

INVEST NI BOARD

GOVERNANCE OPERATING FRAMEWORK

27 MARCH 2025

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 1 of 61
Uncontrolled Copy When Printed			

Version Control

Version: 2.2

Issue Date: 27 March 2025

Approver: Invest NI Chair

Status: Final – Board Approved

Next Review Date: 27 March 2027

Version	Author / Reviewer	Review Date	Reason for change	Date of Next Review
1.10	Trevor Connolly	27/01/25	Updated document consolidating guidance into a single reference document.	
1.11	Wendy Savage	11/03/2025	Formatting	
2.1	John Healy, Invest NI Chair.	13/03/2025	Formal review	
2.2	Invest NI Board	27/03/2025	Formal approval	27/03/2027

GOVERNANCE OPERATING FRAMEWORK

Contents

1. Introduction.
2. Statutory Purpose and Strategic Objectives.
3. Roles & Responsibilities.
4. Code of Conduct.
5. Conflicts of Interest.
6. Decisions by the Board.
7. Standing Orders.
8. Board Effectiveness.
9. Board Appraisals.
10. Induction and Training.

Annex

- A. Conflicts of Interest.
- B. Board Paper Overview Template.
- C. Concerns / Complaints in respect of Board members
- D. Guidance on timing and format of Board Papers.
- E. Other Sources of Good Practice / Guidance.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 3 of 61
Uncontrolled Copy When Printed			

1. INTRODUCTION

- 1.1 This document sets out the Governance Operating Framework with which the Invest NI Board operates.
- 1.2 It supersedes and replaces the set of Board related documents issued in December 2022: Conflicts of Interest; Code of Conduct; Board Standing Orders and Roles and Responsibilities.
- 1.3 It is fully aligned to the Partnership Agreement between the Department of the Economy and Invest NI, which was published in March 2024: [partnership-agreement-dfe-investni-march-2024.pdf](#)

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 4 of 61
Uncontrolled Copy When Printed			

2. STATUTORY PURPOSE AND STRATEGIC OBJECTIVES

- 2.1 Invest NI is a non-departmental public body (NDPB) established on 1 April 2002 under the Industrial Development Act (Northern Ireland) 2002, which operates under a Board which is the body corporate. Its partner department is the Department for the Economy (“the Department”) in the central government sector.
- 2.2 The functions, duties and powers of Invest NI are set out in the Industrial Development Act (Northern Ireland) 2002, Industrial Development (Northern Ireland) Order 1982 (as amended) [Industrial Development Act \(Northern Ireland\) 2002 \(legislation.gov.uk\)](#) and Article 3 of the Energy Efficiency (NI) Order 1999 [The Energy Efficiency \(Northern Ireland\) Order 1999 \(legislation.gov.uk\)](#)
- 2.3 Invest NI’s core functions include:
- Selective Financial Assistance: providing financial assistance to create, maintain or safeguard employment in NI;
 - General Powers of Industrial Development: establishing, promoting or assisting any industrial undertaking to develop the economy or promote industrial efficiency;
 - Assistance for Research and Development and Marketing: providing financial assistance for industry to undertake Research and Development, to market their products and to promote the application, in industry, of the results of scientific research;
 - Provision of Premises and Sites: the acquisition, development, or disposal of land for use by industry; and
 - Supplementary Powers: incurring expenditure to exercise, promote or facilitate industrial development that is likely to provide employment in NI. Invest NI may also provide financial assistance towards any inquiries, investigations or research that will advance the core functions outlined above.
- 2.4 The Minister for the Economy is answerable to the NI Assembly for the overall performance and delivery of both the Department for the Economy and Invest NI. The objectives, targets and performance measures for Invest NI shall be set

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 5 of 61
Uncontrolled Copy When Printed			

out in its longer-term Business Strategy and Annual Business Plan, both of which shall be initially reviewed by the Department and ultimately approved by the Minister.

2.5 The Invest NI **Business Strategy 2024-27** was published in December 2024: [Invest NI Business Strategy 2024-2027 \(PDF\)](#) .

2.6 The Invest NI **Vision** is as follows:

Invest NI is recognised as a leading economic development agency, instrumental in driving a globally competitive, regionally balanced, sustainable, and prosperous NI economy through unlocking the potential of businesses across the region.

2.7 The Invest NI **Mission** is as follows:

To work with businesses to accelerate their growth by increasing external sales and innovation, creating good quality jobs, boosting productivity and skills, growing inward investment and reducing carbon emissions.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 6 of 61
Uncontrolled Copy When Printed			

