



Corporate Governance Framework

Approved by the Board of the Heritage Council on November 11th
2021



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1. Introduction

The Heritage Council is committed to operating to the highest standards of efficient and effective corporate governance. The *Code of Practice for the Governance of State Bodies* (2016) defines corporate governance as ‘the systems and procedures by which organisations are directed, controlled and managed.’ The purpose of this Governance Framework is to document the policies and procedures of the Heritage Council and to describe key roles and responsibilities within the organisation. It is intended to guide members of the Board of the Heritage Council (‘the board’) in the performance of their duties.

The Heritage Council believes that the policies stated in this document are consistent with the requirements of all applicable legislation and guidelines, including the Heritage Acts 1995 and 2018, the Ethics in Public Office Acts 1995 and 2001, and the *Code of Practice for the Governance of State Bodies* (2016). However, in the event of any conflict with this or future legislation, any provision of this document is overridden to the extent it is inconsistent with such enactments.

This framework is intended to be a dynamic document and will evolve in line with best practice and as required by any regularity changes. It will be reviewed every three years, or more frequently if required, to ensure its effectiveness, and will be expanded as policies are developed or amended.

2. Overview of the Heritage Council

The Heritage Council was established under the Heritage Acts 1995 and 2018 to propose policies and priorities for the identification, preservation and enhancement of the national heritage, built, natural and cultural. National heritage is defined as including:

- monuments
- archaeological objects
- heritage objects
- architectural heritage
- flora
- fauna
- wildlife habitats
- landscapes
- seascapes
- wrecks
- geology
- heritage gardens and arks and
- inland waterways

The Heritage Council is a statutory body that has a particular responsibility to promote interest, education, knowledge and pride in the national heritage. The Heritage Council proposes policies and priorities for the national heritage across the range of heritage sectors and has a role to play in providing advice to the Minister for Housing, Local Government and Heritage in shaping public policy to ensure that it takes account of the significance and value of national heritage.



Board members are accountable for the proper management of the Heritage Council and, in order to promote and sustain the underlying principles of good governance, board members should be cognisant of legislative provisions relevant to their appointment and for the proper performance of their functions. In this regard, it is necessary that the members of the board are cognisant of 'relevant' legislation in order for them to discharge their duties. In addition to meeting its obligations under the Heritage Acts 1995 and 2018, the Heritage Council must meet the legislative and other requirements, and must carry out its functions within the context of these requirements, including as set out in the following:

- employment law
- the public spending code
- Freedom of Information Act 2014
- Protected Disclosures Act 2014
- Regulation of Lobbying Act 2015
- Official Languages Act 2003
- Irish Human Rights and Equality Commission Act 2014
- Data Protection Act 2018
- Ethics in Public Office Acts 1995 and 2001
- Safety, Health and Welfare at Work Act 2005
- Charities Acts 2009 to 2017

The *Code of Practice for the Governance of State Bodies* (2016) sets out principles of corporate governance which state bodies are required to adopt. In accordance with this code the board should meet regularly, provide strategic leadership, retain full and effective control over the Heritage Council, and monitor executive management and performance. The collective responsibility and authority of the board should be asserted and maintained.

2.1 Seal of the board

The seal of the board is authenticated by the signature of:

- the chairperson of the Board of the Heritage Council or another member of the board authorised by the board to act in that behalf, and
- an employee of the board authorised by the board to act in that behalf.



The seal is kept in the secure custody of the chief executive officer (CEO) or another employee designated on their behalf.

3. Vision, mission and values

3.1 Vision

The Heritage Council's vision is that heritage will be at the heart of Irish society and decision-making, and that Ireland will be internationally recognised as a centre of excellence in heritage management, conservation and community engagement.

3.2 Mission

The mission of the Heritage Council is governed by the Heritage Acts 1995 and 2018, which require the Heritage Council to propose policies and priorities for the identification, protection, preservation and enhancement of the national heritage. The Heritage Council is charged with:

- promoting interest, education, knowledge, pride and care of our national heritage and supporting appreciation and enjoyment of our heritage
- cooperating with public authorities, education bodies and others in the promotion of its functions
- advancing the coordination of all activities related to its functions.

The Heritage Council aims to ensure that our heritage is managed and conserved to enrich the lives of people now and for the future. It will continue to promote and nurture our heritage as a source of personal, community and national well-being.

