

**ASIERA TECHNOLOGY SERVICES CLG
CHARITIES GOVERNANCE CODE COMPLIANCE RECORD
FORM**



Document Reference: A12

Charity Name	ASIERA TECHNOLOGY SERVICES CLG¹
Registration Charity Number (RCN)	20036270
Annual Reporting Period	1 January to 31 December 2025
Date approved by the Board of Charity Trustees	12 March 2026

¹ Formerly known as HEAnet CLG

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 Asiera Constitution.	<p>Asiera’s (formerly HEAnet and EduCampus) Constitution is available on the company website (Governance section). Clause 3 (a) of the Constitution highlights that the main objects for which the Company is established are <i>“To support the advancement of educationby way of the provision of and the continuous enhancement of quality network services, information and communications technology services and all or any related or associated services”</i>.</p> <p>The constitution for Asiera was approved by the Board in October 2025 and the Ordinary Members of Asiera at an EGM on the 5 December 2025.</p> <p>The Asiera Constitution and all governance documentation are available in the Asiera Library section of the Board and 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 Asiera 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>Relevant documents:</p> <ul style="list-style-type: none"> • Director induction slides • Director induction documents folder • Director Appointment Letters
Asiera’s objectives, activities, mission, vision, and values are clearly outlined in the Annual Report & Financial Statements which is available on the company website.	Website: www.heanet.ie 2024 Annual Report

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:
Asiera 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 08 May 2025 wherein the Asiera (formerly HEAnet and EduCampus) Board approved the 2025 Budget, as amended, and the Three-Year Budget for 2026 to 2028.
Company Policies.	Asiera Employee Travel and Subsistence Policy for employees was updated and issued on 7 January 2026. Group Gift, Entertainment and Hospitality Policy, which was reviewed by the Asiera (formerly HEAnet Group) Audit & Risk Committee on 21 August 2024 and subsequently approved by the HEAnet Board at its meeting held on 12 September 2024. (See Meeting Minutes of the Group Audit & Risk Committee and HEAnet Board). 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 2024, the Board approved the new strategy for the Company for 2025 - 2030.</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 10 October 2024. At its meeting held on 2 October 2025 as well as 11 December 2025, the Asiera (formerly HEAnet and EduCampus) Board reviewed the progress made in relation to Year 1 priorities and goals for the HEAnet Strategy.</p> <p>Board meeting minutes 08 May 2025 wherein the Asiera (formerly HEAnet and EduCampus) Board approved the 2025 Budget, as amended, and the Three-Year Budget for 2026 to 2028.</p> <p>The proposed plan for HEAnet for 2025 (the “2025 Plan”) was approved by the Board at its meeting held on 12 December 2024 (See Board meeting minutes). Whilst the Asiera (formerly HEAnet and EduCampus) Board considered the 2026 HEAnet Company Plan at its meeting held on 11 December 2026. As a consequence of merger, the 2026 Asiera Company Plan will incorporate the EduCampus Company Plan for 2026 (in particular the Tier 1 Objectives).</p> <p>Note: <i>On 31 December 2025 EduCampus Service DAC, a subsidiary of HEAnet CLG, was absorbed by merged into HEAnet CLG, which is now referred to as Asiera Technology Services CLG.</i></p>
<p>The Executive Team agrees the Company Plan containing the annual objectives.</p>	<p>The Project Management Office (“PMO”) monitors and reports on the Company Plan and projects monthly. The Leadership Team review progress of the Company Plan monthly.</p>
<p>Asiera’s activities and funding requirements discussed at quarterly meetings with the Department of Education and Youth (“DEY”) 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 DEY and DFHERIS. Minutes of the Quarterly Meetings are stored securely on SharePoint.</p> <p>A Business Performance & Delivery Agreement between the DEY; 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 Asiera (formerly HEAnet Group) Finance Sub-Committee reviewed the 2025 Budget, as amended, and the Three-Year Budget for 2026 to 2028 at its meeting in April 2025. The Board approved the 2024 Budget, as amended, and the Three-Year Budget for 2025 to 2027 at its meeting held in May 2024. (See Finance Sub-Committee and Board meeting minutes).
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 DEY in May each year. Budgets are discussed at a meeting with the DEY in June each year.
Asiera's activities and funding requirements discussed at quarterly meetings with DEY and DFHERIS. Business Performance & Delivery Agreement.	Quarterly meetings minutes from DEY and DFHERIS. Minutes of the Quarterly Meetings are stored securely on SharePoint. A Business Performance & Delivery Agreement between DEY; 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:	
<ul style="list-style-type: none"> • 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 Asiera continues to act in line with charitable purpose and provide educational benefit.	Chief Executive Officer Updates at Board meetings (February 2025, March 2025, May 2025, October 2025, November 2025, and December 2025). Ongoing discussions and consultation with DEY 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:

Evidence of our actions:

Company Strategy.

