

HEAnet CLG - CHARITIES GOVERNANCE CODE COMPLIANCE RECORD FORM

Document Reference: HNBD.24.033

Charity Name	HEAnet CLG
Registration Charity Number (RCN)	20036270
Annual Reporting Period	1 January to 31 December 2023
Date approved by the Board of Charity Trustees	14 March 2024

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:
Main objects clause within the HEAnet Constitution.	<p>HEAnet's Constitution is available on the HEAnet website (Governance - HEAnet). Clause 3 (a) of the Constitution highlights that the main objects for which the Company is established are "To support the advancement of educationby way of the provision of and the continuous enhancement of quality network services to the establishments concerned."</p> <p>The HEAnet Constitution and all governance documentation are available in the HEAnet Library section of the Board and HEAnet Group Committee Portal.</p>
Director Induction Programme	<p>As part of the Director Induction Programme, each newly appointed Director receives a comprehensive Director induction Pack, which includes the HEAnet Constitution, as well as other governance and Company related documentation. The newly appointed Director also convenes with the Chief Executive Officer and Company Secretary as part of their Director Induction Programme, wherein an overview of the Company's mission, vision, and values as well as history and strategy are provided.</p> <p>Director appointed during 2023 (1 July 2023) held induction meeting New Director induction meeting held on 13 July 2023 for the Director appointed during 2023.</p> <p>As part of the Chair onboarding process, engagement took place, including, inter alia, a meeting between the outgoing Board Chair, the incoming Board Chair, the Chief Executive Officer, and the Company Secretary which took place on 12 April 2023.</p> <p>Director induction Pack included in the HEAnet Board Charter as an appendix.</p> <p>Revised HEAnet Board Charter approved by HEAnet Board on 1 February 2024.</p> <p>See HEAnet Board Meeting Minutes of 1 February 2024.</p>
HEAnet's objectives, activities, mission, vision, and values are clearly outlined in the Annual Report & Financial Statements which is available on the HEAnet website.	<p>Website: www.heanet.ie</p> <p>2022 Annual Report</p>

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:
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.	People Operations conduct annual benchmarking exercise to ensure salaries are in line with market rates. Board meeting minutes 11 May 2023 wherein the HEAnet Board approved the 2023 Budget, as amended, and the Three-Year Budget for 2024 to 2026.
Group Policies.	Group Employee Travel and Subsistence Policy for employees was updated and issued on 17 January 2024. Group Gift, Entertainment and Hospitality Policy, which was reviewed by the Group Audit & Risk Committee on 21 February 2024. See Group Audit & Risk Committee Meeting Minutes of 21 February 2024. Financial Procedures and Policies Manual. Employee Handbook.

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>During 2022, following Board approval, the HEAnet Strategy 2020-2022 was extended to 2024.</p> <p>The updated HEAnet Group Strategy was approved by the HEAnet Board (and the EduCampus Board) in September 2023.</p> <p>The Board also has three-year budget cycles in place.</p> <p>The Board approves the Company Plan on an annual basis, and regular progress updates are provided.</p>	<p>Board approval set out in the Board meeting minutes of 15 September 2022. At the Board meeting held on 2 February 2023, the meeting noted the HEAnet Strategic Plan for 2023 – 2024 (the “Strategic Plan”) which had been developed following the Board’s approval to extend the HEAnet Strategy to 2024. Regular updates are provided to the Board.</p> <p>Board approval for the updated HEAnet Group Strategy is set out in the Board meeting minutes of 14 September 2023 (and EduCampus Board meeting minutes 7 September 2023). Updates will be provided to the Board as part of the Chief Executive Officer’s updates. The HEAnet Group Finance Sub-Committee reviewed the 2023 Budget, as amended, and the Three-Year Budget for 2024 to 2026 at the HEAnet Group Finance Sub-Committee meeting on 25 April 2023. The Board approved the 2023 Budget, as amended, and the Three-Year Budget for 2024 to 2026 at its meeting held on 11 May 2023.</p> <p>The proposed plan for HEAnet for 2023 (the “2023 Plan”) was approved by the Board at its meeting held on 15 December 2022, whilst the proposed plan for HEAnet for 2024 (the “2024 Plan”) was approved by the Board at its meeting held on 7 December 2023 (See Board meeting minutes of 15 December 2022 and 7 December 2023).</p> <p>An overview of the Strategy 2025+ Development was presented to the Board on 1 February 2024. See Board Meeting Minutes of 1 February 2024.</p>
<p>The Executive Team agrees the HEAnet Company Plan containing the annual objectives.</p>	<p>The Project Management Office (“PMO”) monitors and reports on the HEAnet Company Plan and projects monthly.</p> <p>The Heads of Functions review progress of the Company Plan monthly.</p>
<p>HEAnet’s activities and funding requirements discussed at quarterly meetings with the Department of Education (“DoE”) and the Department of Further and Higher Education, Research, Innovation and Science (“DFHERIS”).</p> <p>Business Performance & Delivery Agreement.</p>	<p>Quarterly meetings minutes from DoE and DFHERIS. Meetings held on 15 March 2023, 19 June 2023, and 15 December 2023 (The Q3 and Q4 Quarterly Meetings were amalgamated during 2023, therefore, only three meetings took place during 2023). Minutes of the Quarterly Meetings are stored securely on SharePoint.</p> <p>A Business Performance & Delivery Agreement between the DoE; DFHERIS; HEAnet; and EduCampus was approved at Board meeting held on 4 November 2021 (and fully executed by all parties in December 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.	The HEAnet Group Finance Sub-Committee reviewed the 2023 Budget, as amended, and the Three-Year Budget for 2024 to 2026 at the HEAnet Group Finance Sub-Committee meeting on 25 April 2023. The Board approved the 2023 Budget, as amended, and the Three-Year Budget for 2024 to 2026 at its meeting held on 11 May 2023, (See the HEAnet Group Finance Sub-Committee meeting minutes of 25 April 2023 and the Board meeting minutes of 11 May 2023). Regular updates on income and expenditure are provided to the HEAnet Group Finance Sub-Committee and the Board (See also the HEAnet Group Finance Sub-Committee meeting minutes of 21 February 2023, 29 August 2023 and 14 November 2023 and the Board meeting minutes of 9 March 2023, 14 September 2023, and 7 December 2023).
Annual budget meeting with the DoE and DFHERIS discuss funding requirements.	Budgets for three-year recurrent operational expenditure and five-year capital projects are submitted to the DoE in May each year. Budgets are discussed at a meeting with the DoE in June each year.
HEAnet's activities and funding requirements discussed at quarterly meetings with DoE and DFHERIS. Business Performance & Delivery Agreement.	Quarterly meetings minutes from DoE and DFHERIS. Meetings held on 15 March 2023, 19 June 2023, and 15 December 2023 (The Q3 and Q4 Quarterly Meetings were amalgamated during 2023, therefore, only three meetings took place during 2023). Minutes of the Quarterly Meetings are stored securely on SharePoint. A Business Performance & Delivery Agreement between DoE; DFHERIS; HEAnet; and EduCampus was approved at the Board meeting held on 4 November 2021 (and fully executed by all parties in December 2021).

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.

Actions our charity takes to meet standards:	Evidence of our actions:
The Board reviews objectives, activities, and governing documents regularly to ensure HEAnet continues to act in line with charitable purpose and provide educational benefit.	Chief Executive Officer Updates at Board meetings (February 2023, March 2023, May 2023, September 2023, November 2023, and December 2023). Ongoing discussions and consultation with DoE and DFHERIS in relation to education sector related requirements.

