

Pre-Hospital
Emergency Care
Council



Code of Governance
and
Business Conduct

Mission Statement

“The Pre-Hospital Emergency Care Council protects the public by independently specifying, reviewing, maintaining and monitoring standards of excellence for the safe provision of quality pre-hospital emergency care”

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Council

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Pre-Hospital Emergency Care Council

2nd Floor,
Beech House,
Millennium Park,
Naas Co Kildare, W91 TK7N,
Ireland.

T: + 353 (0)45 882042

E: info@phecc.ie

W: www.phecc.ie

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Code of Governance and Business Conduct

Introduction

The Pre-Hospital Emergency Care Council (the Council) is committed to high standards of corporate governance. This is particularly important given the need for the Council to embody the standards that it sets for others.

The Council's Code of Governance forms part of a Governance manual which includes key corporate governance requirements. It is intended to guide the Council and staff in performing their duties according to the principles of accountability, transparency and value for money identified in the Code of Practice for the Governance of State Bodies. It includes a Code of Governance and Business Conduct.

Code of Governance and Business Conduct

This code describes the key roles and responsibilities within the Council and the procedures and protocols that are core to good governance. Supporting documentation containing policies and procedures for governing the business of the Council forms part of the Governance framework. This code sets out the guidelines for ensuring that the Council conducts its business ethically. It describes the obligations on staff, Council Members (including those on Council Committees and individuals contracted by the Council) and includes requirements for providing declarations of interest as set out in Ethics in Public Office Acts and Council's policy on the Management of Conflicts of Interest [POL048].

This Code of Governance forms part of the induction programme for both Council and staff. It will be subject to regular review and updated as required.

Code of Governance

1. Introduction and Context

The Council was established as a body corporate by the Minister for Health by Statutory Instrument Number 109 of 2000 (Establishment Order) which was amended by Statutory Instrument Number 575 of 2004 (Amendment Order). These Orders were made under the Health (Corporate Bodies) Act, 1961 as amended and brought under primary legislation with the Health (Miscellaneous Provisions) Act 2007.

This policy document has been informed by the Code of Practice for Governance of State Bodies, [DPER, Aug 2016]. Members of the Council, Council Committees, staff or anybody contracted by the Council must subscribe to the Council's Codes of Governance and Business Conduct and related procedures where relevant.

The Council has adopted the definition of good governance as follows:

- focusing on the organisation's purpose and on outcomes for service users
- performing effectively in clearly defined functions and roles
- promoting values for the whole organisation and demonstrating the values of good governance through behaviour
- taking informed, transparent decisions and managing risk
- developing the capacity and capability of the governing body to be effective
- engaging stakeholders and making accountability real.

Subject to approval by the Minister, the Council has agreed to keep this Code under continuous review and to update it as necessary and in accordance with the development of the Council and any additional new public sector requirements. This particular review, inter alia, reflects the impact of new modes of working developed through the COVID pandemic of 2020 – 2021.

This Code provides for appropriate structures and procedures to ensure a robust framework for the governance and accountability of the Council and is supported by policies approved by Council.

The Executive Management of the Council has a central role to lead and manage the implementation of this Code and to ensure that the necessary systems, processes and behaviours promote good corporate governance across the organisation.

2. Definitions

In this Code of Governance, the following terms shall, unless the context otherwise requires, have the following meanings:

- 'Act', the Health (Miscellaneous Provisions) Act 2007
- 'Establishment Order' means (S.I. No. 109 of 2000 - The Pre-Hospital Emergency Care Council, (Establishment) Order, 2000)
- 'Amendment Order', (S.I. No. 575 of 2004 - The Pre-Hospital Emergency Care Council, (Establishment) Order 2000, (Amendment) Order, 2004)
- 'Council', the Pre-Hospital Emergency Care Council established under the Establishment Order.
- 'Council', the Council as appointed by the Minister
- 'Director', a person appointed to be the chief officer of the Council
- 'Minister' means the Minister for Health.
- "Committee" means a Committee of Council as defined in sections 22 [(1) – (4)] of the Establishment Order (S.I. 109 of 2000)

3. Functions of the Council

The Pre-Hospital Emergency Care Council (PHECC) is an independent statutory body which sets the standards for education and training for pre-hospital emergency care in Ireland. The Council publishes clinical practice guidelines (CPGs) and recognises institutions to provide pre-hospital emergency care training and education. In addition to maintaining a statutory register of practitioners Council approve Pre-Hospital Emergency Care Service Providers to implement CPGs.

