

MAZE LONG KESH

Development Corporation

Board Standing Orders

DOCUMENT CONTROL

Document Information

Document Name	<i>Board Standing Orders</i>
Document Owner	<i>Chief Executive</i>
Document (HPRM) Ref:	<i>FI1/17/978333[v4]</i>

Document History

Version	Date of Issue	Amendments/Comments
0.0	Sept 2012	<i>Original Issue</i>
1.0	Sept 2014	<i>Various, including recognition of electronic form of documentation.</i>
2.0	Sept 2017	<i>Definition of quorum (Section 5, para 5.2) and minimum number of meetings (Section 2, para 2.1) as approved at August 2017 Board Meeting, revision of committee listing (Section 18, para 18.2) and re-formatting of document.</i>
3.0	March 2019	<i>Invited parties attendance at Board Meetings (Section 6, para 6.1), Annual review of the Register of Interests and Hospitality Register by the Chair of the Audit and Risk Assurance Committee (Section 10, para 10.5; Section 18, para 18.2) Publication of Board Minutes (Section 14, para 14.2).</i>
4.0	March 2020	<i>Inclusion of new Code of Practice for Board Members as approved by the MLKDC Board on 18 September 2020.</i>
4.1	April 2024	<i>Reference to role of Chair covered on a rotating basis from 1 February 2024 (Section 4.2).</i>
5.0	April 2025	<i>Amendment to Quorum</i>

Approval History

Version	Date	Form of Approval
0.0	Sept 2012	<i>Adoption by Board</i>
1.0	Sept 2014	<i>Approval by Board</i>
2.0	18 August 2017	<i>Approval by Board</i>
3.0	8 March 2019	<i>Amendments approved by Board</i>
4.0	23 April 2021	<i>Approval by Board</i>
4.1	25 April 2024	<i>Approval by Board</i>
5.0	14 April 2025	<i>Approval by Board (14 April 2025)</i>



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1. Interpretation

1.1 In these Standing Orders:

“Board” means the Chairman and the members of the Corporation as appointed by the Office pursuant to the 2003 Order from time to time acting in meetings of members.

“Board Member” means an individual member of the Corporation appointed by the Office pursuant to the 2003 Order including, where appropriate, the Chairman.

“Chairman” means the chairman appointed by the Office pursuant to the 2003 Order.

“Chief Executive” means the chief executive or interim chief executive of the Corporation that may be appointed from time to time.

“Corporation” means the Maze/Long Kesh Development Corporation, established under Article 3 of the Order which consists of 10 Board Members plus the Chairman.

“Electronic Form” means a document or information is sent, supplied or received in electronic form if it is sent, supplied or received:

- By electronic means (for example, by e-mail or fax); or
- By any other means while in an electronic form (for example, sending a disc by post),
- and references to electronic copy have a corresponding meaning.

“MSFM” means the Management Statement and Financial Memorandum prepared and approved by the Office and the Department of Finance and Personnel.

“Office” means The Executive Office.

“Order” means The Strategic Investment and Regeneration of Sites (Maze/Long Kesh Development Corporation) Order (Northern Ireland) 2011.

“2003 Order” means The Strategic Investment and Regeneration of Sites (Northern Ireland) Order 2003.

2. Time and Place

2.1 Meetings of the Board shall be held at such time and place as the Board may from time to time determine, provided that the Chairman may call a meeting of the Board at any time. A minimum of 4 Board meetings shall be held each year unless otherwise agreed by the Board.

2.2 A meeting of the Board may be held, with the consent of the Chairman, between Board Members some or all of whom are in different places, whether by telephone conference or any other audio or audio-visual communication media, provided always that the number of Board Members participating constitutes a quorum, and provided that each Board Member participating in the meeting can hear each of the other participants, and can address all of the other participants simultaneously.

2.3 Anything which may be done by the Board in a meeting may be done without a meeting and without any previous notice being required, by resolution in writing that is sent in Electronic Form or by hard copy signed by or on behalf of all, and/or is acknowledged in Electronic Form (where appropriate) by, the Board Members who at the date of the resolution would be entitled to attend and vote at such a meeting and such a resolution requiring a decision of the Board shall be passed when the required majority of Board Members pursuant to Sections 5 (Quorum) and 12 (Decisions) below have signified their agreement to it in accordance with this section.

3. Notice

3.1 Notice in writing of each meeting of the Board, specifying the date, time and place thereof, shall be sent in Electronic Form via Sharepoint to each Board Member at least five working days before a meeting, except where the Chairman agrees that, on grounds of urgency or expediency, a meeting should be convened with lesser or other notice. Board meeting papers shall be sent out in Electronic Form via Sharepoint within the same timescale and hard copies will also be posted where requested by a Board Member. A meeting shall not be deemed invalidly convened because of a failure of any Board Member to receive notice provided that reasonable steps have been taken to notify the Board Member if present in the United Kingdom.