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:

HEAnet Strategy.
HEAnet Strategic Plan.

Updated HEAnet Group Strategy was approved by the Board on 14 September 2023.

Regular review of Strategy and Company Objectives.

HEAnet Work Programme 2023.

Evidence of our actions:

The HEAnet Strategy 2020 – 2022 was developed and formally approved at 14 May 2020 Board meeting. At the Board meeting held on 15 September 2022, the Board approved the extension of the HEAnet Strategy to 2024. See Board Meeting Minutes.

HEAnet Strategic Plan presented at February 2023 Board meeting (See Board Meeting Minutes of 2 February 2023).

Updated HEAnet Group Strategy was approved by the Board on 14 September 2023 (See Board Meeting Minutes of 14 September 2023).

Regular review of Strategy & Company Objectives at Board meetings:

- Chief Executive Officer updates at each Board meeting (See Board Meeting Minutes of 2 February 2023, 9 March 2023, 11 May 2023, 14 September 2023, 8 November 2023, and 7 December 2023).
- Review of 2023 Performance and 2024 Plan undertaken at the Board meeting held on 7 December 2023 (See Board Meeting Minutes of 7 December 2023).

Projects on the HEAnet Company Plan are reviewed on monthly basis by the PMO Board, which includes relevant Heads of Functions.

- 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:

Regular review of strategic plan and Key Performance Indicators

Updates on progress against Tier 1 Objectives and Key Performance Indicators provided at Board meetings held in February 2023, March 2023, May 2023, September 2023. November 2023 and December 2023 (See Board Meeting minutes of 2 February 2023, 9 March 2023, 11 May 2023, 14 September 2023, 8 November 2023, and 7 December 2023).

Updates on performance included in the Annual Report & Financial Statements: [2022 Annual Report](#)

Review of 2023 Performance and 2024 Plan undertaken at the Board meeting held on 7 December 2023 (See Board Meeting Minutes of 7 December 2023).

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 with its subsidiary, EduCampus ¹ in relation to service provision and client support in the higher education sector.	The updated HEAnet Group Strategy was approved in September 2023 (as set out in the HEAnet and EduCampus Board meeting minutes of 14 September 2023 and 7 September 2023 respectively). Group ESG Strategy approved in November/ December 2023 (as set out in the HEAnet and EduCampus Board meeting minutes of 7 December 2023 and 30 November 2023 respectively). Service Level Agreement in place between HEAnet and EduCampus.
HEAnet as Ireland's National Research & Education Network ("NREN") works collaboratively with other European and worldwide NRENs to share knowledge. European Open Science Cloud ("EOSC") Association.	The Chief Executive Officer is a member of the GÉANT Board (with effect from November 2023) and is Chair of a GÉANT Network Infrastructure Advisory Committee. Individuals from HEAnet represent HEAnet at the GÉANT General Assembly. 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. HEAnet is Ireland's mandated member of the EOSC Association and represents DoE and DFHERIS on the EOSC Steering Board.
Collaboration with international NRENs	Strong collaborative links with NRENS, including JISC (UK) and SURF (Netherlands). Regular engagement, meetings and information sharing occurs.

¹ HEAnet holds 92% of the Voting Share Capital of EduCampus Services DAC.

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:
<p>As part of the creation of the HEAnet Strategy Plan 2020-2022, as extended to 2024, HEAnet's values were reviewed and updated, with workshops held with staff to develop the Company's values. HEAnet's values were reiterated in the HEAnet Strategic Plan 2023 – 2024.</p> <p>Periodic review of vision, mission, and values to ensure they are still relevant.</p>	<p>HEAnet values embedded in everyday working life and flow through HEAnet's Performance & Development System, TARGET.</p> <p>HEAnet Core Values (and associated video) are detailed at: HEAnet Careers - Join HEAnet's Team Today</p> <p>HEAnet Strategy (HEAnet Strategy – HEAnet)</p> <p>HEAnet Strategic Plan 2023 – 2024 (HEAnet-SP-2023-2024.pdf)</p>
<p>Group Code of Business Conduct for Directors and Employees (available on the Board and HEAnet Group Committee Portal) sets out the behaviours and standards expected of the Board and colleagues. Various employee policies & practices in place to ensure colleagues understand requirements.</p>	<p>Group Code of Business Conduct for Directors and Employees is set out on the Board and HEAnet Group Committee Portal and on the Group Policies SharePoint site.</p> <p>Group Dignity & Respect Policy Group Grievance Policy Group Disciplinary Policy Values & behaviours incorporated into objectives under TARGET performance management & development system.</p>

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:

Conflicts of Interest Training for Directors.
Standalone Conflicts of Interest Policy for Directors.
Bi-Annual Conflicts of Interest Confirmation for Directors.
Register of Interests maintained for Directors.
Conflicts of Interest forms part of each Board and HEAnet Group Committee Meeting Agenda (also referenced in Group Code of Business Conduct for Directors and Employees and Board Charter).

Evidence of our actions:

Conflicts of Interest Training held as part of HEAnet Group H1 2023 Director Development Programme Briefing Sessions (1 February 2023). Training material set out in the HEAnet Group H1 Director Development Programme Briefing Sessions contained within the Library section of the Board and HEAnet Group Committee Portal.
Standalone Conflicts of Interest Policy was approved at the September 2023 Board Meeting and is available in the Library section of the Board and HEAnet Group Committee Portal.
2023 Board meetings agendas (and minutes from 2 February 2023, 27 February 2023, 9 March 2023, 11 May 2023, 13 June 2023, 8 September 2023, 14 September 2023, 8 November 2023, 7 December 2023, and 19 December 2023).
Bi-Annual Conflicts of Interest Confirmation Request issued by email on and 27 June 2023 and 11 December 2023.
Register of Interest maintained securely on SharePoint.

Employment contracts specifically state that employees may not, without the prior written consent of the Company, be in any way directly or indirectly, actively engaged or concerned in any other business or undertaking which is, or is likely to be, in conflict with the Company's interests. In addition, with effect from 2023 employees are explicitly requested to detail any directorships held in organisation/s which has/ have a direct link to either HEAnet or EduCampus (being the HEAnet Group). Responses are maintained by the People Operations Function, which escalates any matters requiring further consideration, if appropriate.

- 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:

Group Code of Business Conduct for Directors and Employees
Board Charter
Letters o Appointment

Evidence of our actions:

Group Code of Business Conduct for Directors and Employees is set out on the Board and HEAnet Group Committee Portal. The Group Code of Business Conduct for Directors and Employees includes information relating to matters including, but not limited to, addresses general principles of integrity, information, obligations, loyalty, fairness, work/external environment, as well as raising concerns, conflicts of interest, confidentiality, gifts and hospitality and expenses.

Group Gifts, Entertainment and Hospitality Policy.

Group Employee Travel and Subsistence Policy for employees was updated and issued on 17 January 2024.

Requirements in relation to, inter alia, expenses and confidentiality, included in the Letter of Appointment for the Director appointed during 2023.