3.3 Values

The Heritage Council's values are:

- the highest standards of heritage care
- integrity, accessibility and honesty
- professionalism, efficiency, participation and partnership
- social inclusion
- sustainability and quality of life.



4. Structure of the Heritage Council

4.1 The board of the Heritage Council

The board consists of a chairperson and not fewer than eight or more than ten ordinary members, each of whom is appointed by the Minister for Housing, Local Government and Heritage. The period of office of the chairperson or an ordinary member is for a period not exceeding five years. Board members may be appointed for one additional term.

4.2 Organisational structure

The Heritage Council is managed on a day-to-day basis by the CEO. There are five departments which support the work of the office of the CEO and are led by members of the senior management team:

- Business Services
- Policy and Research
- Conservation
- Communication and Education
- Finance

5. Key functions, roles and responsibilities ¹

5.1 Reserved functions and delegated functions of the board

The board may provide for the delegation of some of its functions to committees of the board, the CEO or staff of the Heritage Council. The board can still perform the functions it has delegated. Any individual or committee to whom a decision has been delegated shall report to the board in respect of any action or decision made.

The board is accountable to the Department of Housing, Local Government and Heritage. Where the board has delegated a function, the board remains the accountable body. Therefore, to ensure that proper oversight is maintained and to ensure proper control over the board's functions, the board has set out the functions which have been delegated to the CEO and the senior management team.

The statutory functions of the board are set out in Sections 6, 7 and 8 of the Heritage Council Acts 1995 and 2018. These include proposing policies and priorities and making recommendations as appropriate to the minister in relation to heritage.

¹ Please also refer to Part 1 of the *Code of Practice for the Governance of State Bodies* (2016).



5.2 Role of the board

The role of the Board of the Heritage Council is to:

- define the mission of the Heritage Council, decide its strategic goals and develop the policies required to achieve those goals
- provide leadership, vision and direction for the Heritage Council and ensure that these are in line with government policy and statutory requirements
- ensure that high standards of corporate governance and probity are maintained at all times
- ensure that the Heritage Council behaves ethically and in line with its core values
- ensure good management, monitor management performance, protect the assets of the Heritage Council and ensure that a proper balance is achieved between the respective roles of the board and management
- set performance objectives, including key financial targets and, in particular, to agree and closely monitor the budget
- ensure the integrity of the Heritage Council's accounting and financial reporting systems and that appropriate systems of control are in place, with particular reference to risk management, financial and operational control, and compliance with the law and relevant standards
- define and promote the Heritage Council's role in the community by ensuring effective communication with stakeholders and by keeping people informed in an open, accountable and responsible way.

5.3 Collective and individual responsibility of board members

The powers and responsibilities of the board are exercised jointly by its members, each of whom therefore has statutory and fiduciary duties in discharging them. The board is collectively responsible for promoting the success of the Heritage Council and directing its activities.



Board members (including the chairperson) are **collectively responsible** for:

- ensuring that all members take part in induction
- establishing the strategic direction and policy of the board within the framework laid down by the Heritage Acts 1995 and 2018 and the resources allocated to it
- meeting its accountability to government and the Oireachtas
- directing, supporting and evaluating the CEO
- ensuring that the board complies with all statutory and administrative requirements for the use of public funds
- ensuring the integrity of the Heritage Council's accounting and financial reporting systems and ensuring that appropriate systems of control are in place, in particular systems for risk management, and financial and operational control
- contributing to any committee/working group of the board
- attending board and committee meetings regularly, being informed and prepared to participate
- sharing corporate responsibility for all board decisions
- being objective in their work on behalf of the board
- ensuring full compliance with the Conflict of Interest Policy and the codes of governance, conduct and ethics
- treating papers, actual or virtual, as confidential to themselves, not discussing them with others outside the board, not leaving them unattended or where others may obtain access to them and disposing of them appropriately; where members are provided with technology to ease access to meeting packs, ensuring that the information is securely stored and used in a secure manner
- approving major items of expenditure which should be aligned to medium- to long-term strategies so as to ensure that such expenditure is focused on clearly defined objectives and outcomes
- producing and approving annual reports and accounts
- approving annual budgets



- appointing, remunerating and assessing the performance of, and succession planning for, the CEO
- setting up procedures to monitor and manage potential conflicts of interest of management and board members.

