

HUGH LANE GALLERY TRUST LTD

(Company No. 284832)

Code of Governance

Mission:

The Gallery is committed to the care and public exhibition of its collection and to promoting an understanding, knowledge and appreciation of modern and contemporary art. This will be achieved through thoughtful, illuminating and innovative approaches to all our programmes and projects. As a lead supporter of visual art practice, the Gallery will nurture new thinking and scholarship on visual art practice which will shape the focus and direction of the Gallery's activities including acquisitions, temporary exhibition programmes, education and research projects, programmes of events and publications.

The Gallery actively fosters ongoing productive engagement with artists, institutions, foundations and collectors in its role as a leader in the support and appreciation of the Visual Arts.

The Gallery's programmes embrace focused aims to provide greater access to and appreciation of visual art practice across all communities.

January 2014

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GLOSSARY:

The Company -----means the Hugh Lane Gallery Trust Limited

A Member----- means a person admitted to Membership of the Company in accordance with the Articles of Association (Article 3.) (City Council Officials in this case)

Board of Directors----- means the Trustees elected by the Members of the Company in the capacity of a Board of Directors.

Chairperson of the Company-----means the Chairperson of the Board.

Trustee----- means a Director of the Board

Hugh Lane Gallery Trust Limited

Code of Governance

Introduction:

Good governance arrangements are essential for organisations operating in the public or private sector. High standards of corporate governance in all state sponsored bodies whether in the commercial or non – commercial sphere, are critical to ensuring a positive contribution to the State’s overall economic efficiency and competitiveness.

This code of governance represents the application of best practice in corporate governance by both commercial and non-commercial state Bodies. State Bodies and their subsidiaries are required to confirm to the relevant Minister that they comply with the up to date requirements of the Government’s Code of Practice in their governance practices and procedures. The Hugh Lane Gallery Trust Limited will do this by adopting this Code of Governance, and by reporting back to the Members/Stakeholders of the Company.

The Board of the Trust is collectively responsible for promoting the success of the Hugh Lane Art Gallery by leading and directing the Trust’s activities. It will provide strategic guidance for the Art Gallery and monitor the activities and effectiveness of management. Board Directors will act on a fully informed basis, in good faith, with due diligence and care and in the best interest of the Art Gallery.

The Hugh Lane Gallery Trust Limited is a company established in 1998 under the Companies Acts 1963. It is a wholly-owned company of Dublin City Council. The Company (The Members), under its Memorandum and Articles of Association, elects Trustees, who are the Board of Directors, and who are charged with the Strategic Development and Management of the Gallery.

- 1) The Gallery premises and all its contents/assets are owned by Dublin City Council.**
- 2) The Director and all the staff in the Gallery are employed and managed by Dublin City Council.**
- 3) The annual funding and Budget (Capital and Revenue) for the Gallery is provided by Dublin City Council.**

- 4) The day to day operation/business of the Gallery is managed by Dublin City Council and is carried out in line with Dublin City Council policy and procedures and which apply generally in the public service.**

These four issues will be clarified through service level agreement/s between the Board and Dublin City Council.

The Company has all the rights and obligations applicable under the Companies Act, and must also operate in the context of the public accountability parameters applicable to the Public Service generally and to Dublin City Council.

The approach to Governance set out in the following sections seeks to preserve an appropriate balance between the autonomy and the accountability necessary for the development of the full potential of the Gallery. It identifies and segregates the respective roles and responsibilities of the Company and the Board of Directors and their interlocking relationship, and the relationship of both to Dublin City Council.

The Code reflects the terms of the Memorandum and Articles of Association and current best practice in relation to governance in the State.

The Company, Hugh Lane Gallery Trust Limited, was established under the Companies Acts 1963 to 2001 with, as its main object –

“To advance education in the Arts by operating and managing the Hugh Lane Municipal Gallery of Modern Art.”

It has specific powers to further this main object, and elects Trustees for the time being to act as Board of Directors of the Gallery and to further the main object. (These powers are outlined in the Memorandum of Association.

The Company must:

- Elect the Trustees , the numbers of which currently must not exceed twelve, viz;
 - Two senior officials nominated by the City Manager of Dublin City Council;
 - Four members (Councillors) of the City Council nominated by Dublin City Council;
 - A further six Trustees nominated by the Company;
- Appoint a Secretary to the Trust, who is also a Secretary to the Company;

- Hold an Annual General Meeting, at least, at which it must consider the Report of the Trustees; Annual Accounts, Balance Sheets, Auditor Report; the appointment and reappointment of Auditors and the remuneration of Auditors. (Other meetings may be held as the Company sees fit);
- Hold a meeting of the Company if requested to do so by the Secretary acting on behalf of a Trustee or any member of the Company.
- Direct the manner, terms and conditions which should apply to any borrowings proposed by the Board of Trustees, and obtain the necessary approvals of the City Council and the Minister for the Environment for any such borrowings;
- Have a registered office.

The Company *may*:

- Give directions to the Trustees at a General Meeting.
- Increase or reduce the number of Trustees, fill any vacancies which may arise, or remove Trustees.
- With the approval of the Revenue Commissioners, make additions, alterations or amendments to the Memorandum and Articles of Association.
- Admit others members of the Company.
- Remove from or re-admit members to the Company.
- Implement capital projects and borrow or raise money subject to approval of the Council and Minister; raise money through fundraising, donations, gifts or legacies.

Meetings Procedure:

- The Chairman for meetings of the Members will be the Dublin City Manager or his nominee.
- The quorum for a meeting is four. If a quorum for a meeting is not present within half an hour of the scheduled time, the meeting is adjourned for one week or such other arrangements as the meeting may decide.
- The Secretary prepares the Agenda in consultation with the Board of Directors or the Chairman of the Company.
- Twenty-one days notice must be given for a general meeting or for a meeting called for the passing of a special resolution.

- Any member of the Company may request that an item be placed on the Agenda by giving at least seven days notice in advance of the scheduled meeting.
- A resolution in writing, signed by all Members entitled to attend and vote at a meeting has the same validity as if it had been passed at a general meeting of the Company.
- Signatures may be electronic.
- On an annual basis, or at such other intervals as the Members decide, the Company shall review the quality of its governance and evaluate its own effectiveness.

The Trust/Board

The Trustees are elected by the Members of the Company and are the Board of Directors.

Individual Trustees are elected for a fixed term of three years, renewable for further fixed terms of three years. The process for the appointment and removal of Trustees is set out in Sections 4 and 9 of the Articles of Association.

The functions of the Board of Directors, arising from the objectives of the Company and as set out in the Memorandum and Articles of Association are:

- To collectively provide leadership and direction for the success and ongoing performance of the Art Gallery.
- To ensure compliance with statutory obligations applicable that may be set out in all relevant legislation.
- To develop and keep under review a strategic plan for the Gallery in accordance with the objects of the Trust.
- To oversee the management and development of the Gallery, including the care and exhibition of the Gallery's pre-eminent collection.
- To provide and encourage the provision of amenities for education, information and participation in the visual arts.
- To enter into any arrangement for cooperation or reciprocal concession that may be beneficial to the Gallery with any person or body.

- To enhance and improve this national asset through acquisitions by way of donations, purchases, bequests, in accordance with policies guidelines and financial arrangements agreed by the Board and by Dublin City Council.
- To borrow or raise money for the development of the Gallery in accordance with a framework agreed by the Board and Dublin City Council and subject to the approval of the Minister for Environment.
- To develop, put in place and review annually Service Level Agreement/s with the owners of the premises in which the Gallery is housed (Dublin City Council) with a view to ensuring that agreed capital developments are carried out, that relevant statutory obligations (including those related to health and safety) are adhered to and that security, maintenance and upkeep of the premises are provided to the appropriate standard.
- To develop, put in place and review annually Service Level Agreement/s in relation to the following issues:
 - a) Role and reporting arrangements for the Director and staff of the Gallery.
 - b) Budgets, finances and Audit for the Gallery.
 - c) Insurances, Inventory and Assets Register
 - d) Risk Management, and maintenance of premises and its fabric.
- To provide an Annual Report, including Audited Accounts, to the Company.
- Provide information reasonably requested by the Members of the Company.
- To appoint, in association with the Members of Company, a person who will act as Secretary of the Company, and Secretary of the Board, and carry out the functions assigned to the Secretary under the Memorandum and Articles of Association of Hugh Lane Gallery Trust Limited.
- To oversee and guide the work of the Director and staff of the Gallery as appropriate in accordance with Delegation processes and service level agreements in place from time to time.
- To evaluate and review the performance of the Director and, if deemed appropriate, agree and review key performance objectives on an annual basis.
- To recommend programmes of Development and Training for the Director and other staff who work in the Gallery.