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:
<p>Details of the Role of the Board are set out in the Letters of Appointment². The Director Induction Programme includes an overview of HEAnet and details Directors' duties. Annual Training for Directors on, inter alia, Directors' duties and responsibilities.</p>	<ul style="list-style-type: none"> For Directors: <ul style="list-style-type: none"> ➤ Director Induction Programme includes an overview of Director's duties and responsibilities. This was detailed during the induction session held in July 2023 for the Director appointed during 2023 (July 2023), with the Role of the Board detailed in the associated Letter of Appointment as issued on 26 June 2023. ➤ The Board Chair Letter of Appointment (dated 15 March 2023) details the duties of the Board Chair. ➤ The Director Development Programme, formalised with effect from 2023, includes Director Development Programme Briefing Sessions on Directors' duties and responsibilities. The HEAnet Group H1 2023 Director Development Programme Briefing Sessions which included a session on Directors' Duties was held on 2 February 2023.
<p>The role of the Chair and Company Secretary are clearly understood by the Board of Directors.</p>	<p>The Board Chair Letter of Appointment (dated 15 March 2023) details the duties of the Board Chair.</p>
<p>Role of key staff i.e., Chief Executive Officer and Heads of Functions, are clear and understood.</p>	<p>The Chief Executive Officer provides an update on HEAnet's performance and areas of priorities at each Board meeting. In addition, updates in relation to the recruitment of key personnel are provided as and when vacancies arise. The relevant Head of Function, and where appropriate team members, provide updates to the Board/ HEAnet Group Committees on matters within their area of functional responsibility. Biographies for each Head of Function are set out on the HEAnet website: Our People - HEAnet.</p> <p>The People Operations Function maintains an Organisational Chart, which was last updated in February 2024. All employees have Contracts of Employment and defined objectives.</p>

² Effective 2023

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

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Actions our charity takes to meet standards:	Evidence of our actions:
Not applicable as, with the exception of the Board Directors, who are charity trustees, all employees are remunerated.	Not applicable.

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 Function		Professional/academically HR qualified/CIPD & IPASS membership.	
Group Recruitment and Selection Policy. Employee induction programme compiled by People Operations Director.		As set out in the Recruitment and Selection Policy, all new employees follow an onboarding programme, as organised by the People Operations Function to ensure that their introduction to the company is fully comprehensive and inclusive.	
Employee Handbook contains all employee policies and procedures. The Employee Handbook, together with all other employee related policies and procedures are subject to regular review by the People Operations Function.		HEAnet Employee Handbook & Policies reviewed annually. IBEC KeepWell Mark accreditation reconfirmed in October 2023. Inclusion in the IBEC Business & Finance Top 100 Companies Leading in Wellbeing 2023 list in April 2023.	
Legal advice sought from Company Solicitor/IBEC if required.		HEAnet utilises (an) external advisor(s) for support as required. During 2023, external legal advice was provided by O'Connor LLP. 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 recorded and held in a hybrid manner to facilitate attendance.	
Annual performance management and development system in place via the utilisation of TARGET.		TARGET Handbook dated January 2019.	
Group Learning & Development Policy in place Training and development programme for team managers; annual training and development objective requirements identified for employees.		Group Learning & Development Policy TARGET Handbook dated January 2019. Training and development programme for newly appointed managers. Annual training needs analysis completed. Annual schedule of staff training. Learning and Development Policy as updated in June 2023. Details of employee initiatives (and HEAnet's Values), set out at HEAnet Careers - Join HEAnet's Team Today .	
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:
Employee Policies.	HEAnet Employee Handbook. All Group & Company-specific Policies held centrally and accessible by all staff.
<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 based on best practices and project management first principles.</p>	<p>This is achieved by:</p> <ul style="list-style-type: none"> 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 status report; b) PMO Board oversight - a monthly meeting of the PMO Board (comprised of relevant Heads of Functions and others) to meet project managers and review project status and activities/approve changes/funding; c) Project Portfolio Management (PPM) to manage the Company Plan for projects to ensure that HEAnet is selecting and prioritising projects for maximum benefit of the company; and d) training - to educate staff and PMs in how the PMO operates as well as specific project management training for project managers. PMO project managers are trained in a range of disciplines and methodologies including PMP, Prince2, IPMA and Agile; and e) for specific capital projects where HEAnet receives funding from DoE and DFHERIS. The PMO follows the additional requirements e.g., approvals and reporting to meet the requirements of DoE and DFHERIS. <p>All project documents are stored in a SharePoint document repository and use the standardised HEAnet PMO templates as described above.</p>

<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.</p> <p>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.</p>	<p>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:</p> <ul style="list-style-type: none"> • Access Control • Encryption Policy • Website Security • Password Policy • Clear Desk Policy • Data Breach Notification Policy • Data Protection Policy • Data Destruction Policy <p>All ICT Security policies are reviewed at least annually, and a log of the review and actions kept.</p> <p>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 programme, and again annually. Attendance records are kept ensuring all staff are regularly reminded of best practices.</p> <ul style="list-style-type: none"> • Acceptable Usage Policy • Website Privacy Policy • Data Backup & Restore Policy
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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:

Directors have Letters of Appointment.
Director Induction Programme.
Board Charter.
Director Development Programme.
Established Group Committee Structure.

- Director Induction Programme includes details of duties and responsibilities. Covered during induction session held in July 2023 for Director appointed during 2023 (July 2023), with the Role of the Board detailed in the associated Letter of Appointment as issued on 26 June 2023.
- The Director Development Programme, introduced with effect from 2023, includes Director Development Briefing Sessions training on Directors' duties and responsibilities. The presentations, and where relevant the recordings, for each of the three 2023 Director Development Programme Briefing Sessions are set out in the Board Resource Library section of the Board and HEAnet Group Committee Portal.
- Each HEAnet Group Committee has its own respective Terms of Reference which are subject to regular review. The HEAnet Group Committee's Terms of Reference are available in the Board Resource Library section of the Board and HEAnet Group Committee Portal.
- The Board Charter is set out in the Board Resource Library section of the Board and HEAnet Group Committee Portal.

All staff understand their responsibilities and lines of authority and have Contracts of Employment.

Their roles and responsibilities are discussed, agreed, and documented on appointment.

The People Operations Function maintains Contracts of Employment.
An Organisational Chart, which was last updated in February 2024, is maintained by the People Operations Function. Job and person specifications on file for all roles.
Responsibilities discussed and documented via Performance Management & Development System, TARGET. TARGET and Role captured in onboarding schedule for new joiners.
A "Below Board Level" Contracts Approval Authority Matrix issued in October 2023 and is available on Bamboo HR and SharePoint for all colleagues.

People Operations operates a business support model, meeting with People Managers individually at least monthly to provide guidance & support.

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:

Directors have Letters of Appointment.
Director Induction Programme.
Board Charter.
Director Development Programme.
Established Group Committee Structure.

- Director Induction Programme includes details of duties and responsibilities. Covered during induction session held in July 2023 for Director appointed during 2023 (July 2023), with the Role of the Board detailed in the associated Letter of Appointment as issued on 26 June 2023.
- The Director Development Programme, introduced with effect from 2023, includes Director Development Briefing Sessions training on Directors' duties and responsibilities. The presentations, and where relevant the recordings, for each of the three 2023 Director Development Programme Briefing Sessions are set out in the Board Resource Library section of the Board and HEAnet Group Committee Portal.
- Each HEAnet Group Committee has its own respective Terms of Reference which are subject to regular review. The HEAnet Group Committee's Terms of Reference are available in the Board Resource Library section of the Board and HEAnet Group Committee Portal.
- The Board Charter is set out in the Board Resource Library section of the Board and HEAnet Group Committee Portal.

The People Operations Function has regular engagement with People Managers to ensure colleagues understand their roles and responsibilities and have the supports needed to fulfil their roles.

People Operations operates an open-door policy, to provide timely guidance & support to both People Managers and colleagues, as required.
Performance Management & Development System, TARGET, provides for Validation Committee meetings to be held at mid-year and end-of-year to discuss performance and supports required for teams and colleagues.

