

**HEAnet CLG - CHARITIES GOVERNANCE CODE  
COMPLIANCE RECORD FORM**



**Document Reference: HNBD.22.100**

Charity Name	<b>HEAnet CLG</b>
Registration Charity Number (RCN)	20036270
Annual Reporting Period	1 January to 31 December 2022
Date approved by the Board of Charity Trustees	2 February 2023

Under the [Charities Governance Code](#) all registered charities are required to complete this Charities Governance Code Compliance Record Form every year.

Please fill in this form to record:

- the actions that your charity takes to meet each standard of the Charities Governance Code; and
- the evidence that backs this up.

You should approve the Compliance Record Form at a board meeting before you report on your compliance to us.

**You are NOT required to file the Compliance Record Form with the Charities Regulator. However, you must keep your Compliance Record form as the Charities Regulator could ask you for it at any time.**

### **What do we expect?**

The type of evidence we expect depends on the complexity of your charity.

The minimum expected of all charities would be to discuss and agree at board meetings how they will meet the standards and document their decisions in the minutes. For volunteer-only charities this will be enough to meet many of the core standards.

We would expect a charity with paid staff to provide more documentation like workplans and written policies as evidence of the actions they have taken.

We would expect more complex charities to provide more extensive documentation than other charities.

You can add or delete columns as required.

Please use the glossary within the [Charities Governance Code](#) when filling in the form and include dates where appropriate.

Please click [here](#) for more information, guidance and templates.

**Principle 1: Advancing Charitable Purpose CORE STANDARDS**

**1.1 Be clear about the purpose of your charity and be able to explain this in simple terms to anyone who asks.**

Actions our charity takes to meet standards:	Evidence of our actions:
Charity Trustees/Directors receive governance documentation at their induction meeting with the Company Secretary – includes HEAnet Constitution, Board Charter, Charities Governance Code, etc.	New Director induction meetings held in March 2022, September 2022 and December 2022 for Directors appointed during 2022. Regular review of governance documentation.
Charity’s main object (as per HEAnet Constitution)	3 (a) “To support the advancement of education ....by way of the provision of and the continuous enhancement of quality network services to the establishments concerned.”
HEAnet’s charitable purpose and objectives are clearly stated in the Annual Report which is available on the HEAnet website.	Website <a href="https://www.heanet.ie/">https://www.heanet.ie/</a> HEAnet 2021 Annual Report: <a href="#">HEAnet-Annual-Report-2021.pdf</a>
HEAnet Constitution and all governance documentation accessible online to Charity Trustees/Directors via the BoardEffect portal (Library).	Constitution is available on the Company’s website: <a href="https://www.heanet.ie/(HEANET%20LIMITED%20[M%20&amp;%20A])">https://www.heanet.ie/(HEANET LIMITED [M &amp; A])</a> Documents are also available in the BoardEffect portal (Library).

**1.2 Consider whether or not any private benefit arises ([see glossary](#)). If a private benefit arises, consider if it is reasonable, necessary and ancillary to the public benefit that your charity provides.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>HEAnet has paid employees with contracts of service – salaries are in line with relevant benchmark salary rates. As part of the annual budget setting process, the Board approves a salaries budget for a three-year cycle.</p>	<p>People Operations conduct annual benchmarking exercise to ensure salaries are in line with market rates. HEAnet Board meeting minutes 12 May 2022 – approval of three-year budget and review of current year budget.</p>
<p>Employees and Charity Trustees/Directors may claim expenses to cover costs they incur while carrying out their duties. These expenses can be reimbursed where:</p> <ul style="list-style-type: none"> <li>• the employee/Director incurred the expense wholly, exclusively and necessarily in the performance of their duties</li> <li>• the expenses are reimbursed based on vouched receipts.</li> </ul> <p>Public service rates and guidelines are applied. Rigorous internal sign-off process.</p>	<p>Civil service rates as per Revenue Guidelines applied: <a href="https://www.revenue.ie/en/employing-people/employee-expenses/employee-expenses-overview/index.aspx">https://www.revenue.ie/en/employing-people/employee-expenses/employee-expenses-overview/index.aspx</a>. Financial Procedures and Policies Manual. Employee Handbook.</p>

**1.3 Agree an achievable plan for at least the next year that sets out what you will do to advance your purpose.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>The HEAnet Strategy 2020-2022 was extended to 2024. The Board also has three-year budget cycles in place.</p>	<p>HEAnet board meeting minutes of 15 September 2022 (update on Strategic Plan where the HEAnet Strategy was extended to 2024) and 12 May 2022 (approval of budget from 2022 (as amended) to 2026). The HEAnet Group Finance Sub-Committee reviewed the draft three-year budget (with 2022 as amended) to 2026 at a HEAnet Group Finance Sub-Committee meeting on 26 April 2022.</p>
<p>The Executive Team agrees the HEAnet Work Programme for the Project Management Office (“PMO”) and Company objectives.</p>	<p>The PMO tracks and reports on the HEAnet Work Programme and projects monthly. The Heads of Functions review Company objectives.</p>
<p>HEAnet Group Strategy approved for HEAnet and EduCampus.</p>	<p>HEAnet Board meeting minutes 14 May 2020, EduCampus Services Board meeting minutes 30 April 2020. Regular updates provided to the Board as part of the Chief Executive Officer’s updates.</p>
<p>HEAnet’s activities and funding requirements discussed at quarterly meetings with the Department of Education and Department of Further &amp; Higher Education, Research, Innovation &amp; Science.</p>	<p>Quarterly meetings minutes from Department of Education and Department of Further &amp; Higher Education, Research, Innovation &amp; Science. Meetings held on 29 March 2022, 2 June 2022, 5 October 2022 and 5 December 2022. Minutes stored on SharePoint. Business Performance &amp; Delivery Agreement between Department of Education, Department of Further &amp; Higher Education, Research, Innovation &amp; Science, HEAnet &amp; EduCampus – approved at HEAnet Board meeting held on 4 November 2021.</p>