The HEAnet Strategy 2025 - 2030 was developed and formally approved at the October 2024 Board meeting.

Regular review of Strategy and Company Objectives.

Regular review of Strategy & Company Objectives at Board meetings:

- Chief Executive Officer updates at each Board meeting (See Board Meeting Minutes from 2025).
- Review of 2025 Performance and 2026 Plan undertaken at the Board meeting held on 11 December 2025 (See Board Meeting Minutes).

Asiera Work Programme 2025.

Projects on the Asiera Company Plan are reviewed on monthly basis by the PMO Board, which includes relevant members of the Leadership Team.

- 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 at each ordinary Board meeting in 2025 (See Board Meeting minutes).

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

Review of 2025 Performance and 2026 Plan undertaken at the Board meeting held on 11 December 2025 (See Board Meeting Minutes).

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:
Recent merger of EduCampus Services into Asiera (formerly HEAnet and EduCampus and EduCampus)	With effect from 31 December 2025, EduCampus Service DAC, a subsidiary of HEAnet CLG, was absorbed by merged into HEAnet CLG, which is now referred to as Asiera Technology Services CLG. The 2026 Asiera Transition and Transformation Programme has been established to focus on operational elements as well as positioning of the company. Following the merger, the EduCampus 2026 Company plan has also been incorporated into the 2026 Asiera (formerly HEAnet and EduCampus) Company Plan.
Asiera as Ireland’s National Research & Education Network (“NREN”) works collaboratively with other European and worldwide NRENS to share knowledge.	The Asiera Chief Executive Officer is a member of the GÉANT Board (serving a three-year term with effect from November 2023). Individuals from Asiera represent Asiera at the GÉANT General Assembly.
Collaboration with international NRENS	Strong collaborative links with NRENS, including JISC (UK) and SURF (Netherlands). Regular engagement, meetings and information sharing occurs.
A project commenced in 2024 (“Project Connect”) to progress integration of HEAnet and EduCampus into one company (as opposed to the current parent and subsidiary model of both charities).	The ‘Project Connect Steering Committee’ was established in 2024. Following the successful merger by absorption of EduCampus into HEAnet (now Asiera), at its meeting held in February 2026, the Project Connect Steering Committee was disbanded. (See Steering Committee minutes and Asiera (formerly HEAnet) Board minutes from 2024, 2025, and February 2026).
A project commenced in 2026 (“Asiera Transition & Transformation Programme”) to facilitate the post-merger transition and transformation process.	The 2026 Asiera Transition & Transformation Programme has been established in 2026 to focus on aligning the operations and management of the merged company.

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 the creation of the HEAnet Strategy Plan 2025-2030, HEAnet's values were reviewed and updated, with workshops held with staff to develop the Company's values.

Periodic review of vision, mission, and values to ensure they are still relevant.

Asiera (formerly HEAnet) values embedded in everyday working life and flow through the Performance & Development System, TARGET.
Asiera Core Values (and associated video) are detailed at: [HEAnet Careers - Join HEAnet's Team Today](#)

HEAnet Strategy ([HEAnet Strategy – HEAnet](#))

Note – with the merger of HEAnet and EduCampus into Asiera, the values are under review in 2026 to ensure alignment.

Code of Business Conduct for Directors and Employees (available on the Board and 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.

Code of Business Conduct for Directors and Employees is set out on the Board and Committee Portal and on the Policies Section on SharePoint site.

Dignity & Respect Policy, Grievance Policy, Disciplinary Policy, Values & behaviours are incorporated into objectives under TARGET performance management & development system.

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:

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 Committee Meeting Agenda (also referenced in Code of Business Conduct for Directors and Employees and Board Charter).

- Standalone Conflicts of Interest Policy was approved at the October 2025 Board Meeting.
- Conflicts of Interest Confirmation Request issued by email in July 2025 and December 2025.
- Register of Interest maintained securely on SharePoint.
- 2025 Board meetings agendas

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 the Company. 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:

Evidence of our actions:

Code of Business Conduct for Directors and Employees
 Board Charter
 Letters of Appointment
 Gift, Hospitality and Entertainment Policy

The Code of Business Conduct for Directors and Employees include 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.