3.6 Make sure that there are written procedures in place which set out how volunteers are: <ul style="list-style-type: none"> • 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"> • Data Protection Policies • Security & Online Safety Policies • Freedom of Information Policy • Communications and Acceptable Usage Policies • Financial Procedures and Policies Manual • People Operations Policies <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:
HEAnet's Constitution is reviewed on an ongoing basis to ensure activities fall within the defined objectives and its purpose remains relevant and valid.	A Constitution Review Steering Committee was established during 2023 to consider changes to the current Constitution. Regular updates provided to the Board (see Board meeting minutes of February, March, May, September, November, and December 2023). Stakeholder engagement exercise commenced in October 2023.

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:

The Directors understand the legal and regulatory framework for HEAnet and are satisfied that the charity meets its legal, regulatory, and constitutional requirements.
The Directors participate in a Director Development Programme, Director Induction Programme, and associated Director Induction Pack.

Evidence of our actions:

The Directors' Compliance Policy Statement, as required under Section 225 of the Companies Act 2014, for the financial year ending 2023 was considered (along with the Directors' Compliance Statement and the Compliance Assessment Tool) by the HEAnet Group Audit & Risk Committee at its meeting held on 13 November 2023 and at the Board meeting held on 7 December 2023. The Compliance Assessment Tool sets out the relevant material company law and tax law obligations to which HEAnet is subject as well as HEAnet's processes to ensure compliance. See Group Audit & Risk Committee Meeting Minutes of 13 November 2023 and Board Meeting Minutes of 7 December 2023.

The H1 2023 Director Development Programme Briefing Sessions included training on Directors' Duties, Conflicts of Interest, and Protected Disclosures, whilst the H2 2023 Director Development Programme Briefing Sessions included training on the Code of Practice for the Governance of State Bodies, the Charities Governance Code, and Data Protection (including the General Data Protection Regulation), as well as an overview of the Freedom of Information Act, EU Artificial Intelligence Act, and technology law developments. In addition, an update on NIS 2 was provided to the Board in May 2023. The presentations, and where relevant the recordings, for each of the three 2023 Director Development Programme Briefing Sessions were circulated to the Board and are set out in the Board Resource Library section of the Board and HEAnet Group Committee Portal.

Laws and regulations applicable to HEAnet include, but are not limited to, Company Law, Tax Law, Charities Law, Data Protection Legislation, including GDPR, Employment Law and Health and Safety Law. HEAnet has appropriate registrations in place with the Charities Regulator and the Revenue Commissions and submits the required filings to the Companies Registration Office, the Charities Regulatory Authority, the Revenue Commissioners etc.

4.3 If your charity raises funds from the public, read the Charities Regulator's guidelines³ 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.

³ 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:

HEAnet Group Finance Sub-Committee:

- Reviews financial statements on a regular basis and makes recommendations to the Board accordingly.
- Considers the budgets and makes recommendations to the Board accordingly.
- Updates on the work of the HEAnet Group Finance Sub-Committee given at quarterly Board meetings (via verbal updates, memoranda, and draft minutes)
- Undertakes an annual review of its own effectiveness (introduced with effect from 2023).

Detailed in the HEAnet Group Finance Sub-Committee minutes from February 2023, April 2023, August 2023 and November 2023 and the Board minutes from March 2023, May 2023, September 2023, and December 2023.

<p>HEAnet Group Audit & Risk Committee:</p> <ul style="list-style-type: none"> • Discusses and reviews the three-year Internal Audit Plan and internal controls. • Meets with the internal auditor to discuss, inter alia, the output of the annual System of Internal Financial Controls ("SIFC") Audit (the purpose of which is to provide assurance on the internal financial controls to ensure regularity, propriety, and value for money in all transactions). • Meets with the external auditor to discuss the external audit. • Provides updates on the work of the HEAnet Group Audit & Risk Audit Committee at quarterly Board meetings (via verbal updates, memoranda, and draft minutes). • Undertakes a review of the external auditor and the internal auditor (introduced with effect from 2023). • Undertakes an annual review of its own effectiveness (introduced with effect from 2023). • Provides an Annual Report to the Board summarising its activities for the year under review. 	<p>A Review of the System of Internal Financial Controls took place over the course of May and June 2023. The Group Internal Audit Charter was last reviewed during Q1 2023 with proposed amendments approved by the HEAnet Group Audit & Risk Committee in February 2023 (as referenced in the HEAnet Group Audit & Risk Committee minutes of 20 February 2023 and the Board meeting minutes of 9 March 2023).</p> <p>The HEAnet Chief Executive Officer Compliance and Internal Controls Assessment for the period 29 November 2023 to 31 October 2023 was considered by the HEAnet Group Audit & Risk Committee on 13 and 29 November 2022, and an update was provided to the Board on 7 December 2023.</p> <p>The Group Anti-Fraud Policy was last approved by the Board in March 2021, with the next review scheduled to take place during H1 2024.</p> <p>The External Auditor Audit Report was presented to the HEAnet Group Audit & Risk Committee at its meeting held on 24 April 2023 and the Board meeting held on 11 May 2023.</p> <p>The external auditor effectiveness review was undertaken by the HEAnet Group Audit & Risk Committee at its meeting held on 6 September 2023 and an update was provided to the Board at its meeting held on 14 September 2023. The internal auditor effectiveness review was undertaken by the HEAnet Group Audit & Risk Committee at its meeting held on 13 November 2023 and an update was provided to the Board at its meeting held on 7 December 2023.</p> <p>The HEAnet Group Audit & Risk Committee undertook a review of its own effectiveness at its meeting held on 13 November 2023 and an update was provided to the Board at its meeting held on 7 December 2023.</p> <p>A memorandum from the Chair of the HEAnet Group Audit & Risk Committee issued to the Board in March 2023, May 2023, September 2023, and December 2023.</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>There are three qualified accountants in the HEAnet finance team (and one on the Educampus finance team) so there is a strong core of professionals in the finance function.</p> <p>There is a relationship in place with a tax advisor / VAT & RCT specialist who understands HEAnet's business and provides advice on tax related matters where relevant.</p> <p>The statutory auditor provides additional assurance work as part of the end of year processes where they provide specialist advice on the preparation of the financial statements (this includes formatting, the layout of notes and content of disclosures; they are not involved preparation of the accounts or undertake any operational work).</p> <p>The finance policies and procedures manual covers all finance related activities, and the finance impact of operational activities, where relevant.</p> <p>All new starters receive a finance induction explaining the core financial procedures and policies are understood and complied with.</p>

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

Actions our charity takes to meet standards:

- Risk Management Policy (including Group Risk Appetite Statement) –reviewed by HEAnet Group Audit & Risk Committee and approved by the Board.
- Board level Risk Register – reviewed quarterly by the HEAnet Group Audit & Risk Committee.
- Organisational Level Risk Register – reviewed by the Chief Executive Officer and the Group Head of Finance & Risk.
- Risk based internal audits

Evidence of our actions:

The 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 & Risk Committee on 28 November 2022, with an update provided by the Chair of the HEAnet Group Audit & Risk Committee to the Board on 15 December 2022. The HEAnet Risk Management, and standalone Risk Appetite Statement was considered by the HEAnet Group Audit & Risk Committee at its meeting held on 13 November 2023 and was approved by the Board at its meeting held on 7 December 2023.