- To have general oversight of the performance of the Gallery Director and staff.
- To have oversight of succession planning in relation to the Board, the Director of the Gallery and key senior staff.
- To do all other such things as may be incidental or conducive to the attainment of the objectives of the Company.

Meeting Procedures

- The Directors will elect a Chairperson of the Board.
- If the Chairperson is not present within fifteen minutes of the time scheduled for a meeting, the Directors may elect one of the other Directors to Chair that meeting only.
- The Board may meet without the presence of the Director of the Art Gallery. The Director of the Art Gallery should absent himself/herself when matters related to his/her role, or key performance objectives are on the Agenda for discussion.
- The Board shall receive, from the Director, or any other appropriate staff member, balanced written assessments of issues and proposals being brought to them for consideration. These assessments shall, where appropriate, outline alternative options, and, if a recommendation is being made in regard to a particular course of action or decision, this shall be clearly stated as such.
- Decisions of the Board shall be clearly recorded.

Detailed Governance Procedures

The Trust/ Board:

1. The procedural operation and functions of the Board/Trust are governed by the Memorandum and Articles of Association of the Hugh Lane Gallery Trust Ltd, and informed by the Government's Code of Practice for the Governance of State Bodies; Ethics in Public Office Legislation, Standards in Public Office Legislation and Guidelines, Regulations and Protocols of Dublin City Council in place from time to time, and the current best practice in the governance of organisations.
2. The Board will regulate the frequency of its meetings as it thinks fit, to exercise effectively its strategic governance role and to monitor management and performance.

The Board will appoint a Secretary and approve his/her role and function.

Questions arising at a Board meeting will, where possible, be dealt with by consensus. If this is not possible, and there is an equality of votes the Chairperson will have a second, or casting vote. The Chairperson and the Secretary will, at the request of a Director, summon a meeting of the Board.

The quorum for a meeting will be four.

3. The Directors shall act impartially and in the best interest of the Gallery and not act as a representative of any special interest group.
4. The Board of Directors may delegate the decision-making on its behalf to Committees and to the Executive Director.
5. The Board shall have a formal schedule of matters specifically reserved to it for decision. (as set out on pages 3-8)
6. It will be the responsibility of the Chairperson to ensure that the responsibility and authority of the Board is safeguarded. Excessive influence on Board decision-making shall be avoided, while allowing all Directors the opportunity to contribute fully to Board deliberations.

7. All Directors will have independent access to the advice and services of the Secretary to the Board, who shall endeavour to ensure that Directors are aware of all appropriate legal constraints, regulations and procedures.
8. Any business or other interests which could affect member's independence will be dealt with as set out in the Conflict of Interests Policy.
9. The Board will provide an Annual Report. This Report shall include the Annual Audited Accounts, Balance Sheet, a Report from the Auditors, and a Report from the Directors.
10. The Board will ensure that a balanced and understandable assessment of the Gallery's position is made in presenting its Report and Annual Accounts.
11. The Board will state in its Annual Accounts that it is responsible for approving the accounts, there shall also be a statement by external auditors engaged by the Board (through Dublin City Council) regarding their reporting responsibilities.
12. The Board will ensure that the Gallery has in place a robust system of internal management and control, including, but not limited to;
 - Financial and operational control systems and procedures which may include the safeguard of assets and collections, segregation of duties, information systems, and authority and approval procedures.
 - Managerial control systems, which may include defining policies and setting objectives; and it will review these matters periodically, setting key performance indicators and monitoring financial performance.
13. The Board may evaluate and review the performance of the Director and establish key performance indicators which would be reviewed on an annual basis or such other basis as the Board deems appropriate.
14. The Board will approve Dublin City Council's Procurement and Financial Regulations/Procedures and they will apply to all the business and operation of the Gallery
15. The Board will, on an annual basis, review the quality of its governance and evaluate into own effectiveness.

16. The Board will be responsible for ensuring that a strong system of Risk Management is in place.
17. The Board will establish An Audit and Risk Management Sub-Committee which will report annually to it. The Board will approve policies and procedures on audit and risk management
18. The Board will establish an Acquisitions, Loans, and Exhibitions Committee and approve and adhere to policy and procedures on acquisitions, loans and exhibitions for the Art Gallery.
19. The Board will approve, and adhere to, a Code of Conduct policy and procedures for its members and for the staff in the Gallery.
20. The Board will approve and adhere to a Policy on the Deaccessioning of Artworks.
21. The Board will approve and adhere to a Policy and Procedures on Travel arrangements for staff and Directors.
22. The Board will approve and adhere to a Policy and Procedures on Hospitality and Entertainment in the Art Gallery.
23. The Board will approve and adhere to an overall Code of Governance covering all aspects of business in the Gallery and review this Code on an Annual basis.
24. The Board may develop Strategic Plans for the Gallery.
25. The Board will delegate the day to day management of the Gallery to the Executive Director and her/his staff.

Role and function of the Secretary for the Board:

The Secretary of the Board will be responsible for:

- (a) Performing the relevant functions relating to Regulatory and Code of Practice compliance;
- (b) Ensuring that all necessary compliance and review issues are brought to the attention of the Board.
- (c) Preparing, in consultation with the Chairperson and Executive Director, the Agenda for Board meetings,
 - Ensuring that relevant documentation is provided in a timely manner to Board Directors,
 - Preparing Minutes of the Board meeting,
 - Ensuring that decisions taken by the Board are appropriately promulgated;
- (d) Providing advice, on request, to the Directors, individually or collectively;
- (e) Ensuring that new Directors receive appropriate induction;
- (f) Keeping Board policies under review and alerting the Board if these need adaptation in the light of Government policy or Legislation;
- (g) Ensuring that Compliance Certificates in accordance with relevant Codes of Practices are signed and submitted to the appropriate bodies;
- (h) Ensuring that necessary functions of the Company (Members) are carried out.
- (i) Ensuring that all necessary compliance with the Companies act is implemented efficiently.
- (j) Such other duties as assigned by the Board from time to time.

Terms of Reference for Audit and Risk Management Sub-Committee

Objectives

- The Audit and Risk Management Committee will be a Sub- Committee of the Board. Its main objective will be to assist the Board fulfil its functions by providing independent and timely advice on areas within its remit.
- The main functions of the Audit and Risk Management Committee will be to review the significant financial reporting issues and judgements made in connection with the Board's financial statements and reports, to review the scope and effectiveness of the its internal controls, including financial, operational and compliance controls and to identify, assess, manage and monitor key risks, both financial and operational, taking account of the key objectives of the Board as contained in the Memorandum and Articles of Association and any Strategic Plans.

Membership

- a) The Committee which shall be appointed by the Board shall comprise not less than four members.
- b) The Chairperson of the Committee shall be one of the six Directors/Trustees selected as having "*the necessary calibre to contribute to the future development of the Gallery*". (*article 5 (c) of articles of association*).
- c) Membership of the Committee shall be structured to achieve an appropriate balance of recent and relevant experience, taking account of the full range of the Committee's activities.
- d) Membership of the Committee shall be reviewed each year by the Chairperson in consultation with the Company Chairperson and with the Chairperson of the Audit Committee, and changes as required shall be recommended to the Board at that time.
- e) Membership of the Committee shall normally be for an initial term of three years, with the possibility of an extension of a further three years. (The general aim is to change the membership from time to time to ensure an appropriate balance between continuity and fresh perspectives).

- f) The Secretary shall act as a secretary to the Committee and be responsible for the preparation and distribution of agenda, papers, minutes and reports, following consultation with the Chairperson of the Committee.