**1.4 Make sure your charity has the resources it needs to do the activities you plan. If you don't have the resources, you need to show a plan for getting those resources.**

Actions our charity takes to meet standards:	Evidence of our actions:
Annual budget setting process – three-year budget – to identify income and expenditure requirements.	HEAnet Group Finance Sub-Committee meetings on 26 April 2022 to review budget, which was approved by the HEAnet Board on 12 May 2022, as documented in the relevant meeting minutes.
Annual budget meeting with the Department of Education and Department of Further & Higher Education, Research, Innovation & Science to discuss funding requirements.	Budget meeting with Departments held in May of each year.
Quarterly meetings with the Department of Education and Department of Further & Higher Education, Research, Innovation & Science to discuss progress and quarterly financial reports.	Quarterly meetings minutes from the meetings held on 29 March 2022, 2 June 2022, 5 October 2022 and 5 December 2022. Minutes are stored on SharePoint.

**1.5 From time to time, review what you are doing to make sure you are still:**

- **acting in line with your charity's purpose; and**
- **providing public benefit.**

<b>Actions our charity takes to meet standards:</b>	<b>Evidence of our actions:</b>
Board reviews activities and governing documents regularly to ensure company continues to act in line with charitable purpose and provide educational benefit in line with HEAnet Constitution Objects clause.	Ongoing discussion/consultation with Department of Education and Department of Further & Higher Education, Research, Innovation & Science and the Higher Education Authority.



**Principle 1: Advancing Charitable Purpose** **ADDITIONAL STANDARDS**

**1.6 Develop your charity's strategic plan and associated operational plans.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>HEAnet Strategic plan 2020 – 2022 developed and formally approved at 14 May 2020 Board meeting. At the Board meeting held on 15 September 2022, the Board resolved to extend the HEAnet Strategic Plan to 2024. The Group Strategy was approved by the Board on 14 May 2020.</p> <p>HEAnet Work Programme 2022</p>	<p>Review of Strategy &amp; Company Objectives at Board meetings:</p> <ul style="list-style-type: none"> <li>• Chief Executive Officer updates at each Board meeting.</li> <li>• HEAnet strategic update provided on 15 September 2022.</li> <li>• Review of performance against 2022 Company Objectives and Proposed Company Objectives for 2023 undertaken at HEAnet Board meeting held on 15 December 2022.</li> </ul> <p>Projects on the HEAnet Work Programme are reviewed on monthly basis by the PMO Board, which includes members from the Executive Team.</p>

- 1.7 Make sure there is an appropriate system in place to:**
- **monitor progress against your plans; and**
  - **evaluate the effectiveness of the work of your charity.**

Actions our charity takes to meet standards:	Evidence of our actions:
Review of strategic plan & KPIs	Board meeting minutes. <ul style="list-style-type: none"> <li>• HEAnet strategic update provided on 15 September 2022.</li> <li>• Update provided to the Board on 15 December 2022.</li> </ul> Achievements and performance against objectives are also subject to an annual review as part of the Trustees Report, which is included in the Annual Report.
Company objectives reviewed	Board meeting minutes. Update provided to the Board on 15 December 2022.

**1.8 From time to time, consider the advantages and disadvantages of working in partnership with other charities, including merging or dissolving (winding up).**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet works closely with EduCampus its subsidiary company to provide services and support to clients in higher education.	Group Strategy approved in May 2020. Group objectives/deliverables agreed.
<p>HEAnet as Ireland’s National Research &amp; Education Network (“NREN”) works collaboratively with other European and worldwide NRENs to share knowledge.</p> <p>European Open Science Cloud (“EOSC”) Association</p>	<p>The Chief Executive Officer represents HEAnet at the GÉANT General Assembly and is Chair of a GÉANT Network Infrastructure Advisory Committee.</p> <p>In addition, he is a former member of the inaugural Board of Directors of the EOSC Association, and he is currently a member of the Irish Government’s National Open Research Forum (“NORF”) steering group.</p> <p>HEAnet is Ireland’s mandated member of the EOSC Association and represents Department of Further &amp; Higher Education, Research, Innovation &amp; Science on the EOSC Steering Board.</p>
Collaboration with international NRENs	Strong collaborative links with NRENS, including JISC (UK) and SURF (Netherlands). Regular engagement, meetings and information sharing occurs.
HEAnet chairs the Department of Further & Higher Education, Research, Innovation & Science Tertiary Education System (“TES”) Connectivity Working Group, which has representatives across the higher and further education sectors, focussing on connectivity and access matters.	

**Principle 2: Behaving with Integrity** CORE STANDARDS

**2.1 Agree the basic values that matter to your charity and publicise these, so that everyone involved understands the way things should be done and how everyone is expected to behave.**

Actions our charity takes to meet standards:	Evidence of our actions:
As part of HEAnet Strategic Plan 2020-2022, as extended to 2024, company values reviewed and updated. Agreed at HEAnet Board meeting. Workshops with staff to develop company values.	HEAnet values embedded in everyday working life and flow through TARGET (Performance & Development System). HEAnet Values video produced – HEAnet website: <a href="https://media.heanet.ie/page/87d89904b19049348fcc4a2be98a5862">https://media.heanet.ie/page/87d89904b19049348fcc4a2be98a5862</a>
Periodic review of vision, mission, and values to ensure they are still relevant	Regular updates to the Board. Considered at the Board meeting held on 15 September 2022.
HEAnet Group Code of Business Conduct for Directors and Employees (access via BoardEffect)	HEAnet Group Code of Business Conduct for Directors and Employees - Approved by the HEAnet Board December 2019, adopted by EduCampus Board December 2020.