At the HEAnet Group Audit & Risk Committee meetings held on 20 February 2023, 24 April 2023, 6 September 2023, and 13 November 2023, the HEAnet Group Audit & Risk Committee considered the Board Level Risk Register and thereafter made recommendations to the Board vis a vis the approval of the Board Level Risk Register. The Board Level Risk Register was considered, and approved by, the Board at its meetings held on 9 March 2023, 11 May 2023, 14 September 2023, and 7 December 2023 (see HEAnet Group Audit & Risk Committee meeting minutes from 20 February 2023, 24 April 2023, 6 September 2023, and 13 November 2023 and Board meeting minutes from 9 March 2023, 24 April 2023, 6 September 2023, and 13 November 2023).

At the HEAnet Group Audit & Risk Committee meeting held on 13 November 2023, the HEAnet Group Audit & Risk Committee reviewed the Internal Audit Plan for 2024 – 2026, which was devised taking into consideration key risk. The Board approved the Internal Audit Plan for 2024 – 2026 at its meeting held on 7 December 2023 (see HEAnet Group Audit & Risk Committee meeting minutes from 13 November 2023 and Board meeting minutes from 7 December 2023).

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

Actions our charity takes to meet standards:

The Group Head of Finance & Risk along with other relevant heads of functions and subject matter experts review the insurance cover requirements on an annual basis. (The policy is renewed in December each year). There is insurance cover in place on the following policies:

- Directors' & Officers' Liability Insurance
- Commercial Combined Policy
- Cyber Liability Policy
- Travel Cover Policy

Evidence of our actions:

HEAnet Insurance Register. An Overview of insurance cover provided to the Board at its November 2023 Board meeting (see Board meeting minutes from 8 November 2023).

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.

Actions our charity takes to meet standards:	Evidence of our actions:
<p>Numerous policies and procedures in place, including but not limited to:</p> <ul style="list-style-type: none">• Employee Handbook• Group Protected Disclosure Policy• Group Absence & Sick Pay Policy• Group Adoptive, Maternity, Paternity, Parental, Parents Leave Policies• Group Carers Leave Policy• Group Jury Service Policy• Group Recruitment & Selection Policy• Group Working Time Policy• Group Retirement Policy• Group Code of Business Conduct for Directors and Employees• Board Charter• Directors' Conflicts of Interest Policy• Contract Approval Authority Matrix• Finance Policies & Procedures Manual• Group credit card usage policy & procedures• Group procurement policy• Group travel & subsistence policy• Treasury management policy• Vehicle hire policy• Data Protection Policy (and associated policies, e.g. Data Breach Notification Policy)• Freedom of Information• Health and Safety Policy & Statement• Procurement Policy & Manual• Security Incident Response Plan.• Group anti-fraud policy	<p>As per list opposite. Board related policies are subject to regular review and are available on the Board and HEAnet Group Committee Portal.</p> <p>Employee related policies are subject to review by the relevant policy owner and are available on BambooHR and SharePoint.</p>

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:
<ul style="list-style-type: none">• Risk Management Policy (including Group Risk Appetite Statement) –reviewed by HEAnet Group Audit & Risk Committee and approved by the Board.• Board level Risk Register – reviewed quarterly by the HEAnet Group Audit & Risk Committee.• Organisational Level Risk Register – reviewed by the Chief Executive Officer and the Group Head of Finance & Risk .• Risk based internal audits	<p>The 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 & Risk Committee on 28 November 2022, with an update provided by the Chair of the HEAnet Group Audit & Risk Committee to the Board on 15 December 2022.</p> <p>An update on the recommendations was provided to the HEAnet Group Audit & Risk Committee at its meetings held on 20 February 2023 and 6 September 2023, with associated updates issuing to the Board on 9 March 2023 and 14 September 2023.</p> <p>The HEAnet Risk Management Policy, and standalone Risk Appetite Statement were each considered by the HEAnet Group Audit & Risk Committee at its meeting held on 13 November 2023 and was approved by the Board at its meeting held on 7 December 2023.</p> <p>At the HEAnet Group Audit & Risk Committee meetings held on 20 February 2023, 24 April 2023, 6 September 2023, and 13 November 2023, the HEAnet Group Audit & Risk Committee considered the Board Level Risk Register and thereafter made recommendations to the Board vis a vis the approval of the Board Level Risk Register. The Board Level Risk Register was considered, and approved by, the Board at its meetings held on 9 March 2023, 11 May 2023, 14 September 2023, and 7 December 2023.</p> <p>At the HEAnet Group Audit & Risk Committee meeting held on 13 November 2023, the HEAnet Group Audit & Risk Committee reviewed the Internal Audit Plan for 2024 – 2026, which was devised taking into consideration key risk., The Board approved the Internal Audit Plan for 2024 – 2026 at its meeting held on 7 December 2023 (see HEAnet Group Audit & Risk Committee meeting minutes from 13 November 2023 and Board meeting minutes from 7 December 2023).</p>

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

Actions our charity takes to meet standards:	Evidence of our actions:
Accounting practices:	The FE/HE SORP ("FRS102") is not yet mandatory in the Republic of Ireland and the Irish Charity Regulator has not yet prescribed accounting regulations for Irish Charities. In the absence of such prescriptive guidance this Board has adopted the FE/HE SORP ("FRS102") as it is considered to be most appropriate to the circumstances of the organisation.
Engineering Standards	Work of Engineering Standards Board
Project management methodology best practice applied	Work of Project Management Office as described in section 3.4 above.

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 considered the Board composition and identified areas for enhancement. In addition, the Boland Progress Review Report, presented to the Board in July 2020 included details on the progress made to implement Deloitte recommendations and introduction of new recommendations.</p> <p>Board and Committee Skills Matrix.</p>	<p>Deloitte Group Governance Review Report (December 2018). Boland Progress Review Report (July 2020). A Board and Committee Skills Matrix was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022. Ongoing consideration is given by the HEAnet Group Nomination Committee, to the composition of the Board and the HEAnet Group Committees. The HEAnet Group Nomination Committee provides regular updates, and where appropriate recommendations, to the Board in relation to Board and HEAnet Group Committee considerations.</p> <p>Further details are set out in the HEAnet Group Nomination Committee meeting minutes of 19 January 2023, 23 February 2023, 27 April 2023, 17 August 2023, 19 September 2023, 12 October 2023, and 1 November 2023, with the associated updates outlined in the Board meeting minutes of 2 February 2023, 9 March 2023, 11 May 2023 and 8 November 2023.</p>
<p>Director Induction Programme. Letter of Appointment. Director Development Programme Briefing Sessions. Code of Business Conduct for Directors and Employees. Board Charter. HEAnet Group Committee's Terms of Reference.</p>	<p>Director Induction Programme. Director induction programme includes details of duties and responsibilities. Covered during induction session held in July 2023 for Director appointed during 2023 (July 2023), with the Role of the Board detailed in the associated Letter of Appointment as issued on 26 June 2023. The Director Development Programme Briefing Sessions, introduced with effect from 2023, includes training on Directors' duties and responsibilities. The HEAnet Group Committee's Terms of Reference are subject to annual review.</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:
Six scheduled Board meetings take place annually. Meetings normally take place in February, March, May, September, November, and December. Additional Board meetings are convened as required with notice.	As per Board meeting schedule for 2023 which was circulated to the Board in September 2023. During 2023, an additional four Board meetings took place.
An annual schedule of Board, HEAnet Group Committee, AGM and training workshops is shared with the Directors covering the following calendar year	HNBD.23.099 HEAnet & EduCampus Schedule of Board and HEAnet Group Committee Meetings January 2024 to December 2024.
All scheduled meeting agendas and Board papers are distributed via the Board and HEAnet Group Committee Portal 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 the Board and HEAnet Group Committee Portal and Listserv.