3. ROLES AND RESPONSIBILITIES

General

- 3.1 Invest NI is a legal entity, which is overseen by a Board appointed by the Department. Invest NI employs its own staff and is allocated its own budget by the Department. As a legal entity it must comply with all associated legislation, including legislation relating to its employer status.
- 3.2 Invest NI has an established Corporate Governance Framework which reflects all relevant good practice guidance. The framework includes the governance structures established within Invest NI and the internal control and risk management arrangements in place. This includes its Board and Committee Structures.
- 3.3 An account of this is included in Invest NI's annual Governance Statement together with the Invest NI Board's assessment of its compliance with the extant Corporate Governance Code of Good Practice (NI). Any departure from the Corporate Governance Code must be explained in the Governance Statement. The extant Corporate Governance Code of Good Practice (NI) is available on the Department of Finance (DoF) website: [Corporate governance in central government departments: code of good practice NI \(finance-ni.gov.uk\)](https://finance-ni.gov.uk/corporate-governance-in-central-government-departments-code-of-good-practice-ni)
- 3.4 This document forms part of that Corporate Governance Framework. The Invest NI Board Secretariat is responsible for regular reviews of this guidance.
- 3.5 Invest NI is required to follow the principles, rules, guidance and advice in Managing Public Money Northern Ireland [Managing Public Money NI \(MPMNI\)](https://finance-ni.gov.uk/managing-public-money-ni) | [Department of Finance \(finance-ni.gov.uk\)](https://finance-ni.gov.uk). A list of other applicable guidance and instructions which Invest NI is required to follow is set out in **Annex E**. Good governance should also include positive stakeholder engagement, the building of positive relationships and a listening and learning culture.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 7 of 61
Uncontrolled Copy When Printed			

Role of the Minister

- 3.6 The Chair of Invest NI is appointed by, and responsible to, the Minister. Communication between the Board and the Minister should normally be through the Chair, or the Deputy Chair / Senior Independent Director, in the Chair's absence.
- 3.7 The Departmental Accounting Officer is responsible for advising the Minister on issues including the Invest NI objectives and targets, budgets and performance.
- 3.8 The Minister is accountable to the NI Assembly.
- 3.9 The Minister is also responsible for:
- Setting the strategic direction and overall policies and priorities for Invest NI as reflected in the PfG.
 - Approving the Invest NI longer-term Business Strategy.
 - Approving the Invest NI annual Business Plan.
 - Setting the overall Invest NI budget; and
 - Appointment of the Chairperson and non-executive Board members. The Minister may also be involved in considering the size and composition of the Invest NI Board, see section 8 – Board Effectiveness.

Invest NI Board

- 3.10 Invest NI is led by the Board, which is made up of non-executive members.
- 3.11 The role of the Invest NI Board is to provide strong, confident and effective leadership, strategic direction, constructive challenge and guidance to the organisation. The Board has corporate responsibility to ensure that Invest NI fulfils the aims, objectives, policies and priorities set by the Department and approved by the Minister. The Board is responsible for ensuring that the organisation has effective and proportionate governance arrangements in place and an internal control framework which allows risks to be effectively identified and managed. The Board will agree the values and promote the culture of Invest NI and set the tone for the organisation's engagement with external stakeholders and customers.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 8 of 61
Uncontrolled Copy When Printed			

- 3.12 The Invest NI Board consists of a Chair and not fewer than 10, or more than 20, other members, which may include a Deputy Chair and a Senior Independent Director. Board members should have experience in a field of activity relevant to the discharge of the functions of Invest NI, and as far as practicable the Board membership should be representative of the community within Northern Ireland.
- 3.13 The Departmental process for appointment of Board members complies with the Code of Practice on Public Appointments for Northern Ireland [Code of Conduct for Board Members of Public Bodies June 2019 - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/414242/Code_of_Practice_on_Public_Appointments_for_Northern_Ireland_June_2019.pdf). Normal practice is to appoint members for up to a maximum of 6 years over 2 terms, although in exceptional circumstances, and with adequate justification, this could be longer, but the total period in a post must not exceed 10 years and an appointment as a Board member for a term must not exceed 5 years, at a time. The length of a Board member's appointment is determined by the Department (in consultation with Invest NI) and appointment terms can be staggered to meet succession needs.
- 3.14 As public appointees, Board members are office holders rather than employees and they are not subject to employee terms and conditions. Board appraisal arrangements are set out in section 9 below and matters for consideration in dealing with concerns/complaints in respect of Board members are provided in **Annex C**.
- 3.15 The Board is responsible for holding the Chief Executive to account for the management of the organisation and the delivery of the plans and outcomes agreed with the Department and approved by the Minister. The Board should also, however, support the Chief Executive as appropriate in the exercise of their duties. As part of its wider corporate responsibilities, the Board shall:
- Establish the overall strategic direction of Invest NI within the policy and resources framework determined by the Department and the Minister.
 - Constructively challenge and hold to account Invest NI's Chief Executive and senior management in their planning, target setting and delivery of performance, as agreed with the Department and approved by the Minister.
 - Ensure Invest NI staff work closely, in partnership, with the Department as

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 9 of 61
Uncontrolled Copy When Printed			

it develops its economic policies and strategies.

- Review and, if content, approve business case proposals in line with Invest NI's delegated limits (as agreed with DfE) and Invest NI's internal procedures and controls, as approved by the Board.
- Ensure that the Department is kept informed of any changes which are likely to impact on the strategic direction of Invest NI or on the attainability of its targets, and determine the steps needed to deal with such changes.
- Ensure that any statutory or administrative requirements for the use of public funds are complied with; that the Board operates within the limits of its statutory authority and any delegated authority agreed with the Department, and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, the Board takes into account all relevant guidance issued by the DoF and the Department.
- Ensure that it receives and regularly reviews accurate, timely and concise financial information concerning the management of Invest NI's budget and that it is informed by the Chief Executive in a timely manner about any concerns relating to the activities of Invest NI; and provides positive assurance to the Department that appropriate action has been taken on such concerns.
- Demonstrate high standards of corporate governance, integrity and personal conduct at all times, including using the independent Audit & Risk Assurance Committee (ARAC) to help the Board to address the key financial (and other) risks facing Invest NI.
- In consultation with the Department, appoint a Chief Executive of Invest NI and set performance objectives and remuneration terms linked to these objectives for the Chief Executive, which give due weight to the proper management and use of public monies.