Council's [statutory functions](#) include:

- Education and Training
- Examinations and Registration
- The Regulation of Fitness to Practice
- Fostering Research into pre-hospital emergency care
- Developing Clinical Practice Guidelines
- Other Tasks and Fiduciary Functions

4. Values of the Council

The following values have been adopted by the Council and are intended to guide the approach to our business:

- Putting people first – we will put the needs and the voices of service users and those providing them, at the centre of our work
- Fair and objective – we will be fair, objective and respectful in our dealings with people and organisations and undertake our work without fear or favour

- Open and accountable - we will share information about the nature and outcomes of our work and accept full responsibility for our actions
- Excellence and innovation – we will strive for excellence in our work and seek continuous improvement through self-evaluation and innovation
- Working together – we will engage with people providing and people using the services in developing all aspects of our work

5. Guiding Principles of the Council

The role of all State Boards is both generic and specific, Council:

- should be clear about its mandate and from that identify the various functions, roles and responsibilities entailed in the delivery of that mandate.
- is collectively responsible for leading and directing the State body's activities. While the Council may delegate particular functions to management, the exercise of the power of delegation does not absolve the Council from the duty to supervise the discharge of the delegated functions.
- should fulfil key functions, including: reviewing and guiding strategic direction and major plans of action, risk management policies and procedures, annual budgets and business plans, setting performance objectives, monitoring implementation and performance, and overseeing major capital expenditure and investment decisions.
- initiates and maintains a current Oversight Agreement with the Parent Department (for the time being, the Department of Health) which includes Compliance measures as mandated in the Governance Guidelines for State Bodies (August 2016, DPER)
- is collectively responsible for maintaining a fully functioning Internal Control System and shall be informed by interactions with (inter alia), the Council's Finance, Risk, Compliance and Audit Committee, the Office of the Comptroller and Auditor General, the Internal Audit function to ensure same.
- is collectively responsible for the production of the Annual Report and financial statements including an obligation to ensure that the accounts give a true and fair view of the Council's performance and its statement of financial position for any given year
- should act on a fully informed and ethical basis, in good faith, with due diligence and care, and in the best interest of the State body, having due regard to its legal responsibilities and the objectives set by Government.
- should promote the development of the capacity of the State body including the capability of its leadership and staff.
- is responsible for holding the CEO and senior management to account for the effective performance of their responsibilities.
- Is responsible for the efficient functioning of the Secretariat to the Council as defined in the Governance Guidelines

The Council's values are consistent with the principles identified in the Code of Practice for the Governance of State bodies and as such the Council will exercise its functions by

- seeking to maximise value for money
- being accountable for implementing its core functions in accordance with relevant legislation
- acting objectively, transparently and with integrity
- engaging openly with its stakeholders
- optimising its compliance with good Governance practice
- is prepared to explain any non-compliance in such fora as appropriate

6. Governance of the Council

6.1 Introduction

Article 4 of the Establishment Order outlines the functions of Council. The Director is responsible to the Council for the implementation of the Council's policies and shall perform such functions as the Council may determine from time to time.

A Formal Schedule of Reserved Decisions for Council exists [POL014].

6.2 Council, Membership and Meetings of the Council

The Establishment Order sets out the provisions governing the Council including membership, conditions of office, resignations and vacancies, meetings and procedures, committees of the Council and remuneration and expenses. These provisions have been reflected in this Code and related documents. The following points prescribed in the Establishment Order are:

- Council shall hold at least six meetings in every year and may hold such other meetings as may be necessary for the performance of its duties
- the Council regulates, by Standing Orders, Council procedures and business as laid down in Article 21 of the Establishment Order
- Council decisions are by a majority of the members. The voting procedure is as laid down in Articles 19 and 20 of the Establishment Order.
- the seal of the Council shall be authenticated by the signature of the Chairperson or such other member of the Council authorised by the Council to act in that behalf, and by the signature of an officer of the Council authorised by the Council in that behalf.

6.3 Briefing for new Council Members

The Council shall undergo orientation through a planned induction programme to ensure that they understand their responsibilities and duties, including their obligations in relation to confidentiality and to act in good faith and in the best interests of the Council. All new Council members shall formally acknowledge in writing that they understand, and will comply with their responsibilities as Council members. The Secretary of the Council will supply new Council members with appropriate induction material.

6.4 Roles and responsibilities

There are a number of key roles described so that there is a clear understanding of the separation of roles between the Chairperson and the Director, the role of the Council individually and collectively, the role of the Committees, the management team, internal and external audit and the Council secretary. These are as follows:

6.4.1 Specific duties and responsibilities of the Chairperson:

The primary role of the Chairperson is providing leadership to the Council in discharging the responsibilities assigned to it under the Establishment Order. Specific duties relate to:

Leading and Managing the Council by:

- appropriate agenda setting and management of Council meetings
- chairing Council meetings effectively so that there are clear decisions and balanced contributions with no individual member, or interest, having excessive influence on decision making and all members having an equal opportunity to participate in debate and final decisions
- ensuring that the minutes of the meeting accurately record the decisions taken
- ensuring that meetings of the Council are conducted in accordance with the Standing Orders of the Council and this Code
- supporting Council members in understanding their respective roles and responsibilities
- establishing and approving the membership of all Council committees.