Gifts, Entertainment and Hospitality Policy (updated in September 2024).
 Asiera Employee Travel and Subsistence Policy for employees was updated and issued on 7 January 2026.
 Requirements in relation to, inter alia, expenses and confidentiality, are outlined in the Letter of Appointment for new Directors.

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 Appointment. The Director Induction Programme includes an overview of the Company and details Directors' duties. Training and Development 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. The Role of the Board is outlined in the Letter of Appointment of new Directors. ○ The Board Chair Letter of Appointment (dated 15 March 2023) details the duties of the Board Chair. ○ Asiera is a member of the IPA Governance Forum and Directors are encouraged to attend IPA Governance Forum events throughout the year as part of their training and development in the area of corporate governance and related topics.
<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. The Company Secretary carries out induction with new Directors (with the CEO) which includes an overview of management roles in the company.</p>
<p>Role of key staff i.e., Chief Executive Officer and Leadership Team, are clear and understood.</p>	<p>The Chief Executive Officer provides an update on Asiera'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/ Asiera Committees on matters within their area of functional responsibility. Biographies for each Head of Function are set out on the website: Our People - HEAnet.</p> <p>The People Operations Function maintains an Organisational Chart. All employees have Contracts of Employment and defined objectives.</p>

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:	
<ul style="list-style-type: none"> • 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.	Asiera Employee Handbook & Policies reviewed annually. IBEC KeepWell Mark accreditation.
Legal advice sought from Company Solicitor/IBEC if required.	Asiera utilises (an) external advisor(s) for support as required. Asiera 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. Details of employee initiatives (and HEAnet's Values), set out at HEAnet Careers - Join HEAnet's Team Today .
Asiera 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.	Asiera (formerly HEAnet) Employee Handbook. All Company Policies held centrally and accessible by all staff.
Asiera (formerly HEAnet) has a PMO (Project Management Office) which is responsible for project governance, standards, and oversight of Asiera (formerly HEAnet) PMO projects. The PMO has defined the standards for Asiera (formerly HEAnet) projects based on best practices and project management first principles.	This is achieved by: a) processes and document templates for PMO projects - PID (for project definition), PCR (Project Closure Report) as well as a monthly status report, project schedule, risk register and project details in Celoxis (project management application); b) PMO Board oversight - a monthly meeting of the PMO Board (comprised of relevant members of the Leadership Team 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 company objectives/projects to ensure that HEAnet is selecting and prioritising projects for maximum benefit of the company; and d) training - to educate staff (including new staff induction) 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 Asiera (formerly 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. All project documents are stored in a SharePoint document repository and use the standardised Asiera (formerly HEAnet) PMO templates as described above as well as the Celoxis project management application where the PMO Board and ILT can track projects and company objectives.

<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 Training and Development.
 Established Asiera Committee Structure.

- Director Induction Programme includes details of duties and responsibilities.
- Asiera is a member of the IPA Governance Forum, and all Directors and Committee members are encouraged to attend IPA Governance Forum events throughout the year as part of their training and development in the area of corporate governance and related topics.
- Each Asiera Committee has its own respective Terms of Reference which are subject to regular review.

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

The People Operations Function maintains Contracts of Employment.
 An Organisational Chart 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 updated in March 2024 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.
 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>Asiera 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:
Asiera's Constitution is reviewed on an ongoing basis to ensure activities fall within the defined objectives and its purpose remains relevant and valid.	As part of the Project Connect, during 2025, at its meeting held on 2 October 2025, the Asiera (formerly HEAnet) Board approved the amended Asiera Constitution. Subsequently on 5 December 2025, at an Extraordinary General Meeting of the Members of the Company, the Asiera Constitution was formally adopted.

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 Asiera and are satisfied that the charity meets its legal, regulatory, and constitutional requirements.</p> <p>The Directors participate in Training and Development Programme/events organised by the Institute of Public Administration ("IPA").</p> <p>Director Induction Programme, and associated Director Induction Pack.</p>	<p>The Directors' Compliance Policy Statement, as required under Section 225 of the Companies Act 2014, for the financial year ending 2025 was considered (along with the Directors' Compliance Statement and the Compliance Assessment Tool) by the Asiera (formerly HEAnet Group) Audit & Risk Committee at its meeting held on 11 November 2025 and at the Board meeting held on 11 December 2025. The Compliance Assessment Tool sets out the relevant material company law and tax law obligations to which Asiera (formerly HEAnet) is subject as well as its processes to ensure compliance. See related minutes.</p> <p>Asiera is a member of the IPA Governance Forum and Directors are encouraged to attend IPA Governance Forum events throughout the year as part of their training and development in the area of corporate governance and related topics.</p> <p>Laws and regulations applicable to Asiera include, but are not limited to, Company Law, Tax Law, Charities Law, Data Protection Legislation, including GDPR, Employment Law and Health and Safety Law. Asiera has appropriate registrations in place with the Charities Regulator and the Revenue Commissions and submits the required fillings to the Companies Registration Office, the Charities Regulatory Authority, the Revenue Commissioners etc.</p>