3.16 Board members act solely in the interests of Invest NI and must not use their position on the Board as a platform to champion their own business interests or pursue personal agendas. They occupy a position of trust, and their standards of action and behaviour must be exemplary and in line with the Code of Conduct for Board members of Public Bodies (NI): [Code of Conduct for Board Members of Public Bodies June 2019 - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/414444/Code_of_Conduct_for_Board_Members_of_Public_Bodies_June_2019.pdf).

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 10 of 61
Uncontrolled Copy When Printed			

- 3.17 A Board Register of Interests is maintained by the Board Secretariat, kept up to date and is publicly available, to help provide transparency and promote public confidence in Invest NI.
- 3.18 Communication and relationships within the Board are underpinned by a spirit of trust and professional respect. The Board recognises that using consensus to avoid conflict or encouraging members to consistently express similar views or consider only a few alternative views does not encourage constructive debate and does not give rise to an effective Board dynamic. The principle of collective decision-making and corporate responsibility should be upheld at all times. Once the Board has decided, each Board member must support that decision.
- 3.19 It is for the Board to decide what information it needs, and in what format, for its meetings/effective operation. If the Board is not confident that it is being fully informed about the organisation this will be addressed by the Chair of the Board through engagement with the Chief Executive as the Board cannot be effective with out of date or only partial knowledge.
- 3.20 In order to fulfil their duties, Board members must undertake initial training, and regular ongoing training and development. A review of Board skills and development will be a key part of the annual review of Board effectiveness. More detail is provided in sections 8 and 10 respectively below.
- 3.21 Invest NI's Board will determine the number and remit of all advisory sub-Committees as appropriate. These are advisory sub-Committees that have no executive functions and following their assessment of a strategic topic or issue, each sub-Committee may then recommend approval to the Board. For the avoidance of doubt, Board approval will only be provided by the main Board.

Invest NI Chair

- 3.22 The Invest NI Chair is appointed by the Department and reports to the Economy Minister, through the Department.
- 3.23 The Chair is responsible for formulating the Board's strategy and promoting the efficient, economic and effective use of resources and ensuring the optimum

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 11 of 61
Uncontrolled Copy When Printed			

allocation of the Budget to deliver the Board's strategic objectives. This includes providing input to, and approval of the Invest NI longer-term Business Strategy and Annual Business Plan.

3.24 The Chair leads the Board and is responsible for setting the agenda and managing the Board to enable collaborative and robust discussion of issues. The Chair's role is to develop and motivate the Board and ensure effective relationships in order that the Board can work collaboratively to reach a consensus on decisions. To achieve this, they should ensure:

- The Board has an appropriate balance of skills appropriate to its business.
- Board members are fully briefed on terms of appointment, duties, rights and responsibilities.
- Board members receive and maintain appropriate training.
- The Minister is advised of Invest NI's needs when board vacancies arise.
- That guidance for all Board Members, listed at Annex 6, is in place setting out the roles and responsibilities of the Board.
- The highest standards of corporate governance are adhered to within the Board and throughout Invest NI.
- The Board evaluates the performance of Invest NI in achieving its longer-term Business Strategy and Annual Business Plan.
- The performance of the CEO and Board members is evaluated annually.
- That Board members receive appropriate initial and ongoing training, as required, including on the financial management and reporting requirements of public sector bodies, and on any differences which may exist between private and public sector practice. All training content should be recorded and made available to DfE Partner Team, if requested.

3.25 The role also requires the establishment of an effective working relationship with the Chief Executive that is simultaneously collaborative and challenging. It is important that the Chair and Chief Executive act in accordance with their distinct roles and responsibilities as laid out in Managing Public Money NI and their appointment letters.

3.26 The Chair has a presence in the organisation and cultivates external relationships which provide useful links for the organisation while being mindful

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 12 of 61
Uncontrolled Copy When Printed			

of respective roles and avoid becoming involved in day-to-day operations or executive activities.

3.27 The Chair will also provide leadership and strategic direction to Invest NI, ensuring that Invest NI's policies and actions support the wider strategic policies of the Minister and that its affairs are conducted with integrity and probity.

3.28 Communication with the Minister shall normally be through the Chair. The Chair shall ensure that the other Board members are kept informed of such communications on a timely basis.

Invest NI Chief Executive

3.29 The role of the Invest NI Chief Executive is to run Invest NI's business. The Chief Executive is responsible for all executive management matters affecting the organisation and for leadership of the senior management team. The Chief Executive will conduct Invest NI affairs in accordance with the highest standard of integrity, probity and all applicable principles, rules and legislation.

3.30 The Chief Executive, appointed by the Board, is designated as Invest NI Accounting Officer by the Departmental Accounting Officer. As Accounting Officer, the Chief Executive is personally responsible for safeguarding the public funds in their charge and ensuring they are applied only to the purposes for which they were voted and more generally for efficient and economical administration.