Managing key relationships/communications with:

- the Minister for Health and his/her Department including an Oversight Agreement, Compliance Agreement and annual Confidential Reports as specified in the DPER Code of Governance

- the Director; including leading on his/her performance evaluation
- the Council Secretary
- other key external parties/by promoting the work and mission of the Council
- the Council, by fostering a tone of respect, trust and candor that allows for challenging questions and inputs.

Establishing good governance of the Council by:

- leading on compliance with statutory obligations and ensuring that non-compliance, and any consequences, is brought to the attention of the Minister together with the steps that have or will be taken to rectify the position
- confirming to the Minister for Health that the Council has complied with the Code of Business Conduct
- annually affirming to the Minister that relevant provisions issued by the Minister for Finance in respect of payment of fees to the Chairperson and Council members are complied with ensuring that the Council, in reaching decisions, takes proper account of guidance provided by the Minister.
- ensuring that appropriate reports of the Council's financial condition are prepared annually
- conducting an annual self-evaluation of Council's performance as prescribed in the Code of Governance for State Bodies (DPER, Aug 2016)
- at least once in the life of each Council, conducting a Periodic Review as prescribed in the Code of Governance (DPER, Aug 2016)
- examining the processes of appointing (and re-appointing) Council members such that with variable terms of appointment, that a Council quorum is always maintained.

6.4.2 Duties, Responsibilities and Reporting Requirements of Council Members (to be read in conjunction with the Formal Schedule of matters Reserved for Council decision and other relevant Policies):

The Council members (including the Chairperson) shall have **collective fiduciary** responsibility in the following areas including those set out in Ss. 227 and 228 of the Companies Act 2014 (see Appendix 2, attached):

Fiduciary responsibility is defined as acting as a trustee for the organisation. That trust is further defined as being objective, unselfish, loyal and trustworthy as a steward of the public trust in PHECC. This includes the duty that public funds are handled and accounted for in a transparent and compliant manner.

Planning and Reporting by:

- establishing the strategic direction of the Council, within the framework laid down by the Establishment Order and the resources allocated to it
- preparing a rolling three-year strategic corporate plan and submitting the plan to the Minister for approval ensuring that the Ministers views are considered
- approving an annual business plan for submission to the Minister
- approving capital and revenue budgets and monitoring expenditure
- submitting an Annual Report to the Minister and ensuring its publication
- supervising the production of, and approving the Annual Accounts. The accounts shall be provided to the Minister within one month after the Comptroller and Auditor General issues an audit certificate for the accounts.
- through its Finance, Risk, Audit and Compliance Committee and discussing with the external auditors at least once a year without employees of the Council present, ensuring that there are no unresolved issues of concern with regard to the Annual Report and Accounts or the Internal Control System
- seeking all necessary information to ensure that the Annual Report and the Annual Accounts present a true and fair view of the Council's position and performance.
- establishing a Performance Framework with the Department of Health.

Discharging functions and providing oversight by:

- holding and retaining overall responsibility for the discharge of the key functions specified in the Establishment Order, and ensuring compliance with all statutory regulations and legal obligations which apply to the Council. Where individual Council members become aware of non-compliance, they are required to bring this to the attention of the Council with the intention of having the matter rectified.
- overseeing the discharge by the Chief Executive Officer of the day-to-day business of the Council
- ensuring that a qualified management team and a robust management structure are in place ensuring that the Chairperson advises the Minister on any matter relevant to him/her as principal stakeholder and any matter for his/her decision or direction
- sharing corporate responsibility for all Council decisions
- fully engaging in impartial and balanced consideration of all issues
- ensuring that the needs of the service user are central to the Council's activities
- treating all Council papers (whether received as hard copy or in a digital format) as confidential to themselves, not discussing them with others outside the Council, not leaving them unattended where others may obtain access to them, and disposing of them appropriately. As set out in S.35 of the vesting SI, all matters considered by Council are considered confidential and Appendix 4 to this document sets this out in more detail and requires the

recipient to sign and acknowledge same. Additionally, and in the case of virtual or hybrid Council meetings, by assisting to maintain confidentiality of the proceedings by being mindful of the necessity for digital security and the regulations set out in the General Data Protection Regulations (EU) 2016/679. Protocols for hybrid or other technology-assisted meetings are set out in Appendix 3.