4.3 If your charity raises funds from the public, read the Charities Regulator's guidelines² 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.

² 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:

Asiera (formerly 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 Asiera Finance Sub-Committee given at quarterly Board meetings (via verbal updates, memoranda, and draft minutes)
- Undertakes an annual review of its own effectiveness.

Detailed in the Asiera (formerly HEAnet Group) Finance Sub-Committee minutes and Board minutes from 2025.

<p>Asiera (formerly 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 Asiera (formerly HEAnet Group) Audit & Risk Audit Committee at quarterly Board meetings (via verbal updates and memoranda). • Undertakes a review of the external auditor and the internal auditor. • Undertakes an annual review of its own effectiveness. • Provides an Annual Report to the Board summarising its activities for the year under review. 	<p>The Asiera (formerly HEAnet Group) Audit & Risk Committee considered a report on the Review of the System of Internal Financial Controls in April 2025.</p> <p>The Asiera (formerly HEAnet Group) Audit & Risk Committee reviewed and approved the Group Internal Audit Charter in February 2025 (as referenced in the Asiera (formerly HEAnet Group) Audit & Risk Committee minutes of February 2025 and the Board meeting minutes of March 2025). Furthermore, the Asiera Internal Audit Charter was reviewed and approved by the Asiera (formerly HEAnet Group) Audit & Risk Committee in February 2026 and will be presented to the Asiera Board for approval in March 2026.</p> <p>The Asiera Chief Executive Officer Compliance and Internal Controls Assessment for the period 1 January – 31 December 2025 was considered by the Asiera (formerly HEAnet Group) Audit & Risk Committee in February 2026, and an update will be provided to the Asiera Board on 12 March 2026.</p> <p>The Asiera (formerly HEAnet Group) Audit & Risk Committee reviewed and approved the revised Group Anti-Fraud Policy in September 2025 and subsequently it was approved by the Asiera (formerly HEAnet) Board in October 2025.</p> <p>The External Auditor Audit Report was presented to the Asiera (formerly HEAnet Group) Audit & Risk Committee at its meeting in April 2025 and the Board meeting held in May 2025.</p> <p>The Asiera (formerly HEAnet Group) Audit & Risk Committee undertook a review of its own effectiveness for the period of 2025 via completion of an effectiveness survey in January 2026 (see February 2026 Asiera (formerly HEAnet Group) Audit & Risk Committee meeting minutes)</p> <p>A memorandum from the Chair of the Asiera (formerly HEAnet Group) Audit & Risk Committee issued to the Board in March, May, October, and December 2025.</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 Asiera (formerly HEAnet) 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 Asiera’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 Asiera (formerly Group) Risk Appetite Statement) –reviewed by Asiera (formerly HEAnet Group) Audit & Risk Committee and approved by the Board.
- Board level Risk Register – reviewed quarterly by the Asiera (formerly HEAnet Group) Audit & Risk Committee and submitted to the Board for approval thereafter.
- Organisational Level Risk Register – reviewed by the Chief Executive Officer and the 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 Head of Finance and Risk in 2025. The Asiera (formerly HEAnet) Risk Management, and Risk Appetite Statement was considered by the Asiera (formerly HEAnet Group) Audit & Risk Committee at its meeting held in November 2025 and was approved by the Board at its meeting held on 11 December 2025.

At the Asiera (formerly HEAnet Group) Audit & Risk Committee meetings held on February, April, September, and November 2025, the Asiera (formerly 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 in March, May, October, and December 2025 (see the minutes of 2025 Asiera (formerly HEAnet Group) Audit & Risk Committee and Asiera (HEAnet) Board meeting minutes).

At the Asiera (formerly HEAnet Group) Audit & Risk Committee meeting held on 16 April 2025, the Committee considered the three-year Internal Audit Plan. Subsequently, at its meeting held on 3 September 2025, the Committee approved the revisions to the three-year Internal Audit Plan, which was devised taking into consideration key risks.