4. Chair

4.1 The Chairman of the Corporation is appointed by the Office and, if present, the Chairman shall preside at meetings of the Board. If the Chairman is absent, the Board Members present shall choose one of their members to preside at the meeting unless the Chairman has already nominated a deputy.

4.2 From 1 February 2024, the role of Chair is being facilitated by one of the current Board Members on a rotating basis from meeting to meeting. This will continue until such times as a new Chair is appointed.

5. Quorum

5.1 No business shall be transacted at any meeting unless a quorum is present.

5.2 A quorum will be three persons entitled to vote upon the business to be transacted each being a Board Member or a proxy for a Board Member.

6. Invited Parties Attendance at Board Meetings

6.1 The Board may invite third parties to attend Board meetings (or part thereof) to help supplement the expertise available to the Corporation. Invited third parties will not have any voting rights.

7. Public Access to Board Meetings

7.1 Meetings of the Board and its Committees will not be open to the public.

7.2 Non-Board Members, including the Office, the Chief Executive, officials and/or employees of the Corporation, may attend with the approval of the Chairman or other Board Member presiding.

8. Secretariat

8.1 The Chief Executive shall provide a secretariat for the meetings of the Board and ensure that a full minute is taken of all proceedings.

9. Matters Affecting Persons Employed by the Corporation

9.1 If any matter arises at a meeting of the Board as to the appointment, promotion, dismissal, salary, conduct, superannuation or conditions of service of any persons employed by the

Corporation, only Board Members and the Chief Executive shall be present unless the Board invites any person to remain, or unless the matters relate to the Chief Executive specifically.

10. Interests of Board Members in the Business Conducted

10.1 The Corporation shall establish, publish, and keep up to date a register of Board Members' interests and Board Members shall give written notice of all relevant interests to the Chief Executive which shall include:

- (a) the Board Member's relevant interests (whether pecuniary or non- pecuniary); and
- (b) relevant interests of the Board Member's close family, his/her employer or business partner and persons living in the same household as the Board Member.

10.2 All Board Members should register any relevant interest from the outset of their terms and thereafter as soon as practicable, should an interest emerge subsequently.

10.3 In cases of doubt as to whether a matter amounts to an interest to be disclosed under the 2003 Order, the Board Member shall consult with the Chairman who may seek the advice of the Chief Executive, and where such a matter relates to the Chairman, the Chairman shall also consult with the Chief Executive in respect of any such interest. Where appropriate, the Chairman and/or Chief Executive should take legal advice and/or consult with the Permanent Secretary of the Office. Nothing in this paragraph shall relieve the Board Member from the obligation to register relevant interests with the Chief Executive nor to withdraw from a meeting and refrain from voting where particular matters of conflict of interest arise. A Board Member shall not use their position as such directly or indirectly for personal gain or political purposes.

10.4 The Code of Practice for Board Members contained in Appendix A provides further details about registration of interests and handling conflicts of interest (paragraphs 20 to 24).

10.5 The Register of Interests will be reviewed annually by the Chair of the Audit and Risk Assurance Committee.

11. Confidentiality

11.1 No Board Member or persons employed by the Corporation (including the Chief Executive) shall disclose '**OFFICIAL-SENSITIVE**' documents or related matters comprising:

- (a) any proceedings of the Board;
- (b) agendas, reports, or any other documents related to meetings of the Board; and
- (c) any other business of the Board.

11.2 Nor should Board Members use such information directly or indirectly for their personal benefit (or that of persons living with them or their close family, employer or business partner) whether during or after their tenure of office or employment.

12. Public Statements

12.1 The Chairman will be the spokesperson for the Board in relation to public statements and media appearances. No Board Member should make a public statement on matters relating to the Corporation without the prior express permission of the Chairman.

13. Decisions

13.1 The Board will seek to take decisions by consensus. Save as otherwise provided in these Standing Orders. If consensus is not reached, all questions shall be decided by a majority of Board Members present and voting at a meeting of the Board. In the case of an equality of votes, the Chairman or such other Board Member presiding shall have an additional casting vote. Voting shall be by a show of hands.

14. Minutes

14.1 The minutes of the proceedings of each meeting of the Board shall be drawn up and entered on a file to be kept for the purpose and shall be submitted to Board Members where practicable prior to the next meeting and, if approved or amended, treated as a true and accurate record, shall be signed by the person presiding. If amendments are agreed at that meeting, the revised minutes shall also be sent to each Board Member.