**2.2 Decide how you will deal with conflicts of interests and conflicts of loyalties. You should also decide how you will adhere to the Charities Regulator’s guidelines on this topic.**

Actions our charity takes to meet standards:	Evidence of our actions:
Conflicts of interest policy is documented in Group Code of Business Conduct for Directors and Employees.	Group Code of Business Conduct for Directors and Employees: Page 5  Section 6 Conflicts of Interest Code follows best practice as per Code of Practice for the Governance of State Bodies.
Register of Interests is maintained and regularly reviewed. Directors are reminded to inform Company Secretary of any updates.	Register of Conflicts of Interests. Annual confirmation issued in November 2022. New Directors are required to declare any actual or potential conflicts of interest.
At each HEAnet Board meeting, there is a standing agenda item in respect of Conflicts of Interest.	Board and Committee meeting agendas. . At the start of each Board and Committee meeting, the Chair reminds Directors to declare any conflict of interest. Conflicts of Interest were tabled at the Board meetings held in February 2022, March 2022, May 2022, September 2022, November 2022 and December 2022 Board meetings.

**2.3 Have a code of conduct for your board that is signed by all charity trustees. It must make clear the standard of behaviour expected from charity trustees. This includes things like maintaining confidentiality and what to do in relation to:**

- **gifts and hospitality; and**
- **out-of-pocket expenses.**

Actions our charity takes to meet standards:	Evidence of our actions:
Group Code of Business Conduct for Directors and Employees – addresses general principles of integrity, information, obligations, loyalty, fairness, work/external environment, as well as raising concerns, conflicts of interest, gifts and hospitality.	Group Code of Business Conduct for Directors and Employees as approved by the HEAnet Board in December 2019 and adopted by EduCampus Board in December 2020.

**Principle 3: Leading People** CORE STANDARDS

**3.1 Be clear about the roles of everyone working in and for your charity, both on a voluntary and paid-basis.**

Actions our charity takes to meet standards:	Evidence of our actions:
Directors understand their legal duties and responsibilities	<ul style="list-style-type: none"> <li>• Director induction programme includes details of duties and responsibilities. Covered during induction sessions held in March 2022 and September 2022 and December 2022 for Directors appointed during 2022.</li> <li>• The 2023 Director Development Programme, as approved by the Board in November 2022, includes training on Directors' duties and responsibilities.</li> <li>• Attendance at relevant conferences and networking events.</li> </ul>
The role of the Chair and Company Secretary are clearly understood by the Board of Directors.	
Role of key staff i.e., Chief Executive Officer and Heads of Function are clear and understood.	The Chief Executive Officer provides an update at each Board meeting. Members of the Executive Team provide regular updates to the Board/ Committees.
Employee roles have job descriptions and performance is managed via TARGET system.	Job descriptions and Employee Handbook.

**3.2 Make sure there are arrangements in place for the effective involvement of any volunteers, including what to do if any problems arise.**

Actions our charity takes to meet standards:	Evidence of our actions:
Not applicable – paid staff only	



**3.3 Make sure there are arrangements in place that comply with employment legislation for all paid staff including:**

- recruitment;
- training and development;
- support, supervision and appraisal;
- remuneration (money paid for work); and dismissal.

Actions our charity takes to meet standards:	Evidence of our actions:
Professionally qualified People Operations team.	Professional/academically HR qualified/CIPD membership
Recruitment and Selection Policy. Employee induction process agreed by People Operations Director.	As set out in the Recruitment and Selection Policy, all new employees follow an onboarding programme, as organised by People Operations to ensure that their introduction to the company is fully comprehensive and inclusive.
Employee Handbook – contains all employee policies and procedures – reviewed regularly.	HEAnet Employee Handbook, as updated in December 2021. IBEC KeepWell accreditation reconfirmed in October 2022.
Legal advice sought from Company Solicitor/IBEC if required.	O'Connor Solicitors. HEAnet is a member of IBEC. People Operations seek advice as required to ensure adherence to best practice and legislation.
Staff meetings held monthly to provide company and team updates.	Meetings are held in a hybrid manner to facilitate attendance.
Annual performance management and development system in place - TARGET	TARGET Handbook dated January 2017.
Training and development programme for team managers; annual training and development objective requirements identified for employees.	TARGET Handbook dated January 2017. Training and development programme for newly appointed managers. Annual schedule of staff training. Learning and Development Policy as updated in November 2021.
HEAnet is registered as an employer with Revenue Commissioners.	Tax Registration number 8275301U.



**3.4 Agree operational policies where necessary, to guide the actions of everyone involved in your charity**

Actions our charity takes to meet standards:	Evidence of our actions:
Operational HR policies included in HEAnet Employee Handbook.	HEAnet Employee Handbook. All Group Policies held centrally.
<p>HEAnet has a PMO (Project Management Office) which is responsible for project governance, standards and oversight of HEAnet PMO projects.</p> <p>The PMO has defined the standards for HEAnet projects and for project managers to apply based on the Project Management Body of Knowledge from the Project Management Institute.</p>	<p>This is achieved by:</p> <ul style="list-style-type: none"> <li>a) processes and document templates for PMO projects - PID (for project definition), PWP (Project Workplan - project schedule, risk log, action/issues/decisions log), PCR (Project Closure Report) as well as a monthly report;</li> <li>b) PMO Board oversight - a monthly meeting of the PMO Board (comprised of HEAnet Executive team and others) to meet project managers and review project status and activities/approve changes/funding;</li> <li>c) Project Portfolio Management (PPM) to manage the Work Programme to projects to ensure that HEAnet is selecting and prioritising projects for maximum benefit of the company; and</li> <li>d) training - to educate staff and PMs in how the PMO operates as well as specific project management training for project managers. For specific capital projects where HEAnet receives funding from Department of Education and Department of Further &amp; Higher Education, Research, Innovation &amp; Science, the PMO follows the additional requirements e.g., approvals and reporting to meet the requirements of Department of Education and Department of Further &amp; Higher Education, Research, Innovation &amp; Science.</li> </ul> <p>All project documents are stored in a SharePoint document repository and use the standardised HEAnet PMO templates as described above.</p>

Security Standards are advised by the ICT Security Services Team, who provide strategic and operational expertise and support for information security matters. Their advice is based on standards drawn up by recognised subject matter experts, and include ISACA, NIST, JISC, SANS, The National Cyber Security Council and through consultation with colleagues and experts drawn from Universities and Institutes of Technology/Technological Universities.