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

Actions our charity takes to meet standards:

Evidence of our actions:

The 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 policies are renewed in December each year).

Asiera holds the following cover:

- Directors' & Officers' Liability Insurance
- Commercial Combined Policy including Professional Indemnity and Cyber Risk cover
- Travel Cover Policy

Asiera Insurance Register.

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:

Numerous policies and procedures in place, including but not limited to:

- 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
- Asiera 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

As per list opposite.

Board related policies are subject to regular review and are available on the Board and Committee Portal.
Employee related policies are subject to review by the relevant policy owner and are available on BambooHR and SharePoint.

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

Actions our charity takes to meet standards:

- Risk Management Policy (including Risk Appetite Statement) –reviewed by Asiera (formerly HEAnet Group) Audit & Risk Committee and approved by the Board.
- Board level Risk Register – reviewed quarterly by the Asiera (formerly HEAnet Group) Audit & Risk Committee.
- Organisational Level Risk Register – reviewed by the Chief Executive Officer and the 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 Head of Finance and Risk in 2025. The Asiera (formerly HEAnet) Risk Management, and Risk Appetite Statement was considered by the Asiera (formerly HEAnet Group) Audit & Risk Committee at its meeting held in November 2025 and was approved by the Board at its meeting held on 11 December 2025.

At the Asiera (formerly HEAnet Group) Audit & Risk Committee meetings held on February, April, September, and November 2025, the Asiera (formerly 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 in March, May, October, and December 2025 (see the minutes of 2025 Asiera (formerly HEAnet Group) Audit & Risk Committee and Asiera (HEAnet) Board meeting minutes).

At the Asiera (formerly HEAnet Group) Audit & Risk Committee meeting held on 16 April 2025, the Committee considered the three-year Internal Audit Plan. Subsequently, at its meeting held on 3 September 2025, the Committee approved the revisions to the three-year Internal Audit Plan, which was devised taking into consideration key risks.

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:

Accounting practices:

Evidence of our actions:

The FE/HE SORP (“FRS102”) is recommended practice and has recently become mandatory for charities with income exceeding €250,000 starting from accounting periods beginning on 1 January 2026. The Asiera (formerly HEAnet) Board has already adopted the FE/HE SORP (“FRS102”) as it was 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**

<p>5.1 Identify charity trustees with the necessary skills to undertake:</p> <ul style="list-style-type: none"> • any designated roles set out in your governing document; and • other roles as appropriate within the board. 	
<p>Actions our charity takes to meet standards:</p>	<p>Evidence of our actions:</p>
<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. 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 Asiera (formerly HEAnet Group) Nomination Committee during 2022 which was approved by the Board in September 2022. The Asiera (formerly HEAnet Group) Nomination Committee considered a report on the Board Membership Skills and Diversity in April 2025. Ongoing consideration is given by the Asiera (formerly HEAnet Group) Nomination Committee, to the composition of the Board and the Asiera Committees. The Asiera (formerly Group) Nomination Committee provides regular updates, and where appropriate recommendations, to the Board in relation to Board and Asiera Committee considerations.</p> <p>Further details are set out in the Asiera (formerly HEAnet Group) Nomination Committee meeting minutes of 2025, with the associated updates outlined in the Board meeting minutes.</p>
<p>Director Induction Programme. Letter of Appointment. Training and Development for Directors. Code of Business Conduct for Directors and Employees. Board Charter. Asiera (formerly HEAnet Group) Committee’s Terms of Reference.</p>	<p>Director Induction Programme. Director induction programme includes details of duties and responsibilities.</p> <p>Asiera is a member of the IPA Governance Forum and Directors are encouraged to attend IPA Governance Forum events throughout the year as part of their training and development in the area of corporate governance and related topics.</p> <p>The Asiera (formerly 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, October, November, and December. Additional Board meetings are convened as required with notice.

As per Board meeting schedule for 2026 which was circulated to the Board in November 2025. During 2025, an additional four Board meetings took place (two Joint Board meetings and two Extraordinary Board meetings).

An annual schedule of Board, Asiera Committee, AGM and training workshops is shared with the Directors covering the following calendar year

Schedule of Asiera Board and Asiera Committee Meetings January 2026 to December 2026.

All scheduled meeting agendas and Board papers are distributed via the Board and 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 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:

Evidence of our actions:

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, October and December of each year, the following, non-exhaustive list of matters are considered:

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

Minutes of scheduled Board meetings held in 2025.

