

# Foras na Gaeilge

## Conflict of interest

As well as the legal obligations under the Companies Acts and obligations under the Ethics in Public Office Acts 1995 and 2001 the following policy will be implemented for the sake of transparency. Foras na Gaeilge recognises that a likely conflict of interest could be just as harmful as a real conflict of interest existing and such must, therefore, be avoided:

- i) On appointment to the Board of Foras na Gaeilge, each member must provide details to the Chief Executive of his/her employment and every other business interest including shareholdings, professional relationships etc., which may be associated with a conflict of interests or which may exert a material influence on the member in respect of completing his/her functions as a board member. In regard to any interests of a person in the member's family of which he/she would reasonably be expected to be aware, or any person or institution in connection with the member with whom or which a conflict of interest could be associated or could exert a material influence on the member in respect of the execution of his/her functions, these must be disclosed also. To this end, the following persons and institutions will be considered as associated with the member:
  - (a) spouse, partner, parent, brother, sister, child or step child;
  - (b) close friend;
  - (c) incorporated company associated with the member;
  - (d) a person acting as a trustee for any trust, of which the member or the persons at (a) or (b) above or the incorporated company at (c) above would be beneficiaries as a result; and
  - (e) a person acting as a partner of the member or of any person or institution which is, by virtue of (a) – (d) above, associated with the member.

It may be understood that a conflict of interest exists in circumstances in which the board member has a relevant interest as defined in (a) – (e) or:

- i. If he/she is engaged in business with a relevant interest, whether that is as an individual, incorporated company, society or association;
- ii. If he/she has shares or ownership or other proprietary interest or if he/she is a member of the incorporated company, society or association;
- iii. If that person is a debtor or creditor of the incorporated company, society or association;
- iv. If he/she possesses any office whether as a director or advisor or other of the incorporated company, society or association of that kind, whether with or without remuneration;

All members must provide details of business interests as set out above to the Chief Executive as they come to light to him/her during their period of directorship.

- ii) If it is material in any question which arises, the member must inform the Chief Executive of employment and any other business interests of the persons associated with him/her, as defined as (i).

- iii) Disclosure of members' minor shareholdings are at the entire discretion of the board. As a general guide, shareholdings of a value over €15,000 or over 5% of the issued capital of a company are disclosed.
- iv) If a member is unsure whether this policy requires a disclosure of interest of his/her own or a relevant person, he/she must consult with the Chairperson.
- v) Details of the above interests will be kept in the Chief Executive's office in a particular confidential register and it will be updated each year. The Chief Executive shall be informed as soon as possible of any changes occurring in the meantime. The Foras na Gaeilge Chairperson, Chief Executive and other relevant staff members will have access to the register. All provisions of the GDPR will be adhered to in storing information of this type securely in the possession of Foras na Gaeilge. Members have already given consent for the processing and storing of this information when they accepted appointment with the Foras na Gaeilge board.
- vi) If a question arises in connection with the Chairperson's interests, he or she must authorise the Deputy Chairperson or a board member to deal with the matter. The person so appointed will act as chairperson at board meetings discussing or making decisions on the matter in which the Chairperson or a person or institution connected to the Chairperson has an interest. The Chairperson must be absent during such discussion and decision making processes.
- vii) The relevant member will not be provided with board or body documents in connection with any discussion in respect of the above interests before a decision is made. (These documents will include the documents relevant to cases in connection with competitors with the above interests). When decisions have been made, they will be made known to the member.
- viii) Since it is recognised that the interests of board members and people connected to them can change with short notice, a board member should, if he/she receives documents in connection interests connected to him/her, return the documents to the office of the Chief Executive as soon as possible.
- ix) A board member must remain absent as the board discusses or makes a decision on matters which occur in which that member or a person or institution connected to the member has an interest (apart from in his/her capacity as a board member). In such cases, a separate record will be kept of the dialogue (to which the board member will not have access).
- x) If there is any question as to whether a case is connected to the interests of a board member or a person or institution connected to that board member, it is the Chairperson who will make a decision on the question.
- xi) Former board members must keep information the received in that capacity confidential.

## Handling conflicts of interest

### *Test*

Conflicts of interest can take place due to a board member being involved in the decision making in connection with the preparation or implementation of Foras na Geilge schemes, strategies or policies or the authorisation of Foras na Gaeilge grants.

The following is a key test implemented in all cases: Is the interest of a board member prejudiced? That is to say, would a reasonable person, having objectively examined all the facts, deem that it would be difficult for the board member to make a decision objectively for the public good without allowing his/her interests to influence him/her.

In circumstances in which it is considered that there is a conflict of interest the board member must:

- i. Ensure that his/her conflict of interest is appropriately registered
- ii. Return any documents provided by Foras na Gaeilge in connection with the matter in question to the Chief Executive's office as soon as possible
- iii. Remain absent during the board discussion on that area in which the board member has an interest.

### *Regular applications for funding*

A board member who is connected with an institution which makes a regular application for funding is not permitted to participate directly or indirectly in any stage of the development of the scheme, or of the grant application process. Such board members are not permitted in particular to be members of the Grants Committee.

### *Occasional or one off applications for funding*

A board member who is connected with an institution which makes occasional applications for funding is not permitted to participate directly or indirectly in any stage of the application process for a grant in respect of that application. That is to say to act appropriately in the case of conflict.

### Code of conduct regarding applications

- i. If a board member is involved in an organisation which is applying for a grant, the board member must not be connected with the preparation of the bid for funding. In all cases, the board member must not discuss the application with other board members or with Foras na Gaeilge staff, or engage in a presentation or delegations, since it could be deemed that they were benefiting from their capacity as a board member in order to exert an influence on the result.
- ii. No board member who has a possible conflict of interest will receive any board or committee documents in connection with their application.
- iii. Any board member who has a possible conflict of interest may not participate in the dialogue or the decision making process at the 4 levels of the Grants Committee or at board level and they may not be present during any discussion of the application.
- iv. The board member is not permitted at any time to attempt in their capacity to inappropriately exert an influence on a decision by asking other board members to ask questions or by discussing their application at a board/committee meeting from which they are excluded or by discussing the application with officers who are assessing the application. An application may be made invalid due to such activities.

- v. The member in question will not be provided with board or body documents for any case involving dialogue with the above interests before a decision is made. (These documents will include the documents relevant to cases in connection with competitors with the above interests). When decisions have been made, they will be made known to the member.

*Procedure at board meetings*

After each board member has registered interests for the first time, there should be an item on board and committee meetings thereafter under the title “Disclosure in connection with conflicts of interest”. When this item is raised on the agenda the Chairperson should ask members to disclose an interest, a danger of interest, or a potential risk, before the start of the meeting, and to leave the meeting during discussion of that item.

Date reviewed: February 2020

Date of next review: February 2023