Meetings and Quorum

- a) The Committee shall meet on at least three on occasions per annum:
- prior to the external audit, to approve the audit plan
 - prior to the issuance of the audited accounts to the Board and the Company
 - during the year to discuss internal controls and risk
 - Other meetings as required shall be convened by the Chairperson.
- b) The quorum for meetings shall be three (3) members
- c) The External Auditors shall attend meetings by invitation for agenda items when the financial accounts and issues in relation to the conduct of their audit are being considered, or at their request for other items, bar the approval of the minutes.
- d) The Chairperson shall present a written report annually to the Board summarising the work of the Committee in the previous year. Additionally, the Chairperson shall report to the Board the Committee's views in relation to the audited financial accounts. The External Auditors shall attend the Board meeting when the audited financial statements are being considered.
- e) The Committee shall make recommendations to the Board regarding the appointment, re-appointment or removal of the External Auditors, and regarding their remuneration and terms of engagement.
- f) The Committee may meet privately, and shall arrange to meet separately at least once a year, with the Internal Auditor of the Company, the External Auditor and the staff responsible for Risk Assessment and Risk Management.
- g) The Minutes of the Audit and Risk Management Committee shall be circulated to Board meetings for noting or discussion, as appropriate.

General Powers:

- a) The Committee may investigate any matter falling within its objectives, calling on whatever resources and information it considers necessary to so do.
- b) The Committee will be authorised to seek any information it requires from any employee of the Gallery or Dublin City Council to enable it discharge its responsibility and shall have made available to it on a timely basis all information requested from any employee in a clear, concise and well-organised manner.

Performance Evaluation

- The Committee shall, at least once a year, arrange for the review of its performance and its Terms of Reference and shall report its conclusions and recommend any changes it considers necessary to the Board.

Acquisitions, Loans, and Exhibitions Sub-Committee.

Terms of Reference

1. Constitution

The Board will establish a Sub- Committee of the Trust to be known as the Acquisitions, Loans and Exhibitions Committee. (ALE)

2. Membership

The Committee will be appointed by the Board and the Chairperson of the Committee will be a Director of the Board. The Committee shall consist of between six and ten members and may include art experts drawn from the Gallery staff and outside as approved by the Trust.

The initial membership will include the following:

- Chairperson – Nominated from the Board.
- Second Nominee from Board of (from those elected under par 5 (c) of the Articles of Association).
- The Director of the Gallery
- The Head of Conservation in the Gallery
- The Head of Exhibitions in the Gallery
- The Head of Collections in the Gallery
- Nominee from the Culture Recreation and Amenity Department (DCC).

A quorum for the purpose of the committee will be four. (One of this four must be a member of the Board).

3. Duties

The function and duties of the Committee shall be:

- To consider and make recommendations to the Board in regard to overall budgets and in the context of existing budgets approve budgets for individual acquisitions, loans and exhibitions including insurance, re-location, public relations and hospitality.
- To consider and make recommendations to the Board where appropriate in regard to proposals to acquire works of Art or to take works on loan or to loan works from the Gallery for recommendation to the Board.
- To recommend a programme of exhibitions in the Gallery to the Board.
- To ensure that all decisions reached in relation to acquisitions take cognisance of the principles of accountability, value for money and public procurement regulations.

- To ensure that all acquisitions are carried out/recommended in a manner that is transparent and complies fully with accountability principles.
- To develop written policies and procedures on the issues of Acquisitions Loans and Exhibitions for the approval of the Board.

4. Secretary

The Secretary to the Committee will be the Secretary to the Board.

5. Attendance at Meetings

Other than members of the Acquisitions, Loans and Exhibitions Committee, meetings may be attended by relevant staff of the Gallery. Other relevant experts may be invited to attend certain meetings to give their advice on particular proposals and to assist the Committee in making their recommendations. Such attendance will be agreed by the Committee.

6. Frequency of meetings

Meetings will be held at least quarterly but more frequent meetings may be required to ensure efficient and effective discharge of the business of the Gallery in relation to Acquisitions, Loans and Exhibitions. The Secretary will liaise directly with the Chairperson of the Committee with regard to the convening of meetings as and when required.

7. Procedure for Meetings

The Secretary will arrange for the appropriate written agenda and written report of the Director to be circulated to Committee members prior to meetings. Each report must clearly outline the proposals involved and the recommendations being made. The minutes of every meeting must clearly outline the decisions made and any dissent and difference of opinion must be noted on arriving at a decision for recommendation to the Board.

In the event of absences of Committee Members from meetings the view and opinion of those absent will be relayed to the meeting by letter or by email and such views and opinions must be noted in arriving at a proposal/recommendation to the Trust.

8. Procedure for Dealing with Urgent Business

In the event that a decision is urgently required on an acquisition or lending issue in advance of the next scheduled meeting of the Committee, a copy of the completed report of the Director, and all supporting documentation together with a cover note explaining the reason for the urgency will be issued by writing/email to each member of the Committee for approval or endorsement, as appropriate.

Committee members may convey approval/endorsement in such urgent cases by e-mail/fax/post but original application forms and supporting documentation will be endorsed and signed off by the Committee members at the next scheduled meeting. (This arrangement should only occasionally be necessary).

9. Reporting

The Secretary of the Committee will circulate minutes of Committee meetings to members of the Board, together with a written list of all decisions being recommended, while also clearly outlining dissent and different opinions on Acquisitions/Loans/Exhibitions being recommended or not recommended. This will be done a week in advance of Board Meetings.

10. Conflicts of Interest

In carrying out the duties of the Committee, members must be mindful of their obligations under the Ethics in Public Office Act 1995 and Standards in Public Office Act 2001, particularly with regard to the disclosure of interest requirements therein. A member of the Committee who declares an interest (personal or family, spouse/partner) in any matter which is before the Committee for deliberation or decision must absent himself/herself from the meeting while such matter is being considered.

Where the Chairperson of the Committee declares an interest (personal or family, spouse/partner) in any matter which is before the Committee for deliberation/decision, he/she shall absent himself/herself from the meeting while such matter is being considered. In his/her absence the remaining members shall agree a member from among them who will act as Chairperson for the duration of consideration of the matter which is the subject of the conflict.

11. The replacement or removal of Members on the Committee or the addition of further Members will be a matter for The Board.

ACQUISITIONS, LOANS AND EXHIBITIONS POLICIES. **(ALE)**

THE HUGH LANE GALLERY COLLECTION

The Hugh Lane Gallery collection is a unique collection of Irish and international modern and contemporary art. The Gallery has a duty to preserve and promote its collections and to add to the collection through the acquisition of works of art that are of outstanding quality as well as works that are of distinctive aesthetic character or importance. The Hugh Lane Gallery's mission is to increase the public's knowledge, understanding and enjoyment of the visual arts through display of its collection, making temporary exhibitions, and working with like-minded institutions, nationally and internationally through lending and borrowing. The Hugh Lane shares with The National Gallery London paintings from the Sir Hugh Lane Bequest 1917 comprising thirty nine works in a unique agreement between The Government of Ireland, Dublin City Council and the Trustees of The National Gallery in London

From the foundation of the gallery in 1908 the focus of the collection has traditionally been European and American art from 1850 to the present day but this remit has been extended to embrace international modern and contemporary art from a global perspective. The current collections policy aims to have a strategic focus on acquiring works by national and international artists within the specified period 1850 to the present. This includes painting, sculpture, drawing and printmaking; pertinent archival material, photography, mixed media, film, installations, performance art, net art or art that uses digital technology for creation, presentation or distribution, conceptual art, relational aesthetics and new art forms yet to be conceived. Acquisitions of other works outside the current policy will only be made in very exceptional circumstances.

The collections policy is not constrained by legal, benefactor or other decrees. The Gallery is a registered charity (Hugh Lane Trust Ltd. Charity Number CHY 13752) and the collection is in the ownership of the local authority Dublin City Council.

Stewardship of the collections will ensure that all items in the collection receive appropriate standards of care and security in accordance with best international museum practice so as to meet the responsibilities of the Trustees and Dublin City Council to future generations of keeping the collection in the public domain.

Acquisitions, loans and temporary exhibitions will be managed by a professional team comprising director, curators and conservators. They will reconcile maximum public access to the collections with the desirability of lending to other cultural institutions subject to security and conservation requirements

Any direct or family relationship or connection of Staff, Board Directors or Committee Members with the artist, artwork, vendor, donor or method of acquisition must be declared as a conflict of interest. Committee Members or Staff are required to declare any conflicts of interest for any of the agenda items. Once a conflict of interest is declared the Committee/Staff Member must remove himself from the decision-making process. This also applies to all Board Directors.

The Chair of the meeting will take responsibility for overseeing this procedure at the appropriate point in the agenda, and the declaration of interest, subsequent withdrawal, discussion and final decision will be clearly recorded.