Additional operational policies are defined and used to guide the orderly use of ICT systems and services in use in the Company and are based on advice and best practices developed within the Company and by consultation with annual technical audits and risk assessments.

Based on the advice of the ICT Security Services Team, the company has drawn up and adopted ICT security policies to cover the following areas:

- Access Control
- Encryption Policy
- Website Security
- Password Policy
- Clear Desk Policy
- Data Breach Notification Policy
- Data Protection Policy
- Data Destruction Policy

All ICT Security policies are reviewed at least annually, and a log of the review and actions kept.

In addition, all staff are trained in the fundamentals of ICT Security practice, and how to look after themselves and company information assets. This training is delivered to new starters as part of the induction process, and again annually. Attendance records are kept ensuring all staff are regularly reminded of best practices.

- Acceptable Usage Policy
- Website Privacy Policy
- Data Backup & Restore Policy

**Principle 3: Leading People** **ADDITIONAL STANDARDS**

**3.5 Make sure to document the roles, legal duties and delegated responsibility for decision-making of:**

- individual charity trustees and the board as a whole;
- any sub-committees or working groups;
- staff and volunteers.

Actions our charity takes to meet standards:	Evidence of our actions:
Key staff understand their responsibilities and lines of authority, communication and reporting with the Board of Directors. Their roles and responsibilities are discussed, agreed and documented on appointment.	Organisational Chart, last updated in October 2022.
Directors understand their legal duties and responsibilities	<p>Director induction programme.                      Attendance at relevant conferences and networking events.                      Director induction programme includes details of duties and responsibilities. Covered during induction sessions held in March 2022, September 2022, and December 2022 for Directors appointed during 2022.</p> <p>The 2023 Director Development Programme, as approved by the Board in November 2022, includes training on Directors' duties and responsibilities.</p>
HEAnet Board Charter and terms of reference for each Board Committee are reviewed regularly.	HEAnet Board meeting minutes.

**3.6 Make sure that there are written procedures in place which set out how volunteers are:**

- recruited; supported and supervised while within your charity; and
- the conditions under which they exist.

Actions our charity takes to meet standards:	Evidence of our actions:
Not applicable	

**3.7 Decide how you will develop operational policy in your charity. You also need to decide how your charity trustees will make sure that the policy is put in place and kept up-to-date.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Technical operational policy development.</p> <p>Technical operational policies and procedures are developed, reviewed and authorised by the Engineering Standards Board, of which the Technical Services Director is the sponsor and a member. The group meets weekly to review policies, technical standards and service operations procedures.</p> <p>Operational Procedures cover the day-to-day service operations, and include standard operating procedures, service communications protocols, incident response, Business Continuity Plans, documentation standards and service transition planning.</p>	<p>Technical Operational Policies are maintained on SharePoint.</p> <p>The following policies and procedures have been developed and adopted by the company:</p> <ul style="list-style-type: none"> <li>• Data Protection Policies</li> <li>• Security &amp; Online Safety Policies</li> <li>• Freedom of Information Policy</li> <li>• Communications and Acceptable Usage Policies</li> <li>• Financial Procedures and Policies Manual</li> <li>• People Operations Policies</li> </ul> <p>Individual operational policies and procedures are reviewed by the Board upon creation, modification and when identified as requiring improvement during the course of work, or during incident reviews.</p> <p>Group approach to policies adopted as applicable and repository developed.</p>

**Principle 4: Exercising Control**    **CORE STANDARDS**

**4.1      Decide if your charity’s current legal form and governing document are fit for purpose. Make changes if necessary, telling the Charities Regulator in advance that you are doing so.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>HEAnet’s Constitution is reviewed on an ongoing basis to ensure activities fall within the defined objectives and the charity’s purpose remains relevant and valid.</p>	
<p>Current legal form and governance documentation subject to review.</p> <p>Boland Governance Progress Review Report commissioned by the HEAnet Board July 2020 to review progress made to implement Deloitte recommendations and introduction of new recommendations.</p>	<p>Boland Progress Review Report &amp; Recommendations (July 2020).                      The HEAnet &amp; EduCampus Boards worked together collaboratively to implement the Boland Recommendations. Joint Implementation Steering Group (“JISG”) established to implement the recommendations from 2020. As the Boland Recommendations have now largely been implemented, the JISG has been disbanded with the outstanding actions for HEAnet coming within the remit of the HEAnet Group Nomination Committee.</p>



**4.2 Find out the laws and regulatory requirements that are relevant to your charity and comply with them.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>The Directors understand the legal and regulatory framework for our charity and are satisfied that the charity meets its legal, regulatory and contractual obligations and any constitutional requirements.</p>	<p>Directors' Compliance Policy Statement as required under Section 225 of the Companies Act 2014 for financial year ending 2022 was considered by the HEAnet Group Audit &amp; Risk Committee at its November 2022 Committee meeting, at which it was determined that an external review be undertaken. External review undertaken in December 2022.</p> <p>The 2023 Director Development Programme approved at the Board meeting held on 3 November 2022.</p> <p>Update on data protection and compliance provided to the Board in March 2022 (HNBD.22.023).</p> <p>Laws and regulations applicable to HEAnet: - Company Law, Charities Act, Revenue Commissioners, GDPR, Employment Law.</p> <p>Registrations with appropriate bodies: The Charities Regulator, Revenue Commissioners</p> <p>Relevant filings: Annual Report, Financial Statements, Tax Filings, Register of Charities.</p>

**4.3 If your charity raises funds from the public, read the Charities Regulator’s guidelines<sup>1</sup> on this topic and make sure that your charity adheres to them as they apply to your charity.**

Actions our charity takes to meet standards:	Evidence of our actions:
Not applicable: No fundraising from the public.	Not applicable.

