of Conduct

In accepting a Directorship of MISU Commercial Services DAC (CS DAC) and the role of a member of the MISU Commercial Services DAC Board, members agree to the following individual and collective responsibilities:

General Conduct

Board members are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which board members do not have relevant expertise.

Board members are required to act in the best interests of MISU CS DAC at all times.

Board members are required to act collectively in all matters, particularly in relation to assets, property, legal and regulatory obligations.

Board members shall conduct themselves with integrity and in a manner which does not damage or undermine the reputation of MISU CS DAC or its members (student body) and employees.

More specifically, board members:

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties;
- must avoid actual impropriety and any appearance of improper behaviour
- comply with MISU Commercial Services DAC Conflict of Interests Policy
- must ensure they are familiar with and agree to adhere to the Fiduciary and Statutory Duties of a Director, as provided for under the Companies Act and related legislation, for example EU Regulations¹.

Board members must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.

Board members must avoid accepting gifts and hospitality that might reasonably be seen as a way to influence them in carrying out their role as a board member.

Board Member Roles

Board members should:

¹ [Office of the Director of Corporate Enforcement - The Principal Duties and Powers of Company Directors under the Companies Act - Information Book 2 \(odce.ie\)](#)

Understand and perform their roles and responsibilities to the best of their abilities at all times.

Be prepared to provide adequate time and commitment as required to fulfil the role of member of the MISU CS DAC Board, adequately preparing for and participating in meetings, committees and special events when required.

Board Meetings

Board members should:

- Strive to attend all meetings, contribute appropriately and effectively, and avoid any actions that might be seen as potentially dominating the contributions of others.
- Always respect the authority of the Chairperson of the board, and the Chairperson of any meeting.
- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of MISU CS DAC.
- Bring a genuinely independent perspective to enhance decision-making, given that board members share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other board meetings.

Employees of MISU & MISU CS DAC

Board members should:

- Aim to support employees in carrying out their duties and serve as an example of how everyone in MISU & MISU CS DAC should conduct themselves in order to reflect the values of MISU CS DAC.
- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the board on the one hand and the employees on the other, ensuring that the board and any employees work effectively and cohesively for the benefit of MISU CS DAC and develop a mutually supportive and loyal relationship by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements;
 - not interfering in the performance by employees of the duties which they are required to carry out while ensuring that employees working for MISU & MISU CS DAC are held to account by the General Manager or Union Council, in the case of Sabbatical Officers.

Legal Requirements and Policies

Board members must:

- o Act in accordance with the Fiduciary and Statutory Duties of a Director, as provided for under the Companies Act and related legislation, for example EU Regulations².
- o Act in accordance with the MISU CS DAC Constitution, MISU Constitution and ensure that MISU CS DAC complies with all applicable laws including health and safety law, data protection law and employment law.
- o Promote and preserve the obligations of confidentiality about sensitive board and MISU CS DAC matters. However, the requirement for confidentiality may not apply if it becomes necessary for the board member to inform any statutory body about any matter, which could threaten the future of MISU CS DAC or could represent a breach of any law with which MISU CS DAC is required to comply.
- o Abide by MISU CS DAC’s conflict of interests policy and ensure MISU CS DAC’s Conflict of Interest Register is completed and updated as required.
- o Ensure that claims for out-of-pocket expenses are made in accordance with agreed procedures.

Where a board member is found to be in breach of the standards outlined by the board in its Code of Conduct, they will be asked to meet with the Chairperson of the board to assess their continuing suitability for the role. Consistent breaches of the Code of Conduct by a board member may result in the member’s tenure being terminated, in line with approved procedures.

The MISU Commercial Services DAC Board shall review this Code of Conduct for members at 3-year intervals or as appropriate.

Signed

Name

Date

² [Office of the Director of Corporate Enforcement - The Principal Duties and Powers of Company Directors under the Companies Act - Information Book 2 \(odce.ie\)](https://www.odce.ie/publications-and-reports/office-of-the-director-of-corporate-enforcement-the-principal-duties-and-powers-of-company-directors-under-the-companies-act-information-book-2)