3.31 The Chief Executive is accountable to the Board for Invest NI's performance and delivery of targets and is responsible for implementing the decisions of the Board and its Committees. The Chief Executive maintains a dialogue with the Chair on the important strategic issues facing the organisation and for proposing Board agendas to the Chair to reflect these. The Chief Executive also ensures that the Chair is alerted to forthcoming complex, contentious or sensitive issues, including risks affecting the organisation. The Chief Executive also ensures effective communication with stakeholders and communication on this to the Board.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 13 of 61
Uncontrolled Copy When Printed			

- 3.32 The Chief Executive will lead on the recruitment, selection, and development of the senior management team and will seek Departmental approval for any new posts created above NICS Grade 6 and equivalent. The Senior Team will act as a role model to other executives by exhibiting open support for the Chair and Board members and the contribution they make.
- 3.33 The Chair and Chief Executive agree how they will work together in practice, understanding and respecting each other's role, including the Chief Executive's responsibility as Accounting Officer.

Deputy Chair

- 3.34 The Industrial Development Act (NI) 2002 (Schedule 1, Article 2) states that the Department may appoint a Board member as Deputy Chair of Invest NI. The role of the Deputy Chair is to provide support to the Chair (and Board) to ensure the Board fulfil their responsibilities for the overall governance and strategic direction of the Invest NI.
- 3.35 More specifically the Deputy Chair will deputise in the absence of the Chair and undertake additional responsibilities as required at the request of the Chair.
- 3.36 In discharging this role, and in addition to their general responsibilities as a Board member, the Deputy Chair has the responsibility to:
- Deputise in the absence of the Chair at any Board meeting.
 - Take over the role of Chair in an emergency on a temporary basis.
 - Support the Chair to lead the recruitment process for a CEO.
 - Support the Chair in developing Board input to and approval of the Business Strategy and annual Operating Plans.
 - Provide support and guidance to the Chair, specifically to ensure that Board meeting decisions are implemented effectively.
 - Work closely with the Chair to establish a constructive relationship and share responsibilities.
 - Be a mentor for new Board members or Committee Chairs.

Senior Independent Director (SID)

- 3.37 The role of the Senior Independent Director (SID) is to provide both a sounding board for (and a constructive challenge to) the Chair and to serve as an intermediary for the other Board members, providing support and guidance when necessary. The SID should be available to the CEO, senior management and customers if they have concerns that have been unable to be resolved through the normal channels. The independence of this role will necessitate the SID having a direct reporting line to the Department for the Economy.
- 3.38 In times of stress, the role becomes critically important in ensuring that significant issues are resolved by working with the Chair, other Board members, CEO and stakeholders.
- 3.39 In discharging this role, and in addition to their general responsibilities as a Board member, the SID has the responsibility to:
- Liaise with and be available to CEO, senior management, customers and stakeholders to address concerns or issues that cannot be addressed through normal channels.
 - Support the Chair in the delivery of his / her objectives.
 - Evaluate the Chair with other Board members by meeting at least annually to appraise the Chair's performance.
 - During particularly stressful times, be ready to work with the Chair, other Board members, CEO or stakeholders to resolve the issues.
 - Have the authority to intervene in the following situations (subject to any direction to the contrary from the entire Board):
 - if there is a dispute between the Chair and CEO.
 - if Board members or stakeholders express concerns that are not being addressed by the Chair or CEO.
 - if the strategy being followed by the Chair and / or CEO is not supported by the majority of the Board.
 - if Chair and CEO decisions are being made without approval of the full Board; or
 - if succession planning is being ignored.

Board Member

3.40 Board members should:

- Play a full and active role in the work of the Board and should fulfil their duties responsibly. At all times they should act in good faith and in the best interest of the Board, in line with its strategic objectives.
- Promote an inclusive and diverse culture in Invest NI and their actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- Observe the highest standards of propriety encompassing impartiality, integrity and objectivity in relation to stewardship of public funds and the management of the Board.
- Deal with the public fairly, efficiently, promptly, effectively and sensitively, to the best of their ability. They must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.
- Not harass, bully or act inappropriately towards or discriminate against others. Such behaviour is not consistent with what is expected of a Board member and will not be tolerated.
- Respect the principle of collective decision-making and corporate responsibility. Once the Board has made a decision, Board members should support that decision.
- Uphold the principle of openness and be accountable to the public, users of services, the Chair and DfE for the activities of the Board, their stewardship of public funds and the extent to which key performance targets and objectives have been met.
- Not use, nor attempt to use, the opportunity of public service to promote their personal interests or those of any person, firm, business or other organisations with which they are connected.
- Must inform DfE of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director before appointment, or if instances occur during their term of office.

Board Committees

3.41 The Board may delegate any of its functions to a Committee or members of staff. Their number, remit and composition are solely a matter for the Board.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 16 of 61
Uncontrolled Copy When Printed			

3.42 The Board has established the following Committees and approved their Terms of Reference:

- Audit and Risk Committee (ARAC).
- Business Funding Committee (BFC).
- Strategic Resources Committee (SRC).
- Executive Performance Assessment Committee (EPAC).
- Regional & Partnerships Committee (RPC).

