



BOARD GOVERNANCE MANUAL

Gate Theatre, Dublin

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Overview

Gate Vision

The Gate's vision is 'an Open Gate where every person has access to great theatre.' Under the shared leadership of Co-CEOs Róisín McBrinn and Colm O'Callaghan, an Open Gate is a civic Gate and will be a key cultural asset to Dublin's North Inner City. From 2024-2026, we will generate new audiences and excite current ones, invest in artists of the future, deliver our GATEWAYS community engagement programme, and be a supportive home to the best Irish artists and their international collaborators. As the Gate approaches its centenary in 2028, we will make its theatre a home to all stories and the Gate's communities, so that it continues to play a defining role in Irish society.

Gate Values

It is important that the Gate continues to be a values-led organisation. A consultative process was held from January to June 2023 with its staff and Board to collectively determine and own the values that will become the bedrock of the organisation. This process has led to care, collaboration and excellence becoming the Gate's core values.

Gate Mission

The Gate's mission is to make inspiring theatre that connects, questions and transforms our audiences and communities by:

1. Producing unforgettable and inspiring theatre
2. Creating a supportive and sustainable organisation
3. Driving the growth of a connected and confident Irish theatre at home and abroad
4. Ensuring long-term financial and operational sustainability

Our History

The Gate Theatre was founded in 1928 by Micheál MacLiammóir and Hilton Edwards, and very quickly built a unique reputation as a producing house for introducing international writers and artists to Ireland. The theatre is housed in a beautiful Georgian building and has a capacity of 371 seats, which makes it attractively intimate for both actors and audiences alike.

Throughout its history the Gate has garnered an enviable reputation both at home and abroad and has proven itself to be one of Ireland's most successful theatres. The organisation mounts on average seven major productions each year, playing to paying audiences which have averaged at over 80% for the last ten years.

The Gate is currently led through the joint management of its Artistic Director, Róisín McBrinn, and Executive Director, Colm O'Callaghan, who joined in the summer of 2022.

Legal Structure

Edwards MacLiammóir Dublin Gate Theatre Productions is incorporated in Ireland under Company Number 27768, as a company limited by shares guarantee.

Our registered office address is Spencer Dock, North Wall Quay, Dublin 1 and we deliver our services from our offices in *No 1 Cavendish Row, Dublin 1 and No 8 Parnell Square East, Dublin 1*

Charitable Status

We are also a registered Charity, operating under Charity Number 11638. This means we are subject to regulation by the Charities Regulator, inclusion on the Register of Charities and allows us to avail of beneficial tax treatment for donations.

The Gate Theatre is committed to complying with the requirements of the charity SORP and with the Statement of Guiding Principles for Fundraising as developed by Irish Charities Tax Research Ltd (ICTR). In addition, The Gate Theatre is also committed to good governance and the organisation complies with all regulatory requirements and operates in accordance with its governing document.

The Gate Theatre keeps detailed books and records of accounts and maintains strict financial controls. The organisation is transparent in its audited financial statements. The Statement of Recommended Practice for charities and not-for profit entities SORP (FRS102) is currently accepted as best practice in Ireland. We are working with our auditor towards compliance with the SORP in the 2023 financial statements and beyond.

The Gate Theatre currently complies with the requirements of the Charitable Regulatory Authority.

Policy Purpose

The purpose of this Corporate Governance Manual is to provide Directors with the necessary information to conduct their role within the Company. It will also be of interest to stakeholders and potential funders.

The Gate operates a three-level governance organisation structure;

1. The Gate Trustees – Trustees,
2. The Gate Board of Directors, and
3. The Gate Theatre and Company – Non-Director/Non-Trustee Volunteers and Employees.

The Gate Trustee and The Edwards-MacLiammóir Gate Theatre Trust

A Trustee is any person who freely provides their time and labour to the benefit of the Gate and holds the office of a member of The Gate Theatre Trust.

The current Trustees are:

- Peter Crowley
- Martin McAleese
- Nicholas Kearns

The Board of Directors

A Director is any person who freely provides their time and labour to the benefit of the Gate and holds the office of a member of The Gate Theatre Board of Directors.

The current Directors are:

- Peter Crowley (Chairperson)
- Anne-Marie Curran
- Sandra Thorpe
- Séamus Given
- Jo Mangan
- Fiona Gallagher
- Conor Roche

Current Board of Directors

<p>Peter Crowley (Chairperson) appointed 2015</p>	<p>Peter qualified with a Civil Engineering degree from Trinity College Dublin. He then qualified as a Chartered Accountant with KPMG in 1987 and spent 6 years as a Director in KPMG Corporate Finance advising a wide range of Private Company clients. As COO of the mobile communications business, Sigma Communications, from 1996 to 1999, Peter was responsible for the significant growth across all divisions and the successful sale of its retailing division ‘Person to Person’ to Eircom. Peter was Chief Executive Officer of IBI Corporate Finance, Ireland’s leading corporate finance house, for seven years ending in September 2006. During this time, he co-ordinated the provision of the firm’s services to a wide range of public and private clients operating in a diversity of industry sectors. In 2006 he founded the private equity boutique FL Partners which has been involved in the acquisition, development, and sale of a range of Companies in different sectors alongside significant property investment activities.</p> <p>Peter was previously Chairperson of the Dublin Theatre Festival.</p>
<p>Anne-Marie Curran appointed 2017</p>	<p>Anne-Marie has been CEO of Drury Porter Novelli since 2010, having joined the agency in 2004. She combines her management role with strategic client support on a wide range of assignments and acts as a senior consultant on many of the firm’s retained accounts. She has worked on several large projects, in particular, those involving litigation and major transactions in the infrastructure, financial services, logistics, and food and beverage sectors.</p> <p>Anne-Marie is a fellow of the Institute of Public Relations of Ireland, a qualified Business and Life coach and sits on the boards of the Audi Dublin International Film Festival, the Coombe Women and Infants University Hospital, and until recently the Irish Heritage Trust. Anne-Marie holds a certificate in company direction from the Institute of Directors Ireland.</p>
<p>Séamus Given appointed 2019</p>	<p>Séamus is a solicitor. He has been a partner in Arthur Cox since 1995 where he leads Employment Law Practice.</p>
<p>Sandra Thorpe appointed 2019</p>	<p>Sandra is an HR Director with expertise in organisational development strategy gained across multinational and public companies in which she held senior HR Director roles in Microsoft, Citigroup, and Paddy Power. Sandra is currently Corporate Development Director for Cairn Homes PLC.</p>
<p>Jo Mangan appointed 2022</p>	<p>Jo is a director, cultural leader, and creative entrepreneur who has worked in the arts sector in senior management roles as well as her continuing practice as an artist, programmer and creative consultant. Jo is Artistic Director of The Performance Corporation in Ireland which focuses on the creation of Theatre, Opera, and Virtual Reality work. Her most recent directing work for the company was the Live/Virtual Reality piece <i>Emperor 101</i>, presented as part of Dublin Theatre Festival 2021, and at</p>