14.2 Minutes shall be placed on the Corporation's website.

15. Delegation of Decisions to Chair in Case of Urgency

15.1 Any urgent matter within delegated limits requiring a Board decision between Board meetings may be referred by the Chief Executive to the Chairman. Any such action shall be reported at the next meeting of the Board. The Corporation will seek to avoid such action being necessary.

16. Delegations

16.1 The responsibilities of the Board and the Chief Executive will be set out in the Corporation's MSFM.

16.2 These delegations describe in detail the extent to which decisions on such matters are delegated to persons on the Corporation's staff.

16.3 The Board shall delegate the operation of the Corporation's executive functions to the Chief Executive, save the reserve matters that may be specified by the Board from time to time. The Chief Executive may make further delegations in writing to members of staff. The MSFM of the Corporation forms part of the key policies of the Corporation.

17. Codes of Conduct/Practice

For Board Members

17.1 The conduct of Board Members is governed by the Code of Practice for Board Members which shall be incorporated into these Standing Orders (at Appendix A).

For Officers

17.2 The conduct of employees of the Corporation including secondees is governed by the Code of Conduct for Staff (contained in the Corporation's Staff Handbook), with which all employees are required to comply.

18. Hospitality Register

18.1 Board Members and staff should follow the Code of Practice on Gifts and Hospitality agreed by the Board. This includes provision for registration of gifts and hospitality in accordance with the Code of Practice (at Appendix B).

18.2 The register will be reviewed annually by the Chair of the Audit and Risk Assurance Committee.

19. Committees and Sub-Committees of the Board

19.1 The Corporation may set up committees and sub-committees to prepare reports and make recommendations to the Board. The procedures of such committees and sub-committees shall be subject to these Standing Orders and the 2003 Order where appropriate. Unless specified in their terms of reference, these committees' and sub-committees' powers are limited to making recommendations to the Corporation and they cannot make decisions on behalf of the Board unless the Board specifically delegates such authority.

19.2 The committees will include the following;

- an Audit and Risk Assurance Committee;
- an Appointments and Remuneration Committee; and
- such other Committees as the Board may from time to time determine.

19.3 Sub-committees will be set up to consider other specific aspects of the Corporation's business.

19.4 The Board may invite third parties to attend Board Committees and sub-committees to help supplement the expertise available to the Corporation. Invited third parties will not have any voting rights.

20. Signing and Sealing of Documents

20.1 The Common Seal of the Corporation is primarily used to seal documents which are required to be executed as a deed such as transfers of land, lease agreements and other important and/or key contracts.

20.2 Other legally binding documents that do not require to be executed as a deed or under seal including, without limitation, contracts and the Corporation's grant agreements, may be authorised and signed by the Chief Executive and/or the Chairman. Only one signature of either the Chief Executive or the Chairman is required on the documents referred to in this paragraph.

20.3 Subject to paragraph 20.2 above, the Common Seal shall not be set to any document unless a resolution of the Board is passed to that effect but a decision of the Board authorising the acceptance of any tender, the purchase, sale, letting or taking of any property, the making of any contract, or any other matter or thing, shall be sufficient to affix the Common Seal, where appropriate, to any document necessary to give effect to such decision.

20.4 The Common Seal of the Board shall, when applied to a document, be attested by the signature of the Chief Executive (or, in his or her absence, by the signature of any one Board Member or of any other person authorised by the Board (whether generally or specifically) for that purpose) and the Chief Executive shall be responsible for keeping a register that records the sealing of every document.

20.5 The Chief Executive or Board Member attesting the execution of a document under the Common Seal of the Board shall ensure that a record of the particulars of that document is entered into the Seal Book kept for that purpose.



21 Continuance of Standing Orders

21.1 These Standing Orders shall remain in force until altered by resolution of the Board as above.

Appendix A

MAZE LONG KESH DEVELOPMENT CORPORATION CODE OF PRACTICE FOR BOARD MEMBERS

Introduction

1. The Maze Long Kesh Development Corporation has established a Code of Practice for Board Members which all Board Members are expected to adhere to in fulfilment of their duties.
2. It is based on the Nolan Principles and guidance produced by the Department of Finance (DoF). The behaviour and actions of Board Members must be governed by the principles set out in this Code of Practice. It is each Board Member's responsibility to ensure that he or she is familiar with, and complies with the relevant provisions of the Code.

Purpose

3. The purpose of this Code of Practice is to:
 - a) Provide a clear framework within which Board Members are expected to conduct themselves;
 - b) Ensure Board Members know the standards of behaviour that are required of them;
 - c) Ensure maintenance of high standards of conduct so that the public, Ministers, the Executive Office (TEO) and other stakeholders can have confidence in MLKDC and its governance arrangements; and
 - d) Protect Board Members from unfair criticism and minimise the potential for misunderstandings.