3.43 The corresponding Terms of Reference can be obtained from the Board Secretariat.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 17 of 61
Uncontrolled Copy When Printed			

4. CODE OF CONDUCT

General

- 4.1 This Code of Conduct reflects the commitment of the Invest NI Board to observe the highest standards of propriety and to demonstrate integrity, impartiality and objectivity. The Code sets the standards of practice and behaviour expected of an Invest NI Board member.
- 4.2 This Code forms part of the terms and conditions of appointment and Board members must agree that, when undertaking their duties, they will comply at all times with this Code of Conduct, act in good faith and in the public interest.
- 4.3 The Code will:
- Establish a common set of ethics, values and standards of integrity for Board members.
 - Support the development of exceptional standards of professional practice.
 - Promote and maintain confidence and trust in Board members.
- 4.4 In carrying out the Board's responsibilities, the Seven Principles of Public Life (Nolan principles) should inform all actions and decisions in discharging those duties:
- **Selflessness** - take decisions solely in terms of the public interest. Do not do so in order to gain financial or other material benefits for yourself, your family or friends.
 - **Integrity** - do not place yourself under any financial or other obligation to outside individuals or organisations that might influence you in the performance of your official duties.
 - **Objectivity** - in carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, you should make choices on merit.
 - **Accountability** - you are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate to your office.
 - **Openness** - you should be as open as possible about the decisions and actions you take. You should give reasons for your decisions and restrict

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 18 of 61
Uncontrolled Copy When Printed			

information only when the wider public interest demands.

- **Honesty** - you have a duty to declare any private interests relating to your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** - you should promote and support these principles by leadership and example.

Breach of Code

- 4.5 As per the terms & conditions of their appointment, a Board member's position may be terminated if at any time they are considered unfit to continue in office or are incapable of performing their duties as a Board member.

Use of Official Funds

- 4.6 Board members have a duty to ensure impartiality, integrity and objectivity in relation to the stewardship of public funds and the proper custody of publicly funded assets. They must carry out their fiduciary obligations responsibly, acting appropriately to ensure that the Board manages resources efficiently, economically and effectively, avoiding waste and extravagance.

Allowances

- 4.7 Board members must comply with the rules set by the Department and Invest NI regarding remunerations, allowances and the regular claiming of expenses. It is their responsibility to ensure compliance with all relevant HM Revenue & Customs' requirements concerning payments, including expenses.

Gifts and Hospitality

- 4.8 Board members must not accept any gifts or hospitality, which might, or might reasonably appear to, compromise their personal judgment or integrity or place them under an improper obligation. Board members must never canvass or seek gifts or hospitality.
- 4.9 Board members are responsible for their decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring the Board into disrepute.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 19 of 61
Uncontrolled Copy When Printed			

- 4.10 Regardless of whether a gift or hospitality is accepted, declined or returned, Board members must ensure that it is recorded in the Gifts & Hospitality Register. This requirement extends to gifts and hospitality presented to spouses, partners or other associates if it can be perceived that the gift or hospitality is in fact for the benefit of the Board member.

Use of Official Resources

- 4.11 Board members must not misuse official resources for personal gain or for political purposes. This includes, but is not limited to facilities, equipment, stationery, telephony and other services.

Use of Official Information

- 4.12 Board members must not misuse information¹ gained in the course of their public service for personal gain or for political purpose. Unauthorised disclosure of any information gained in the course of their appointment would be a critical breach of this Code.
- 4.13 Board members must not disclose any information that is official, sensitive or confidential in nature without authority. This duty continues to apply after they have left the Board or its Committees.
- 4.14 All Invest NI information, data and correspondence to which Board members have access should be treated with an appropriate level of sensitivity irrespective of any Protected Marking that may (or may not) be in place.
- 4.15 The work of Board members will be subject to the Freedom of Information Act 2000 and Data Protection Legislation.

Public Conduct and Communications

- 4.16 The Chair is the official spokesperson of the Board. Board members should consult with the Chair or Chief Executive prior to accepting an invitation to speak on behalf of the Board. Board Secretariat can assist with such invitations, if accepted. If asked to speak at an Invest NI hosted event, the process outlined in the Board Ambassadorial Role guidance (see [Governance & Risk platform](#)

¹ If you misuse information gained by virtue of your position you may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 20 of 61
Uncontrolled Copy When Printed			

[\(decisiontime.online\)](#) must be adhered to.

- 4.17 The content of any speech or presentation must reflect the corporate position of Invest NI and the Board. It is strongly recommended that Board members engage with colleagues from Communications and Engagement Group beforehand.

Political Activity

- 4.18 In their role, Board members should be, and be seen to be, politically impartial. Board members should not occupy a paid party political post or hold a particularly sensitive or high profile role in a political party.
- 4.19 Board members should inform the Chair and Chief Executive before undertaking any political activity. Subject to the above, Board members may engage in political activity, but at all times they should remain conscious of their responsibilities as a Board member and exercise proper discretion.
- 4.20 On matters directly related to the work of Invest NI, Board members should not make political statements or engage in any other political activity. In their official capacity, Board members should be even-handed in all dealings with political parties.

Employment and Appointments

- 4.21 If Board members take up new employment or appointments during their term of office, they must inform the Chair and DfE Permanent Secretariat **in advance** to allow them the opportunity to comment. Formal consideration will be given as to whether such additional appointments are appropriate or may impinge on the duties of their current appointment to the Board.
- 4.22 If Board members accept an additional public appointment, they should ensure that they are not being paid twice from the public purse at the same time.

Travel, Accommodation and Expenses

- 4.23 Travel and accommodation will be provided for Board members when undertaking their Board related duties. Board members will be reimbursed for

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 21 of 61
Uncontrolled Copy When Printed			

all necessary expenditure reasonably incurred in the performance of these duties. In line with the Invest NI expenses policy, Board members must be mindful of the need to incur all travel, accommodation and general expenses by the most cost-effective means available, consistent with completing their duties effectively and recognising the various demands on their time.