- approving Council committees and contributing to Committees of the Council
- ensuring full compliance with Conflict of Interest Policy and Procedure
- regularly reviewing the operation of the Council and seeking to improve its effectiveness;

Responsibility for Internal Controls by:

- approving the internal control system including financial controls, operational and compliance controls and risk management and receiving reports on the effectiveness of these provisions. The Statement of Internal Controls should be reviewed annually. Financial and accounting policies should be approved by the Council
- approving contracts, likely to be in excess of €250,000 for the procurement of goods or service, in the normal course of business; outside the normal course of business, €50,000
- where an asset has an anticipated value of in excess of €70,000 maintaining a transparent auction or tendering process for its disposal
- through the Executive management, ensuring the appropriate expertise of the personnel responsible for the purchasing function of the Council and that they are properly conversant with all developments in this area and compliant with the Codes for public sector Procurement
- establishing a procedure whereby employees may, in confidence, raise concern about possible irregularities in financial reporting or other matters and for ensuring meaningful follow up of matters raised in this way in compliance with the Protected Disclosures Act 2014 and related Statutory Instruments
- ensuring that the requirements as set out in DPER Circular 13/14 (26 September 2014) Management of and Accountability for Grants from Exchequer Funds, as regards the payment of grants, subsidies and similar type payments are adhered to:

the following functions, by:

- laying down formal procedures in a Council resolution, whereby Council Members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Council
- having a formal schedule of matters specifically reserved to it for decision
- approving procedures for the making of all senior appointments to ensure objectivity and the quality of these appointments and

ensure compliance with statutory and administrative requirements in relation to the number, grading and conditions of appointment of such staff

- selecting and appointing the Director is a primary concern of the Council, including approving the conditions of employment, remuneration, allowances and superannuation, with the approval of the Minister given with the consent of the Minister for Finance.
- instituting a process of annual performance appraisal for the Director.
- Instituting an annual performance assessment of Council in accordance with the DPER Governance Guidelines

Council Member Conflict of Interest:

- Under Article 36 of the Establishment Order a member of the Council who has either a direct or indirect interest in any company or concern with which the Council proposes to enter in any contract, or in any other contract which the Council proposes to make
- (a) shall disclose to the Council the fact and nature of such an interest at the meeting of the Council at which the question of entering into such a contract is first considered or, if he or she has no such interest at that time, as soon as may be after he or she has acquired such interest,
- (b) shall take no part in any deliberations of the Council relating to such contract save to such extent as the Chairperson of the Council may permit,
- (c) shall not vote on a decision relating to such a contract, and
- (d) shall not be counted in the quorum present at any meeting while such a contract (if made) or such a proposal is being considered.
- Such a disclosure under this article 36 of shall be recorded in the minutes of the Council.
- Where the Minister is satisfied that a member of the Council has failed to comply with a requirement of this article, the Minister may, if he or she thinks fit, remove that member from office and a person so removed shall thenceforth be disqualified from membership of the Council.

The Council Policy [POL048] on the management of Conflicts of Interests should be familiar to all Council Members as to both policy and practice. The Guidelines included in the Policy (Appendix 4) are attached to this document as Appendix 1.

6.4.3 In addition, each Council member is individually responsible for:

- complying with all aspects of this Code of Governance
- furnishing to the Council Secretary on appointment to the Council, details relating to his/her employment and all other business interests including shareholdings, professional relationships, etc.

which could involve a conflict of interest or could materially influence him/her in relation to the performance of his/her functions as a member of the Council

- informing the Council, via the Chairperson, of any new appointments they accept which may impinge on, or conflict with, their duties as a Council member
- acting in good faith and in the best interests of the Council
- not disclosing, without the consent of the Council, save in accordance with law, any information obtained by him/her while a member of the Council
- responding to any information requests made directly to him or her, relating to the activities of the Council, including referring any request to the Chairperson (or the Secretary of the Council on his or her behalf) for appropriate processing
- not misusing information gained in the course of their public service for personal gain or political purpose
- not retaining documentation obtained during term of office (must return or dispose of such documentation)
- regularly updating and refreshing their skills and knowledge.

6.4.4. Council Committees:

Section 22 (1)-(4) of the establishment SI (SI 109 of 2000) provides for the establishment of Council Committees "to assist and advise Council in relation to the performance of its duties" (1). Membership may include "persons who are not members of Council" (2). Committees "shall act subject to such directives as may be given by Council, and any expenditure of monies....shall be subject to the approval of Council" (3).

Council Committees, for the time being, include:

- Medical Advisory (including Priority Dispatch)
- Education & Training
- Fitness to Practice
- Quality & Safety
- Registration
- Research
- Finance, Risk, Audit and Compliance Committee

Members of Committees are appointed by the Chairperson of Council and the Terms of Reference for Committees are approved by Council. Council Committees may create, as the need arises, Sub-Committees (with Council approval) and Expert Groups.

Members of all Council Committees are bound by this Code of Governance Policy in all respects, as if they were Members of Council. This includes External Appointees, Consultants, Advisors and PHECC Executive members which serve on these Committees. It shall be the duty of the Committee Chair to ensure that all Committee members are both aware of and compliant with this Code.