The schedule of Board Standing Agenda Items was updated in 2025 and is subject to annual review.

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

The Asiera 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 in 2025 detail all decisions taken and actions arising.
HEAnet 2024 Annual Report & Financial Statements.

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:

Comprehensive, clear, and timely reports issue to the Board normally seven days in advance of meetings.

The Board reviews and approves the Board meeting minutes.

Board meeting minutes of 2025.
All Board documentation is saved on SharePoint internally in Asiera and issues to the Directors via the Board and Committee Portal (currently iBabs) and Listserv.

Additional reports requested by the Board are progressed in a timely fashion.

A Status Summary of Board Action Items is presented at each scheduled Board meeting. See Board Meeting Minutes of 2025.

Board papers contain the appropriate level of detail to enable Directors to make informed decisions. Additional requested information is provided as required.

See Board Meeting Minutes of 2025.

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:

The Asiera Constitution sets out the term limits of Board of Directors. The new Asiera Constitution, which was adopted in December 2025, sets out a term of nine-years for Directors.

In 2025, as part of the Project Connect, at its meeting held on 2 October 2025, the Asiera (formerly HEAnet) Board approved the amended Asiera Constitution. Subsequently on 5 December 2025, at an Extraordinary General Meeting of the Members of the Company, the Asiera Constitution was formally adopted. As per the Article 43 of the Asiera Constitution, the term of office for Directors is nine-years whether consecutive or not. The new Asiera Constitution is available on the company website.

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 Asiera Nomination Committee (see the Asiera Nomination Committee meeting papers, and corresponding minutes for 2025).

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 the Asiera Constitution, the Ordinary Members of the company have the right to nominate potential candidates for election to the Asiera Board.</p> <p>Before making any recommendations to the Board, Asiera Nomination Committee considers the skillset required to fill any Board/ Committee vacancy.</p>	<p>A Board and Committee Skills Matrix was developed by the Asiera (formerly HEAnet Group) Nomination Committee during 2022 which was approved by the Board in September 2022. The Asiera (formerly HEAnet Group) Nomination Committee considers the composition of the Board and the Asiera Committees. The Skills Matrix was further reviewed by the GNC in November 2024 and a skills and diversity questionnaire was issued to all Directors in early 2025.</p> <p>In accordance with the Article 40 of the Asiera Constitution, Ordinary Members of the company may nominate candidates for election to the Asiera Board. These nominations are considered by the Asiera Nomination Committee and the Board when deciding which candidates to recommend for the appointment at each AGM.</p> <p>The Asiera Nomination Committee reviewed the Nominations and Appointments Process for Board and Committees in September 2025. This process was approved by the Asiera (formerly HEAnet) Board in October 2025 and outlines the process for seeking nominations.</p> <p>See Asiera (formerly HEAnet Group) Nomination Committee Meetings Minutes of 2025, with the associated updates outlined in the Board meeting minutes of 2025.</p>
<p>Director Induction Programme</p>	<p>As part of the Director Induction Programme, each newly appointed Director receives a comprehensive Director induction Pack, which includes the Asiera Constitution, as well as other governance and Company related documentation.</p>
<p>Director Training and Development Programme</p>	<p>Asiera is a member of the IPA Governance Forum, and all Directors and Committee members are encouraged to attend IPA Governance Forum events throughout the year as part of their training and development in the area of corporate governance and related topic</p>

5.7 Make sure all of your trustees understand: <ul style="list-style-type: none"> • their role as charity trustees; • the charity’s governing document; and • this Code. 	
Actions our charity takes to meet standards: Evidence of our actions:	
Asiera (formerly HEAnet) Constitution Board Charter Code of Business Conduct for Directors’ and Employees Director Induction Programme Director Training and Development Programme	Asiera Constitution, the Board Charter, the Code of Business Conduct for Directors’ and Employees, the Asiera Committees’ Terms of Reference, the Charities Governance Code, the Code of Practice for the Governance of State Bodies are available on the Board and 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 Asiera 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 2025, the Board held closed sessions at each of its scheduled meetings (see Board meeting minutes from 2025).

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 Evaluation.

Asiera Committee Effectiveness Review.

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 Q1 2025, 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 March 2025 and May 2025).

In addition, in Q1 2026, the Asiera Audit & Risk Committee, the Asiera Finance Sub-Committee and the Asiera Nomination Committee each undertook a review of their own performance, utilising a Terms of Reference Compliance Checklist and an Effectiveness Questionnaire.