The Acquisitions Loans and Exhibitions Policies will be reviewed on a regular basis.

ACQUISITIONS POLICY

The Gallery acquires works for the collection by gift, purchase and bequest. The founding collection was presented as a gift to Dublin in 1908 by Hugh Lane and his supporters.

Significant donations include the Lady Lavery Bequest of 1935, the Thomas Haverty Trust of 1935 and further gifts from the Friends of the National Collections and the Contemporary Irish Arts Society.

The gallery acquired solely by gift and bequest until 1974, when the gallery received its first purchasing grant from Dublin City Council.

Representation of artists from the early periods of the collection where the work is of particular significance to the gallery's collection and/or to the unique story of the foundation of the gallery is desirable. The policy also aims to continue Hugh Lane's vision with an emphasis on contemporary art.

The policy seeks to acquire works which represent significant advances in art practice, that are excellent in concept and realisation as well as works that are of a distinctive aesthetic nature or character.

The policy also aims to collect from different periods of an artist's career so as to add breadth and depth to the collection. Embedding representations of our exhibition history in the Gallery's collection is on occasion, desirable.

Within the timeframe of its remit, the Gallery collects painting, sculpture, drawing and printmaking; pertinent archival material, photography, mixed media, film, installations, performance art, net art or art that uses digital technology for creation, presentation or distribution, conceptual art, relational aesthetics and new art forms yet to be conceived.

The gallery confines itself solely to collecting visual arts practice. Works of historical significance in the context of the history of Charlemont House will also be considered.

The director and gallery curators, as the art experts, will have the necessary expertise to bring forward proposals to the Acquisitions Loans and Exhibitions Committee and will be responsible for remaining well informed of advances and evolutions in visual arts practice and monitoring all new developments. All proposed acquisitions will be brought to the ALE Sub-Committee by the Gallery Director. If agreed they will be brought to the Board for approval.

STATEMENT OF PRINCIPLES

General Procedure

1. Acquisitions

The gallery will purchase from artists, commercial galleries, estates of artists and any other bodies that are deemed appropriate within the law and code of ethics for museums and galleries. In cases of purchase at auction, once the figure to which the gallery will bid is agreed, the gallery will typically use an agent to represent them at auction.

Gifts and bequests will be considered by the executive in accordance with the acquisitions policy. Where relevant and appropriate, confidentiality on commercially sensitive issues will be maintained.

2. Provenance and Due Diligence

The gallery will be satisfied that purchases, gifts and bequests will have full provenance history and established ownership. Every effort will be made by the gallery to ensure before acquisition, that any object offered for purchase, gift, bequest or loan has not been illegally obtained and that a valid title is held. Works in the ownership of the Trustees, museum personnel, or the families and close associates of these persons may be considered by the committee but will be subject to the same criteria and appraisal as all proposed acquisitions.

3. Documentation Procedures

The Gallery will maintain records on the collection and all new acquisitions to best international practice. The Museum System (TMS), which is an internationally recognised digital system for recording and storing full information on every item in the collection, has been put in place and is fully backed up off site. This system has been adopted by public museums and galleries internationally and has replaced the practice of analogue recording. The Gallery's TMS has a record of each artwork and information is entered by registration number, name of artist, medium of the art work, the date, dimensions, cost, acquisition history/provenance (including full history of work - see Provenance and Due Diligence above) and, where relevant, exhibition history. As well as that it is Gallery policy to keep artists' files on all artists represented in the collection and individual files on each acquired work by that artist.

CRITERIA

1 Eligibility and relevance to Collection

Acquisitions will date from circa 1850 to the present day. The works acquired will advance understanding, appreciation and engagement with modern art and with the creativity and concerns of contemporary practice. They will support the Gallery's aim and vision to make the collection available on all levels for public engagement.

2 Profile and exhibition History

The Gallery will only acquire works by artists who have demonstrated their ability over a reasonable period of time. It will expect the artist to have exhibited publicly and/or garnered some public engagement and response.

3. Concept and Value Added

Acquisitions will enrich the existing collection which will continue to be a significant resource for the study, enjoyment and appreciation of visual art in Ireland by practitioners from both Ireland and abroad, students and scholars, collectors and general audiences. Acquisitions will also encourage curiosity and interest from all of our audiences.

4. Condition of work

Detailed condition reports by professional conservators on the proposed works will be made available for all acquisitions. The reports will also give an overview of the requirements for the care and archiving of the work.

The gallery accepts that certain art works have limited life spans due to their technical and other natures and that this is acknowledged by the artist/s. Where there is an obvious limited life span, the policy of the artist/s will be taken into account and the possibility of replication at a later date will be fully explored. In cases of where the nature of the work is deemed fragile or in fair or poor condition its relevance to the collection and its inherent artistic value will be carefully balanced. Full consideration will be given to the archive requirements of proposed artworks. Should it not be possible to accommodate an artwork within the spaces provided, then the artwork should not be given consideration unless approved alternative archive/exhibition space is presented for approval.

5. Value for Money

The gallery will seek to acquire the best possible work for the funds available. The gallery will also endeavour to ensure that the price of the artwork is a fair one for both the gallery and the artist (where relevant) as value for money is an underlying principle in acquisition. (See 8 below).

6. Public Procurement Rules. The acquisitions policy will follow international and national public procurement rules. The Gallery, in line with best International practice, will normally target works of art which are unique and hence can be described as provided by a sole supplier, and in certain such circumstances the Gallery will seek a departure from standard public procurement procedures because of the exceptional nature of some art works. There is specific provision in public procurement regulations to cater for this (2004) but it is only related to the acquisition of unique works of Art. In all such cases the departure from public procurement procedures must be clearly outlined in writing by the Director and be clearly approved by the ALE Committee and by the Board of Directors. The Gallery aims to collect the best artworks presented by the artist or their representatives in the public and private domain contingent on the budgets available.

Works of art which present themselves for possible inclusion in the collection may be part of an exhibition of artworks, or be a single item for consideration. Valuation of the work is in the public domain when it is in a commercial gallery or in auction.

In the case of a private sale, the work will be benchmarked against current market value and a detailed report submitted with proposal to acquire. Appraisals will be carried out on every proposed artwork normally with in-house expertise. In exceptional circumstances independent appraisal will be sought.

7. Collecting Policies of fellow cultural Institutions

The Gallery will take account of the collecting policies of other galleries and museums collecting in the same or related areas or subject fields. It will consult with these organisations where conflicts of interest may arise or to define areas of specialisms, in order to avoid unnecessary duplication and waste of public resources.

8. Budget / Affordability

Sufficient funds must be available before proceeding with any acquisition and an Executive Manager's Order raised for all acquisitions be they purchases, gifts or bequests.

The Gallery has a good track record for sourcing additional funds for acquisitions by way of sponsorship and philanthropy. The Gallery will also endeavour to make full use of all funding opportunities available to Irish cultural institutions and has been approved on occasion as an eligible institution to acquire artworks under government incentive tax schemes including Section 1003 of the Taxes Consolidation Acts 1997. Independent financial support for acquisitions will fully comply with the gallery's collections policy and will not compromise the gallery's integrity or standards of practice.

LOANS POLICY

The Gallery's policy on loans entails:

1. Lending works from the permanent collection to other cultural institutions nationally and internationally for temporary exhibition
2. Borrowing from other institutions nationally and internationally for temporary exhibition in the Gallery
3. Lending works from the collection on a 'long term' agreement to other institutions in Dublin

LOANS OUT TO OTHER INSTITUTIONS - NATIONALLY AND INTERNATIONALLY

General Procedure

All written loan requests for works from the permanent collection will be addressed to the Director and considered by the curatorial team under the following criteria. The Director will bring forward the recommended proposals to ALE for consideration. If agreed they will be brought to the Board for approval.