	<p>SXSW in Austin Texas, and <i>The Dead</i> – an Opera at Dublin’s Gaiety Theatre and screened at Kilkenny Arts Festival.</p> <p>Jo founded the <i>SPACE Programme</i> in 2009 - Ireland’s longest running multi-disciplinary international artists residency with a current focus on Arts and Immersive Technology.</p>
<p>Fiona Gallagher appointed 2023</p>	<p>Fiona is CEO of Wells Fargo International Bank UC (WFBI). WFBI provides support and services to Wells Fargo’s clients in all European Union and European Economic Area countries. WFBI is a critical part of Wells Fargo’s European and international operations and Fiona joined in October 2019.</p> <p>In March 2023, Fiona was appointed as President of the Institute of Bankers. In 2022, she was named by Financial News as one of the top 100 most influential women in finance. She also recently served as the first female Chair of the Federation of International Banks (2020-2022).</p> <p>Prior to Wells Fargo, she was Deutsche Bank’s Global Head of Securities Services, and Chief Country Officer for Deutsche Bank Ireland. At Deutsche, Fiona was responsible for the strategy and operations of the bank’s Global Securities Services division across 30 markets, as well as the 650 person operations, data and technology site in Ireland.</p> <p>Fiona joined Deutsche Bank in 2004 and held a number of leadership roles including Head of EMEA Coverage for GTB focused on priority financial institutions, Global Head of Relationship Management and Global Head of Private Placements for Capital Markets and Treasury Solutions covering both corporate and financial clients. She served on the Transaction Banking Executive Committee for Deutsche Bank, as well as the Euroclear and Clearstream Client Advisory Boards. Previously Fiona worked in Debt Capital Markets for both Merrill Lynch and Barclays Capital in New York and London.</p> <p>Fiona sits on several industry boards including the American Chamber of Commerce Ireland, the National Council of Employers and the Financial Services Steering committee for the 30% Club.</p> <p>Fiona was Global Custodian’s Industry Person of the year in 2019. Under her leadership, the Securities Services team was awarded the “Best Securities Services Provider” by The Banker in 2018.</p> <p>Fiona graduated from University College Dublin (Ireland) with a Bachelor of Civil Law, and earned a postgraduate qualification in Business Studies with First Class Honours from the Business School at University College Dublin. She recently completed a diploma in Sustainable Finance, also from University College Dublin.</p> <p>.</p>
<p>Conor Roche appointed 2023</p>	<p>Conor Roche advises international governments and arts organisations on large-scale cultural infrastructure projects and innovation in culture. He has worked on some of the world's most significant cultural infrastructure projects, including the West Kowloon Cultural District, NEOM, and the Shanghai West Bund Cultural Corridor. His work on innovation includes assessing the impact of AI on the Creative Industries for the European Commission, evaluating the Audience of the Future Immersive Technologies Fund for the UK government and designing a framework for developing creative technologies with UK Research and Innovation. Conor was previously the Head of Digital at Roundhouse, London.</p>

The Role of the Charity Trustees

Charity Trustees are the people who ultimately exercise control over, and are legally responsible for, the charity. The Trustees should be issued all Board papers and Board minutes to ensure they are effective in their role.

The Role of the Board

The Role of the Board of a not-for-profit entity is similar to that of the commercial operation. Both structures must act as the fiduciaries which steer the organisation towards a sustainable future by adopting sound governance and financial management policies, and ensuring adequate resources.

The roles of Board members include the Chairperson and Non-Executive Directors. There is also a Company Secretary, although sometimes an existing director will take on this role.

The Board of Edwards MacLiammóir Dublin Gate Theatre Productions has adopted the following list of duties:

- Formulate key corporate policies and strategic goals, focusing both on near-term and longer-term challenges and opportunities.
- Authorize major transactions or other actions.
- Oversee matters critical to the health of the organization— not decisions or approvals about specific matters, which is management’s role—but instead those involving fundamental matters such as the viability of its business model, the integrity of its internal systems and controls, and the accuracy of its financial statements.
- Evaluate and help manage risk.
- Steward the resources of the organization for the longer run, not just by carefully reviewing annual budgets and evaluating operations but also by encouraging foresight through several budget cycles, considering investments in light of future evolution, and planning for future capital needs.
- Mentor senior management; provide resources, advice and introductions to help facilitate operations.

Schedule of Reserved Powers for the Board

The Board delegates the day-to-day responsibilities for managing the Company to the Co-CEOs who (supported by the Gate Company) are responsible for the executive leadership of the Gate’s business including proposing strategy to the Board, delivering it as agreed, and ensuring timely and balanced information is presented to the Board to enable it to make decisions effectively.

The Board has adopted the following Schedule of Reserved Powers:

- Overseeing Corporate Governance / Policies
- Appointment and removal of Directors
- Appointment and removal of the Co-CEOs
- Appointment and removal of service providers
- Approval of Financial Statements
- Approval of any expenditure in excess of €50,000, but excluding production expenditure within budget.
- Determination and approval of appropriate levels of insurance in relation to the activities undertaken by the Company

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- Decisions of a Strategic Nature
 - Strategy and management
 - Structure, capital and funding
 - Internal controls and risk management
 - Employment contract of €50,000 or above
 - Delegation of Authority

The Role of the Chairperson

The Chairperson has the specific responsibility to chair a meeting of the Board if present at such a meeting. If the Chairperson is not present or if the position of Chairperson is vacant, the members of the Board who are present shall choose one of their number to chair the meeting.

The Chairperson is responsible for leading and guiding the Board in its task of setting the organisation's strategic policies. The Chairperson works with the Co-CEOs to manage the Board's agenda and provides direction to the Company Secretary to the Board. The Chairperson has responsibility for the selection of Chairpersons of Board Committees from among Board members.

The Chairperson leads the Board, sets its agenda and ensures it is an effective working group at the head of the company. He or she must promote a culture of openness and debate and is responsible for effective communication with stakeholders. He or she must also ensure that all Board members receive accurate, timely and clear information.

The Chairperson is responsible for ensuring that the Board has effective communication with all relevant stakeholders. The Chairperson should liaise with the Co-CEOs and Company Secretary to ensure that Board members have all the necessary information to make informed decisions on key matters.

The Chairperson shall provide direction to the Company Secretary to ensure effective flow of information within the Board and its Committees, and between senior management and non-executive Board members.

The Board of the Gate shall elect one of its members to be the Chair of the Board. The duties of the Chairperson of the Board of the Gate include:

- Leading the Board;
- Ensuring smooth running of Board meetings;
- Promoting good governance among fellow Directors and Trustees;
- Providing support to the Co-CEOs and other Senior Management;
- Acting as a figurehead or spokesperson where required;
- Ensuring compliance with all Gate policies and practices;
- Driving recruitment and succession planning;
- Leading Board development.

Leading the Board:

The Board of the Gate is responsible for and committed to ensuring a culture of good governance for the theatre. Good governance facilitates efficient and effective management that translates into value and excellent service for our various stakeholders.

The Chairperson leads the Board in determining if a matter being considered by the Board relates to an operational issue i.e. the day-to-day work of the charity, or whether the issue is strategic in nature and thus relates to the longer term plans or governance of the Gate.

The Chairperson leads the Board in ensuring a clear separation of and respect of executive and non-executive functions within the business to ensure Directors are not involved with operational matters, outside of communicating any related Board discussion or strategic decisions.

The Chairperson confirms compliance with good governance and all other requirements on an annual as required basis in line with the regulatory requirements.

In order to ensure good governance of the Board itself, the Chairperson should excuse themselves from part of a Board meeting on an annual basis. This is to allow the other Directors to discuss the Chairperson's management of the Board and ensure all aspects of the role are being adequately covered.

Ensuring smooth running of Board meetings:

The key general functions related to ensuring boarding meets are conducted effectively, with mutual respect among directors and in the best interest of the business include;

- Preparation for each meeting and ensuring that the Company Secretary sets the agenda for each meeting ensuring the focus is on strategic and not operational matters;
- Chairing, leading and driving the meeting in line with the agenda, ensuring adequate time is allocated as required and that all directors have equal opportunity to contribute to the discussion;
- Encouraging constructive discussions and debate among Directors at Board meetings;
- Ensuring that all decisions to be taken, are documented, discussed and final decisions recorded in the minutes and notified to any Director not present;
- Promoting effective communications between Directors and between the Board and the management team;
- Carrying out a yearly review of the conduct and effectiveness of the Board and each Director;
- Ensuring that the Board appropriately manages conflicts of interest; and
- Champion a culture of compliance and openness.

Promoting good governance among fellow Directors and Trustees:

The chairperson coordinates the Board ensuring that appropriate policies and procedures are in place for the effective management of the business. Any delegated authority, decision making or functional operation are subject to regular reporting to the Chairperson through the Board sub-committees. The Chairperson will act on behalf of the Board to ensure that any delegations of authority by the Board and the associated reporting requirements are documented, understood and applied.

Providing support to the Co-CEOs and other Senior Management:

The Chairperson of the Board of Directors of the Gate will be the link between the strategic focused Board and the operations focused management. The Chairperson shall hold open communications and update both parties on matters discussed by and decisions taken by the other party in order to ensure the smooth running of the business.