Each board member is **individually responsible** for:

- furnishing to the secretary of the board, on appointment to the board, details relating to their employment and all other business interests including shareholdings, professional relationships, etc. which could involve a conflict of interest or could materially influence the member in relation to the performance of their functions as a member of the board
- ensuring that care is taken at each meeting to ensure they keep the board updated when any issues arise that may lead to any conflict of interest
- complying with all aspects of this Governance Framework, which includes their declaration of all relevant interests
- meeting the standards of ethics in public office, as described by the Standards in Public Office Commission, informing the board, via the secretary, of any new appointments they accept which may impinge on, or conflict with their duties as a board member
- acting in good faith and in the best interests of the board
- not disclosing without the consent of the board, save in accordance with law, any information obtained by them while performing their duties as a member of the board
- not using information gained in the course of their public service for personal gain or political purpose.

5.4 Role and responsibilities of the chairperson

The chairperson of the board is expected to observe the duties and responsibilities of the board members, and has particular responsibility for:

- ensuring board members understand their respective role, responsibilities and authority, and that the board works effectively and efficiently
- representing the board in its dealings with the minister and generally with the executive of the Heritage Council



- promoting the work of the board
- providing effective leadership to the board
- chairing board meetings, ensuring that the members are aware of and have an opportunity to inform the board of any conflicts of interest; ensuring that the minutes of the meeting accurately record decisions taken and, where appropriate, the views expressed by individual board members
- ensuring that all board members are fully aware of and compliant with the provisions set down in the codes of conduct and ethics
- confirming to the minister that the board has complied with the codes of conduct and ethics and the required internal controls
- directing and supporting the CEO
- holding the CEO accountable.

5.5 Role and responsibilities of the CEO

The board shall be responsible for the appointment of a CEO. The CEO is responsible for the management of the day-to-day operational duties of the Heritage Council in accordance with the Heritage Acts 1995 and 2018, any other statutory requirements and board policy. The board delegates to the CEO the power to act as the responsible authority for the conduct of the affairs of the board.

The CEO is accountable to the board. The CEO's roles and responsibilities are to:

- operate, manage and control the administration and business of the Heritage Council
- put in place procedures for the board to meet its accountability to government and the Oireachtas
- implement the Heritage Council's strategic plan and annual business plan
- put in place an organisational structure to manage the work of the Heritage Council
- monitor performance and hold the Heritage Council's management team and staff to account
- ensure that the board has timely and accurate information to fulfil the statutory objectives and functions of the Heritage Council



- ensure that the board has timely and accurate information on the performance of the Heritage Council
- ensure that the board has sufficient information on risk identification, measurement and mitigation strategies
- ensure systems, procedures and practices of the Heritage Council are in place for evaluating the effectiveness of its operations
- appear before the Oireachtas committees when duly requested
- exercise proper fiduciary duty in the running of the Heritage Council
- work collaboratively and in partnership with the chairperson to ensure the achievement of the Heritage Council's objectives.
- represent the Heritage Council nationally and internationally as appropriate.

5.6 Role of the secretary to the board

The secretary's main functions are to oversee the day-to-day administration of the board, to ensure that board procedures are followed and that these procedures comply with the applicable rules and regulations. Board members have access to the advice and services of the secretary of the board.

The role and responsibilities of the secretary are to:

- ensure the organisation of board meetings, to give proper notice of the meetings and to distribute the documentation required for such meetings
- coordinate with the chairperson and CEO in drawing up the board meeting agenda
- ensure that the minutes of board meetings are accurately recorded
- ensure that the Heritage Council complies with all statutory reporting requirements
- ensure that corporate governance principles and requirements are embedded in the relevant board documentation
- act as a confidential point of contact for the chairperson and board members on any matters that require information or clarification relating to the board and its activities, and to act as the coordinator for responses from the executive to any such queries



- facilitate the induction of members of the board into their role, to advise and assist the members of the board in respect of their duties and responsibilities and to identify and develop relevant training opportunities for board members
- be responsible for the care and use of the seal of the board
- monitor and put in place procedures which allow for the compliance with relevant regulatory requirements.