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 circulated one week in advance of meeting date via the Board and Committee Portal and via Listserv.	All Board documentation is hosted securely on the Board and 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 Committees are provided.</p>	<p>See 2025 Board meetings agendas and minutes.</p> <p>In addition, at the Board meetings held in March, May, October and December of each year, the following, non-exhaustive list of matters are considered:</p> <ul style="list-style-type: none"> • Reports from Asiera Audit & Risk Committee and Asiera Finance Sub-Committee, and where relevant the Asiera Nomination Committee and the Asiera Remuneration Committee. • Financial Statements. • Risk Matters.
Board Charter.	Matters reserved for board decision are documented in the Board Charter.

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:

Asiera Constitution details the arrangements for the appointment and removal of Directors, with fixed terms of office and an effective and manageable Board size.

Asiera 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 Asiera Group Nomination Committee during 2022 and reviewed in Q4 2024.
Led by the Asiera Nomination Committee, ongoing consideration is given to the composition of the Board and the Committees. (see Asiera Nomination Committee Meetings Minutes of 2025).

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 Training and Development Programme

As noted in previous section, Asiera is a member of the IPA Governance Forum, and all Directors and Committee members are encouraged to attend IPA Governance Forum events throughout the year as part of their training and development in the area of corporate governance and related topic.

- 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>Annual Review of Committee Terms of Reference.</p> <p>Annual Review of Committee Effectiveness.</p> <p>Active Asiera Nomination Committee.</p> <p>Board Evaluation.</p>	<p>During 2025, the Asiera Audit & Risk Committee, the Asiera Finance Sub-Committee, the Asiera Remuneration Committee and the Asiera Nomination Committee each conducted a review of their respective Terms of Reference, with all proposed amendments approved by the Board in 2025.</p> <p>In addition, in Q1 2026, the Asiera Audit & Risk Committee, the Asiera Finance Sub-Committee and the Asiera Nomination Committee each commenced a review of their own performance, utilising a Terms of Reference Compliance Checklist and an Effectiveness Questionnaire.</p> <p>A Board and Committee Skills Matrix was reviewed by the Asiera Nomination Committee in April 2025 and it was determined that the current format of the skills and diversity questionnaire is appropriate.</p> <p>As noted in previous section, an Internal Board Evaluation commenced in Q1 2025, 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 March 2025 and May 2025).</p>
<p>The Board Charter sets out the role, composition, and responsibilities of the Board of Directors of Asiera.</p>	<p>An internal review of the Board Charter was conducted in 2025 and the revised Board Charter was considered, and approved, by the Board at its meeting held in February 2025.</p>
<p>The Terms of Reference of each Asiera Committees are subject to regular review.</p>	<p>Each Asiera Committee has its own respective Terms of Reference which are subject to annual review. The Asiera Committee's Terms of Reference are available in the Board Resource Library section of the Board and Committee Portal.</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:
Active Asiera Nomination Committee.	<p>As noted in previous section, a Board and Committee Skills Matrix was developed by the Asiera (formerly HEAnet Group) Nomination Committee during 2022 which was approved by the Board in September 2022. The Asiera (formerly HEAnet Group) Nomination Committee considers the composition of the Board and the Asiera Committees. The Skills Matrix was further reviewed by the GNC in November 2024 and a skills and diversity questionnaire was issued to all Directors in early 2025.</p> <p>In accordance with the Article 40 of the Asiera Constitution, Ordinary Members of the company may nominate candidates for election to the Asiera Board. These nominations are considered by the Asiera Nomination Committee and the Board when deciding which candidates to recommend for the appointment at each AGM.</p> <p>The Asiera Nomination Committee reviewed the Nominations and Appointments Process for Board and Committees in September 2025. This process was approved by the Asiera (formerly HEAnet) Board in October 2025 and outlines the process for seeking and assessing nominations.</p>
Director Training and Development Programme	<p>As noted in previous section, Asiera is a member of the IPA Governance Forum, and all Directors and Committee members are encouraged to attend IPA Governance Forum events throughout the year as part of their training and development in the area of corporate governance and related topic.</p>
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. TARGET objectives and review updates documented on HRIS, BambooHR</p>

Principle 6: Being Accountable **CORE STANDARDS**

<p>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:</p> <ul style="list-style-type: none"> • website; • social media platforms; and • email communications. 	
<p>Actions our charity takes to meet standards:</p>	<p>Evidence of our actions:</p>
<p>Asiera’s details are clearly displayed on all written materials – website, social media platforms, letterhead, email communication etc.</p>	<p>As per documentation.</p>