- The Chairperson shall be the first point of contact for the management team (this may be confined to one position as agreed with the Chairperson).
- The Chairperson shall provide a supporting environment for the Co-CEOs
- The Chairperson shall represent the employer in terms of reporting line for any position of Co-CEOs until otherwise agreed by the Board.

Acting as figurehead or spokesperson:

The Chairperson shall represent the Gate in any internal or external meetings, conferences, interviews as required.

The Chairperson reserves the right to delegate some aspects of this function to another person as it sees fit to ensure the best person represents the Gate at all times.

Matters reserved for the Chairperson include representing the Gate at meetings with regulatory bodies including the Arts Council, The Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media, and the Charities Regulator.

Ensuring compliance with all Gate policies and practices:

As the leader of the Board of Directors the Chairperson leads the culture of the organisation and in particular leads the culture of compliance.

The Chairperson shall ensure that policies are in place as required for each part of the business and that where practices exist rather than formal policies over a period of time, these practices will be translated to policies where possible.

Driving recruitment and succession planning:

The Chairperson shall lead the succession planning for the Board and any other voluntary roles within the Gate. This will include both the sourcing and on-boarding of new Directors and the succession of specific roles on the Board including the Chairperson and Company Secretary.

The Chairperson will ensure that all recruitment and position appointment is aligned with ensuring that incumbents have or are provided the necessary skills and experience for the role. The Chairperson will also lead the succession planning and recruitment as required for the Co-CEO roles within the Gate, ensuring that any recruitment is aligned with the standard recruitment policy and that the appointee has the prerequisite skills, knowledge and experience to carry out the role effectively and that they will promote and foster the culture of the Gate.

Leading Board development:

The Chairperson shall lead the Board development to include providing an induction for new charity Trustees and on-going training and development of current Directors. This function may be supported by employees of the Gate to leverage business knowledge and up to date skill and competency management and measurements.

The Role of Directors

The Gate is headed by an effective Board, which is collectively responsible for the long term success of the company. There are clear division of responsibilities between the positions of Chairperson and the Co-CEOs. In addition, the Board of Directors:

- Requires a balance of skills, term limits and influence to ensure that no one person, or group of persons, exercises an undue amount of control;
- Requires a balance of skills, experience, independence and knowledge of the company among Board members;
- Requires a supply, in a timely manner, of information in a form and of a quality appropriate to enable the Board to discharge its duties;
- Requires a formal, rigorous and transparent procedure for the appointment of new Directors to the Board; and
- Requires that all directors should be subject to election by shareholders at the first annual general meeting after their appointment, and to re-election thereafter at intervals of no more than three years.

The Role of the Co-Chief Executive Officers

The Co-Chief Executive Officers (Co-CEOs) are responsible for the overall management of the organisation, as it is not possible to convene meetings of the Board to make decisions on everything the company does, the Board delegates limited but often significant powers to the Co-CEOs.

The Board also delegates authority, responsibility and monitoring of management to the Co-CEOs. The chain of authority flows from the shareholders to the Board to the Co-CEOs.

The appointment of either or both of the Co-CEOs is formally recorded in the Board minutes. It also specifies the formal relationship between the Board and the post-holder, with absolute clarity over the boundaries to delegated powers.

Key tasks delegated to the Co-CEOs include:

- Develop strategic operating plans that reflect the longer-term corporate objectives and priorities established by the Board;
- Maintain an ongoing dialogue with the Chairperson of the Board;
- Maintain the business portfolio in line with the Board's decisions;
- Deliver the operational performance of the company;
- Ensure that adequate operational planning and financial control systems are in place;
- Ensure that the operating objectives and standards of performance are not only understood; but owned by the management and other employees;
- Closely monitor the operating and financial results against plans and budgets;
- Take remedial action where necessary and inform the Board of significant changes;
- Provide leadership to the management and employees; and
- Manage the company from day to day.

In turn, the Co-CEOs may, with the consent of the Board, specify any of these functions to be performed by a member of staff. The Board's resolutions set out the decisions taken by the Board in these matters.

The Role of Company Secretary

The Board has a duty to ensure that the person appointed as Company Secretary has the skills necessary to discharge their statutory and legal duties and such other duties as may be delegated by the Board.

Both the appointment and removal of the Company Secretary is a matter for the Board as a whole.

The role of the Company Secretary is seen as a support to the Board. The scale and scope of the role depends on the size, nature and responsibilities of the company.

In relation to governance, the Company Secretary reports to the Chairperson on all Board governance matters and assists the Chairperson in ensuring relevant information is made available to the Board and its committees.

The Company Secretary is responsible for advising the Board through the Chairperson on all governance matters. The Board should have a list of statutory obligations and regulations that are required to be complied with and the execution of which depends on the Company Secretary

The relationship between the Company Secretary and the Chairperson of the Board is critical to the effective running and management of the Board. In principle, both have responsibilities for the smooth running of Board meetings. One distinction is that the Company Secretary is involved in the mechanics of organising the Board, whereas the Chairperson is responsible for overall management of the Board.

Purpose of Role

The Board of the Gate shall appoint a Company Secretary. This may be a member of the Board but it is not a requirement and an external Company Secretary may be engaged. The duties of the Company Secretary include: -

- Administration and compliance;
- Ensuring smooth running of Board meetings;
- Taking Board meeting minutes;
- Acting as a figurehead or spokesperson on behalf of the Chairperson where required;
- Ensuring compliance with all Gate policies and practices;
- Support the Chairperson in championing a culture of compliance and openness within the Board.

Administration and compliance:

The Company Secretary together with all other Directors are responsible for the efficient administration of the Gate Theatre, particularly with regard to ensuring compliance with statutory and regulatory requirements.

The role of the secretary includes:

- Maintaining the register of all Board members, the register of Trustees, and Company Secretaries as well as the register of Trustees' and Company Secretary's interests;
- Being familiar with the charity's governing document, the legal responsibilities of charities under the Charities Act 2009 and the charity's internal governance rules;
- Helping to ensure that the Gate file all relevant statutory returns and information with the Charities Regulator (e.g. annual reports, changes to the charity's details and/or trustees' details);
- Ensuring that the Board of Directors are aware of the requirements to comply with the relevant codes such as the charity's Code of Conduct for Charity Trustees and the Charities Governance Code;
- Ensuring that decisions and actions of the Board of Directors are accurately recorded and implemented; and
- Tracking progress with the charity's risk register/ business plan/ strategic plan and making sure any correspondence for the charity trustees is brought to the attention of the Board.

Ensuring smooth running of Board meetings:

A certain amount of preparation is necessary to ensure that Board meetings are as effective as possible. The Company Secretary should assist the Chairperson of the Board with the planning of and the agenda for each Board meeting. The role of the Company Secretary includes:

- Making sure the timetable of Board meetings for the year ahead is agreed;
- Sending out notification of Board meetings to Board Directors (and others where applicable);
- Working with the Chairperson and Co-CEOs of the Board to set each Board meeting agenda, including the management of any agenda items received from other Directors;
- Ensuring the circulation of Board papers/pack at least five days in advance of meetings;
- Dealing with any issues Directors have regarding Board papers/pack;
- Checking that a quorum is present (and that it is present throughout the meeting if required) and being aware of any proxy voting arrangements if allowed by the charity's governing document;
- Ensuring the venue/room is prepared appropriately for the meeting.

Taking Board meeting minutes:

The purpose of minutes is to provide an accurate, impartial and balanced internal record of what happened at a meeting. The role of the secretary includes:

- Taking the minutes at Board meetings and maintaining the records of all meeting minutes;
- Keeping a record of all issues discussed, decisions taken and any actions required to implement a decision;
- Working closely with the Chairperson to ensure that the draft minutes are accurate;
- Issuing draft minutes to Board members for consideration after Board meetings and dealing with any subsequent requests for corrections to be made before they are formally approved; and
- Ensuring that minutes are stored safely and are accessible by the Chairperson of the Board and any other Directors if required.

Other meetings

- The Company Secretary will manage the setting up and running of any Annual General Meeting (AGM) or Extraordinary General Meetings (EGMs) where required.