Public Service Values

4. The Board of the Corporation is required at all times to:
 - (a) Observe the highest standards of propriety, impartiality, integrity and objectivity in relation to stewardship of public funds and management of the Corporation's affairs;
 - (b) In accordance with Government policy on openness, comply fully with the principles of the Citizen's Charter, the Code of Practice on Access to Government Information and the provisions of the Freedom of Information Act 2000;
 - (c) Be accountable to the Office, to the Assembly and to those living and working within the Corporation's territory for the Corporation's activities, its stewardship of public funds and the extent to which key performance targets and objectives have been met;
 - (d) Promote equal opportunities and diversity, in accordance with the provisions of the Corporation's Equal Opportunities and Diversity Policy; and
 - (e) Maximise value for money by ensuring that functions are discharged efficiently and effectively, within available resources, and with independent validation of performance achieved wherever practicable.

Responsibilities

5. Board Members are expected to play an active role in the work of MLKDC, fulfilling their duties and responsibilities responsibly and at all times acting in good faith and in the best interests of the Corporation. They must respect the principle of collective decision making and corporate responsibility. They must not use, or attempt to use, the opportunity of public service to promote their personal interest or those of any connected person, firm business or other organisation.
6. At all times they should act in accordance with the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the Nolan Committee) which are:
 - (a) **Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends;
 - (b) **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties;
 - (c) **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merits;
 - (d) **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;
 - (e) **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
 - (f) **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests; and
 - (g) **Leadership:** Holders of public office should promote and support these principles by leadership and example.

Role of the Chair

7. The Chair is responsible for ensuring the effective operation of the Board. He or she has particular responsibility for providing effective strategic leadership on matters such as:
 - (a) Formulating the Board's strategy for discharging its statutory duties;
 - (b) Representing the views of the Board to its key stakeholders and to the general public;
 - (c) Ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the responsible Ministers;
 - (d) Encouraging high standards of propriety, promoting efficient and effective use of staff and other resources throughout the organisation; and

(e) Providing an assessment of performance of individual Board Members, on request, when they are being considered for re-appointment to the Board or for appointment to the Board of some other public body.

8. The Chair will ensure that the Board meets at regular intervals throughout the year, in accordance with the Standing Orders of the Board, and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Board Members. The minutes or summaries of these meetings will be placed on a website and made available to the public as appropriate.

Corporate Responsibilities of Board Members

9. Board Members have a corporate duty to ensure that public funds and assets that have been publicly funded are properly safeguarded and that, at all times, the Corporation conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to the MSFM or Partnership Agreement. It will always be an improper use of public funds for public bodies to employ consultants or other companies to lobby the Assembly, Ministers or political parties.

10. In addition to this, the Board will:

- (a) Establish the overall strategic direction of the Corporation within the policy and resources framework agreed with the sponsor Ministers and TEO;
- (b) Constructively challenge MLKDC's Chief Executive and senior leadership team in their planning, target setting and delivery of performance;
- (c) Ensure that TEO is kept informed of any changes which are likely to impact on MLKDC's strategic direction or on the attainability of MLKDC's targets, and determine the steps needed to deal with such changes;
- (d) Ensure that high standards of corporate governance are observed at all times, including using the Audit and Risk Assurance Committee to help the Board to address the key financial and other risks facing MLKDC;
- (e) Ensure that the Board receives and reviews regular financial information concerning MLKDC's management; is informed in a timely manner of any concerns about the activities of MLKDC and provides positive assurance to TEO that appropriate action has been taken on such concerns;
- (f) Ensure that, in reaching decisions, the Board has taken into account any guidance issued by the DoF and the sponsor department; and
- (e) Ensure that the Board operates within the limits of its statutory authority; within the limits of the Board's delegated authority agreed with the sponsor department and in accordance with any other conditions relating to the use of public funds.

11. The Chair will ensure that all Board Members, on taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. They will be given a copy of the Corporation's key policies, which includes this Code of Practice, the Standing Orders and the MSFM or Partnership Agreement. They will also receive government guidance on "The Responsibilities of a Non-Departmental Public Body (NDPB) Accounting Officer" and the

Treasury Handbook "Regularity and Propriety". Each Board Member will be expected to attend an induction course on the duties of board members of public bodies.