CRITERIA

1. Criteria for Lending

- a) The work/s requested contribute to a significant exhibition
- b) Adds to the knowledge of a particular work/s
- c) Make the work/s available for an educational purpose and reaching out to new audiences
- d) Temporarily re-uniting ensembles or parts of objects that have been separated.
- e) Showing artworks that seldom or never leave the archives and thereby give access to them for pleasure or study
- f) Introducing and interpreting other cultures
- g) An opportunity to conserve an object to exhibition standard

2. Criteria for declining a request.

- a) Conditions of the borrowing institution don't meet the required standards for loan, be it security systems, environmental conditions; fire prevention system, areas for exhibition, poor scholarly understanding or inadequate insurance.
- b) The subject of the exhibition is too limited or too commercial to let an object travel
- c) Purpose of the work in the proposed exhibition is unclear or the necessity for inclusion of a particular artwork is not sufficiently demonstrated by the request. There is no confidence in the added value of lending the object
- d) Works that are unsuitable for transport and display
- e) Efforts and costs required for conservation or restoration (making it fit for travel) not in reasonable proportion to the quality of the work or impossible to achieve the necessary conservation within the time frame
- f) Work not available, because already promised to another exhibition or because it is a key-work in the display of the museum or central to a specific educational program
- g) Request made at too short notice to process the preparations for the loan in a responsible way
- h) Unstable political situation, threat of terrorism or risk of a third party claim
- i) The borrowing institution has no provision to pay for a courier to accompany the works being loaned

LONG-TERM LOANS OUT TO INSTITUTIONS IN DUBLIN

The Gallery has historically lent works on a 'long-term' basis to Dublin City Council and Government Bodies. A 'long term' loan generally describes the loan of an artwork for a period of one year or more. The Gallery has agreed to 'long-term' to Dublin City Council in the following locations, Civic Offices, Tara Street Fire Station and the Mansion House.

It has also agreed to 'long term' loans to Office of Public Works (Áras an Úachtarain, Farmleigh House, Kilmainham Jail and the Oireachtas). Requests for 'long-term' loans will be considered by the curatorial team under the criteria below. The Director will bring forward the approved proposals to ALE Committee consideration. If agreed they will be brought to the Board for approval.

CRITERIA FOR LONG-TERM LOANS

- a) Borrowing institution has some relevance to the works requested
- b) The works will be on view to institution's audiences
- c) The work will be in a stable and secure environment
- d) The work will be insured while on long term loan
- e) The Gallery may request the work back at any time.
- f) The borrowing institution will facilitate regular conservation checks by Gallery conservator
- g) The borrowing institution will agree not to move the work while it is on loan

LOANS INTO TEMPORARY EXHIBITIONS AND PERMANENT COLLECTIONS

Temporary exhibitions by their nature comprise loans from public and private collections. Loans to the permanent collection are sought solely to enhance the collection. Loans will be considered by the curatorial and conservation team under the following criteria:

- a) Value added to the collection
- b) Adding breadth and depth to the collection
- c) Filling a gap in the collection
- d) Quality of the work
- e) Conditions of loan
- f) Timeframe of loan
- g) Ability to exhibit and archive the work within the loan period
- h) Insurance implications
- i) The selection made by the temporary exhibitions curator/s

In the case of the permanent collection, subject to agreement by the curatorial team, the Director will bring forward the loan proposals for consideration at the ALE Committee. If agreed it will then be brought to the Board for approval. For temporary exhibitions, after the availability and agreement to lend has been confirmed by the Lender a full list will be supplied to the ALE Committee and to the Board.

Role of Art Courier

An art courier is a member of Gallery staff who has received professional training to care and protect artworks while in transit and during installation in the borrowing institution

The role of the courier is to act as representative of the Gallery in ensuring safe handling of the loan during transit, unpacking, packing and, if necessary, during installation and de-installation.

They are also required to check the condition of the loans upon arrival and before installation. The courier will consult with the Gallery if there is any cause or concern and the Gallery reserves the right to withdraw a work if the conditions outlined the borrowing institution facilities report are not adhered to.

TEMPORARY EXHIBITIONS POLICY

The Gallery aims to provide a dynamic and informative schedule of temporary exhibitions which allow a singular and focused opportunity to engage with artists, artworks and art events in new forms and contexts as well as introducing previously unseen work. It supports art practices with a diversity of visual expression.

Depending on the nature of the project we may commission artists to produce site specific work.

The Gallery may on occasion invite external curators, drawing on their expertise and approach in exhibition making, and collaborate with other arts organisations in actively seeking partnerships both nationally and internationally.

It is acknowledged that the dialogue between artists, curators and audiences contributes significant value to the Gallery and its role in civic society.

By encouraging innovative approaches to exhibition making, through its research, thematic concept and critical discourse, the Gallery enhances participation, awareness and enjoyment for all our audiences.

STATEMENT OF PRINCIPLES

General procedure

Temporary exhibitions by professional artists are organised by the Gallery both independently and in collaboration with identified and agreed partners, with all necessary supports in place. Informed by current critical discussion and debate in exhibition making, of both historical and contemporary themes, proposals for exhibitions are brought forward by the curatorial team to the ALE (Acquisitions, Loans and Exhibitions) committee for consideration. If agreed they are brought to the Board for approval.

CRITERIA

1. Eligibility and Relevance to the Gallery

The temporary exhibitions programme fits within the timeframe of the gallery's collection, i.e. from c. 1850 to the present day and includes all visual art forms

2. Categories of Exhibitions

a) Solo Exhibitions

Exhibitions of a specific period of the artist's work, be they emerging, mid-career or established artists both from Ireland and abroad

b) Group Exhibitions

Exhibitions which bring together the work of two or more artists that are thematically or historically connected

c) Retrospective exhibitions

Surveying and paying tribute to the career of a single artist drawing on works from different periods of the artist's life. Retrospective exhibitions may also embrace collective art movements

d) Exhibitions of curatorial and critical content

Exhibitions that encompass critical enquiry into contemporary cultural concerns as well as embracing new approaches to exhibition making

e) Historical and Sociological significance

Exhibitions of artworks which concentrate on significant sociological and historical events

f) Contemporary culture

Exhibitions which reflect mass popular culture through its visual representation

g) Public Spaces

Following in the practice of programming O'Connell Street, the Gallery aims to continue to exhibition in the public realm throughout the city

3. Value for money

The main schedule of exhibitions is ideally confirmed three years in advance to ensure maximum exposure and awareness to all of our audiences as well as exploring the potential of partnerships and sponsorship both nationally and internationally. Once agreed, the Gallery will seek to organise the best possible exhibition for the funds available.

4. Concept and Value Added

The temporary exhibition programme is central to the Gallery's operations. It enriches the permanent collection with its added contribution to the understanding and appreciation of visual art practice. It aims to attract new audiences to the Gallery as well as encouraging revisits by our regular visitors.

As Dublin City's Art Gallery, the temporary exhibitions programme reflects the Gallery's responsibility to showcase the vibrancy and creativity that is manifest by contemporary art practice as well as celebrating earlier art movement.

5. Exhibition programmes of fellow Irish cultural Institutions

The Gallery will take account of the programmes of exhibitions scheduled by fellow Irish cultural institutions. It will consult with these organisations where conflicts of interest may arise or to define areas of focus, in order to avoid unnecessary duplication and waste of public resources.

6. Budget Availability

Sufficient funds will be available before commitment to any exhibition.

POLICY ON DE-ACCESSIONING ARTWORKS FROM THE GALLERY.

The de-accessioning of Artworks in the Gallery will only be implemented in exceptional circumstances

- **Legal or Other Powers of Disposal**

Where the Gallery has acquired objects subject to conditions of disposal, the legal or other requirements and procedures must be complied with fully. Where the original acquisition was subject to mandatory or other restrictions these conditions must be observed, unless it is clear that adherence to such restrictions is impossible or substantially detrimental to the institution and, if appropriate, relief may be sought through legal procedures.

- **De-accessioning from Gallery Collections**

The removal of an art work from the Collections must only be undertaken in exceptional circumstances with a full understanding of the significance of the item, its character (whether renewable or non-renewable), legal standing, and any loss of public trust that might result from such action.

- **Responsibility for De-accessioning**

The decision to deaccession will be the responsibility of the Board acting in conjunction with the Director of the Gallery.

- **Disposal of Objects Removed from the Collections**

Before considering disposal of objects from the collections the Gallery will develop defined authorised methods for permanently removing work from the collections through donation, transfer, exchange, sale, repatriation, or destruction, and that allows the transfer of unrestricted title to the receiving agency. Complete records must be kept of all deaccessioning decisions, the objects involved, and the deposition of the object. There will be a strong presumption that a deaccessioned item should first be offered to another gallery. If the de-accessioned item was bequested or donated to the Gallery then that person or their family will be notified and their agreement obtained.