The Company Secretary may delegate some or all of the above duties, but responsibility for his or her performance remains with the Company Secretary.

Acting as a figurehead or spokesperson on behalf of the Chairperson where required:

- The Company Secretary may represent the Chairperson at any internal or external meetings, conferences or interviews as required.

Ensuring compliance with all Gate policies and practices:

- The Company Secretary shall support the Chairperson in ensuring compliance with all Gate policies and practices.

Support the Chairperson in championing a culture of compliance and openness within the Board:

- The Company Secretary shall support the Chairperson in ensuring compliance with all Gate policies and practices.

Board Code of Conduct

The Board has adopted a Code of Conduct that lays out the Company's expectations and guiding principles for appropriate workplace behaviour, which is reviewed and signed by each Board member and any new Directors as part of their induction process.

The Governance Code for Community, Volunteer and Charity Organisations in Ireland requires all charities to have a written Code of Business Conduct for Directors.

It supports the Gate Theatre's commitment to the highest standards of business conduct and has been prepared to assist directors in understanding their rights, duties and obligations as persons connected with the Gate Theatre. This code is binding and requires that each member of the Board to be familiar with it.

The Code of Business Conduct is essentially a description of proper attitudes that should govern the behaviour of directors. It is important not to view the code as a comprehensive list of "do's" and don'ts" but rather as a tool to assist people in being mindful of the requirement for integrity, loyalty, lawfulness/compliance, professionalism, confidentiality and fairness in all aspects of the Gate Theatre's business.

The main objectives of the Code are as follows:

- To establish a set of ethical principles for the Board;
- To promote and maintain confidence and trust in the Gate Theatre;
- To prevent the development, continuance or acceptance of unethical practices;
- To ensure that the Gate Theatre's business is transacted with fairness and integrity.

In general, Directors are expected both personally and professionally to behave in a fashion which reflects positively on their association with the Gate Theatre. The Gate Theatre will not accept discrimination of any form including sex, marital status, family status, age, sexual orientation, disability, race and creed. All persons connected with the Gate Theatre must avoid any practice or conduct in the workplace which amounts to racist, religious or sexual discrimination or harassment of any kind.

This Code sets out the basic principles of integrity, confidentiality, professionalism, loyalty and lawfulness/compliance required from directors. For further detail, a copy of this Code of Conduct is included as an Appendix to this handbook.

Conflicts of Interest

In attracting suitable people onto the Board the Company seeks those who have the governance and professional skills required to undertake these roles.

Potential Board members may well be drawn from organisations that have similar aims and values to that of the Company or are from a similar community of interest. This along with professional interests may bring some potential for conflict of interest.

Declaration of interests

Before joining the Board, potential new directors are requested to make a declaration of any interests to the Nominations Committee to allow them to assess the candidate's suitability for Board membership

In addition, the Board expects all Directors to register any interests that may impact on their work with the Company in the minutes of their first Board meeting and further to declare any potential conflicts of interest arising at any future Board meeting e.g. any financial interest in the outcome of an agenda item, membership of a competing organisation etc.

Final Decision

Where a conflict of interest is declared at a meeting the Chairperson of the Board will decide whether this requires the individual to absent themselves from the discussion.

For further detail, a copy of this Conflict of interest policy is included as an Appendix to this handbook.

Induction

While the Gate operates a 3 level structure, it aims to have a consistent induction and on-boarding approach for all volunteers, it reserves the right to match the process to the individual role.

Induction and On-boarding of Board members will be managed by the Board of Directors and the Co-CEOs.

The Board of Directors recognise the importance of ensuring new Board members are provided with the tools and knowledge needed to support them carrying out their duties. The Board of Directors have created this Induction policy to facilitate the on-boarding of new Board members. For further detail, a copy of the Induction policy is included as an Appendix to this handbook.

Enforcement

Anyone who is found to have violated this overarching Governance Handbook may be subject to disciplinary action up to and including removal from office.

Inclusion

New Directors taking up a Board position for the first time are expected to make a contribution across all aspects of the business, therefore all existing Board members need to share the responsibility for bringing the new member up to speed as quickly as possible. The provision of helplines and access to appropriate individuals, where new members can learn on a 'need to know' basis, is highly valued.

Finally, new members should be debriefed after three months to learn how the induction process worked for them and identify ways in which it could be enhanced next time round.

Limits to terms of office

Since 2013 Directors are appointed for a 5-year term and are eligible for appointment for up to 10 years. In compliance with The Charities Governance Code, the maximum term of any Director is nine years in total. These limits also apply to the Trustees of the The Edwards-MacLiammoir Gate Theatre Trust.

The Board of Directors is of a size that can interact effectively, and it is critical to ensure that its combined governance brings all the necessary areas of expertise to support the Company's activities as well as demonstrating commitment to the aims and values of the Company.

Governance of Charities

This Charities Governance Code explains the minimum standards that the Board should meet to effectively manage and control the charity. Good governance involves putting in place systems and processes to ensure that the charity achieves its charitable objectives with integrity and is managed in an effective, efficient, accountable and transparent way.

What is the Code?

The Charities Governance Code is conformed of six principles of governance which all charities should apply:

Principle 1- Advancing charitable purpose

Charitable purpose has a specific meaning in charity law. The Charities Act 2009 sets out four categories of charitable purpose:

- Prevention or relief of poverty or economic hardship.
- Advancement of education.
- Advancement of religion; and
- Any other purpose that is of benefit to the community.

The charity must promote at least one of these purposes and must provide public benefit. The charity's governing document elaborates on the charitable purpose in the main object clause by describing:

- What outcomes the charity is set up to achieve
- How it will achieve these outcomes.
- Who will benefit from these outcomes; and
- Where the benefits will be felt.

By law, the charity trustees must ensure their charity promotes its charitable purpose only and that it is of public benefit.

Principle 2- Behaving with integrity

The Charity trustees have the power to create an ethical culture and set a tone where agreed values are reflected in everything the charity does. The behaviour of individual charity trustees is very important as they must lead by example. We do this by:

- Being honest, fair and independent;
- Understanding, declaring and managing conflicts of interest and conflicts of loyalties
- Protecting and promoting our organisation's reputation.

Principle 3- Leading people

The most essential resource of any charity is its people. This means people should feel valued and have clarity around their own roles and the roles of others. The Charity trustees are responsible for providing leadership to volunteers, employees and contractors. This includes taking the duty of care towards these people seriously and promoting a culture of respect. We do this by:

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- Agreeing our vision, purpose and values and making sure that they remain relevant;
 - Developing, resourcing, monitoring and evaluating a plan to make sure that our organisation achieves its stated purpose;
 - Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

Principle 4- Exercising control

All charities, no matter what their complexity, must abide by all legal and regulatory requirements that are relevant to the work they do. The charity trustees are responsible for making sure this happens. The Charity trustees must understand that the governing document of a charity is a legally binding document in its own right. We do this by:

- Identifying and complying with all relevant legal and regulatory requirements;
- Making sure there are appropriate internal financial and management controls;
- Identifying major risks for our organisation and deciding ways of managing the risks.

Principle 5- Working effectively

Running a charity well means you need capable charity trustees who work together as an effective team. Board meetings are especially important, as this is where charity trustees exercise their collective authority. It is also important that there is a good mix of skills, experience and background amongst charity trustees and that these are refreshed on an ongoing basis. We do this by:

- Making sure that our governing body, individual Board members, committees, staff and volunteers understand their: role, legal duties, and delegated responsibility for decision-making;
- Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective;
- Making sure that there is suitable Board recruitment, development and retirement processes in place.

Principle 6- Being accountable and transparent

Accountability for the charity involves being open and transparent about all charity matters. We do this by:

- Identify those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation;
- Responding to stakeholders' questions or views about the work of our organisation and how we run it;
- Encouraging and enabling the engagement of those who benefit from our organisation in the planning and decision-making of the organisation.

By law, the charity trustees have individual and joint responsibility for what happens within the company. This means that if the charity does not meet its legal duties, trustees are responsible both as individuals and together as a Board, committee and council.