<p>6.2 Identify your stakeholders and decide how you will communicate with them.</p>	
<p>Actions our charity takes to meet standards:</p>	<p>Evidence of our actions:</p>
<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 Aseira Annual Report & Financial Statements serves as a key communication document for all stakeholders.</p>	<p>Quarterly meetings held with the DoE and DFHERIS in 2025. The minutes from the meetings are stored securely on SharePoint.</p> <p>Annual Client Services Review Programme as led by the Asiera Client Services Director.</p> <p>Regular staff meetings and various communications initiatives, as led by the People Operations Team. Staff meetings held each month during 2025.</p> <p>Ongoing engagement with key suppliers in relation to all relevant matters.</p> <p>Annual Report & Financial Statements.</p> <p>Annual General Meeting minutes 2025.</p>

<p>6.3 Decide if and how you will involve your stakeholders in your:</p> <ul style="list-style-type: none"> • planning; • decision-making; and • review processes. 	
Actions our charity takes to meet standards: Evidence of our actions:	
Annual General Meeting	<p>Annual General Meeting with ordinary members held– in line with Asiera 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.</p> <p>See 2025 AGM minutes.</p>
Quarterly meetings with the DoE and DFHERIS to discuss, inter alia, Company planning, progress, and quarterly financial reports.	<p>Quarterly meetings held with the DoE and DFHERIS in 2025. The minutes from the meetings are stored securely on SharePoint.</p>
Asiera Conference Programme	<p>The 2025 Asiera (formerly HEAnet) Annual Conference took place in November 2025 and was attended by over 480 delegates.</p>
Asiera (formerly HEAnet) Strategy 2025-2030.	<p>At its meeting held on 2 October 2025 as well as 11 December 2025, the Asiera (formerly HEAnet and EduCampus) Board reviewed the progress made in relation to Year 1 priorities and goals for the HEAnet Strategy.</p> <p>See Board Meeting Minutes of and CEO update presentation to the Board October 2025 and December 2025.</p>

6.4 Make sure you have a procedure for dealing with: <ul style="list-style-type: none"> • queries; • comments; and • complaints. 	
Actions our charity takes to meet standards:	Evidence of our actions:
Asiera (formerly 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 Asiera (formerly 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 Asiera (formerly HEAnet) staff to discuss services, service levels etc.	Annual Client Services Review Programme as led by the Asiera (formerly HEAnet) Client Services Director. Asiera (formerly HEAnet) has successfully conducted 54 Client Services Reviews as of 10 December 2025.
Net Promoter Score exercise /Annual Client Survey undertaken.	Annual Client Survey undertaken in 2025 – net promoter score +83. (Reference Board Meeting documentation of 11 December 2025).

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:

Reporting requirements are also detailed in the Business Performance & Delivery Agreement.

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”).

Charities Governance Code

Business Performance & Delivery Agreement between DoE; DFHERIS; HEAnet; and EduCampus was approved at Board meeting 4 November 2021 and fully executed in December 2021.

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 Code of Practice for the Governance of State Bodies compliance gap analysis was considered by Asiera (formerly HEAnet Group) Audit & Risk Committee at its meeting held in February 2026 and the Board at its meeting on 11 March 2026.

The Charities Governance Code Compliance Record Form for 2024 was reviewed, and approved, by the Board on 13 March 2025. The Charities Regulator Annual Report for 2024 was reviewed by the Board in October 2025 and submitted thereafter to the regulator via the CRA portal.

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:
Asiera (formerly HEAnet) produces a comprehensive Annual Report & Financial Statements which is publicly available via the Companies Registration Officer and the company website.	CRO Website: www.cro.ie HEAnet Website: www.heanet.ie HEAnet annual reports: HEAnet Publications - HEAnet

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:
Asiera’s (formerly HEAnet) compliance with the Charities Governance Code is detailed in the Asiera (formerly HEAnet) Annual Report & Financial Statements. In addition, Asiera (formerly HEAnet) publishes its Charities Governance Code Compliance Record Form on its website. Asiera’s (formerly HEAnet) 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.	HEAnet annual reports: HEAnet Publications - HEAnet

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 Asiera (formerly 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 Asiera (formerly HEAnet) Client Services Director.
Asiera (formerly HEAnet) has successfully conducted 54 Client Services Reviews as of 10 December 2025.

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