- **Income from Disposal of Collections**

The Gallery collections are held in public trust and are not a realisable asset. Money or compensation received from the deaccessioning and disposal of artworks from the Gallery collection may be used solely for the benefit of the Gallery.

- **Purchase of De-accessioning Collections**

Directors of the Board, Members of the Company, Director, Gallery staff or their families or close associates, will not be permitted to purchase objects that have been deaccessioned from the Gallery.

CODE OF CONDUCT FOR BOARD DIRECTORS AND MEMBERS OF COMMITTEES.

1. Introduction

- a) This Code applies to all Directors of the Board and to members of Committees established by the Board for whatever purposes.
- b) This Code is intended to ensure that Board Directors are aware, and accept, the responsibilities associated with Directorship and follow high standards of ethical and professional conduct, as Directors of the Board, in the interests of the Board and the Gallery as a whole.
- c) Any complaint or allegation that a Director is in breach of this Code shall be referred to the Secretary.
- d) A Director shall at all times act, as a Director, in the best interests of the Gallery and shall not act as a representative of any special interest.

2. Functions of the Board

- The functions of the Board, as defined in the Memorandum and Articles of Association shall be carried out by Directors with integrity, independence, honesty, good faith and proper purpose and in the best interests of the Gallery.

3. Directors will:

- a) Treat each other, and Gallery staff with professionalism, courtesy and respect;
- b) Not improperly influence other Directors;
- c) Not act as spokespersons for the Board, in either public or private, unless specifically requested by the Board to do so;
- d) Participate actively and work co-operatively with other Directors in discharging their responsibilities as Directors.

4. Confidentiality/ Use of Information:

- Directors shall respect the confidentiality of all information they receive in the course of their duties.
- The Board shall develop a process through which Directors providing information internally, or to external agencies, in good faith, and in the interests of the integrity of the Board overall, shall be protected.

5. Directors will act collectively to:

- a) Ensure that appropriate care is taken to guarantee the security of sensitive Board and other documents, whether in paper or in electronic form;
- b) Observe any restrictions agreed by the Board on the use or dissemination of information (subject to Freedom of Information Act or Data Protection Act requirements)
- c) Respect the privacy of individuals.

6. Directors will:

- a) Develop and maintain a clear understanding of the functions of the Trust/Board;
- b) Familiarise themselves with the contents of the Code of Governance derived from the Memorandum and Articles of Association.
- c) Develop and maintain a clear understanding of the role of any Board Committee on which they serve;
- d) Prepare for meetings by reading and considering all papers circulated with the Agenda, provided to them, ordinarily, at least one week before each meeting of the Board.

7. Disclosure of Interests:

- (a) Any member of the Board who has an interest in a company or concern with which the Gallery proposes to make a contract, or a contract which the Gallery proposes to make, shall disclose this fact to the Board and shall take no part in any deliberation of the Board in this regard, and the disclosure shall be recorded in the Minutes of the Board Meeting.
- (b) Any Director who is related or connected to a person who is a candidate for any appointment to the Gallery shall disclose this fact to the Board and shall take no part in any deliberation or decision of the Board related to the appointment.
- (c) For the purpose of the foregoing, persons and bodies connected with a Director include:
 - (a) a spouse/partner, parent, brother, sister, child or step-child;
 - (b) a body corporate with which the member is associated;

(c) a person acting as the Director of any trust, the beneficiaries of which include the director or the persons at (a) above or the body corporate at (b) above ; and a person acting as a partner of the member or of any person or body who, by virtue of (a) – (c) above, is connected with the member.

8. Directors will:

- On ceasing to be a Director not make use of any information obtained in their capacity as a Director that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member.
- For a period of two years after ceasing to be a Director, not give advice nor act in the name of, or on behalf of, a third party in negotiations with, or in regard to, contracts with the Gallery.

9. Register of Interests

- Directors shall comply with the provisions of the Ethics in Public Office Act (1995) and The Standards in Public Office Office Act (2001) as these are applied to the Board. The necessary Statement of interest shall be returned annually to the Secretary of the Board and to the Comiission on Standards in Public Office by the due date.

10. Breaches of the Code

- Any complaint or allegation that a Director is in breach of the Code shall be referred in writing to the Secretary of the Board and signed by the person who is bringing the matter to the attention of the Board.

11. Dissemination of the Code.

- The Secretary of the Board shall provide a copy of this Code to each Director and Committee Member shall promote, disseminate and ensure its implementation.

Code of Conduct for Staff of the Gallery

General:

The terms and conditions applicable to employees of Dublin City Council as currently set out in Dublin City Council's Human Resource Policies and Procedures and as amended from time to time, shall apply to employees of the Gallery.

The following paragraphs set out the principle objectives and requirements for the Code of Conduct for Employees.

Introduction to the Code

- Employees of the Gallery can be justly proud of the high standards of conduct which have characterised their service over many years and enabled them to carry out the mission of the Gallery. This Code of Conduct is an important element of the overall framework within which all employees are expected to work. It sets out the standards required of employees in the discharge of their duties, their personal performance and responsibility.
- The Gallery has developed this Code of Conduct for employees taking account of the implications of the Ethics of Public Office Acts, 1995 and the Standards in Public Office Act 2001 as well as Code of Conduct for Employees under the Local Government Act 2001 and Regulations of Dublin City Council.

Intent and scope of the Code

- a) The purpose of this Code is, particularly, to provide guidance to employees of the Gallery in performing their duties as employees as set down in the relevant legislation.
- b) For the purposes of this Code, and the above mentioned Local Government Act, 2001, employees are defined as all individual in the paid employment of Gallery full and part time, irrespective of whether by the Gallery or seconded to the Gallery, full and part time, irrespective of whether the Gallery is their primary employer, and including those in receipt of stipends.

Objectives of the Code

- a) To set out a clear set of ethical principles;
- b) To promote and maintain confidence and trust in the employees of the Gallery;
- c) To prevent the development or acceptance of unethical practices;
- d) To promote the highest legal, management and ethical standards in all the activities of the Gallery;
- e) To promote compliance with best current governance and management practices in all activities in the Gallery.

The Requirements of the Code

- a) To maintain high standards in service delivery by:
- b) To conscientiously, honestly and impartially serve the Gallery
- c) To always acting within the law; and
- d) To perform their duties with efficiency, diligence and courtesy

Observe appropriate behaviour at work by:

Dealing with the public sympathetically, fairly and promptly;and

- a) Treating their colleagues with respect
- b) Maintaining the highest standards of probity by:
- c) Conducting themselves with honesty, impartially and integrity;
- d) Never seeking to use improper influence, in particular, never seeking to use political influence to affect decisions concerning their official positions;
- e) Abiding by guidelines in respect of offers of gifts or hospitality; and
- f) Avoiding conflicts of interest.

General Principles.

All employees shall be required to observe the following fundamental principles:

Integrity:

- a) Members of staff who hold certain designated positions for the purposes of the Ethics Acts shall disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of the Gallery, or may be perceived as such. Employees to whom this provision applies shall comply fully with the disclosure procedure utilised by the Gallery and by Dublin City Council.

- b) Employees shall not at any time engage in, or be connected with any outside employment/business or activity which would, conflict, or be in potential conflict, with the interests of the Gallery, be inconsistent with their official position, or tend to impair their ability to carry out their duties as employees.
- c) Employees of the Gallery shall avoid giving or receiving gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgments on business transactions. The overriding concern is that actions of employees be above suspicion and not give rise to any actual or potential conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny.

Gifts

- a) The receipt of gifts, as distinct from hospitality, by employees, from those with whom the Gallery does business with is prohibited.
- b) Subject to any rules which the Gallery, in compliance with regulations of Dublin City Council gifts of modest value (e.g. diaries, pens etc.) may be accepted. Any gift of more significant value shall be refused or, if such refusal would cause offence, shall be handed over by the employee concerned to Dublin City Council.
- c) A gift, other than a gift of modest value, given to an employee by virtue of his or her official relationship with the donor, or the Gallery's commercial dealings with the donor, shall be regarded as property of the Gallery.
- d) Particular care should be taken in relation to gifts from donors who stand to derive a personal or commercial benefit from their relationship with the Gallery.
- e) Cash, gift cheques or any vouchers that may be exchanged for cash shall not be accepted regardless of the amount.
- f) Employees shall not solicit gifts, directly or indirectly.
- g) Employees shall not approach any business with which they have contact through their official duties seeking sponsorship or support for any club, charitable organisation, association, trade union or other organisation. The Gallery may apply discretion in the application of this rule to instances of very small patronage. Staff Members / staff groups should seek guidance in this regard from Dublin City Council.
- h) Employees shall not accept special facilities or discounts on private purchases from suppliers with whom they have official dealings.
- i) It should be noted that, under the Prevention of Corruption Acts 1889 to 2001, as amended by the Ethics in Public Office Act 1995, the corrupt giving of gifts to, or receipt of gifts by, employees is a criminal offence punishable by imprisonment, or fine, or both.