- 4.24 Board members will normally be expected to personally cover those small amounts of incidental subsistence costs that would normally be incurred in everyday life.

Responsibility towards Invest NI Officials

- 4.25 Board members will engage Invest NI staff treat with courtesy and respect. It is expected that Invest NI staff will interact with Board members in the same manner.
- 4.26 Board members will not ask or encourage Invest NI staff to act in any way that would conflict with their own Code of Conduct.

Participation

- 4.27 Board members commit to robust and honest participation, acting diligently and in good faith to the full extent of their skill and knowledge.
- 4.28 Board members should make all reasonable endeavours to attend all Board meetings, meetings of the Committee(s) on which they serve and be well prepared by reading relevant papers in advance and contribute to decision-making. Members' attendance at Board and Committee meetings will be reviewed by the Chair.
- 4.29 Board members should take meaningful steps to make themselves aware of relevant information as necessary to enable them to perform their duties to a high standard.

Confidentiality

- 4.30 Board members will receive and be party to a large amount of information

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 22 of 61
Uncontrolled Copy When Printed			

relating to Invest NI and its customers during the course of their duties, much of which will be commercially sensitive. In line with their fiduciary duties, Board members will be required to keep all such information completely confidential, and to use it only for the benefit of Invest NI in the performance of their duties.

- 4.31 Board members must not disclose to any person², other than another Board member or an authorised Board official³, any information which breaches the level of confidentiality placed on the information without the authorisation of the Chair.
- 4.32 Board members must not disclose to any person, other than another Board member or an authorised Board official, the contents of any document or record without the authorisation of the Chair.
- 4.33 Board members have a duty to safeguard all documents and equivalent electronic records furnished to them by virtue of their membership on the Board or its Committees. Any breach or loss of information must be reported to both the Chair and Chief Executive within 24 hours of the incident so that the requirements of Invest NI's [Data Breach Management Policy](#) can be followed.

Social media

- 4.34 Social media is a public forum and the same considerations apply as would if speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media Board members should at all times respect confidentiality, financial, legal and personal information.
- 4.35 Where any personal social media accounts used by Board members make reference or link to their Board role, the member should take care to ensure that it is clear in what capacity they are acting.

Raising Concerns

- 4.36 The Board is committed to fostering an environment where members and officials feel able to raise concerns they may have and to ensuring that any

² 'Any person' includes family members, legal advisers, political party colleagues not represented on the Board

³ 'An authorised Board official' means a Board official duly authorised by the Chair and / or Chief Executive.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 23 of 61
Uncontrolled Copy When Printed			

concerns raised are carefully listened to and prompt action is taken. Board members should ensure that Invest NI has an open, transparent and safe working environment where employees feel able to speak up and raise concerns, and complaints procedures are clearly communicated to them.

- 4.37 Where an Invest NI official has a concern about possible issues or irregularities within the Board, the matter should be raised with the Chief Executive and dealt with according to Invest NI's Whistleblowing Policy. Further information is included at **Annex C** below.
- 4.38 If Board members have a concern about a possible breach of this Code, a concern that they or any Invest NI staff are being asked to act in contravention of their code of conduct, or a concern about misconduct or wrongdoing in any other areas, then they have a responsibility to raise with the Chair or the DfE Permanent Secretary. If, for any reason, they feel that these normal avenues are not available or inappropriate, the Senior Independent Director is available to address concerns.

Failure to Observe this Code of Conduct

- 4.39 If any Board member is the subject of allegations that they have failed to comply with this Code, the procedure for handling them needs to be flexible. In all cases of allegations concerning the conduct of Board members the following principles apply:
- Allegations must be dealt with fairly, thoroughly and as quickly as practicable, and in a manner which upholds the reputation of Invest NI, the Invest NI Board, its members and employees.
 - The Chair (or, if the allegations concern the Chair, the Senior Independent Director) is responsible for determining the detailed process for handling an allegation, including the timescales within which any actions are to be taken and the appointment of any person to conduct any investigation.
 - In determining how to handle allegations, the Chair will normally consult the Board Secretariat, the Chief Executive and other Board members and seek advice as appropriate.

- 4.40 On becoming aware of any allegations concerning the conduct of a Board

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 24 of 61
Uncontrolled Copy When Printed			

member, the Chair will first consider their seriousness and if they can be addressed informally with the Board member concerned, or whether further action is required. If allegations are resolved informally, the Chair will advise the person who has made the allegations as to how the matter has been resolved.

- 4.41 In the case of serious allegations, where formal action is required, the Chair will arrange for the allegations to be investigated by an independent panel. The Chair will write to those involved – including the Board member against whom the allegation has been made and any person who has made the allegation – and explain the nature of the allegations and how they will be dealt with (including the timescales for dealing with them).
- 4.42 The Chair may request that the Board member concerned play no part in the proceedings of the Board until the process is resolved.
- 4.43 The Board member against whom the allegation(s) have been made will have an opportunity to address the panel on any matters that the Board member wishes them to consider, before the panel decides what, if any, action is appropriate.
- 4.44 The panel will determine the outcome of any investigation and the appropriate action to take. That action may include a recommendation to the Chair on behalf of the Board that the Chair seek the Board member's removal from the Board on the basis that the Board member is unfit to carry out their duties.
- 4.45 Where the panel makes such a recommendation the Chair shall first offer the Board member an opportunity to have the matter referred to a special meeting of the Board members. The Board member concerned shall be entitled to address the meeting. The Board's decision in relation to the allegations shall be final.
- 4.46 Where the Board decides that the Board member is unfit to carry out their duties the Chair shall write to the Minister requesting that the Board member be removed from the Board. Where the Board reaches any other decision in relation to the allegations, the Chair shall communicate the decision in writing to the relevant Board member.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 25 of 61
Uncontrolled Copy When Printed			