Registration and Declaration of Interests

12. Board Members must comply with the MLKDC Conflict of Interest Policy and associated guidance. Board Members will declare any personal or business interests that may conflict, or could reasonably be perceived to conflict with their responsibilities as Board Members.
13. The provisions for handling actual, perceived or potential conflicts of interest include the maintenance of a register of interests of Board Members that is open for public inspection. Board Members should declare their relevant interests on this register from the outset of their terms of appointment. The register will list direct or indirect pecuniary interests, which members of the public might reasonably think could influence judgement.
Interests which may need to be declared can include:
 - (a) Remuneration from employment, self-employment, directorships or other public appointments;
 - (b) Related undertakings (Board Members must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary or parent of a company (or other undertaking) in which they hold a remunerated directorship);
 - (c) Contracts with the public body;
 - (d) Houses, land and buildings that they own or have an interest in, which are of significance or relevance to, or bear upon the work and operation of the public body;
 - (e) Shares and securities – holdings in a company or organisation which are of significance to or relevance to, or bear upon the work and operation of the public body.
 - (f) Relevant non-financial interests including membership or holding office in other public bodies, clubs, societies and organisations such as Trade Unions and voluntary organisations.
 - (g) Cases in which a close family members or persons living in the same household as the Board Member may have an interest. Close family members include personal partners, parents, children (adult and minor) brothers, sisters and the personal partners of any of these.
14. If Board members are in any doubt as to what they should or should not be registering or declaring they should discuss this with the Chair and the Chief Executive.
15. The rules will also require Board Members to remove themselves from the discussion or determination of matters in which they have a financial interest. In matters in which they have a non-financial interest, they should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.
16. In general, all financial interests should be declared. When considering what non-financial interests should be declared, Board Members should ask themselves whether a member of the public, acting reasonably, would consider that the interest in question might influence their words,

actions or decisions.

17. In certain situations, handling a conflict of interest properly may require much more than simply leaving a board meeting while the matter is being discussed or voted upon. For example, Board Members who have a conflict of interest should:
 - (a) not be involved in the setting of criteria for the assessment of a grant or tender;
 - (b) not be involved in the actual preparation of the grant, tender, license application (or subsequent presentations, interviews);
 - (c) not receive any relevant papers in advance of the meeting;
 - (d) not be present for the discussion or voting or receive any minutes relating to that part of the meeting; and
 - (e) not use their position as a Board Member to try and improperly influence a decision by lobbying any other Board Member(s) or by contacting another Board Member to represent their interests at the meeting.
18. It is extremely important that there should be a level playing field with no advantage (real or perceived) given to Board Members or to individuals or organisations with board connections.
19. It is Board Members' responsibility to ensure that they are familiar with MLKDC's rules on handling conflicts of interests, that they comply with these rules and that their entries in the Corporation's register of Board Members' interests are accurate and up-to-date.
20. No Code of Practice can provide for all circumstances and if a Board Member is uncertain about how any aspect of the Code applies, he or she should seek advice from the Chair and the Chief Executive who, in turn, may seek advice from TEO.
21. Board Members are required to update their entry in the Register as changes occur. In such instances, where a Board Member knows or suspects a conflict of interest will occur, he or she should write to the Chair explaining the position (with a copy to the Chief Executive).
22. As the Corporation is required, other than exceptionally, to follow generally accepted accounting practice, Board Members will need to comply with the need for material transactions with related parties to be disclosed in financial statements. Related parties include close members of the family of an individual (including members of the same household) who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity.

Allowances

23. Board Members must comply with the rules set by TEO and MLKDC regarding remuneration, allowances and expenses. Payment and taxation of these will be in line with relevant HM Revenue and Customs (HMRC) and DoF guidance. Ultimately, however it is the responsibility of individual Board Members to ensure compliance with all relevant HMRC requirements concerning payment, including expenses.

Attendance at Meetings

24. The Chair and Board members are expected to attend meetings regularly.

Use of Official Resources

25. Board Members must not misuse official resources for personal gain or for political purposes. Use of such resources must be in line with the body's rules on their usage.

Use of Official or Commercially Sensitive Information

26. Board Members should not use information gained in the course of their duties for personal gain or for political purposes; nor seek to use their position to promote their private interests or those of connected persons, firms, businesses or other organisations.

27. Board Members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider-dealing legislation.

Gifts and Hospitality

28. Board Members must ensure that any gifts or hospitality accepted can stand up to public scrutiny and do not bring MLKDC's probity into question. MLKDC will maintain a Register of Gifts and Hospitality. All Board Members should comply with the Board's rules on the acceptance of gifts and hospitality which are in line with current DoF guidance.

29. Board Members should ensure that, where a gift or hospitality that arises from their position as a member of MLKDC Board is accepted that this is notified to the Chair, copied to the Chief Executive and recorded in the register. Neither a Board Member nor his or her family should accept a gift or hospitality which may, or may appear to, compromise the Board Member's or the Corporation's impartiality in dealing with the affairs of the Corporation.

30. Board Members must never canvas or seek gifts or hospitality. The primary responsibility for deciding whether gifts or hospitality should be accepted lies with the Board Member. In case of doubt, the Board Member should either refuse the gift or hospitality or consult the Chief Executive or the Director of Finance and Corporate Services.