5.7 Roles and responsibilities of Heritage Council committees

The role of Heritage Council committees is to carry out such functions that the board chooses to delegate through their establishment. Each committee has its own terms of reference which must be approved by the board.

5.8 Role and responsibilities of committee chairpersons

The core role of the chairperson of a committee is to ensure that meetings of the committee are conducted in accordance with its agreed purpose and duties and that it acts within its terms of reference. The chairperson:

- provides leadership and ensures that committee members are aware of their obligations and that the committee complies with its responsibilities and works collectively
- ensures the full participation of all committee members
- establishes and maintains an effective working relationship with the members of the executive supporting the committee
- takes forward business as required between meetings and liaises as required with other members to ensure this
- approves draft minutes for circulation to the members and also approves draft reports for presentation to the board or committee as appropriate
- ensures that the work and activities of the committee are regularly reported to the board as required or, in the case of a working group or subcommittee, reported to their committee
- assists the committee in reviewing and assessing its performance on a regular basis.

The Heritage Council will work to ensure gender balance in the appointment of chairs and membership of its committees.



5.9 Staff Handbook

The Staff Handbook applies when an individual acts in their capacity as a member of the staff of the Heritage Council.

This handbook has been compiled to provide Heritage Council staff and board members with a guide to the human resources policies and procedures applied in the Heritage Council. This handbook is intended to consolidate existing policies and procedures and to update them where appropriate.

These policies and procedures take account of current employment law, relevant employment policies and good practice in the public sector. In the event that there is conflict between the policies and procedures set out in this handbook and the relevant employment law or policy (as set out in the appropriate circular), the latter shall take precedence.

A hard copy of the Staff Handbook is given to each staff member.

6. Meetings and procedures of the Heritage Council

To ensure the orderly and effective conduct of business, the board has approved Standing Orders which set out the conduct expected at meetings. They are applicable to all meetings of the Heritage Council (board and committee), and the chairperson of each meeting has the responsibility for conducting the meeting in accordance with these Standing Orders.

In exceptional circumstances, with the consent of the chairperson of the meeting, and subject to compliance with its statutory obligations, the board may suspend temporarily the application of any standing order if it believes that this is necessary for the efficient conduct of its business.

7. Strategic direction and business planning

7.1 Statement of strategy

The *Code of Practice for the Governance of State Bodies* states that ‘the preparation and adoption of a strategic plan is a primary responsibility of the Board of a State body.’ This strategy must present the vision, values, main goals, outputs and related strategies, including the use of resources. The plan should set appropriate objectives and goals and identify relevant indicators and targets against which performance can be clearly measured. The capacity of the Heritage Council should also be included.



The Heritage Council's strategy statement *Heritage at the Heart: Heritage Council Strategy 2018–2022* was launched by the Minister for Housing, Local Government and Heritage in November 2018. It outlines three strategic priorities:

- advancing national heritage priorities
- nurturing belonging through a sense of identity and place
- ensuring a vibrant heritage sector.

The Heritage Council uses the following process for the making its strategy:

- Develop a draft document based on the Heritage Council's statutory responsibilities and organisational objectives.
- Set up a formal strategy committee made up of board members and serviced by the executive to drive the process of delivering a new strategic plan.
- Set a public consultation period during which feedback is gathered from as wide a range of stakeholders as possible via an online survey, email responses and workshop meetings facilitated by an external consultant.
- Dialogue with key stakeholders in the Department of Housing, Local Government and Heritage and local authorities.
- Analyse the results of the consultation and discussion at board level and at strategy committee level.

Since the publication of its strategy, the Heritage Council has redrawn the terms of reference of the Strategy Committee to oversee the actual implementation. This is a recurring item on the board's agenda. A mid-term review of the plan took place in Q2 2020. This review was conducted by Crowe Ireland. The recommendations were approved by the Heritage Council on 25 June 2020.

7.2 Annual report

An annual report is prepared at the end of each year. It is the primary means by which the Heritage Council reports on its activities to the minister; the Department of Culture, Heritage and the Gaeltacht; the Houses of the Oireachtas; and its wider stakeholders. As stated in the *Code of Practice for the Governance of State Bodies*, the Heritage Council has a duty to ensure that a balanced, true and understandable assessment of its position is made when preparing the annual report and annual audited accounts. The annual report is published on the Heritage Council's website.