---

<sup>1</sup> See Guidelines for Charitable Organisations on Fundraising from the Public - available from: <https://www.charitiesregulator.ie/media/1265/guidance-for-fundraising-english.pdf>

**4.4 Make sure you have appropriate financial controls in place to manage and account for your charity’s money and other assets.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>HEAnet Group Finance Sub-Committee reviews financial statements on a quarterly basis. Updates on the work of the HEAnet Group Finance Sub-Committee given at quarterly Board meetings.</p>	<p>HEAnet Group Finance Sub-Committee minutes. HEAnet Board minutes.</p>
<p>HEAnet Group Audit &amp; Risk Committee:</p> <ul style="list-style-type: none"> <li>• Discusses and reviews the three-year Internal Audit Plan and internal controls.</li> <li>• Meets with the Internal Auditors to discuss the annual System of Internal Financial Controls (“SIFC”) Audit (purpose is to provide assurance on the internal financial controls to ensure regularity, propriety and value for money in all transactions).</li> <li>• Meets with the statutory auditors to discuss the external audit.</li> <li>• Provides updates on the work of the HEAnet Group &amp; Risk Audit Committee at quarterly Board meetings and a HEAnet Group Audit &amp; Risk Committee Annual Report is provided to the Board at year end.</li> </ul>	<p>A Review of the System of Internal Financial Controls took place in February 2022. The Group Internal Audit Charter was last reviewed in August 2021 with proposed amendments approved by the Board in September 2021.</p> <p>Internal Controls Chief Executive Officer Self-Assessment Questionnaire for 2022 was considered by the HEAnet Group Audit &amp; Risk Committee on 28 November 2022, and an update was provided to the Board on 15 December 2022.</p> <p>The Group Anti-Fraud Policy was last approved by the Board in March 2021, with the next review scheduled to take place before 11 March 2024.</p> <p>PwC Post-Audit Report was presented to the HEAnet Group Audit &amp; Risk Committee in April 2022.</p> <p>A memorandum from the Chair of the HEAnet Group Audit &amp; Risk Committee issued to the Board in March 2022, May 2022, September 2022 and December 2022.</p>
<p>Finance Team professionally qualified. Finance induction for all new employees to ensure financial procedures and policies are understood and complied with.</p>	<p>Financial Procedures and Policies Manual and Internal Finance Manual.</p>

**4.5 Identify any risks your charity might face and how to manage these.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Group Risk Management Policy (including Group Risk Appetite Statement) – reviewed by HEAnet Group Audit &amp; Risk Committee and approved by the HEAnet Board:</p> <ul style="list-style-type: none"> <li>• Board level Risk Register – reviewed quarterly by the HEAnet Group Audit &amp; Risk Committee</li> <li>• Organisational Level Risk Register – reviewed by the Executive and HEAnet Group Audit &amp; Risk Committee.</li> <li>• Internal function/team risk register – internal review</li> <li>• Pension Risk Register</li> </ul>	<p>Group Risk Management Policy and Risk Appetite Statement and associated risk related processes were reviewed by the Group’s internal auditor, Mazars, during 2022. The output of the review, and associated recommendations, was presented to the HEAnet Group Audit &amp; Risk Committee on 28 November 2022, with an update provided by the Chair of the HEAnet Group Audit &amp; Risk Committee to the Board on 15 December 2022.</p>

**4.6 Make sure your charity has appropriate and adequate insurance cover.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Executive annually review insurance cover requirements (annual renewal December). Policies in place include:</p> <ul style="list-style-type: none"><li>• Directors' &amp; Officers' Liability Insurance</li><li>• Commercial Combined Policy</li><li>• Cyber Liability Policy</li><li>• Travel Cover Policy</li></ul>	<p>HEAnet Insurance Register</p>

**Principle 4: Exercising Control**    **ADDITIONAL STANDARDS**

**4.7**    **You should have written procedures to make sure that you comply with all relevant legal and regulatory requirements.**

<b>Actions our charity takes to meet standards:</b>	<b>Evidence of our actions:</b>
Policies and procedures are available for the following: <ul style="list-style-type: none"><li>• Employee Handbook</li><li>• Group Code of Business Conduct for Directors and Employees</li><li>• Finance Policies &amp; Procedures Manual</li><li>• Data Protection</li><li>• Freedom of Information</li><li>• Health and Safety Policy &amp; Statement</li></ul>	As per list opposite.

**4.8 Make sure there is a formal risk register that your board regularly reviews.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Group Risk Management Policy in place. Board level Risk Register reviewed quarterly by the HEAnet Group Audit &amp; Risk Committee and approved by the Board.</p>	<p>Group Risk Management Policy and Risk Appetite Statement and associated risk related processes were reviewed by the Group’s internal auditor, Mazars, during 2022. The output of the review, and associated recommendations, was presented to the HEAnet Group Audit &amp; Risk Committee on 28 November 2022, with an update provided by the Chair of the HEAnet Group Audit &amp; Risk Committee to the Board on 15 December 2022.</p>
<p>There is a Risk Register in place which is reviewed by the HEAnet Group Audit &amp; Risk Committee at each meeting, with a further update provided thereafter to the Board.</p>	<p>HEAnet Group Audit &amp; Risk Committee meeting minutes from 21 February 2022, 25 April 2022, 29 August 2022 and 28 November 2022.</p> <p>Board meeting minutes from 9 March 2022, 12 May 2022, 15 September 2022 and 15 December 2022.</p>

**4.9 Consider adopting additional good practice standards that are relevant to the particular work that your charity does.**

<b>Actions our charity takes to meet standards:</b>	<b>Evidence of our actions:</b>
Fully compliant with HE SORP	Financial Statements
Engineering Standards	Work of Engineering Standards Board
Project Management – best practice applied	Work of Project Management Office



**Principle 5: Working Effectively** CORE STANDARDS

**5.1 Identify charity trustees with the necessary skills to undertake:**

- any designated roles set out in your governing document; and
- other roles as appropriate within the board.