Openness and Responsiveness

31. The Board will ensure that the Corporation provides the Northern Ireland Executive (including its Committees) and the public with as full information as may be requested concerning their policy decisions and actions. The Board will ensure that the Corporation conducts all its dealings with the public in an open and responsible way, and in full compliance with the principles of the Code of Practice on Access to Government information and the Freedom of Information Act 2000. The Board will adopt and maintain a Publication Scheme setting out the information that the Corporation will publish or release as a matter of course, how and when it will do so and whether there will be a charge or not.

Employment and Appointments

32. If Board Members wish to take up new employment or appointments during their term of office, they must inform the Chair and the relevant sponsor department. Formal consideration will be given to whether such additional appointments are appropriate given their current appointment to the Corporation.



33. On leaving office, Board Members must comply with the rules of the Corporation on acceptance of future employment or appointments.

Political Activity

34. In their public role, Board Members should be, and be seen to be, politically impartial. They should not occupy a paid party-political post or hold a particularly sensitive or high profile role in a political party. On matters directly related to the work of MLKDC they should not make political statements or engage in any other political activity. In their official capacity they should be even-handed in all dealings with political parties.
35. Subject to the above, Board Members may engage in limited political activity but should, at all times, remain conscious of their responsibilities as Board Members and exercise proper discretion. They should inform the Chair and TEO before undertaking any political activity.

Responsibilities towards MLKDC Employees

36. The Board must treat staff employed by MLKDC with courtesy and respect.
37. Board Members must not ask, or encourage, employees to act in any way which would conflict with the Code of Practice for MLKDC Staff.

Personal Liability of Board Members

38. The Board of the Corporation shares a corporate responsibility for all actions taken by Board Members, including any wrongful ones. This means that, if judgement is made against the Board, any financial settlement will normally be met out of the Corporation's funds rather than from the personal assets of individual Board Members.
39. Although any legal proceedings initiated by a third party are likely to be brought against the Board, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chair or other individual Board Members. For example, a Board Member may be personally liable if he or she makes a fraudulent or negligent statement that results in loss to a third party. A Board Member who misuses information gained by virtue of his or her position may be liable for breach of confidence under common law or under insider dealing legislation.
40. The Government has indicated that individual NDPB board members who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in execution or purported execution of their board functions, save where the person has acted recklessly.
41. TEO has confirmed that it is content for the Corporation to issue to Board Members an indemnity. The level of cover provided is broadly comparable both with the cover that would be available in a commercial insurance policy and with that which is given to those civil servants who, as part of their official duties, act as directors of companies (as detailed at [MPMNI - Chapter 5 \(Funding\) and associated annexes](#), [annex 5.5.19 of Managing Public Money Northern Ireland \(MPMNI\)](#)).

The Department is satisfied that an individual Board member who has acted honestly and in good faith will not have to meet out of his or her personal resources any personal or civil liability which is incurred in the execution or the purported execution of his or her board functions, save where the Board member has acted recklessly.

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42. Subject to the provisions of the Order but without prejudice to any indemnity to which a Board Member may otherwise be entitled every Board Member, the Chief Executive and/or other officer or auditor of the Corporation shall be indemnified out of the assets of the Corporation against any liability incurred by him/her in defending any proceedings whether civil or criminal in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Corporation.

Authority

43. The Chair of the Board has overall responsibility for the Code of Practice for Board Members.

44. The Chief Executive in conjunction with the Chair, is responsible for dissemination of the policy and for ensuring its regular review.

45. Any Board Member who is uncertain about any aspect of the Code of Practice and how it applies to their particular circumstances or who requires further information should contact the Chair in the first instance.