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:

The following items are included in each Board meeting agenda:

- Declaration of Conflicts of Interest.
- Chief Executive Officer Updates.
- Governance Updates.

In addition, at the Board meetings held in March, May, September and December of each year, the following, non-exhaustive list of matters are considered:

- Reports from HEAnet Group Audit & Risk Committee and HEAnet Group Finance Sub-Committee, and where relevant the HEAnet Group Nomination Committee and the HEAnet Group Remuneration Committee.
- Financial Statements.
- Risk Matters.

Evidence of our actions:

Minutes of scheduled Board meetings held on 2 February 2023, 9 March 2023, 11 May 2023, 14 September 2023, 8 November 2023, and 7 December 2023.

The schedule of Board Standing Agenda Items was updated and incorporated into the updated Board Charter which was approved by the Board in February 2024 (See Board Meeting Minutes of 1 February 2024).

The schedule of Board Standing Agenda Items was updated and incorporated into the Board Charter in February 2024.

The minutes of all Board meetings include details of meeting attendees, formal decisions taken and actions arising.

The HEAnet Annual Report & Financial Statements also detail meeting attendees and an update on Board related activity for the year under review.

The minutes of Board meetings held on 2 February 2023, 9 March 2023, 11 May 2023, 14 September 2023, 8 November 2023, and 7 December 2023 detail all decisions taken and actions arising.
HEAnet 2022 Annual Report & Financial Statements: [2022 Annual Report](#).

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:
<p>Comprehensive, clear, and timely reports issue to the Board normally seven days in advance of meetings.</p> <p>The Board reviews and approves the Board meeting minutes.</p>	<p>Board meeting minutes of 2 February 2023, 27 February 2023, 9 March 2023, 11 May 2023, 13 June 2023, 8 September 2023, 14 September 2023, 8 November 2023, 7 December 2023, and 19 December 2023.</p> <p>All Board documentation is saved on SharePoint internally in HEAnet and issues to the Directors via the Board and HEAnet Group Committee Portal and Listserv.</p>
<p>Additional reports requested by the Board are progressed in a timely fashion.</p>	<p>A Status Summary of Board Action Items is presented at each scheduled Board meeting. See Board Meeting Minutes of 2 February 2023, 9 March 2023, 11 May 2023, 14 September 2023, 8 November 2023, and 7 December 2023.</p>
<p>Board papers contain the appropriate level of detail to enable Directors to make informed decisions. Additional requested information is provided as required.</p>	

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:
Term limits of eight years are in place for Directors (plus eight years for role of Chair (Article 42 (f) (iii)). In addition, the Director appointed under Article 42 (c) must require at each Annual general meeting and is subject to re-election by the Board.	<p>HEAnet Constitution 42 (f)</p> <p>(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.</p> <p>(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.	A record of Board Directors' appointment dates and scheduled retirement dates is maintained and subject to regular review by the Group Nomination Committee (see the HEAnet Group Nomination Committee meeting papers, and corresponding minutes for 19 January 2023, 23 February 2023, 27 April 2023, and 12 October 2023).

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:
<p>As per HEAnet Constitution, HEAnet has a representative Board.</p> <p>Before making any recommendations to the Board, HEAnet Group Nomination Committee considers the skillset required to fill any Board/ HEAnet Group Committee vacancy.</p>	<p>A Board and Committee Skills Matrix. was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022. The HEAnet Group Nomination Committee considers the composition of the Board and the HEAnet Group Committees. In engaging with appointing bodies in relation to potential appointees, the HEAnet Group Nomination Committee Chair highlights the desired skills/ experience/ expertise required and highlights the benefits of diversity.</p> <p>See HEAnet Group Nomination Committee Meetings Minutes of 19 January 2023, 23 February 2023, 27 April 2023, 17 August 2023, 19 September 2023, 12 October 2023, and 1 November 2023, with the associated updates outlined in the Board meeting minutes of 2 February 2023, 9 March 2023, 11 May 2023 and 8 November 2023.</p>
<p>Director Induction Programme</p>	<p>New Director induction meeting held on 13 July 2023 for the Director appointed during 2023 (1 July 2023).</p> <p>As part of the Director Induction Programme, the Director appointed on 1 July 2023 received the induction documents as set out in Section 1.1 (Induction Pack stored on SharePoint):</p> <p>As part of the Chair onboarding process, engagement took place, including, inter alia, a meeting between the outgoing Board Chair, the incoming Board Chair, the Chief Executive Officer, and the Company Secretary which took place on 12 April 2023.</p>
<p>Director Development Programme.</p>	<p>The 2023 Director Development Programme Briefing Sessions was approved by the Board in November 2022. The H1 2023 Director Development Programme Briefing Sessions included training on Directors' Duties, Conflicts of Interest, and Protected Disclosures, whilst the H2 2023 Director Development Programme Briefing Sessions included training on the Code of Practice for the Governance of State Bodies, the Charities Governance Code, and Data Protection (including the General Data Protection Regulation), as well as an overview of the Freedom of Information Act, EU Artificial Intelligence Act, and technology law developments. In addition, an update on NIS 2 was provided to the Board in May 2023. The presentations, and where relevant the recordings, for each of the three 2023 Director Development Programme Briefing Sessions were circulated to the Board and are set out in the Board Resource Library section of the Board and HEAnet Group Committee Portal.</p> <p>The 2024 Director Development Programme Briefing Sessions was noted by the Board in November 2023.</p>

- 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:

HEAnet Constitution
Board Charter
Code of Business Conduct for Directors' and Employees
Director Induction Programme
Director Development Programme

Evidence of our actions:

HEAnet Constitution, the Board Charter, the Code of Business Conduct for Directors' and Employees, the Group Committees' Terms of Reference, the Charities Governance Code, the Code of Practice for the Governance of State Bodies are available on the Board and HEAnet Group Committee Portal.

Draft proposed revisions to the Constitution reviewed by the HEAnet Board at its meeting held on 14 September 2023 (see Board meeting minutes of 14 September 2023).

The H1 Director Development Programme Briefing Sessions included training on Directors' Duties, Conflicts of Interest, and Protected Disclosures, whilst the H2 2023 Director Development Programme Briefing Sessions included training on the Code of Practice for the Governance of State Bodies, the Charities Governance Code, and Data Protection (including the General Data Protection Regulation), as well as an overview of the Freedom of Information Act, EU Artificial Intelligence Act, and technology law developments. In addition, an update on NIS 2 was provided to the Board in May 2023. The presentations, and where relevant the recordings, for each of the three 2023 Director Development Programme Briefing Sessions were circulated to the Board and are set out in the Board Resource Library section of the Board and HEAnet Group Committee Portal.

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 HEAnet Group Committee meeting agenda.	See Board meeting minutes.
Key issues/matters are escalated to the Board for decision and are minuted accordingly.	See Board meeting minutes.
The Board Charter.	The Board Charter notes the items reserved for Board decision.
Director Closed Sessions.	During 2023, the Board held closed sessions at each of its scheduled meetings (see Board meeting minutes from 2 February 2023, 9 March 2023, 11 May 2023, 14 September 2023, 8 November 2023, and 7 December 2023).

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

Actions our charity takes to meet standards:

Board Evaluation.
HEAnet Group Committee Effectiveness Review.

Evidence of our actions:

In 2018 a Governance Review was undertaken by Deloitte (the “Deloitte Governance Review”, which considered, inter alia, the Board composition and identified areas for enhancement. In 2020 a Governance Progress Review was undertaken by BH Associates (the “Boland Progress Review”) in relation to, inter alia, the progress made to implement the recommendations arising from the Deloitte Governance Review.