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Deloitte Group Governance Review looked at the HEAnet Board composition and identified potential skills gaps.</p> <p>Boland Progress Review Report commissioned by HEAnet Board July 2020 to review progress made to implement Deloitte recommendations and introduction of new recommendations.</p>	<p>Deloitte Group Governance Review Report (December 2018) ref page 15.</p> <p>Boland Progress Review Report.</p> <p>A skills matrix was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022.</p> <p>Ongoing consideration given to the composition of the Board and the Committees.</p>
<p>Roles and Responsibilities of Directors discussed and documented.</p>	<p>HNBD.19.075 Group HEAnet Code of Business Conduct for Directors and Employees.</p>
<p>Induction for new Directors includes role and responsibilities.</p>	<p>Induction Plan for new Directors.</p> <p>The 2023 Director Development Programme, as approved by the Board in November 2022, includes training on Directors' duties and responsibilities.</p>

**5.2 Hold regular board meetings. Give enough notice before meetings and provide prepared agendas.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Board meetings are held six times a year. Meetings normally take place in February, March, May, September, November and December. Additional Board meetings are convened as required with notice.	As per HEAnet Board meeting schedule.
An annual schedule of Board, Committee, AGM and training workshops is shared and approved by the Directors twelve months in advance.	HNBD.22.0666 HEAnet & EduCampus Schedule of Board and Committee Meetings August 2022 to December 2023.
All meeting agendas and Board papers are distributed via BoardEffect and Listserv seven days in advance of the relevant Board meeting. The draft Board agenda is discussed with the Chair in advance of circulation to the Board. The agenda is formally approved at the relevant Board meeting.	As notified via BoardEffect – Directors receive an email notifying them that papers are available on the portal.

**5.3 At a minimum, your board agendas should always include these items:**

- **reporting on activities;**
- **review of finances; and**
- **conflicts of interests and loyalties.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>The following items are on the quarterly Board agenda:</p> <ul style="list-style-type: none"> <li>• Declaration of conflicts of interest</li> <li>• Reports from Group Committees</li> <li>• CEO Report on activities</li> <li>• Governance updates</li> </ul>	<p>Minutes of meetings – record of decisions and actions.</p>
<p>Minutes are taken of Board meetings and all formal decisions made by the Board are properly recorded.</p>	<p>Minutes of Board meetings – record of decisions and actions.</p>
<p>Minutes record Director attendance (also noted in the Annual Report), decision and actions.</p>	<p>Minutes of Board meetings – record of decisions and actions. Actions are tracked. The main business of the Board and Group Committees is covered in the Governance Section of the Annual Report.</p>

**5.4 Make sure that your charity trustees have the facts to make informed decisions at board meetings and that these decisions are recorded accurately in the minutes.**

Actions our charity takes to meet standards:	Evidence of our actions:
Regular, clear and timely reports are provided to the Directors at least a week in advance of meetings.	Board meeting minutes. All Board documentation is saved on SharePoint internally in HEAnet and shared via BoardEffect with the Directors.
Additional reports requested by the Board are progressed in a timely fashion.	
Board papers contain the appropriate level of detail to enable Directors to make informed decisions. Additional requested information is provided as required.	

**5.5 Consider introducing term limits for your charity trustees, with a suggested maximum of 9 years in total.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Constitution – section 42 (f) – term of office not to exceed 8 years.	<p>HEAnet Constitution</p> <p>42 (f) (i) No person may serve as a Director of the Company for a consecutive term in excess of eight (8) years.</p> <p>(ii) Upon appointment a Director will be appointed for a term of four (4) years and may be re-appointed for a second term of (4) years but may not be appointed for more than two (2) consecutive terms of four (4) years, at the end of which term such Director must retire from office. No Director may be re-appointed for a third consecutive term. A Director may be re-appointed to the Board of Directors after a period of four (4) years has elapsed since that Director’s second consecutive last term of office. (iii) Any person appointed as Chairman of the Company shall from the date of his appointment be entitled to serve as Chairman for a term of four (4) years and may be re-appointed for a second term of (4) years but may not be appointed for more than two (2) consecutive terms of four (4) years notwithstanding any duration of service as a Director.</p>
Directors’ term of office is in line with Constitution, with appropriate records maintained.	Record of Board Directors’ appointment dates and due retirement dates is maintained.

**5.6 Recruit suitable new charity trustees as necessary and make sure they receive an induction.**

Actions our charity takes to meet standards:	Evidence of our actions:
As per HEAnet Constitution, HEAnet has a representative board. HEAnet Group Nomination Committee consider the skill set required to fill a Board or Committee vacancy and advise accordingly.	A skills matrix was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022. Ongoing consideration given to the composition of the Board and the Committees.
Board induction takes place for new Directors.	Induction sessions held in March 2022, September 2022 and December 2022 for Directors appointed during 2022
Annual Training and Development Plan for all Directors.	The 2023 Director Development Programme was approved by the Board in November 2022.