Risk management

The effective management of organisational risk requires robust control processes to support management in achieving the organisations objectives and in ensuring the efficiency and effectiveness of operations. Reliable procedures for internal and external control are an essential element of the risk management process. A number of areas come under the heading of control: risk management, internal audit, Audit and Risk (ARC) Committees, internal controls and budgeting and financial management.

In carrying out its risk management responsibilities, the Board adheres to three main principles of governance: openness, integrity and accountability.

1. Openness. This is required to ensure that stakeholders can have confidence in the decision making processes and actions of charity bodies, in the management of their activities and in the individuals within them. Being open through meaningful consultation with stakeholders and communication of full, accurate and clear information leads to effective and timely action and stands up to necessary scrutiny.

2. Integrity. This comprises both straightforward dealing and completeness. It is dependent on the effectiveness of the control framework and on the personal standards and professionalism of the individuals within the body. It is reflected both within the decision making procedures and in the quality of the financial and performance reporting.

3. Accountability. This is the process whereby Charities sector bodies and the individuals within them are responsible for their decisions and actions, including their stewardship of public funds and all aspects of performance, and submit themselves to appropriate external scrutiny. It is achieved through all parties having a clear understanding of those responsibilities and having clearly defined roles within a robust structure.

Further detail around risk management can be found in The Board of Edwards MacLiammoir Dublin Gate Theatre Productions Risk management policy which can be located in the appendix of this document.

Delegation of Authority

Delegation of authority is a function that allows authority to flow from top level to bottom. It is crucial for the Board to delegate authority to management, although the Board still retains the responsibility to monitor and evaluate the implementation of policies, strategies and the business plan. While the Board may delegate authority to an individual with the company, it retains overall responsibility for the actions of that director.

Further detail around can be found in The Board of Edwards MacLiammoir Dublin Gate Theatre Delegation of Authority matrix located within the Finance manual.

Gifts

Directors are not permitted to give or receive gifts, favours, hospitality services, payments, privileges or preferential treatment of any kind or nature whatsoever to or from any individual, enterprise or organization which conducts or seeks to conduct business with the Gate Theatre unless:

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- To do so would not affect or appear to affect the Directors' ability to make independent judgment on business transactions;
 - To do so would be consistent with good business practice within the industry;
 - Public disclosure of the transaction would not embarrass the Gate Theatre; and
 - To do so would impose no obligations on the director or the Gate Theatre.

All personal gifts should be notified to the Board of Directors and no personal gifts of money should be accepted.

Board Meetings

Quorum and attendance

The Company's Articles of Association provides that 2 Directors may form a quorum i.e. a Board meeting may be validly convened if any 2 of the Board members are present.

In practice, the Board aims to have a minimum of 75% attendance at each meeting.

Directors' attendance records are maintained for every meeting and form part of the deliberations during the annual appraisal process for individual Directors.

Frequency

The Board meets a minimum of six times a year. A full agenda and Board papers are produced and circulated in advance of each meeting to all Directors.

Minutes

Written minutes are taken at each meeting by the Company Secretary, containing a summary of the discussions at the meeting and any decisions reached or actions identified. These are then produced in typed format and circulated to the Board in advance of the next meeting for their review and comment.

Minutes are produced for approval at each subsequent meeting and once approved, are signed by the Chairperson and retained on the Company's minute book.

Decision Making Process

The Board aims to reach decisions via a consensus approach, through open and inclusive dialogue within Board meetings. Where a consensus cannot be reached, the Chairperson has a casting vote, although in practice, the matter is usually postponed to allow further reflection before a final decision is taken. Dissenting views on any matter are recorded within the minutes of the relevant meeting together with the rationale for the eventual decision and the detail of same.

Board Committees

Committees of the Board are formed to consider certain matters in depth. Such committees are also used to consider matters of a confidential nature. These dedicated committees are sub-groups of the main board and report back with specific recommendations for action.

There is no limit on what the board can choose to delegate to committees, but the board will be responsible for the committee's actions and retain full decision making powers within the board.

Current Committees are:

- Audit & Risk Committee
- HR & Remuneration Committee

Audit and Risk (ARC) Committee

The purpose of the Committee is to ensure that the financial, internal control and risk policies, practices and decisions of the Company are carried out appropriately and are properly aligned to Company strategy and the interests of its members while operating within applicable requirements. In meeting this purpose, the Committee will consider in particular:

- The Company's purpose, vision and values, strategic performance priorities and the long-term sustainable interests of the Company;
- The Company's attitude to and appetite for risk;
- The relevant regulatory requirements within which the Company operates; and
- The wider interests of stakeholders other than members.

Roles and Responsibilities

- Integrity of the Financial Statements
- To consider if the accounting policies which have been adopted by the Board are appropriate to the circumstances of the Company, have been consistently applied and are adequately disclosed in the annual report and financial statements;
- To review and monitor the integrity of the financial statements of the Company, to review significant financial reporting judgements contained therein and to ensure that they give a "true and fair view" of the financial status of the Company;
- To recommend to the Board whether to approve the Company's financial statements; and
- To report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

Internal Financial Control and Risk Management Systems

- To review the effectiveness of Internal Control and Risk Management Systems annually;
- To review annually, and make recommendations to the Board on the Company's Risk Management Framework and Policy, including Risk Appetite Statement;
- To review at each meeting, and make recommendations to the Board on amendments to the Risk Register based on external developments or internal risk factors;
- To undertake a formal review of the Company's risks on an annual basis;

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- To monitor and escalate positions outside Risk Appetite to the Board, within agreed timeframes and to recommend approval of proposed remediation plans to the Board aimed at restoring the Company's risk profile to within the approved Risk Appetite;
 - To review periodically the implementation of risk and compliance related policies, strategies, frameworks etc.;
 - To review any changes to the risk strategy resulting from changes in the business model, market developments or recommendations made by management; and
 - To report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

External Audit

- To make recommendations to the Board, for it to put to the members for their approval in general meeting, in relation to the appointment, re- appointment and removal of the external auditor and to approve the remuneration, scope and terms of engagement of the external auditor;
- To review and monitor the external auditor's independence, effectiveness and objectivity and the effectiveness of the audit process, taking into account relevant professional and regulatory requirements;
- To provide a link between the Board and the external auditors, independent of the Company's management and to liaise with the external auditors, particularly in relation to their audit findings;
- To develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance
- Regarding the provision of non-audit services by the external auditor firm; and
- To report to the board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

Regulatory and Legal Compliance

- To review legal and other statutory obligations of the Company as required; and
- To report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

Confidential Disclosures

- To monitor and review the effectiveness of the Company's Code of Ethics and the arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

Other Responsibilities

- To review the Committee's Terms of Reference on an annual basis and recommend any changes considered necessary to the Board;
- To oversee the process of disclosure and communication with external stakeholders and competent authorities on matters relevant to these terms of reference; and
- To carry out such other tasks as the Board may assign to it.

Interaction with the Board

- The Committee and the Board will have at least two shared members

Membership

- The Committee shall have a minimum of two Non-Executive Directors who are considered by the Board to be independent;
- The Board may also appoint additional persons from the membership, who are not Directors of the Company, to the Committee as it considers appropriate to ensure that the Committee collectively has the adequate knowledge, expertise and experience to execute its responsibilities under these terms of reference; and
- The members of the Committee as a whole will have recent and relevant financial and financial services experience.

Regular Attendees

- Attendance at Committee meetings by persons other than the members of the Committee shall be managed and the Committee shall operate at all times in a manner consistent with ensuring its independence;
- The Chief Executive Officers, Board Chairperson, and any other individual the Committee wishes, may be invited to attend meetings of the Committee at the request of the Chairperson of the Committee. Based on the items of business under consideration, the Chairperson of the Committee may ask any invited attendee to step out of the meeting for some or all items on the agenda; and
- The external auditors will be invited to attend Committee meetings on a regular basis and the Committee will meet with them at least once a year without management being present to discuss their remit and any issues arising from the audit.

Chairperson

- The Chairperson of the Committee is appointed by the Board. The Chairperson of the Committee will have specialist knowledge and experience in the application of accounting principles and internal control processes; and
- Where the Chairperson of the Committee is unable to attend, the remaining members present shall elect one of their number to chair that particular meeting and perform such functions as would be expected of the Chairperson of the Committee.