An Internal Board Evaluation commenced in Q4 2023 and completed in Q1 2024, consisting of the completion of an Internal Board Evaluation Questionnaire, engagement between each of the Directors and the Board Chair and Board discussions in relation to the outcome of the Internal Board Evaluation, wherein areas for enhancement were discussed and agreed. See Board Meeting Minutes of 7 December 2023, 2 February 2024 and 14 March 2024.

In addition, in Q4 2023, the HEAnet Group Audit & Risk Committee, the HEAnet Group Finance Sub-Committee and the HEAnet Group Nomination Committee each undertook a review of their own performance, utilising a Terms of Reference Compliance Checklist and an Effectiveness Questionnaire. The outcome of the relevant HEAnet Group Committee’s effectiveness review was provided to the Board thereafter (see HEAnet Group Nomination Committee meeting minutes from 12 October 2023, HEAnet Group Audit & Risk Committee meeting minutes from 13 November 2023; HEAnet Group Finance Sub-Committee meeting minutes from 14 November 2023, Board meeting minutes from 8 November 2023 and 7 December 2023).

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 HEAnet Group Committee documentation is normally circulated one week in advance of meeting date via the Board and HEAnet Group Committee Portal and via Listserv.	All Board documentation is hosted securely on the Board and HEAnet Group Committee Portal, and all previous meeting documentation is available to access for future reference.
<p>The following items are included in each Board meeting agenda:</p> <ul style="list-style-type: none"> • Declaration of Conflicts of Interest. • Chief Executive Officer Updates. • Governance Updates. <p>In addition, at the Board meetings reports from each of the Group Committees are provided.</p>	<p>See 2023 Board meetings agendas (and minutes from 2 February 2023, 9 March 2023, 11 May 2023, 14 September 2023, 8 November 2023, and 7 December 2023).</p> <p>In addition, at the Board meetings held in March, May, September and December of each year, the following, non-exhaustive list of matters are considered:</p> <ul style="list-style-type: none"> • Reports from HEAnet Group Audit & Risk Committee and HEAnet Group Finance Sub-Committee, and where relevant the HEAnet Group Nomination Committee and the HEAnet Group Remuneration Committee. • Financial Statements. • Risk Matters.
Board Charter.	<p>Matters reserved for board decision are documented in the Board Charter as last materially updated in February 2024, [with additional clarification on two matters approved in March 2024].</p> <p>The schedule of Board Standing Agenda Items was updated and incorporated into the Board Charter in February 2024.</p>

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 Board and Committee Skills Matrix. was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022. Led by the HEAnet Group Nomination Committee, ongoing consideration is given to the composition of the Board and the HEAnet Group Committees. See HEAnet Group Nomination Committee. (see HEAnet Group Nomination Committee Meetings Minutes of 19 January 2023, 23 February 2023, 27 April 2023, 17 August 2023, 19 September 2023, 12 October 2023, and 1 November 2023).

5.12 Put in place a comprehensive induction programme for new charity trustees.	
Actions our charity takes to meet standards:	Evidence of our actions:
Director Induction Programme	Director Induction Programme for new Directors.
Director Development Programme	The 2023 Director Development Programme Briefing Sessions was approved at the Board meeting held on 3 November 2022.

5.13 Conduct a regular review that includes an assessment of: <ul style="list-style-type: none"> • 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>Annual HEAnet Group Committee Terms of Reference Review.</p> <p>Annual HEAnet Group Committee Effectiveness Review⁴.</p> <p>Active HEAnet Group Nomination Committee.</p> <p>Board Evaluation.</p>	<p>During 2023, the HEAnet Group Audit & Risk Committee, the HEAnet Group Finance Sub-Committee and the HEAnet Group Nomination Committee each conducted a review of their respective Terms of Reference, with all proposed amendments approved by the Board in 2023 (see (i) HEAnet Group Audit & Risk Committee meeting minutes from 20 February 2023; (ii) HEAnet Group Finance Sub-Committee meeting minutes from 21 February 2023; (iii) Board meeting minutes 9 March 2023; HEAnet Group Nomination Committee meeting minutes from 12 October 2023 and the Board meeting minutes from 8 November 2023).</p> <p>In addition, in Q4 2023, the HEAnet Group Audit & Risk Committee, the HEAnet Group Finance Sub-Committee and the HEAnet Group Nomination Committee each undertook a review of their own performance, utilising a Terms of Reference Compliance Checklist and an Effectiveness Questionnaire. The outcome of the relevant HEAnet Group Committee's effectiveness review was provided to the Board thereafter (see HEAnet Group Nomination Committee meeting minutes from 12 October 2023, HEAnet Group Audit & Risk Committee meeting minutes from 13 November 2023; HEAnet Group Finance Sub-Committee meeting minutes from 14 November 2023, Board meeting minutes from 8 November 2023 and 7 December 2023).</p> <p>In December 2022, the Board approved revised Terms of Reference for the HEAnet Group Remuneration Committee such that, with effect from 2023, the HEAnet Group Remuneration Committee will convene twice per year. The membership structure of the HEAnet Group Remuneration Committee was also updated, such that a single HEAnet Group Remuneration Committee considers matters pertaining to the HEAnet and EduCampus Services Chief Executive Officer's remuneration. The HEAnet Group Remuneration Committee convened in March 2023 and September 2023 (see Board meeting minutes of 11 May 2023 and the Board Meeting Agenda for 14 September 2023). A review of the effectiveness of the HEAnet Group Remuneration Committee and the HEAnet Group Remuneration Committee's Terms of Reference will take place during H1 2024.</p> <p>A Board and Committee Skills Matrix. was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022. The Board and Committee Skills Matrix is updated by the HEAnet Group Nomination Committee Chair as appropriate. The HEAnet Group Nomination Committee keeps the HEAnet and EduCampus Board and the HEAnet Group Committees' composition under ongoing review (see HEAnet Group Nomination Committee Meetings Minutes of 19 January 2023, 23 February 2023, 27 April 2023, 17 August 2023, 19 September 2023, 12 October 2023, and 1 November 2023, with the associated updates outlined in the Board meeting minutes of 2 February 2023, 9 March 2023, 11 May 2023 and 8 November 2023).</p> <p>An Internal Board Evaluation commenced in Q4 2023 and completed in Q1 2024, consisting of the completion of an Internal Board Evaluation Questionnaire, engagement between each of the Directors and the Board Chair and Board discussions in relation to the outcome of the Internal Board Evaluation, wherein areas for enhancement were discussed and agreed. See Board Meeting Minutes of 7 December 2023, 1 February 2024 and 14 March 2024.</p>
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The Board Charter sets out the role, composition, and responsibilities of the Board of Directors of HEAnet.	An internal review of the Board Charter commenced during 2023. The revised Board Charter was considered, and approved, by the Board at its meeting held on 1 February 2024.
The Terms of Reference of each HEAnet Group Committee are subject to regular review.	Each HEAnet Group Committee has its own respective Terms of Reference which are subject to regular review. The HEAnet Group Committee's Terms of Reference are available in the Board Resource Library section of the Board and HEAnet Group Committee Portal. The HEAnet Group Audit & Risk Committee; the HEAnet Group Finance Sub-Committee; and the HEAnet Group Nomination Committee Terms of Reference were each reviewed updated during 2023 (See Board Meeting Minutes of 9 March 2023 and 8 November 2023).

⁴ Introduced with effect from 2023.