- 4.47 The Chair will ensure that all involved in the matter, including the Board and the person(s) who made the allegations, are kept informed and notified of the Chair, or Board's decision in relation to the allegations.
- 4.48 The Chair will update the Department on all such allegation(s) and the outcome of any investigation, appropriately and as required.
- 4.49 An allegation is to be treated as a Raising Concerns case and dealt with appropriately, if it meets the criteria: [Invest-ni-raising-concerns-policy.pdf \(investni.com\)](https://investni.com/invest-ni-raising-concerns-policy.pdf)

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 26 of 61
Uncontrolled Copy When Printed			

5. CONFLICTS OF INTEREST

General

- 5.1 Managing Public Money Northern Ireland (MPMNI) contains the seven principles of public life, known as the Nolan principles which apply to all in public service. They are Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty; and Leadership. Further detail is provided at para 1.58 above.
- 5.2 Of these, Integrity reflects that *“Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.”*
- 5.3 Invest NI Board members must therefore discharge their duties in a manner that is seen to be honest, fair and unbiased. All public bodies must ensure that conflicts of interest are identified and managed in a way that safeguards the integrity of staff and Board members and maximises public confidence in decisions and in the organisation’s ability to deliver public services properly.
- 5.4 This guidance covers the four main stages to work through in relation to conflicts of interest:
- **Identifying** a conflict of interest – actual, potential or perceived;
 - **Declaring** conflicts of interest;
 - **Managing** conflicts of interest; and
 - **Publishing** registers of interest.

Identifying Conflicts of Interest

- 5.5 It is critical that conflicts of interest (actual, potential or perceived) are identified at the earliest opportunity.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 27 of 61
Uncontrolled Copy When Printed			

Actual Conflict of Interest

- 5.6 The Northern Ireland Audit Office (NIAO) published a good practice guide on Conflicts of Interest in March 2015. It sets out a range of strategies for managing conflicts of interest and circumstances where particular strategies may be most and least suitable. A useful definition contained in the NIAO guide is *“At its most basic, a conflict of interest arises when an individual has two different interests that overlap”*.
- 5.7 The NIAO Guide further states that *“A conflict of interest involves a conflict between the public duty and the private interest of a public official in which the official’s private- capacity interest could improperly influence the performance of his/her official duties and responsibilities”*.
- 5.8 Following lessons learned from a DAERA Whistleblowing case, it is important to highlight that conflicts of interest can also arise internally in the context of employment- related legal cases. Further specific advice on identifying conflicts of interest in such circumstances is provided in DAO (DoF) 03/23: [DAO \(DoF\) 03/23 - Conflicts of interest - Employment/legal cases \(finance-ni.gov.uk\)](#).

Potential or Perceived Conflicts of Interest

- 5.9 As well as being actual, it is important to remember that conflicts of interest can also be potential or perceived. A perceived conflict of interest exists where it could be perceived, or appears, that private-capacity interests could improperly influence the performance of the Board member’s official duties and responsibilities. It may pose no actual risk to the conduct of public business, but it requires proper management in order to minimise the risk of reputational damage both to the organisation and the individual(s) concerned. The appearance of a conflict of interest, in terms of public perception, can be every bit as damaging as an actual conflict – both should be avoided.

Identifying Conflicts of Interest

- 5.10 In identifying whether a conflict of interest (actual or perceived) exists, there are different issues to consider including:
- The actual situation or circumstances which may give rise to different types

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 28 of 61
Uncontrolled Copy When Printed			

of conflict.

- The nature of the relationship i.e. who could benefit;
- The nature and business of Invest NI, in general.
- The Board member's position within the organisation, including the nature of what they work on.

5.11 In order to identify and subsequently avoid real conflicts of interest – or the perception of such – Board members must carefully consider whether an allegation of impropriety could be made against them, their family or friends and/or their organisation. Examples of different situations/circumstances where conflicts of interest can arise within the public sector are included at **Annex A**.

Relationships – who

5.12 The interest in question need not always be that of the Board member themselves. It can also include the interests of close relatives or friends and associates who could benefit or have the potential to influence the Board member's behaviour. These individuals could include the following and any of their personal partners:

Close relatives – by blood or marriage	Grandchildren
Spouse/Partner	Brother
Parent	Sister
Grandparent	In-laws
Child	Cousins

5.13 It can also include close friends or associates who would be considered as someone with whom the individual has a longstanding and/or close relationship, socialises with regularly or has had dealings with which may create a conflict of interest. Some further detail on “who” is contained in **Annex A**.

Other issues to consider

5.14 **Confidentiality** - On occasions, Board members will be required to treat discussions, documents or other information relating to the work of the body in a confidential manner e.g. commercially sensitive information or employment related legal cases. It is imperative that Board members respect this duty of

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 29 of 61
Uncontrolled Copy When Printed			

confidentiality at all times. In particular, they should never use information to which they have privileged access for personal or financial gain for themselves or others, or in a way that brings Invest NI into disrepute.