Quorum and Decision Making

- The quorum for meetings of the Committee will be two members;
- The Committee will endeavour to make its decisions through achieving consensus amongst its members following constructive review and challenge. Any member of the Committee may call for a vote on any matter that is before the Committee and any dissention or negative vote will be recorded in the minutes and subsequently notified to the Board by the Committee Chairperson; and
- Where a vote is held, each member of the Committee has one equal vote. In cases where there is a split vote the matter will be brought to the full Board for decision.

Meeting Procedures

- The Committee will meet at least three times annually and with such frequency as it may consider appropriate having regard to its responsibilities.
- Committee meetings should be scheduled to facilitate timely and considered reporting of the Committee's activities to the Board;
- Meetings of the Committee shall be called by the Company Secretary at the request of the Chairperson of the Committee;

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- Unless otherwise agreed by the Company Secretary, agendas and all relevant material for the meeting shall be distributed to Committee members at least five business days in advance of the meeting date; and
 - The members of the Committee will meet by themselves at the beginning and/or end of all scheduled Committee meetings.

Advice/Training/ Data and Information

- The Committee is entitled to both internal and external advice on any matter within its terms of reference which is independent of advice provided by or to management, the cost of such advice to be approved in advance by the Board;
- The Committee will be provided with appropriate training to ensure that it is able to fulfil its purpose and functions, both when new members are appointed and on an on-going basis for all members. The Committee shall decide on the nature of such training, and work with the Company Secretary to source it in a timely and cost-effective manner; and
- The Committee will have access to all Company information and data that it may require to perform its duties, including information and data from relevant corporate and control functions and other competent internal functions, where necessary.

Board Reporting

- The Chairperson of the Committee will provide a written or verbal report to the next scheduled meeting of the Board on any pertinent issues that should be brought to its attention including any decisions the Committee is recommending to the Board for approval;
- A copy of the Committee minutes will be shared with the Board once approved by the Committee; and
- The Chairperson of the Committee will be available to answer questions that relate to the remit of the Committee at the annual general meeting of the Company.

HR and Remuneration Committee

The primary role of the HR and Remuneration Committee is to advise and support the Executive and Artistic Directors in the fulfilment of the Board's financial and legal responsibilities in relation to employees and on other issues as requested by the Board from time to time.

The Committee is also responsible for recommending to the Board an appropriate remuneration policy. The Committee sets the overall direction of staff remuneration including pension rights and any compensation payments. The Committee shall comprise of at least two members. Members of the Committee shall be appointed by the Board and in consultation with the Chairperson of the Committee (Committee Chairperson).

The Board shall appoint the Committee Chairperson who shall be an independent non-executive director. The HR & Remuneration Committee will meet at least once a year and otherwise as required.

The HR & Remuneration Committees' duties include:

HR & Operational:

- To ensure the implementation of good employment practices by regularly reviewing structures, procedures and practice with the Executive and Artistic Directors.
- To assist the Executive and Artistic Directors with decision making in relation to personnel issues as they arise and make recommendations to the Board.

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- To perform evaluation procedures for those in managerial positions.
 - To ensure that decisions in relation to staff employment issues will be made within the parameters of the Boards financial constraints.
 - To review the overall cost as well as absolute headcount with the AD / ED to ensure we meet budget and expectations relative to remuneration changes.
 - To facilitate meetings to discuss proposals, new strategies and procedures.
 - To assist the Executive and Artistic Directors with embedding a positive culture, with defined values within the organisation.
 - To review employee engagement and culture development and support the ED and AD to ensure a positive and engaged culture is supported and maintained.
 - To regularly report to the Board.

Remuneration:

- Define overall Remuneration strategy for the Company (to include also the ED and AD) and ensure its effective implementation.
- Setting the remuneration policy for directors, reviewing and having regard to pay and employment conditions across the Company, especially when determining annual salary increases.
- Recommending and monitoring the level and structure of remuneration for the Executive Team.
- Reviewing the on-going appropriateness and relevance of the remuneration policy.
- Exclusive responsibility for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- Determining the policy for, and scope of, pension arrangements for each executive director and other members of the executive team.
- Reviewing of all salary changes above €50k before they are progressed to the main Board.
- Approving any major changes in employee benefits structures throughout the Company.
- Agreeing the policy for authorising claims for expenses from the directors.

The HR & Remuneration Committee shall carry out an annual performance evaluation of similar but less extensive form to that used by the Board. The findings will be examined by the respective Committee chair and assist them in effective management of the Committee.

Board Review Process

Composition

Effective succession planning begins with a clear idea of the optimal composition of the Board. Optimal composition has been identified by the Committee as collective ‘core competencies.

Using this competencies framework, the Committee will periodically review the composition of the Board and identify skills that may be missing. It will also consider factors such as gender, age and ethnicity and tenure of current members. The Committee will always be mindful of the expected future needs of The Gate Theatre. The Committee will also consider how any gaps in skills and knowledge may be remedied through training and development of existing members.

Annual Self-assessment

To assist with succession planning, and as good practice, Board self-assessments will be conducted annually to assess the performance of the Board. The annual self-assessment presents an opportunity to learn of upcoming retirements and to confirm charity trustees' and members' intentions. The self-assessments will aid the Committee in its identification of nominees. The Committee may also like to involve an independent third party to do this on certain occasions.

Identification of Nominees to the Board

When vacancies on the Board are identified, the Committee will work to identify a pool of candidates. The pool may be a combination of, amongst others, The Gate Theatre's supporters, Committee and/or Board contacts and suggestions, contacts and suggestions of the executive and those who actively seek a seat on the Board without prior invitation.

Due diligence conducted by the Committee will ensure that candidates satisfy the statutory requirements in order to become a charity trustee as laid out in the section 55 of the Charities Act 2009.

The secretary to the Board will provide research briefs on the candidates for the Board's consideration. The Board will consider the nominees recommended by the Committee and select names to be proposed for a short list and further engagement.

Appointment of Nominees to the Board

Following consultation with the Board, the Secretary to the Board will approach the shortlisted nominee(s) inviting them to serve on the Board. The Chair of the Board, will engage with the individual as required to discuss the expectations of the role and duties of a charity trustee generally and a Board member of The Gate Theatre.

If the individual accepts, they will be formally appointed by the Board. Should the nominee decline to serve as Director of the Gate Theatre, the Secretary to the Board will contact other nominees as agreed by Board.

The Secretary to the Board will deal with all necessary filings in the Charities Regulatory Authority, the Company Registration Office and if necessary elsewhere. The Secretary to the Board will also arrange for the new Charity Trustee to be provided with the required induction training as confirmed by the Board, in accordance with the adoption of the Charities Governance Code.

Policy Review and Renewal

The policy will be reviewed regularly by the Board of Directors, and at least on a 2-year basis. The results of any such review shall be recorded in the minutes of the BOD meeting. Any amendments to the policy will be brought to the attention of all related parties. The Chair of the Board of Directors is responsible for ensuring that this policy is implemented effectively. All other staff and volunteers, including charity trustees, are expected to facilitate this process.

Approval and Review		Details			
Approval Authority		Board of Directors (BOD)			
Advisory Person or Committee		HR			
Policy Administrator					
Next Review Date		September 2025			
Rev	Amendment/Review Details	Updated By	Update Date	Approval Date	Next Review Date
1.00	New Policy Document	Catherine Bannon	26.06.21	26.10.21	2022 – 10
2.00	Handbook review	Catherine Bannon	27.08.22		2024 - 06
3.00	<u>Handbook Updated</u>	<u>Jack Savage</u>	04.08.2023		<u>2025 - 08</u>

Appendix:

1. Code of Business Conduct for Directors of the Gate - POL – 018
2. Code of Business Conduct Declarations – Directors - POL – 016A
3. Induction Policy - FRM – 018
4. Conflict of Interest Declaration – Directors - FRM – 021
5. Memorandum & Articles of Association
6. Strategic Plan



GATE THEATRE — CODE OF BUSINESS CONDUCT

Code of Conduct	POL – 018	Rev 1.1	Issue Date - 2021 Oct	Risk Rating - High
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1. INTRODUCTION

1.1 The Governance Code for Community, Volunteer and Charity Organisations in Ireland requires all charities to have a written Code of Business Conduct for directors.