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:
Active Group Nomination Committee.	<p>A Skills Matrix was developed by the HEAnet Group Nomination Committee during 2022 which was approved by the Board in September 2022, and is updated by the Chair of the Group Nomination Committee as required.</p> <p>Led by the HEAnet Group Nomination Committee, ongoing consideration is given to the composition of the Board and the HEAnet Group Committees. See HEAnet Group Nomination Committee. (see HEAnet Group Nomination Committee Meetings Minutes of 19 January 2023, 23 February 2023, 27 April 2023, 17 August 2023, 19 September 2023, 12 October 2023, and 1 November 2023).</p> <p>When Board vacancies arise, the appointing body (where relevant is requested to consider the benefits of diversity. In addition, the appointing body is also requested, where relevant, to consider individuals with the skills/ experience/ expertise deemed necessary on the Board.</p>
Director Development Programme	The 2023 Director Development Programme Briefing Sessions was approved at the Board meeting held on 3 November 2022. The 2024 Director Development Programme Briefing Sessions was tabled to the Board on 8 November 2023.
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.	<p>TARGET Handbook dated January 2019.</p> <p>TARGET objectives and review updates documented on HRIS, BambooHR</p>

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:

HEAnet's details are clearly displayed on all written materials – website, social media platforms, letterhead, email communication etc.

Evidence of our actions:

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:
<p>Key Stakeholders include, but are not limited to: The Department of Education (“DoE”); The Department of Further and Higher Education, Research, Innovation and Science (“DFHERIS”); Clients; Members; Employees; and Suppliers.</p> <p>In addition to formal and information communications, quarterly meetings are held with DoE and DFHERIS. Client Service Review Programme. Subject Matter Expert Events. Regular staff meetings and various communications initiatives, as led by the People Operations Team. The HEAnet Annual Report & Financial Statements serves as a key communication document for all stakeholders.</p>	<p>Quarterly meetings held with the DoE and DFHERIS on 15 March 2023, 19 June 2023, and 15 December 2023. The minutes from the meetings are stored securely on SharePoint.</p> <p>Annual Client Services Review Programme as led by the HEAnet Client Services Director.</p> <p>In 2023 Subject Matter Expert Events were held in March 2023, June 2023, and October 2023 (reference Board meeting minutes of 8 November 2023).</p> <p>Regular staff meetings and various communications initiatives, as led by the People Operations Team. Staff meetings held each month during 2023.</p> <p>Ongoing engagement with key suppliers in relation to all relevant matters.</p> <p>The HEAnet Annual Report & Financial Statements, serves as a key communication document for all stakeholders. The 2022 Annual Report & Financial Statements is available at: 2022 Annual Report</p>

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		Annual General Meeting with ordinary members held– in line with HEAnet Constitution – to report on HEAnet activities for the year under review, and vote on relevant resolutions. Ordinary Members are afforded the opportunity to vote on each of the resolutions put before the Ordinary Members and also raise questions/ make comments. Annual General Meeting for 2023 was held on 13 June 2023, minutes for which were circulated to the Ordinary Members on 22 June 2023, and which will be subject to consideration at the 2024 Annual General Meeting.	
Quarterly meetings with the DoE and DFHERIS to discuss, inter alia, Company planning, progress, and quarterly financial reports.		Quarterly meetings minutes from DoE and DFHERIS. Meetings held on 15 March 2023, 19 June 2023, and 15 December 2023 ⁵ . Minutes stored on SharePoint.	
HEAnet Conference Programme		The 2023 HEAnet Annual Conference took place in November 2023 and was attended by over 400 delegates.	
Consultation process with stakeholders to develop HEAnet Strategy 2020-2022, which was extended to 2024, as approved by the Board in September 2022.		See Board Meeting Minutes of 15 September 2022.	

⁵ The Q3 and Q4 Quarterly Meetings were amalgamated during 2023, therefore, only three meetings took place during 2023.

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 which clients are entitled to from HEAnet.

HEAnet Website – HEAnet Client Charter
<https://www.heanet.ie/wp-content/uploads/2020/08/HEAnet-Client-Charter.pdf>

Annual Client Services Review Programme (“CSR Programme”) at which clients meet with HEAnet staff to discuss services, service levels etc.
Subject Matter Expert Events.

Annual Client Services Review Programme as led by the HEAnet Client Services Director.
2023 Subject Matter Expert Events were held in March 2023, June 2023, and October 2023 (reference Board meeting minutes of 8 November 2023).

Net Promoter Score exercise /Annual Client Survey undertaken.

Annual Client Survey undertaken in 2023 – net promoter score +79. (Reference Board minutes of 14 September 2023 and 7 December 2023).

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>Reporting requirements are also detailed in the Business Performance & Delivery Agreement.</p> <p>As a publicly funded organisation, to the extent possible and practicable, HEAnet complies with the requirements of the Code of Practice for the Governance of State Bodies (as agreed with the Department of Education (“DoE”).</p> <p>Charities Governance Code</p>	<p>Business Performance & Delivery Agreement between DoE; DFHERIS; HEAnet; and EduCampus was approved at Board meeting 4 November 2021 and fully executed in December 2021.</p> <p>The Annual Report & Financial Statements sets out disclosures in relation to the Code of Practice for the Governance of State Bodies and the Charities Governance Code. The 2022 Annual Report & Financial Statements is available at: 2022 Annual Report. The Code of Practice for the Governance of State Bodies compliance gap analysis was considered by HEAnet Group Audit & Risk Committee at its meeting held on 13 November 2023 and the Board at its meeting on 7 December 2023. (See HEAnet Group Audit & Risk Committee meeting minutes of 13 November 2023 and the Board meeting minutes of 7 December 2023). It was further updated and thereafter reviewed by the (i) Group Audit & Risk Committee in February; and (ii) Board in March 2024. See Group Audit & Risk Committee Meeting Minutes of 21 February 2024 and Board Meeting Minutes of 14 March 2024.</p> <p>The Charities Governance Code Compliance Record Form for 2022 was reviewed, and approved, by the Board on 2 February 2023 and published on the HEAnet website thereafter: HEAnet-2022-Charities-Governance-Code-Compliance-Record-Form.pdf. The Charities Regulator Annual Report for 2022 was reviewed by the Board on 14 September 2023 and submitted thereafter. (See Board Meeting Minutes of 2 February 2023 and 14 September 2023).</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:	Evidence of our actions:
HEAnet produces a comprehensive Annual Report & Financial Statements which is publicly available via the Companies Registration Officer and the HEAnet Website.	CRO Website: www.cro.ie HEAnet Website: www.heanet.ie The 2022 Annual Report & Financial Statements is available at: 2022 Annual Report

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:	Evidence of our actions:
HEAnet's compliance with the Charities Governance Code is detailed in the HEAnet Annual Report & Financial Statements. In addition, HEAnet publishes its Charities Governance Code Compliance Record Form on its website. HEAnet's compliance with the Code of Practice for the Governance of State Bodies (to the extent possible and practicable) is detailed in its Annual Report & Financial Statements.	The 2022 Annual Report & Financial Statements is available at: 2022 Annual Report The Charities Governance Code Compliance Record Form for 2022 is available at: HEAnet-2022-Charities-Governance-Code-Compliance-Record-Form.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 (“CSR Programme”) at which clients meet with HEAnet staff to discuss services, service levels etc.
Net Promoter Score exercise /Annual Client Survey undertaken.

Annual Client Services Review Programme as led by the HEAnet Client Services Director.

Annual Client Survey undertaken in 2023 – net promoter score +79. (Reference Board minutes of 14 September 2023 and 7 December 2023).

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