- j) The Regulations provide that money, gifts or other consideration received by an employee from a person holding of seeking to obtain a contract from the Gallery is deemed to have been received corruptly unless the contrary is proved.
- k) Save the acceptance by staff of the Gallery of very modest honoraria in respect of work carried out in their professional capacity within their own time and in the interest of the Gallery, such as, the writing of academic articles, catalogue introductions, book reviews, attendance as members of interviews panels – staff earnings for external work shall be the property of the Gallery. Where there is doubt in regard to any individual payment, the advice of the Senior Officer in Dublin City Council, to whom the Director reports to, should be sought.

Hospitality

It is impossible to lay down definite rules covering the acceptance of hospitality in all circumstances.

The overriding concern is that all actions of employees in carrying out their official duties be above suspicion and not give rise to any actual or potential conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny.

It is accepted that employees shall not be put in a position where they cannot accept what are regarded as normal courtesies in a business relationship.

However, in their contacts with outside organisations or persons, every care shall be taken by employees to ensure that their acceptance of hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official functions.

The following general guidelines provide a framework within which decisions in this area can be made or local rules formulated:

- a) All offers of hospitality from commercial interests which have or might have contractual relations with the Gallery shall be reported by that employee to the Director, and in the case of the Director they should be reported to Dublin City Council for direction.
- b) No objection would normally be made to the acceptance of what is regarded as routine hospitality, for example, a business lunch. What may be regarded as “routine” for this purpose will depend on a number of factors such as the value of the hospitality offered, the frequency of offers, whether there is an element of reciprocity and the general circumstances in which it offered (for example, whether it is offered by a company to all its customers or is directed at specific or potential customers). Certain types of hospitality (for example involving travelling abroad or holiday weekends) shall not be regarded as routine and shall always be referred to Dublin City Council for direction.

- c) Employees shall not accept offers of hospitality which go beyond the routine practices referred to above, except where acceptance of such an offer can be clearly shown to be in the interest of The Gallery and the appropriate approval has been obtained.
- d) The Gallery is committed to conducting its purchasing of goods and services in accordance with public policy and best business practice and its purchasing regulations reflect this. In this regard employees shall specifically note the following standards.
- e) An employee shall not seek contracts with The Gallery for the supply of goods or services (other than for employment) either for his or her own benefit, or for any partnership or company with which he or she has an involvement in his or her private capacity, or on behalf of other persons or organisations;
- f) The Gallery shall not knowingly undertake to contract for the supply of goods or services (other than for employment) with an employee, or with any partnership or company with which an employee has an involvement in his or her private capacity;
- g) No purchase shall be made from, and no sale made to, an employee, or any partnership or company with which an employee has an involvement in his or her private capacity, in respect of goods or services, unless prior sanction has been obtained from the Director in the area in which the transaction arises, following consultation, if appropriate, with Dublin City Council.
- h) An employee who enters into any undertaking or who holds any outside interest, or participates in any outside business affecting, or likely to affect, a Gallery contract, shall immediately disclose the nature and extent of his or her interest to the Gallery. An employee should not accept a directorship (except as a nominee of the Gallery or Dublin City Council) in any company holding a Gallery contract or in a company which may be reasonably expected to hold such a contract in the future.
- i) Employees shall not negotiate or arbitrate in any matter affecting a Gallery contract or the purchase from, or sale of, goods to The Gallery when, in their private capacities, they are interested either as principals or as shareholders in a company being one of the principals in the matter under consideration.

Information:

- a) The Gallery is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public in an open and helpful way.

Under the Freedom of Information Acts 1997 and 2003 (FOI Acts), members of the public (including employees of The Gallery) enjoy a legal right of access to information held by The Gallery or by Dublin City Council and other public bodies, subject to certain exemptions defined in the FOI Acts.

Arising from the FOI Acts, certain employees (trained Decision Makers) are given explicit responsibility for the provision of information to members of the public on foot of requests under the FOI Acts.

- b) Particular care shall be taken to safeguard information concerning the private or commercial affairs of The Gallery, members of the public, clients, or organisations, which may have been submitted in connection with official business, on condition, or on the reasonable assumption, that it would remain confidential. The FOI Acts recognise the importance of protecting such information in the normal course from third party access. Where exceptionally sensitive information of a personal, commercially sensitive or confidential nature is under consideration for release in the public interest, the FOI Acts impose a number of safeguards to ensure the rights of the person(s) concerned are fully respected.
- c) Employees of the Gallery shall observe due confidentiality in relation to all discussions and decisions taken at meetings of the Board, other Committees of the Board of the Company or Trustees, and will treat in the strictest confidence all information received in their capacity, either as Members of these bodies, or as attendees.

Obligations:

- a) Employees of The Gallery shall comply with detailed tendering and purchasing procedures of Dublin City Council, as well as complying with prescribed levels of authority for sanctioning and relevant expenditure;
- b) It is acknowledged that the acceptance of positions following employment and/or engagement by a Gallery can give rise to the potential for conflicts of interest and to confidentiality concerns. In any case where an employee intends to take up an appointment in a competitor institution, or other similar organisation, where there may be, or appear to be a conflict of interest, the matter shall be referred to the Director, who may consult with Dublin City Council as appropriate.

The Gallery's consent will not be unreasonably withheld, but it is expected that matters related to confidentiality will be mutually agreed.

Loyalty:

- a) Employees of The Gallery acknowledge their responsibility to The Gallery and shall be fully committed to all its activities, while mindful that the Gallery itself must at all times take into account the interests of, staff and providers of funds including Dublin City Council, donors and society generally.
- b) The Trust and employees of The Gallery acknowledge the duty of all to conform to highest standards of business ethics, including impartiality, integrity and respect for the law.

Fairness:

- a) The Gallery (in accordance with Dublin City Council regulations) shall be committed to complying with employment equality and equal status legislation and policies.
- b) The Gallery shall value its employees, suppliers and customers and treat all its employees, suppliers and customers equally and loyally.

Behaviour at Work:

- a) The Gallery has an obligation on all employees to ensure that they familiarise themselves with City Council policies and practices regarding Dignity and Work, and Health and safety, and that they act accordingly.
- b) Employees of the Gallery shall avoid the use of Gallery resources or time for personal gain, for the benefit of personnel/organisations unconnected with the Gallery or its activities, or the benefit of competitors
- c) Employees of The Gallery shall endeavour to ensure the proper, effective, and efficient use of Gallery resources. All employees shall take proper and reasonable care of Gallery property and not use or permit its use for unauthorised purposes. ("De minimis" use, i.e. use that results in no actual cost to the Gallery/negligible cost, is permitted).
- d) Employees of the Gallery are required, to attend at work as required and not to absent themselves from duty without proper authorisation; to comply with the terms of Dublin City Council in regard to all regulations, including sick leave regulations; at all times to act in a manner consistent with, the proper performance of the functions of their Gallery position, and with the maintenance of public confidence in such performance, including refraining from conduct which might impair performance; to ensure non-discriminatory language is used in all communications, both internal and external, including display material and documents in electronic form; and not to engage in any outside business or occupation during their normal hours of duty.

- e) Dublin City Council's Staff Support Scheme is available to help staff manage personal difficulties, which if left unaddressed, might adversely affect their work performance and/or attendance and their quality of life.

Responsibility;

- a) The Gallery and Dublin City Council shall circulate this Code of Conduct (and a policy document on disclosure of interests) to all members of the board and employees holding designated posts, for their retention.
- b) The Gallery and Dublin City Council shall ensure that all employees have appropriate access to a copy of the Code.
- c) Dublin City Council shall provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

Review:

- a) The Gallery and Dublin City Council shall review this Code of Conduct as appropriate, and in any case, at not less than four year intervals.