6.4.5. Duties and Responsibilities of the Director

The Director is responsible for:

- implementing the Council's policies and performing such other functions as may be assigned under the Act or as may be delegated to him/her by the Council. Delegated functions shall be carried out according to the internal governance control structure.
- conducting, managing and controlling generally, the administration and business of the Council
- implementing and maintaining an ISO accredited quality management system to ensure and enhance the efficiency and effectiveness of the operations of the executive
- putting in place procedures to enable the Council meet its accountability to the Government
- implementing the annual business plan in accordance with the Strategic Plan developed and approved by Council from time to time
- ensuring the Council has timely and accurate information to fulfil the statutory object and functions of the Council. This includes financial information and information on the performance of management including the performance of the Chief Executive's functions as the Council may require
- ensuring the Council has sufficient information on risk identification, measurement and control strategies
- ensuring economy and efficiency in the use of resources
- ensuring effective systems, procedures and practices are in place to carry out the functions of the Council and for evaluating the effectiveness of its operations
- ensures that appropriate internal control systems are in place and functioning appropriately which minimise risk to the organisation and to the staff therein
- establishing a unified management structure to manage the work of the Council
- agreeing individual plans with performance targets for the management team, monitoring their performance and holding them accountable
- examining and advising Council on developments in technology best suited to the efficient functioning of Council
- complying with all aspects of this Code of Governance including declaration of all relevant interests
- obtaining Council approval, via the chairperson, prior to accepting any new appointment which may impinge on or conflict with his/her duties as Director
- acting in good faith and in the best interests of the Council
- not disclosing, without the consent of the Council, save in accordance with law, any information obtained by him/her while performing duties as Director
- not misusing information gained in the course of his or her public service for personal gain or political purpose

- appearing before the Oireachtas Committees when requested.

6.4.6. Duties and responsibilities of the Executive Management

The Executive Management Team is responsible for:

- managing the functions of the Council in a corporately proficient manner ensuring economy and efficiency in the use of resources and that there are effective systems, procedures and practices in place to carry out functions and for evaluating the effectiveness of its operations
- providing collective executive leadership in respect of the culture and functions of the organisation and demonstrating through behaviour and actions, compliance with all aspects of this Code and the Staff Handbook
- implementing and evidencing performance in respect of annual business plan
- implementing and maintaining an ISO accredited quality management system to ensure and enhance the efficiency and effectiveness of the business activities and operations supporting the Council and the implementation of the Business Plan
- informing the Director, prior to acceptance, of any new appointments he or she accepts which may impinge on, or conflict with, his or her duties. Implementing and maintaining systems of internal control and risk management which
- minimise risk to the organisation and to the staff therein
- Preparing the Council's Annual Report in a timely fashion
- acting in good faith and in the best interests of the Council
- not disclosing without the consent of the Director, save in accordance with law, any information obtained by him/her while performing duties.

6.4.7. Duties and responsibilities of the Council Secretary

All members of the Council have access to the Secretary for advice and services. The functions of the Council Secretary are described in more detail in the Council's Standing Orders [LEG012] but the main responsibilities include:

- arranging Council meetings in accordance with the Standing Orders of the Council and ensuring that Council procedures are followed and applicable rules and regulations are complied with. These include those laid down in the Companies Act 2014 et seq.
- arranging induction, training and maintenance of corporate governance material and information for Council members
- co-ordinating an objective performance management process for the review of the performance of the Council, the chairperson of

- the Council and the committees of the Council on an annual basis
- maintaining a record of the use of the seal of the Council
- maintaining a record of Conflict of Interest Declarations made by Council members from time to time.
- Providing advice, as required, to Council on matters of Governance and other relevant matters
- providing new members of the Council with specific information inter alia
 - procedures for dealing with conflict of interest situations
 - procedures to be followed when decisions are required between Council meetings
 - a list of statutory requirements relating to the Council
 - a schedule detailing the composition of all committees and their terms of reference.

6.5. Disclosure of Interests

To avoid conflicts of interest and the possibility of unjust enrichment or inappropriate influence (real or perceived), members of the Council and its Committees together with staff of the Council are required to declare/disclose personal or 'connected' interests which might conflict with those of the Council. The requirements relating to 'disclosure' form part of this Code and the Council's Conflict of Interest Procedure.

7. Reporting Processes, Structures and Guidelines

7.1. Introduction

It is the responsibility of the Director to ensure that the Council is supplied with accurate and timely information to enable the Council and the Chairperson to perform their respective functions and their legal obligations and responsibilities.

7.2. Performance Management

Members of the Council shall review the achievements of the Council and the effectiveness of performance on a regular basis against both Annual Plan and Strategic Plan objectives.

A progress report on the Strategic Plan will be included in the Annual Report, approved by the Council, and submitted to the Minister. The Minister may request progress reports at other times.

7.3. Council Committees

The terms of reference for committees shall be approved by the Council and the committees shall act and furnish reports as directed by the Council. All committees' performance shall be evaluated from time to time.

7.4. Delegated Functions

The Council may delegate any of its functions to the Director by means of a formal Council decision.