1.2 This document contains the basic rules and policies governing the business practice of Gate Theatre (hereinafter called “the Gate Theatre”). It supports the Gate Theatre’s commitment to the highest standards of business conduct and has been prepared to assist directors in understanding their rights, duties and obligations as persons connected with the Gate Theatre. This code is binding and requires that each member of the Board to be familiar with it.

1.3 The Code of Business Conduct is essentially a description of proper attitudes that should govern the behaviour of directors. It is important not to view the code as a comprehensive list of “do’s” and don’ts” but rather as a tool to assist people in being mindful of the requirement for integrity, loyalty, lawfulness/compliance, professionalism, confidentiality and fairness in all aspects of the Gate Theatre’s business.

1.4 The main objectives of the Code are as follows:

- To establish a set of ethical principles for the Board;
- To promote and maintain confidence and trust in the Gate Theatre;
- To prevent the development, continuance or acceptance of unethical practices;
- To ensure that the Gate Theatre’s business is transacted with fairness and integrity.

1.5 In general, directors are expected both personally and professionally to behave in a fashion which reflects positively on their association with the Gate Theatre. The Gate Theatre will not accept discrimination of any form including sex, marital status, family status, age, sexual orientation, disability, race and creed. All persons connected with the Gate Theatre must avoid any practice or conduct in the workplace which amounts to racist, religious or sexual discrimination or harassment of any kind.

1.6 This Code sets out the basic principles of integrity, confidentiality, professionalism, loyalty and lawfulness/compliance required from directors.

2. INTEGRITY

2.1 The principle of integrity is that each director should be open, truthful and honest in all his/her dealings with the Gate Theatre and in all business dealings or transactions on behalf of the Gate Theatre. In practice, the most important requirement under this heading is that there should be no conflict of interest between the work of the director in the Gate Theatre and any outside personal interest.

2.2 The following are examples of factors or circumstances which might give rise to the existence of such a conflict of interest when a transaction is being considered by the Gate Theatre with an outside company or firm:

- If the director carries on business with that company or firm;
- If the director holds shares or other ownership or proprietary interest in that company or firm;
- If the director is either a debtor or creditor of that company or firm;
- If the director holds any office, whether as a director, employee, advisor or otherwise of such company, whether for remuneration or not;

2.3 Integrity means the inherent knowledge of right and wrong and the adherence to generally accepted moral principles. It includes the following:

- Disclosure by directors of outside business interests in conflict or potential conflict with the business of the Gate Theatre;
- Maintenance of the confidentiality and security of any restricted or confidential information or not using such information for personal gain or abuse of one's position in any way;
- Commitment to act in the best interests of the Gate Theatre in all dealings with external agencies, but also ethically and honestly;

3. CONFIDENTIALITY

3.1 In the course of a Director's term of office, information in relation to the Gate Theatre will become available. Most of this information is confidential to the Gate Theatre. Such information should never be used for personal benefit. Confidential information on the Gate Theatre should not be disclosed to third parties, including media. Directors should respect the confidentiality of information received from those with whom the Gate Theatre does business and should ensure that no improper use of such information is made.

3.2 Every effort is taken by the company to ensure that customer information is treated with absolute confidentiality and the following provisions are to be noted in particular:

- Directors are expected to keep all information concerning the organisation, its customers, third parties, and any other connected organisation with whom they are involved as a director of the company, absolutely confidential. Any deliberate breach of confidence shall be regarded as a very serious matter. This requirement for confidentiality extends beyond the period of term in office as director.
- Directors should deliver to the Company or destroy (whichever is most appropriate), on termination of employment or term in office a director, or at any time it may so request, all documents, notes, records, manuals, programmes or any other materials or property belonging to the Company or any organisations associated with or connected to the Gate Theatre or relating to customers and/or third parties, which the

director may then possess or have under his/her control. Copies may not be kept without the Gate Theatre's consent.

3.3 Directors may not remove from the Gate Theatre's premises at any time, without proper advance authorisation, any document or other property which belongs to the organisation or contains or refers to any confidential information relating to the organisation, its customers, third parties or any organisations associated with or connected to the Gate Theatre. The director must return to the organisation, post termination of term in office as director, any documents or other organisation property that subsequently comes into his/her possession in the future.

3.4 It is the Gate Theatre's policy to comply with the requirements of the Data Protection Acts 1998 and 2003.

3.5 In summary, confidentiality means respecting and protecting the privacy of the Gate Theatre's affairs and activities and includes the following:

- Non-disclosure of any restricted or confidential information
- Safeguarding sensitive information held by the Gate Theatre in confidence
- Exercising care in the storage of mail, documents and the disposal of records either electronic or paper
- Seeking approval from the Chief Executive prior to publishing information to the media, and also seeking approval from the Chief Executive for lectures, letters or books relating to or potentially relating to the affairs of the Gate Theatre
- Complying with relevant statutory provisions including, where applicable, the Data Protection Acts 1998 and 2003 and Ethics in Public Office Acts 1995 and 2001.

4. PROFESSIONALISM

4.1 Professionalism can be defined as striving for excellence in all dealings on behalf of the Gate Theatre. The standard of the services which the Gate Theatre provides rely heavily on the contribution of each individual in their capacity as a member of the Board of Directors.

Professionalism embraces the following:

- Respecting the dignity of customers and colleagues alike
- Being courteous at all times
- Endeavouring to give regular and committed attendance to your post
- Attending all meetings and committees on which you serve
- Avoiding unfair treatment of customers and colleagues
- Compliance with technical and professional standards pertaining to the position held and best practice generally

5. LOYALTY

5.1 All directors owe loyalty and commitment to the Gate Theatre in all its business activities. Directors should ensure that any of their outside activities do not in any way impair their ability to give regular, punctual and satisfactory service to the Gate Theatre. In practice, a director should avoid circumstances where his/her loyalty to the Gate Theatre is, or might be, capable of being interpreted as being compromised.

5.2 Directors are not permitted to give or receive gifts, favours, hospitality services, payments, privileges or preferential treatment of any kind or nature whatsoever to or from any individual, enterprise or organization which conducts or seeks to conduct business with the Gate Theatre unless:

- To do so would not affect or appear to affect the Directors's ability to make independent judgment on business transactions
- To do so would be consistent with good business practice within the industry
- Public disclosure of the transaction would not embarrass the Gate Theatre
- To do so would impose no obligations on the director or the Gate Theatre

5.3 All personal gifts should be notified to the Board of Directors and no personal gifts of money should be accepted.

5.4 In summary, loyalty means being faithful to the Gate Theatre and includes:

- Protecting the good name of the Gate Theatre
- Being committed in all Gate Theatre's business transactions
- Acknowledging the duty of all to conform to the highest standards of business ethics

6. LAWFULNESS/COMPLIANCE

6.1 It is the Gate Theatre's policy to comply with all relevant statutory and regulatory requirements. It is the Gate Theatre's policy at all times to adhere to best business practice in all its operations. In accordance with this policy each director should:

- Comply with all Health & Safety Regulations and the Gate Theatre's Safety Statement in their day to day activities as a Board member
- Comply with all internal regulations and procedures designed to prevent fraud or injury to persons, the property of the Gate Theatre, or the interests of the Gate Theatre generally
- Should provide oversight and direction to management in ensuring no illegal or improper transactions are entered into

6.2 The statutes and regulations to which the Gate Theatre must comply with include:

- Equality Act 1998
- Employment Acts
- Health, Safety and Welfare at Work Act 2005
- Companies Acts 1963 to 2009
- Data Protection Act 1998 and Data Protection (Amendment) Act 2003
- Copyright and Related Rights Act 2000
- Consumer Protection Acts 2007
- Licensing Acts
- Finance Acts (Taxation)

7. CODE REVIEW

7.1 This code will be reviewed annually to ensure that it remains relevant and appropriate to the needs of the Gate Theatre.