Appendix B

**MAZE LONG KESH DEVELOPMENT CORPORATION
GIFTS AND HOSPITALITY
BOARD MEMBER AND STAFF CODE OF PRACTICE**

Introduction

1. Board Members and Corporation staff should be aware that as a public body exercising planning and other powers, the Corporation, its Board Members and its staff are vulnerable to allegations of bias which is one of the grounds for judicial review of the Corporation's decisions and actions. Acceptance of a gift or hospitality (see Annexes I and II) could give rise to an allegation of bias.
2. The principles underpinning the rules for Board Members and staff on gifts and hospitality are:
 - (a) The conduct of Board Members and Corporation staff should not give any grounds for suspicion of any conflict between their Board responsibilities and their private interests;
 - (b) The actions of Board Members and Corporation staff should not give the impression that they could be, or may have been, placed under some kind of obligation or influenced by a gift or consideration to show favour or disfavour to any person or organisation when acting as a Board Member of the Corporation;
 - (c) If there is any doubt about the propriety of accepting a gift or hospitality, it should be refused.
3. It is an essential requirement of a public body that a formal central record of invitations and offers of gifts or hospitality should be kept. There should be clear rules specifying the circumstances in which Board Members and Corporation staff should seek management advice about the advisability of accepting invitations or offers of gifts or of hospitality.
4. This requirement applies to the Corporation therefore the Chief Executive will ensure that:
 - (a) A register of gifts and hospitality is maintained;
 - (b) The register can provide the basis for the provision of information to the Office; and
 - (c) Corporation staff are fully aware of the duty upon them to record gifts and hospitality, and the procedures for doing so. This requirement applies to all staff.
5. The Chairman has an equal responsibility, in support of the Chief Executive, to ensure that these same provisions apply to Board Members.
6. It must be emphasised that the intent of this procedure is not to discourage or prevent the acceptance of hospitality where this is helpful to further the interests of the Corporation, the Nolan Committee accepted that there were advantages in members and officials continuing to be free

to accept invitations to working lunches and dinners and for those with a representational role to attend other events (paragraph 17 below refers).

7. Nor is this procedure intended to imply a lack of trustworthiness on the part of any representative of the Corporation. Rather it is intended to demonstrate probity and protect the Board and Corporation staff from any suspicion (no matter how unfounded) of misconduct.
8. Thus the rules set out in this Code of Practice aim not just to safeguard the position of the Corporation by demonstrating its freedom from influence, but also give protection to the Board and the Corporation staff against personal embarrassment and criticism (however misplaced) and enable them (should this be necessary – see paragraph 9(a) below) to defend a charge of corruption.
9. The acceptance of any gift or hospitality must be consistent with:
 - (a) The provisions of the Bribery Act 2010; and
 - (b) The financial proprieties, as set out in Managing Public Money Northern Ireland.
10. The guiding principles are that:
 - (a) A Corporation representative's conduct in a private capacity must not give rise to any suspicion of conflict between their official duty and private interests;
 - (b) A Corporation representative's conduct in an official capacity must not give the impression to any member of the public, to any organisation with which they deal, or to colleagues that they have been (or may have been) influenced by a gift or consideration to show favour or disfavour to any person or organisation; and
 - (c) any gifts or hospitality should always be refused if the Board Member or Corporation staff member of the Corporation has any doubts about the propriety of accepting.
11. Detailed rules for all Corporation representatives (Board Members and Corporation staff) covering gifts and hospitality are set out in Appendices C and D respectively.
12. In addition, in any other circumstance where the receipt of a gift or hospitality might lead to any suggestion of influence or bias, either because of the nature or value of the gift/hospitality or because of the person or organisation offering the consideration, Board Members or Corporation staff should ensure that it is declared in the gifts and hospitality register. This may include circumstances where the gift or hospitality is received either in a personal capacity or in relation to other responsibilities or roles the Board Member or Corporation staff may have (irrespective of whether or not the gift/hospitality is registered elsewhere). In case of doubt, the Chief Executive or the Director of Finance and Corporate Services will advise but the presumption should be in favour of declaration of the gift or hospitality.

Format of Registers

13. The Chief Executive is responsible for ensuring that a single register of gifts and hospitality is maintained which covers:

- (a) host/source of gift;
- (b) hospitality received/nature of gift;
- (c) date received;
- (d) recipient(s);
- (e) comments; and
- (f) estimated value.

Responsibility for Maintaining and Inspecting Registers

14. The Chief Executive has nominated the Director of Finance and Corporate Services to maintain the register. The Chief Executive will from time to time check that the registers are being properly maintained. The nominated officer is required to:

- (a) satisfy him/herself that the register is being properly maintained;
- (b) review the entries with a view to checking (to the best of his/her knowledge) that they and the register are complete, and that the rules are being observed. This would not require the verification of individual entries or the initiation of inquiries to test completeness;
- (c) report to the Chief Executive;
- (d) keep a record of the carrying out and date of these checks; and
- (e) The Chair of the Audit & Risk Assurance Committee shall also review this register on a regular basis.

Reporting on the Chief Executive's Own Acceptance of Gifts and Hospitality

15. The Chief Executive should report his or her own log entries, together with a confirmation that logs are being maintained and checked (as in paragraph 14 above), to the Board on an annual basis.

Staff on Secondment

16. Staff seconded to or from the Corporation are subject to the same standards of conduct as any other staff and should therefore ensure that gifts and hospitality accepted are recorded in the register.

Sporting, Cultural and Social Events

17. Corporation staff with a significant representational role may accept tickets to sporting, cultural or social events unless there is a contractual (or potential contractual) relationship with the donor and assuming attendance is appropriate. The key test is whether attendance is consistent with the general rules on acceptance of gifts and hospitality and is in the interest of the Corporation

and will further its objectives. Normally this will mean that there will be an opportunity to discuss official business. This must be clearly demonstrable, since the fact that tickets could not become the property of the Corporation in the way that another gift could, would make them look like a personal gift and thus more open to public criticism.