7.5. Internal Controls

The Council is committed to a strategy which minimises risks to its stakeholders through a comprehensive system of internal control. The Council acknowledges its responsibility for the Council's system of internal financial, performance and operational controls and for the quality, efficiency and effectiveness of operations.

The internal controls include a system for monitoring the Strategic and business plan objectives, budgets, written policies and procedures, clearly defined lines of accountability and the delegation of Council as well as compliance with legal/governmental requirements. Internal control procedures include:

- internal audit
- risk management
- public procurement
- financial reporting
- approval of and accounting for grants in compliance with Directive 13/2014 - DPER
- performance management and development system for staff.

The responsibility for the adequacy, extent and operations of these systems is delegated to the Director.

7.6. Policies, Procedures and protocols for the Governance of the Council

To guide the Council as the governing body, key roles and responsibilities are defined and are underpinned by policies, procedures and protocols as part of the Council's corporate governance framework.

These policies and procedures include:

- Standing Orders - these provide for the regulation of the procedures and the business of the Council and its meetings.
- Formal Schedule of Matters for Council decision - outlines the matters specifically reserved for Council decision to ensure that the direction and control of the Council is firmly in the hands of the Council.
- Procedure for recording concerns of the Council that cannot be resolved - outlines the steps that should be taken in the event that a Council member is not satisfied that his/her concern is not resolved.
- Procedure for Obtaining Independent advice - outlines the steps that should be taken in the event that a Council member considers that he/she requires independent advice in relation to his/her

duties as a Council member.

- Procedure for setting strategy - sets out the formal process for the preparation and adoption of the Council's Strategic Plan.
- Procedure for use of the seal- sets out how the seal of the Council is used and applied.
- Procedure for dealing with Protected Disclosures - sets out the steps which any employee of the Council should follow to make protected disclosure in relation to concerns of irregularity.
- Functions of the Council Secretary - outlines the core functions of the Council Secretary
- Conflict of Interest Policy and Procedure - this Policy sets out principles for the management of real and potential conflicts of interest.
- Code and Charter for the Finance Risk, Audit and Compliance Committee - this is the formal Code and charter for the Compliance and Audit function. The Code includes an internal audit reporting structure and the terms of reference for the function.
- Customer Charter - outlines principles that are actively promoted by the Council.

The Director is responsible to the Council for the implementation of the Council's policies. These documents are made available to the Council during the induction process.

7.7. Specific procedures and controls

Are established in key aspects of the following areas:

- financial management (including internal audit) and procurement
- risk management
- Governance of the Council and its statutory obligations
- Stakeholder engagement and communications
- Corporate services, including Human Resources, Facilities and Equipment Management, Health and Safety, insurance and legal, records management and environmental management
- Regulatory activities in respect of health and social care services
- Quality Improvement operational activities

These controls are overseen and monitored by the Council's Finance, Risk audit and Compliance Committee [FRACC]. The internal audit function is conducted in accordance with the FRACC guidelines. Findings of internal audits will be presented to the FRACC and the Council and incorporated into the ongoing management of the Council.

8. Remuneration and Expenses

Allowances for expenses, if any, are payable by the Council out of funds at its disposal to members of the Council and the members of committees of the Council.

The remuneration of the Director and the staff of the Council will be implemented in accordance with Government pay policy.

All aspects of travel and subsistence allowances will be monitored in accordance with the Council's policies and procedures to ensure compliance. This will include adherence to value for money principles and current public sector rate guidelines as issued by the Minister for Public Expenditure and Reform or Minister for Health.

No Council, Committee or staff member is to be separately engaged in any remunerated work for PHECC. The exception to this rule is that Committee members are permitted to provide remunerated services to PHECC as examiners, assessors, reviewers, and panel members.

One-off commissioned consultancy work should not be awarded to a committee member of the committee commissioning, overseeing, or receiving the report.

9. The Code of Business Conduct

The Code of Business Conduct sets out behaviour by which it requires staff and Council Members (and its Committees) to conduct its duties. The Code is adopted by the Council and will be published on the Council's website. A copy of the Code will be given to all staff members. The Chairperson shall report to the Minister and affirm that a Code of Conduct is in place and will also report on compliance in relation to same.

10. Quality of Service

The Council's mission is to protect the public by independently specifying, reviewing, maintaining and monitoring standards of excellence for the safe provision of quality pre-hospital emergency care.

To achieve this the Council is committed to quality customer service principles and will pursue a culture of continuous improvement.

The Council provides clean, accessible public offices and other public areas which, where appropriate, comply with occupational and safety standards and as part of this, facilitates access for people with disabilities and others with special needs

The staff of the Council deliver quality services with courtesy and sensitivity and with minimum delay to foster a climate of mutual respect between the Council's clients and the staff.

The Council promotes the standards of service outlined in the Government's Principles of Quality Customer Service for Customers and Clients of the Public Service (1997). Council will embrace a standards approach to its service delivery and pursue excellence through international standards accreditation programs.