GATE THEATRE — CODE OF BUSINESS CONDUCT DECLARATION - DIRECTORS

Code of Conduct - Directors	POL – 016A	Rev 2.0	Issue Date – 2023 Jan	Risk Rating - High
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Policy Purpose

The purpose of this form is to record the declaration by each Director that they have read and accept the Directors Governance Handbook/Code of conduct for Directors.

Definitions

A Director is any person who freely provides their time and labour to the benefit of the Gate and holds the office of a member of The Gate Theatre Board of Directors.

Related Legislation and Documents

Gate Theatre Directors Governance Handbook/Code of conduct for Directors
Conflict of Interest – Directors
Data Protection Acts and General Data Protection Regulations

Acceptance and Agreement

I confirm that I read the Code of Conduct for Directors of the Gate Theatre and at the Board meeting of _____ I confirmed my acceptance verbally to the board. At all times I will act in the best interests of The Gate and not be influenced by any individual or personal benefit.

Name Printed: _____

Signature: _____

Date: _____



GATE THEATRE — INDUCTION VOLUNTEERS

Induction - Volunteers	POL – 018	Rev 1.0	Issue Date – 2022 July	Risk Rating - High
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Policy Purpose

The purpose of the Volunteer Induction policy is to assist the directors and senior leadership team of the Gate Theatre in effectively on-boarding new volunteers to the Gate and to ensure that the new volunteer is provided with an overview of the business and is made aware of their obligations as a volunteer of the Gate.

The Gate operates a three level governance organisation structure;

1. The Gate Trustee – Trustees
2. The Gate Board of Directors – Directors
3. The Gate Theatre and Company – Non-Director/Non-Trustee Volunteers and Employee

Definitions

A Trustee is any person who freely provides their time and labour to the benefit of the Gate and holds the office of a member of The Gate Theatre Trust.

A Director is any person who freely provides their time and labour to the benefit of the Gate and holds the office of a member of The Gate Theatre Board of Directors.

A Volunteer is any person who freely provides their time and labour to the benefit of the Gate in a position other than that of Director or Trustee, including but not limited to volunteers who provide specialist experience and skill set.

Related Legislation and Documents

Gate Theatre Directors Corporate Governance Manual
Data Protection Acts and General Data Protection Regulations
Gate Induction and On-boarding Training
Conflict of Interest – Directors
Role Terms of Reference – TOR -001, TOR – 002, TOR – 003

Feedback

Feedback on this policy may be provided by emailing HR@gate-theatre.ie
All feedback will be provided directly to the Chairperson of the Board.

Approval & Review Details

Policy Review and Renewal

The policy will be reviewed regularly by the Board of Directors, and at least on a three year basis. The results of any such review shall be recorded in the minutes of the board meeting. Any amendments to the policy will be brought to the attention of all directors and senior management. The Chair of the Board of Directors is responsible

for ensuring that this policy is implemented effectively. All other staff and volunteers, including charity trustees, are expected to facilitate this process.

Approval and Review	Details
Approval Authority	Board of Directors (BOD)
Advisory Person or Committee	HR
Policy Administrator	
Next Review Date	2025 June

Rev	Amendment/Review Details	Updated By	Update Date	Approval Date	Next Review Date
0.00	New Policy Document	Catherine Bannon	26.10.21	26.10.21	2022 - 10
1.00	Policy reviewed	Catherine Bannon	20.06.22	30.06.22	2025 - 06

Scope

All Voluntary Trustees
 All Voluntary Directors
 All Volunteer resources

Responsibility

The Board of Directors
 The Senior Leadership Team

Policy Details

While the Gate operates a 3 level structure where Volunteer resources may operate and aims to have a consistent Induction and on-boarding approach for all volunteers, it reserves the right to match the process to the individual role.

Induction and On-boarding of volunteer Directors will be managed by the Board of Directors and the Chairperson.
 Induction and On-boarding of volunteer Trustees will be managed by the Board of Directors and the Chairperson.
 Induction and On-boarding of Specialist knowledge volunteers working with the Board of Directors or Trustees will be management by the Board of Directors and the Chairperson.
 Induction and On-boarding of volunteers working within the day to day Theatre will be managed by the CEO, Executive Director and or Artistic Director as appropriate.

The Board of Directors recognise the importance of ensuring new volunteers are provided with the tools and knowledge needed to support them carrying out their duties.
 The Board of Directors have created this Induction policy to facilitate the on-boarding of new volunteers.
 On appointment the new volunteer will embark on an internal programme. This is an on-going and interactive programme aligned to providing the volunteer with background knowledge to the Gate Theatre and it’s business.

The induction programme will include but may not be limited to the following:

Induction element	Trustees	Directors	Other Volunteers
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Meet Chairperson	Yes	Yes	As specifically required
Meet Incumbent Directors	As specifically required	Yes	As specifically required
Meet Incumbent Trustees	Yes	As specifically required	As specifically required
Director and Trustee information and contact details	Yes	Yes	As specifically required
Meet AD and ED	As specifically required	Yes	As specifically required
Meet Senior Management Team	As specifically required	As specifically required	As specifically required
Meet with HR	As specifically required	As specifically required	As specifically required
Complete the Gate Dignity at Work training	Yes	Yes	Yes
Gate Corporate Governance Handbook	Yes	Yes	As specifically required
Charities Regulator Governance Code	Yes	Yes	As specifically required
CGC Guidance and supporting information	Yes	Yes	As specifically required
Code of Conduct	Yes	Yes	Yes
Gate History	Yes	Yes	Yes
Gate Vision and Mission	Yes	Yes	Yes
Role purpose within structure	Yes	Yes	Yes
Current goals and objectives	Yes	Yes	As specifically required
Current Artistic programme overview	Yes	Yes	Yes
Gate Policies	Yes	Yes	Yes
Gate Annual Report and Accounts for past 2 financial years	Yes	Yes	As specifically required
Schedule of Board meetings	Yes	Yes	As specifically required
List of Board sub committees	Yes	Yes	As specifically required
Schedule of Committee meetings	Yes	Yes	As specifically required
Recent Board meeting Minutes	Yes	Yes	As specifically required
List of Matters reserved for the Board of Directors	Yes	Yes	As specifically required
Conflict of Interest policy	Yes	Yes	Yes
Conflict of Interest declaration	Yes	Yes	Yes
Grievance and Disciplinary policy	Yes	Yes	Yes
Any other relevant documents	Yes	Yes	Yes
Employee induction programme	Yes	Yes	Yes

Enforcement

Anyone who is found to have violated this policy may be subject to disciplinary action up to and including removal from office.



Conflict of Interest Declaration – Directors	FRM – 021	Rev 1.00	Issue Date – 2022 July	Risk Rating - High
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Policy Purpose

The purpose of this form is to assist directors of The Gate Theatre to effectively identify, record and manage any conflicts of interest in order to protect the integrity of the Gate Theatre and to ensure that the directors act in the best interest of their charity.

Definitions

A conflict of interest is any situation in which a charity trustee’s personal interests or loyalties could, or could be seen to, prevent the director from making a decision in the best interests of the Gate. This personal interest may be direct or indirect and can include interests of a person connected to the charity trustee. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

Related Legislation and Documents

Code of Conduct - Directors
Data Protection Acts and General Data Protection Regulations
Recruitment Policy - Volunteers
Induction - Volunteers
Role Terms of Reference – TOR -001, TOR – 002, TOR – 003

Scope

All Voluntary Directors
All Voluntary Trustees

Responsibility

The Board of Directors
The Chairperson of the Board of Directors

The Gate Theatre board aims to ensure that the Gate trustees and directors are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of the Gate Theatre.

It is noted that directors declare any conflict at each board meeting and same are recorded in the record of the meeting.

CONFLICT OF INTEREST DECLARATION

This must be completed by each director of The Gate Theatre

Name _____

Please circle the statement that relates to you

1. I declare that I DO NOT have any conflicts of interest.

2. I declare that I DO have a conflict of interest.

Details of conflict (Please refer to specific PPPG)

Signature _____

Role _____

Date _____

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act. Data will be processed only to ensure that board members act in the best interests of the Gate Theatre. The information provided will not be used for any other purpose.