**5.7 Make sure all of your trustees understand:**

- **their role as charity trustees;**
- **the charity’s governing document; and**
- **this Code.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>HEAnet Constitution and all governance documents are stored on BoardEffect and are available for Directors to access.                      Induction process for Directors includes HEAnet Constitution and all governance documentation e.g., Board Charter, Code of Business Conduct for Directors and Employees, etc.</p>	<p>See document repository site on BoardEffect (Library).                      Induction process/programme noted in HEAnet Board Charter.                      Induction presentation slides (reviewed and updated regularly).</p>
<p>Workshop held for all Directors in January 2020 – on the Charities Governance Code and how it will work alongside the Code of Practice for the Governance of State Bodies.</p>	<p>The Director Development plan, as approved at the Board meeting held on 3 November 2022, includes training on the Charities Governance Code and the Code of Practice for the Governance of State Bodies.</p>
<p>Information on the Charities Governance Code shared with all Directors via email.</p>	

**5.8 Commit to resolving problems and emerging issues as quickly as possible and in the best interests of your charity.  
Actions our charity takes to meet the standards.**

Actions our charity takes to meet standards:	Evidence of our actions:
The Board Chair ensures that there is sufficient time and space for discussion at Board meetings and that all Board meetings are quorate. Declaration of conflict of interest features on each Board and Committee meeting agenda.	See HEAnet Board meeting minutes.
Key issues/matters are escalated to the Board for decision and are minuted accordingly.	Board minutes.
The HEAnet Board Charter notes the items reserved for Board decision	See HEAnet Board Charter.
The Board can choose to hold a closed session without the executive present at each Board meeting.	Board minutes – includes summary of discussion/decisions at closed session.



**5.9 From time to time, review how your Board operates and make any necessary improvements.**

Actions our charity takes to meet standards:	Evidence of our actions:
Board and Committee evaluations are conducted. Findings are discussed at Board and Audit & Risk Committee and recommendations tracked.	The Board and Committee evaluations were postponed as a result of the Boland Review. It is intended that an external evaluation will be conducted during 2023.
Particular areas for external review are discussed and agreed. Future improvements are considered and agreed.	Proposal for external evaluation will be tabled in 2023.
Deloitte Group Governance Review undertaken in December 2018 – findings and recommendations discussed, and implementation tracked at board meetings of parent and subsidiary company. Governance Progress Review undertaken by Tom Boland, BH Associates.	The Joint Implementation Steering Group (JISG) was established to implement the Boland Recommendations from 2020. As the Boland Recommendations have now largely been implemented, the JISG has been disbanded with the outstanding actions for HEAnet coming within the remit of the HEAnet Group Nomination Committee.

**Principle 5: Working Effectively** **ADDITIONAL STANDARDS**

**5.10 Make sure you send out board packs with enough notice and include all relevant reports and explanatory papers to enable informed decision-making.**

Actions our charity takes to meet standards:	Evidence of our actions:
Board and Committee documentation is normally sent out one week in advance of meeting date via BoardEffect and via Listserv to ensure that Directors have sufficient time to read and digest the Board materials.	All Board documentation is hosted securely on BoardEffect, and all previous meeting documentation is available to access for future reference.
The Board receives Chief Executive Officer Report, financial statements, risk management updates and progress against strategy at each quarterly meeting. Other Executives in the organisation are invited to present updates/further information at board meetings as required.	See Board minutes.
Matters reserved for board decision are documented in the HEAnet Board Charter.	HEAnet Board Charter, as last updated in December 2020.

**5.11 Make sure that you have a charity trustee succession plan in place and consider how you can maximise diversity among your charity trustees.**

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Constitution details the arrangements for the appointment and removal of Directors, with fixed terms of office and an effective and manageable Board size.	HEAnet Constitution sections. Register of Members and Directors maintained.
Representative Board – skills gaps considered; diversity encouraged.	A skills matrix was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022. Ongoing consideration given to the composition of the Board and the Committees.



**5.12 Put in place a comprehensive induction programme for new charity trustees.**

<b>Actions our charity takes to meet standards:</b>	<b>Evidence of our actions:</b>
New Directors receive full induction – all governance documentation explained and made available.	Induction programme for new Directors.
Annual Training & Development Plan for HEAnet & EduCampus Directors	The 2023 Director Development Programme was approved at the Board meeting held on 3 November 2022.

**5.13 Conduct a regular review that includes an assessment of:**

- **the effectiveness of your board as a whole, office holders and individual charity trustees**
- **adherence to the board code of conduct; and**
- **the structure, size, membership and terms of reference of any sub-committees.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Board and HEAnet Group Audit and Risk Committee evaluations take place periodically.</p> <p>Findings and recommendations implementation from evaluation process is tracked and reviewed at Board meetings.</p> <p>Regular review of Board and Committee composition.</p>	<p>The Board and Committee evaluations were postponed as a result of the Boland Review. It is intended that an external evaluation will be conducted during 2023.</p> <p>HEAnet Group Nomination Committee meeting minutes from September 2022.</p> <p>Board meeting minutes from September 2022.</p>
<p>The HEAnet Board Charter reflects best practice – available for reference and reviewed regularly by the board.</p>	<p>HEAnet Board Charter, as last updated in December 2020. A detailed review of the Board Charter will be conducted during 2023.</p>
<p>Directors complete Annual Director Confirmation form</p>	<p>Director Confirmation forms – annual returns.</p>
<p>The Terms of Reference of each Board Committee are subject to review.</p>	<p>Committee Terms of Reference – regular review. The Terms of Reference of the HEAnet Group Remuneration Committee and the Terms of Reference of the HEAnet Group Nomination Committee were updated in December 2022.</p>

**5.14 Do regular skills audits and provide appropriate training and development to charity trustees and staff. If necessary, recruit to fill any competency gaps on the board of your charity.**

Actions our charity takes to meet standards:	Evidence of our actions:
Evaluation of Board considers the performance, composition and skills set of the Board and Committees.	Board Evaluations. It is intended that an external evaluation will be conducted during 2023. A skills matrix was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022. Ongoing consideration given to the composition of the Board and the Committees.
Training and Development Programme for Directors to ensure continuous professional development.	The 2023 Director Development Programme was approved at the Board meeting held on 3 November 2022.
TARGET performance management system in place for all employees – includes training and development objectives. Employees have regular formal and informal meetings with managers throughout the year to assess and support performance.	TARGET Handbook dated January 2017.