11. Reporting requirements

As set out in the Code of Practice for the Governance of state Bodies

The following reports shall be produced by the Council:

Oversight Agreement and related Compliance issues with the DoH

Strategic Plan

A strategic plan must be submitted to the Minister:

- within six months of the appointment of a new minister if that Minister requests
- and at the end of a three-year period since the last strategic plan was submitted.

Progress Reports

Progress reports on the implementation of the approved Business Plan are to be included in the Council's Annual Report.

Business Plan

A Business Plan must be submitted to the Minister within 30 days of the Council having been notified of its determination of the maximum amount of its net expenditure for the coming financial year.

Code of Governance and Business Conduct

This Code of Governance must be submitted to the Minister as soon as practical after the Council is established and reviewed at regular intervals.

Accounts

The accounts of the Council shall be submitted to the Comptroller and Auditor General for audit as soon as practicable and not later than three months after the end of the financial year to which the accounts relate.

Annual Report

The Council shall prepare an Annual Report in relation to the Council's functions for submission to the Minister not later than 21 days after adopting it and not later than the 30 April each year.

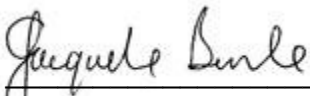
Confidential Report to the Minister

The Chair of Council shall prepare an annual Confidential Report for submission to the Minister as prescribed in the Code of Governance for State Bodies (DPER, Aug 2016)

Statements of Interest

All Council members are required to make an annual declaration to the Chairperson and if appropriate to the Standards in Public Office Commission.

This Code of Governance for the Council and its attached Appendices has been compiled and approved by the Council at its meeting on 24 of February 2022 for submission to the Minister for approval.

Approved: 
Jacqueline Burke, Chair of Council

Signed: 
Con Foley, Council Secretary

Appendix 1 – PHECC Policy on the Management of Conflicts of Interest

Members of Council, Committees, Sub-Committees and Expert Groups should be familiar with the policy on the Management of Conflicts of Interest [POL048].

Members can also refer to the Guidelines on Compliance with the provisions of Ethics in Public Office Act 1995 and 2001 (Tenth Edition). A copy of which can be found

<http://www.sipo.gov.ie/en/Guidelines/EthicsActs/PublicServants/Text/>

Appendix 2 – Sections 227 & 228 of the Companies Act 2014:

Fiduciary duties of directors — provisions introductory to *section 228*

S. 227.

- (1) Without prejudice to the provisions of any enactment (including this Act), a director of a company shall owe the duties set out in *section 228* (the “relevant duties”) to the company (and the company alone).
- (2) The breach by a director of the relevant duties shall not of itself affect—
 - (a) the validity of any contract or other transaction, or
 - (b) the enforceability, other than by the director in breach of that duty, of any contract or other transaction by any person,but nothing in this subsection affects the principles of liability of a third party where he or she has been an accessory to a breach of duty or has knowingly received a benefit therefrom.
- (3) The relevant duties shall be enforced in the same way as any other fiduciary duty owed to a company by its directors.
- (4) The relevant duties (other than those set out in *section 228(1)(b) and (h)*) are based on certain common law rules and equitable principles as they apply in relation to the directors of companies and shall have effect in place of those rules and principles as regards the duties owed to a company by a director.
- (5) The relevant duties (other than those set out in *section 228(1)(b) and (h)*) shall be interpreted, and the provisions concerned of *section 228* shall be applied, in the same way as common law rules or equitable principles; regard shall be had to the corresponding common law rules and equitable principles in interpreting those duties and applying those provisions.

Statement of principal fiduciary duties of directors

S. 228.

- (1) A director of a company shall—
 - (a) act in good faith in what the director considers to be the interests of the company;
 - (b) act honestly and responsibly in relation to the conduct of the affairs of the company;
 - (c) act in accordance with the company’s constitution and exercise his or her powers only for the purposes allowed by law;
 - (d) not use the company’s property, information or opportunities for his or her own or anyone else’s benefit unless—
 - (i) this is expressly permitted by the company’s constitution; or
 - (ii) the use has been approved by a resolution of the company in general meeting;
 - (e) not agree to restrict the director’s power to exercise an independent judgment unless—
 - (i) this is expressly permitted by the company’s constitution;
 - (ii) the case concerned falls within *subsection (2)*; or
 - (iii) the director’s agreeing to such has been approved by a resolution of the company in general meeting;
 - (f) avoid any conflict between the director’s duties to the company and the director’s other (including personal) interests unless the director is released from his or her duty to the company in relation to the matter concerned, whether in accordance with provisions of the company’s constitution in that behalf or by a resolution of it in general meeting;
 - (g) exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both—

- (i) the knowledge and experience that may reasonably be expected of a person in the same position as the director; and
 - (ii) the knowledge and experience which the director has;
- and
- (h) in addition to the duty under *section 224* (duty to have regard to the interests of its employees in general), have regard to the interests of its members.
- (2) If a director of a company considers in good faith that it is in the interests of the company for a transaction or engagement to be entered into and carried into effect, a director may restrict the director's power to exercise an independent judgment in the future by agreeing to act in a particular way to achieve this.
- (3) Without prejudice to the director's duty under *subsection (1)(a)* to act in good faith in what the director considers to be the interests of the company, a director of a company may have regard to the interests of a particular member of the company in the following circumstances.
- (4) Those circumstances are where the director has been appointed or nominated for appointment by that member, being a member who has an entitlement to so appoint or nominate under the company's constitution or a shareholders' agreement.