8. External stakeholders

The Heritage Council's key external stakeholders includes:

- the heritage sector
- local communities
- local authorities
- voluntary groups
- government departments
- professional bodies
- heritage professionals
- various agencies
- national cultural institutions

The Heritage Council collaborates closely with these stakeholders to help it to achieve its vision. This collaboration includes memoranda of understanding (MOUs) and service level agreements (SLAs) which set out to promote cooperation in areas of strategic and high-level operational priorities.

8.1 Customer Service Charter

The Customer Service Charter sets out the values, standards and principles of behaviour which apply to anyone working in the Heritage Council or involved in its activities. It is published on the Heritage Council's website.

8.2 Customer Service Action Plan

This Customer Service Action Plan sets out a range of aims and actions the Heritage Council strives to achieve in relation to its customer service, based on the 12 Principles of Quality Customer Service.

9. Codes of conduct, ethics in public office, disclosure of interests and protected disclosures

9.1 Code of Conduct for Board and Staff

The *Code of Practice for the Governance of State Bodies* requires state bodies to produce a Code of Conduct for board members. Furthermore, the Ethics in Public Office Acts requires these bodies to ensure that their board members observe the highest standards of business ethics. The code sets out the standards of business conduct to which all board members and staff have agreed to adhere. The objectives of the Code of Conduct are to:

- establish an agreed set of ethical principles
- promote and maintain confidence and trust in the Heritage Council
- prevent the development or acceptance of unethical practices
- promote compliance with best current management practice in all Heritage Council activities
- promote the highest legal, management and ethical standards in all Heritage Council activities.



9.2 Disclosure of interests

The primary duty of each board and committee member is to conduct themselves in a manner that is consistent with the best interests of the Heritage Council. Board and committee members must inform the secretary in writing, by way of the Declaration of Interests form, of any involvement in outside business activities, either directly or indirectly. Each member is responsible for ensuring that any change to the register of interests is communicated to the secretary. The register of interests is updated on an annual basis.

The Heritage Council's Standing Orders provide that members must declare an interest in a particular agenda item at the start of the meeting. Declarations of interest must be recorded in the minutes. A board member will leave the meeting during the discussion of any items under which they have declared a conflict of interest. The Heritage Council's Conflict of Interest Policy sets out principles for minimising and managing potential conflicts of interests for individuals involved in decision-making for the Heritage Council.

9.3 Confidentiality

Board members are required to:

- respect, both during and after membership, the confidentiality of all information received by the Heritage Council which is not in the public domain; this includes personal, private or commercially sensitive information which has been received in confidence
- respect the confidentiality of decisions made by the board and its committees until the decision is made public; and to respect at all times the confidentiality of the deliberations of the board and its committees
- return or destroy all documents (hard and electronic copies) received during board or committee membership when their term of office expires.

Board and committee members are required to sign the Heritage Council's Confidentiality Agreement.

9.4 Gifts and hospitality

Board and committee members and staff of the Heritage Council are required to comply with the Hospitality and Gifts Policy of the Heritage Council. This policy sets out the appropriate guidelines for the receipt/provision of gifts and hospitality in relation to the Heritage Council's business activities.



9.5 Ethics in Public Offices Acts

In addition to their obligations to declare their interests to the Heritage Council, all board members are required by the Ethics in Public Office Acts to submit a Statement of Interests each year during their term of office. These returns will be issued to board members at the end of each year and must be completed and returned by 31 January each year. The board member may complete a Statement of 'NIL' Interests or complete a Statement of Interests depending upon their own respective circumstances. The CEO is also bound by the Ethics in Public Office Acts.

9.6 Protected disclosures

The Protected Disclosures Act 2014 aims to protect people who raise concerns about possible wrongdoing in the workplace. The Heritage Council has developed a Protected Disclosures Policy and publishes a report annually on its website in accordance with Section 22 of the Protected Disclosures Act 2014.

10. Assurance and audit and compliance arrangements

10.1 Internal audit and internal control

The internal audit function of the Heritage Council is defined by the board as part of its oversight role. The terms of reference are approved by the board and include, but are not limited to, an evaluation of the adequacy and effectiveness of the Heritage Council's governance, risk management and internal controls as well as the quality of performance in carrying out its functions.