**Principle 6: Being Accountable** CORE STANDARDS

- 6.1 Make sure that the name and Registered Charity Number (RCN) of your charity is displayed on all of your written materials, including your:**
- website;
  - social media platforms; and
  - email communications.

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet's details are clearly displayed on all written materials – website, social media platforms, letterhead, email communication etc.	As per documentation.

**6.2 Identify your stakeholders and decide how you will communicate with them.**

Actions our charity takes to meet standards:	Evidence of our actions:
Key stakeholders are identified – funders, members, clients.	Accurate and up to date register of ordinary members, clients, funder contacts maintained. Regular engagement with key stakeholders.
Comprehensive annual report produced – details the organisation’s purpose, activities and financial statements – available via website (once approved at AGM)	Annual Report is available on the HEAnet website: HEAnet-Annual-Report-2021.pdf



**6.3 Decide if and how you will involve your stakeholders in your:**

- **planning;**
- **decision-making; and**
- **review processes.**

Actions our charity takes to meet standards:	Evidence of our actions:
Annual General Meeting with ordinary members held– in line with HEAnet Constitution – to report on our activities.	Annual General Meeting for 2022 held on 9 June 2022.
Quarterly meetings with funders.	Quarterly meetings minutes from Department of Education and Department of Further & Higher Education, Research, Innovation & Science. Meetings held on 29 March 2022, 2 June 2022, 5 October 2022 and 5 December 2022. Minutes stored on SharePoint.
Annual HEAnet Conference for clients and stakeholders.	HEAnet Conference Programme – A conference took place in March 2022 and next conference will take place in November 2023.
Consultation process with stakeholders to develop HEAnet Strategy 2020-2022, which was extended to 2024, as approved by the Board in September 2022.	15 September 2022 Board minutes.

**6.4 Make sure you have a procedure for dealing with:**

- queries;
- comments; and
- complaints.

Actions our charity takes to meet standards:	Evidence of our actions:
HEAnet Client Charter (as per Code of Practice for the Governance of State Bodies requirement) sets out the standards of service client are entitled to from HEAnet.	HEAnet Website – HEAnet Client Charter <a href="https://www.heanet.ie/wp-content/uploads/2020/08/HEAnet-Client-Charter.pdf">https://www.heanet.ie/wp-content/uploads/2020/08/HEAnet-Client-Charter.pdf</a>
Annual Client Survey to monitor client satisfaction levels	HNBD.22.061 HEAnet Chief Executive Officer Report to the Board – 15 September 2022.
Conduct an annual client services review programme at which clients can meet with HEAnet staff to discuss service levels etc.	Annual Client Services Review Programme – Client Services Director.

**6.5 Follow the reporting requirements of all of your funders and donors, both public and private.**

Actions our charity takes to meet standards:	Evidence of our actions:
<p>As a publicly funded organisation, to the extent possible and practicable, HEAnet complies with the reporting requirements of the Code of Practice for the Governance of State Bodies (as agreed with the Department of Education).</p> <p>Business Performance &amp; Delivery Agreement</p> <p>Annual Report reflects reporting requirements as per Code of Practice for the Governance of State Bodies and Charities Governance Code.</p>	<p>Business Performance &amp; Delivery Agreement between Department of Education, Department of Further &amp; Higher Education, Research, Innovation &amp; Science, HEAnet &amp; EduCampus – approved at HEAnet Board meeting 4 November 2021.</p> <p>HEAnet Board meeting minutes.</p> <p>Annual Report.</p> <p>The Code of Practice for the Governance of State Bodies compliance gap analysis for 2022 was considered by HEAnet Group Audit &amp; Risk Committee at its meeting held on 28 November 2022 and the HEAnet Board at its meeting on 15 December 2022.</p>

**Principle 6: Being Accountable** **ADDITIONAL STANDARDS**

**6.6 Produce unabridged (full) financial accounts and make sure that these and your charity's annual report are widely available and easy for everyone to access.**

**Actions our charity takes to meet standards:**

HEAnet produces a comprehensive Annual Report and full financial statements which are publicly available via CRO and HEAnet Website.

**Evidence of our actions:**

CRO Website: [www.cro.ie](http://www.cro.ie)  
HEAnet Website: [www.heanet.ie/](http://www.heanet.ie/)

**6.7 Make sure all the codes and standards of practice to which your charity subscribes are publicly stated.**

**Actions our charity takes to meet standards:**

HEAnet states its compliance with the Charities Governance Code and the Code of Practice for the Governance of State Bodies in our Annual Report.

**Evidence of our actions:**

The 2021 Annual Report is available on the HEAnet website:  
[HEAnet-Annual-Report-2021.pdf](#)

**6.8 Regularly review any complaints your charity receives and take action to improve organisational practice.**

Actions our charity takes to meet standards:	Evidence of our actions:
Annual client services review programme at which clients can meet with HEAnet staff to discuss service levels etc. Net Promoter Score exercise undertaken/Annual Client Survey	Annual Client Services Review Programme – Client Services Director.  Annual Client Survey July 2021 – net promoter score +63. Mini Survey issued in July 2022, with an increase in the Net Promoter Score from +63 to +67 (Reference Board minutes of 15 September 2022).

[www.charitiesregulator.ie](http://www.charitiesregulator.ie)

© Charities Regulator 2018