18. Acceptance will generally only be appropriate in isolated instances. Accepting frequent, regular, annual or seasonal invitations (particularly from the same source) would normally go beyond the accepted standards of conduct. Where such tickets are accepted, they must be logged in the register.

Other Benefits

19. Any favours, benefits or considerations which are not gifts or hospitality (e.g. special discounts, access to services and/or facilities, free membership of clubs or other privileges not available to others) offered by a firm or organisation with which a representative of the Corporation is in official contact should be refused with, if necessary, a polite letter explaining the Corporation's rules. Any such offer should be reported to the member of staff's line manager, or where a Board Member is involved, to the Chairman. The Chairman would report any instances on his or her own behalf to the Chief Executive. The Chief Executive would report any instances on his or her own behalf to the Chairman, with a copy of such a report being sent to the Director of Finance and Corporate Services.

Failure to Comply

20. Failure to observe these requirements could constitute a disciplinary offence for a member of staff. It could also, in the event of allegations of fraud and/or corruption, leave the person involved open to criminal proceedings under the Bribery Act 2010.

Annex I

Gifts

In the context of their representation of or employment by the Corporation, Board Members and Corporation employees should:

- (a) not solicit any gift;
- (b) decline any personal gift;
- (c) decline or return any official gift unless:
 - (i) it is trivial (e.g. items such as calendars, diaries, blotters, or other simple pieces of office equipment of modest value) and then only if it bears the company's name or insignia (logo) and can thus be regarded as advertising material; or
 - (ii) refusing would cause serious embarrassment;
- (d) where gifts are received in the office and have to be returned, send them back to the donor with a polite covering letter explaining the Corporation's rules and policy;
- (e) accept only in cases where a refusal would clearly cause misunderstanding or offence. When accepted, such gifts *become the property of the Corporation*;
- (f) make it clear to the donor (and to anyone else) in the acceptance of any such gift that it has been accepted *on behalf of the Corporation*, and thus that the recipient is gaining no *personal* benefit;
- (g) list in the gifts and hospitality register any gift accepted which is valued at over £20, and if any gift so listed is subsequently disposed, this should be carried out in accordance with the appropriate disposal rules;
- (h) never accept gifts of money; and
- (i) report immediately to the Chief Executive any (overt or covert) offer of a gift or other inducement to some action pertaining to a contact.

Annex II

Hospitality

In the context of their representation of or employment by the Corporation, Board Members and Corporation employees should:

- (a) not solicit any hospitality;
- (b) consider carefully whether it is appropriate to accept any invitation, taking into account:
 - (i) the value: firstly, whether it is sufficiently great in itself to give rise to criticism – the yardstick is the perceived value, rather than the actual cost to the provider. Secondly whether the offer, whatever the value, is disproportionately generous in relation to normal day-to-day relations with the individual or organisation involved;
 - (ii) the frequency: whether it is more frequent or regular than would be regarded as normal or reasonable, taking into account the nature of the event;
 - (iii) the potential for embarrassment: whether the organisation or individual is under investigation or has been criticised by the Government or anyone acting on its behalf, or whether (even if the member of staff involved is not concerned in financial, contractual or regulatory matters), the acceptance of the invitation would still be open to misconstruction or misrepresentation; and
 - (iv) the nature of the host's relationship with the Corporation: contracts which are promotional, representational and/or relate to information gathering are less likely to create (or appear to create) an obligation than those which are regulatory or could lead to a contractual relationship. Particular care is needed where the individual or organisation stands to benefit commercially or in other ways from the goodwill of the Corporation. This applies not just to actual or potential contractors, but to developers or consultants, anyone seeking grants, those subject to regulatory decisions and to lobbying organisations/pressure groups.
- (c) consult management about any hospitality that is disproportionate, frequently repeated or otherwise unusual;
- (d) treat with special caution any offers of hospitality which include a member of staff's family;
- (e) have regard to the need to avoid over-representation at any particular event;
- (f) register all instances accepted other than the trivial, which would include tea/coffee, biscuits/cake, a drink at a reception/public event and working lunches where the value of the food does not exceed £20; and
- (g) report immediately to the Chief Executive any (overt or covert) offer of hospitality or other inducement to some action pertaining to a contact.

Ongoing hospitality amounting to greater than £50.00 in any one quarter, or any one-off instances of hospitality greater than £20.00 must be recorded in a quarterly return to the Director of Finance and Corporate Services.



The only exceptions are events hosted by Northern Ireland Government Departments or other public agencies.