Extracts from the Companies Act 2014 [No.38 of 2014]

Appendix 3 – Protocols for the holding of Virtual or Hybrid Council Meetings:

Introduction:

The COVID pandemic resulted in PHECC Council meetings, which, in 2019, had an electronic participation level of 9%, to reach levels of over 90% in 2021, with meeting attendances at similar levels. For the purposes of definition, electronic participation is considered where a Council member attends a meeting remotely via telephony, or using a computer with both voice and a video connection. It has, for both health and safety reasons become the modus operandi of PHECC Council.

Features of Virtual meetings:

Attendance at virtual meetings requires a significantly higher level of concentration than those of face-to-face meetings – the audio element requires attention, particularly where the broadband signal is weak; where distortion occurs, and the screen, populated with in excess of fifteen persons also requires concentration; where complex issues are being discussed, in particular, to discern body language and other non-verbal behaviours. This latter issue was considered the most critical in a US survey of corporate directors conducted in 2021 in the matter of virtual meetings*. The fatigue arising from the combination of the above requires that frequent rest breaks are necessary – these should take place, ideally every hour, and at a minimum every 90 minutes. The duration will range from 15 mins for a coffee/comfort break, to a longer period to accommodate lunch. Council Agendas should be organised to accommodate these breaks.

Compliance:

The Council of PHECC, in common with all Boards of bodies corporate are charged with using their best endeavours to make decisions for the benefit of the organisation. In addition, these decisions and the discussions leading to them should be considered confidential by all concerned. This extends, in a virtual meeting, to ensuring that the “virtual” location being used is secure and free from the possibility of any eves-dropping, casual or otherwise. Additionally, distractions from other devices and media should be kept to a minimum.

Technical:

PHECC will provide appropriate software and hardware to optimise the performance of virtual meetings including a “Lobby” to accommodate recused members for discussions with Conflict of Interest implications. The use of PHECC-provided hardware is also recommended as it contains upgraded security protections.

Policy on Virtual, Face-to-Face and Hybrid Meetings:

In November 2021, Council decided that, if circumstances allow, ideally, Council should meet fully, face-to-face on four occasions each year – approximately once per quarter.

Other meetings may be fully Virtual or Hybrid (a mixture of face-to-face and virtual attendees).

Review:

This policy will be reviewed in the light of the further impact of the COVID pandemic, but no later than December 2022.

*NACD/Harvard Law School “Future of the Virtual Board Meeting” 76%, of those surveyed, rated this, the most critical issue in VBMs.

Appendix 4 – (POL033 Code of Governance & Business Conduct)

PHECC Declaration of Compliance for Members of Council, Council Committees, Sub-Committees & Expert Groups (FOR078)

In the course of the engagement you will have with the Pre-Hospital Emergency Care Council you shall have access to sensitive and personal information. Such information is strictly confidential and, on no account must this information be copied, divulged or discussed outside of the Pre-Hospital Emergency Council without the express agreement of Council to so do. This prohibition continues to survive after such engagement is completed.*

I [.....PRINT NAME.....] confirm that I have read and understand the terms and implications of the confidentiality clause as outlined above and agree to be bound by them.

I also confirm that I have been given, read and understand the current version of POL033 Code of Governance & Business Conduct of Council and POL048 Conflict of Interest Policy (including Appendices) and agree to adhere to same.

Signed:

Date:

in reference to my position(s) as *(please tick as appropriate)*

<input type="checkbox"/>	Council	<input type="checkbox"/>	Sub-Committee
<input type="checkbox"/>	Committee	<input type="checkbox"/>	Expert Group
<input type="checkbox"/>	Other (please specify)		

**S. 35. A person shall not, without the consent of the Council, disclose any information obtained by that person while performing or as a result of having performed duties as a member or employee of, or a consultant or adviser to, the Council or a committee established pursuant to Article 22 of this Order.
[Extract from SI 109, 2000 – The Pre-Hospital Emergency Care Council]*



Published by:
**Pre-Hospital Emergency Care
Council,**
2nd Floor,
Beech House,
Millennium Park,
Naas Co Kildare, W91 TK7N,
Ireland.
Phone: +353 (0)45 882070
Email: info@phecc.ie
Web: www.phecc.ie