Implementations of the internal audit recommendations are monitored by the Audit, Risk and Finance Committee and reported to the board.

10.2 Risk management

The Heritage Council is committed to maintaining a robust risk management framework that supports the ongoing management of risk in accordance with the established risk appetite. The Heritage Council's Risk Management Policy provides a framework to support the ongoing monitoring, review and management of risks.

10.3 Procurement

The Heritage Council is governed by public procurement guidelines and has developed procurement policies and guidelines which ensure that competitive tendering is standard procedure.



10.4 Business delivery, compliance, performance reporting, relations with the Oireachtas, minister and parent department

As a public body, the Heritage Council must plan, report on, and account for its performance, both operational and financial. The Heritage Council reports to the Department of Housing, Local Government and Heritage on an annual basis as to how it has complied with the *Code of Practice for the Governance of State Bodies* or explains the reasons why the standards have not been implemented. Quarterly meetings take place between the Executive of the Heritage Council and the Department of Housing, Local Government and Heritage.

The Heritage Council has an oversight agreement with the Department of Housing, Local Government and Heritage. This defines the terms of the relationship between the Heritage Council and the department. It sets out the arrangements for oversight, monitoring and reporting on conformity, including those actions and areas of expenditure where prior sanction from the Department of Health and/or the Department of Public Expenditure and Reform is required.

A Performance Delivery Agreement between the Heritage Council and the Department of Housing, Local Government and Heritage is a requirement under the *Code of Practice for the Governance of State Bodies* and is reviewed annually. It sets out high-level goals and objectives, key programmes of activity, key outputs and a process for formal review of the agreement.

Accounts, audited by the Comptroller and Auditor General, are submitted to the department annually and laid before the Houses of the Oireachtas.

10.5 Annual Confirmation of the Systems of Internal Control

In accordance with provision 1.8 of the Code of Practice for the Governance of State Bodies, *“The Board has responsibility for ensuring that effective systems of internal control are instituted and implemented. The Board is required to confirm annually to the relevant Minister that the State body has an appropriate system of internal and financial control in place.”*

The Board has appointed an internal auditor and approves an annual internal audit plan. In accordance with this plan the internal auditor provides reports on risk-based areas to the Audit Risk and Finance Committee (ARFC) and the Board for review.

The internal audit plan includes an annual review of the systems of internal controls. This review includes management assurance statements, management reports, an internal control questionnaire and the findings of other internal and external audit reports.

The Heritage Council is subject to an annual external audit by the Comptroller and Auditor General. The review of the systems internal controls is considered as part of this process.



The ARFC reviews each of the above, and any other matters it considers relevant to inform its view of the internal control systems in place. On this basis, the committee makes a recommendation to Council on whether the statement on internal control prepared by management reflects the adequacy of the systems in place.

The statement of internal control is provided to the Minister and states when this review took place and highlights any high-level findings.

Audit, Risk and Finance Committee

The Heritage Council has established an Audit, Risk and Finance Committee. The role of the committee is to support the Board in its responsibilities for issues of risk, control and governance by reviewing the comprehensiveness of assurances in meeting The Heritage Council's and accounting officer's assurance needs and reviewing the reliability and integrity of these assurances.

Internal Audit

The Heritage Council has appointed an internal auditor. The role of the internal auditor is to determine whether the systems, procedures and controls that are in place are adequate and that they are complied with. The terms of reference of the internal auditor are approved by the Board and include, but are not limited to, an evaluation of the adequacy and effectiveness of the Heritage Council's governance, risk management and internal controls. Implementations of the internal audit recommendations are monitored by the Audit, Risk and Finance Committee and reported to the Board.

Risk Management:

A sound system of internal control depends on a regular and thorough evaluation of the risks to which the Heritage Council is exposed. The Heritage Council's risk management framework provides a framework to support the ongoing monitoring, review and management of risk.

Financial and Governance Policies

The Heritage Council has a comprehensive range of policies and procedures in place, relating to operational and financial controls. These include a protected disclosure policy an anti-fraud policy and a conflict of interest policy.

External Audit

The Comptroller and Auditor General (C&AG), is the External Auditor for the Heritage Council. The C&AG carries out an annual audit of the Heritage Council.



Appendices – Corporate policies

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