TRAVEL POLICY

Introduction:

- All staff in the Gallery are employees of Dublin City Council and therefore Dublin City Council regulations and procedures on Travel will apply.
- In matters of Official Travel and Subsistence, the Board and all staff in the Gallery will adhere strictly to Civil Service Procedures as set out from time to time in guidance issued by the Department of Finance, either communicated directly or via the Department of Environment, Heritage and Local Government.
- The Board will satisfy themselves that the principles of this Travel Policy are adhered to, and that the Board and Executive are complying fully with the Policy.
- The purpose of this Travel Policy will be to ensure that the best value for money is obtained in respect of each official trip undertaken, consistent with the requirements of official business.

Policy: Domestic Travel and Subsistence

- Staff engaged in official Board business or on official business away from Headquarters may be paid Travel and Subsistence expenses within the rates that are authorised from time to time by the Minister for Finance. Staff who have a travel allowance as part of their Remuneration will not be entitled to additional travel expenses incurred.
- All official travel will be planned so as to reduce the total amount of travel to the minimum consistent with efficiency. All official travel will be by the shortest practicable routes and by the cheapest practicable mode of conveyance.
- Public Transport Return Tickets, Season or other Discount Tickets should be used where a saving in Travelling Expenses can be secured.
- The Subsistence Expenses payable (as authorised from time to time by the Department of Finance) is not intended to meet the whole cost of subsistence when away and is not to be regarded as a source of emolument or profit.

Foreign Travel

- The general principles governing Foreign Travel are those set out in Government Circular 11/82 as updated. The Board will ensure as a general principle that best value for money is obtained, in respect of each official trip undertaken, consistent with the requirements of official business.
- The Board/ Dublin City Council are committed to using the services of all carriers operating out of Ireland and no exclusive arrangements will be entered into with any one carrier. All foreign travel arrangements will be done through Dublin City Council's Travel Office at Wood Quay.

Class of Air Travel:

The following principles will apply:

- Economy Class travel on flights will always be appropriate to the business needs of the Company. A claim for Executive/First Class Travel Costs will not be entertained by the Trust/Dublin City Council.
- Frequent flyer points must not be allowed to influence decisions taken.
- The Board/Dublin City Council will not pay the cost of travel for spouses or other family members.

Purpose of Travel:

- Each foreign travel business journey will necessitate a comprehensive itinerary comprising details such as reason for travel, planned meetings, contacts, venues, airport transfers, numbers travelling, accommodation details etc.,

Accommodation:

- Unless it is essential to the business being undertaken, the standard of hotel used must not be extravagant e.g. three or four star hotels should be used. The Board/Dublin City Council will not recoup any accommodation cost that would be greater than the maximum subsistence expense that is authorised under the most up to date direction from the Department of Finance.

Approvals for Foreign Travel

- All foreign travel on official business relating to staff must be approved ultimately by the Dublin City Manager.

Hospitality and Entertainment Policy

1. Introduction

The provision of hospitality and entertainment ('H&E') can result in significant benefit to the Gallery and it is appropriate and necessary in particular circumstances. In line with best practice, the Gallery must manage these necessary expenses in an open and transparent manner to ensure value for money and safeguarding the use of public funds. This policy encapsulates in a more formal way the Gallery's current practices and procedures for the use of public funds in this regard, and applied to HE offered by individuals or by the Gallery at a corporate level.

2. Purpose

The purpose of this Hospitality and Entertainment Policy is to:

- Ensure consistency and transparency in relation to expenditure on H&E.
- Ensure appropriateness in the provision of H&E.
- Guide and protect the claimant and authoriser through the provision of broad principles and a more detailed code of conduct.

3. Definition

For the purpose of this policy H&E refers to:

“Meals, beverages, light refreshments and entertainment of any type provided out of the funds of the Gallery or in any way provided to the Gallery by way of sponsorship or otherwise, to anyone, be they a public servant or official, representative of a public or private body or organisation, or a private individual”.

H&E expenditure is underpinned by the following principles. It must be:

- Necessary and exclusively for the business of the Gallery;
- Of benefit to the Gallery;
- Properly documented;
- Managed in a consistent and cost-effective manner;
- Specific enough that a third-party reviewer can understand the business purpose for which the expenditure occurs.

4. Scope

The H&E policies and procedures apply to all individuals, including employees or Board members providing hospitality on behalf of the Gallery, in Ireland or abroad, and seeking reimbursement from the Gallery.

5. Claimant responsibility

It is the responsibility of every Gallery representative to act in a reasonable manner when entertaining on behalf of the Gallery. Employees and visitors must always take care to ensure that their actions do not leave the Gallery open to questioning or potential criticism. Expenditure on H&E must not be excessive, and should always stand up to public scrutiny.

6. Responsibility of Authoriser

The Director of the Gallery and the General Manager are responsible for ensuring that the H&E policy is complied with, for authorising all individual H&E expense claims, and for being satisfied with the necessity of the H&E expenditure. The process of expenditure must comply fully with the Code of Governance for the Gallery in particular the rules of Public Procurement. The expense claim must have all receipts attached and include the following information:

- *Business purpose*
Date of the business meal or function
Location of the H&E
Person or persons entertained and their affiliation
Amount

It is important that the authoriser can satisfy him/herself, and others, that the level of hospitality offered was appropriate, reasonable and not excessive.

7. Guidelines

H&E expenditure should be kept as low as possible, in keeping with occasion. However some events will justify a greater outlay than others and judgements on the scale of provision should be based on common sense but in line with Trust/Dublin City Council approved policies. The claimant and the authoriser must be fully satisfied that all H&E expenditure is reasonable and that it was incurred in the pursuit of Gallery activities.

8. Reporting and Audit

- All H&E must be approved by the Director/General Manager in the Gallery in full compliance with Trust/Dublin City Council approved policies.
- H&E is subject to regular audit by any of the following: Internal Audit, external auditors Local Government Auditor or and external funders.
- Any item of H&E expenditure that exceeds Five Thousand Euro will be subject to Board approval. Any amounts below that amount must be processed strictly in line with Dublin City Council Financial and Procurement regulations.

Guidelines for Claimants and Authorisers

The key issues to consider when submitting and authorising an expense claim under the H&E policy are as follows:

- Is the H&E wholly, necessary and exclusively for the business of the Gallery?

- Is the H&E reasonable and does it provide value for money?
- Is in accordance with Trust/Dublin City Council's approved procurement and financial procedures?
- Is it organised in a fully transparent manner?
- Is it properly and clearly documented?

1. Gallery Business

- Receptions for exhibition openings, Artists' dinners, Working lunches, Networking
- Expenses incurred when Gallery employees discuss Gallery business with other Gallery employees over coffee, breakfast, lunch, drinks or dinner are not reimbursed unless accompanied by a clear and objective statement as to why the business was being conducted and why it was necessary to incur the expenses.
- Taxis to and from functions are reimbursable only if attending for Gallery business in an official capacity.
- The business necessity of an off-site meeting or team-building day should be clearly articulated and cost minimisation strategies should be employed. Where possible, in-house facilities and services should be used. Off-site meetings where expenses will be incurred require pre-approval.

2. Dining

- Gallery staff are strongly encouraged to conduct entertainment and other social events at the Gallery. It is recommended that internal meetings and dining facilities should be considered as a first choice for entertaining guests, particularly when numbers are relatively small.
- Unless there are compelling circumstances, such as the availability of particular facilities, meals should be taken at the most reasonably priced restaurant fitting the occasion and, if available, a fixed or limited choice menu at a set price is recommended.
- When hosting Gallery guests, where H&E is necessary, the number of Gallery representatives in attendance should be kept at a minimum.
- Receipts for dining alone will not be reimbursed.
- Credit Card receipts on their own do not represent adequate audit evidence to support the expenditure incurred. A detailed receipt must be provided. All H&E venues must provide detailed receipts.

3. Alcohol

- Discretion must be exercised in the purchase of alcohol at business meals.
- In normal circumstances reimbursement of expenditure for alcohol will only be permitted up to one-third of the total restaurant bill.
- Non-alcoholic beverages should be widely available when alcohol is being served.

4. Exceptional Items requiring Pre-approval

Situations will occur when it is most appropriate to entertain on behalf of the Gallery at weekends or in a staff member's home. In the interests of transparency such arrangements require the pre-approval of the Board.