5.15 Lobbying - In order for a public body to fulfil its commitment to being open and accessible, it needs to encourage participation by outside organisations and individuals in the decision-making process. However, openness and accessibility need to be balanced by transparency and probity in the way business is conducted within Invest NI and this includes the way that Invest NI deals with lobbyists and lobbying. The Greensill case which was highlighted in the media in early 2021, while involving those in former and current Ministerial positions, raises a number of issues with regards to the risks around lobbying and provides some important lessons.

5.16 However, the key principles are that:

- No individual or organisation should receive financial or personal gain in exchange for lobbying on their behalf.
- No individual or organisation should lobby on behalf of an individual or firm to influence a contract award decision;
- No person or organisation should gain better access to, or treatment by, you or the public body as a result of paying a company or individual to lobby on their behalf; and
- A Board member must not accept work which would involve them lobbying Invest NI or advising on how to influence Invest NI and/or its Board Members.

5.17 Examples of Conflicts of Interest are included at **Annex A**.

5.18 It is essential that any conflicts are identified early and any risks identified are managed appropriately. The best way of dealing with conflicts of interest is to prevent them from arising in the first place, but if they do arise, it is important to declare them immediately and handle them suitably and efficiently.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 30 of 61
Uncontrolled Copy When Printed			

Declaring Conflicts of Interest

- 5.19 A key principle is that as soon as any Board member identifies that they have any type of conflict of interest, it should be declared immediately to the Chair and Board Secretariat. If in doubt, be overcautious and declare as it is better to be open and transparent.
- 5.20 Records of any declarations of interest should be maintained as appropriate within organisations and compiled into a register of interests, which should then be reviewed and updated as necessary.
- 5.21 The information provided will be processed in accordance with data protection principles as set out in the UK GDPR. Data will be processed only to ensure that Board Members act in the best interests of Invest NI. The information provided will not be used for any other purpose.
- 5.22 Board members should declare interests as follows:
- Upon appointment – Where appropriate, new appointees should be required to complete a Declaration of Interests form disclosing any interests or confirming they have none via a ‘nil return’. For Board members a form should be issued with their letter of appointment. Declaration of Interests forms for Board members will be the responsibility of the Board Secretariat.
 - Annually – All Board members should be prompted annually to review and update their Declaration of Interests form as appropriate.
 - As and when – If circumstances change at any point after declarations on appointment or after the annual declarations have been made, any new interests which arise which may give rise to a conflict should be declared immediately by completing and submitting a revised Declaration of Interests form.
 - At meetings - At the beginning of meetings, including Board meetings, taking into consideration the meeting purpose/agenda/papers, any interest that presents a conflict must be declared and recorded in the minutes. This will include potential/perceived conflicts of interest. Any action taken to manage any conflicts of interest e.g. the individual leaves the meeting for a particular agenda item, should also be recorded in the minutes.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 31 of 61
Uncontrolled Copy When Printed			

- Recruitment/promotion panels – At the initiation of a recruitment or promotion competition, panel members must declare any perceived or actual conflict of interest. Panel members are made aware that any perceived or actual conflict of interest must be declared at any stage that it arises within the selection process. Panel members must also record at each stage of the selection process if a perceived or real conflict of interest exists.

5.23 In particular, in respect of Boards, the Chair should remind Board members on a regular basis of the need to register new interests and also ensure that Board members declare (and deal with) such conflicts of interest in accordance with best practice.

5.24 Additionally, it is the responsibility of all Board members to ensure that any interests which may present a conflict are brought to the attention of the Chair and Board Secretariat for any specific project or piece of work they are involved in. This is especially important when this involves work outside the normal course of Board business as there may not be the same visibility of individual interests.

5.25 While Board members are responsible for declaring interests and are best placed to identify whether their interests represent a conflict of interest in relation to Invest NI business, the Chair and Board Secretariat should always be alert for situations that may create a conflict.

Records of Interest declared

5.26 In Invest NI the declaration of interest forms are compiled into a 'Register of Interests', which should be updated on an ongoing basis i.e. the induction stage, the 'as and when' stage, and the annual declaration stage.

5.27 Responsibility for the accurate completion of the Register rests with the individual Board member.

5.28 Regarding data protection, the Board Secretariat is responsible for the secure storage and handling of the Board's Register of Interests and individual

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 32 of 61
Uncontrolled Copy When Printed			

Declaration of Interest forms submitted to them. They must ensure that dissemination of this information is no wider than is necessary for the efficient conduct of business and, information should be limited to those individuals who are appropriately authorised to have access to it. This “need to know” principle is fundamental to the protection of all Invest NI information and the Board Secretariat should ensure that Board members are fully aware of their personal responsibilities around this.

5.29 Reviews by the Chair and Board Secretariat should be documented and retained for audit purposes. Any safeguarding procedures or measures taken to manage potential or perceived conflicts of interest should also be well documented.

5.30 A Register of Interests will be held by Board Secretariat for Board members. This will also be stored securely and managed in line with the “need to know” principle, be updated annually and shared with the Chair regularly.

Managing Conflicts of Interest

5.31 Public confidence in Invest NI (both staff and Board members) depends on it being clearly understood that decisions are taken in the public interest and not for any other reason. Interests may be financial or non-financial but there is a particular risk in respect of financial interests. It is important therefore that conflicts of interest of any type, in any circumstance, whether actual, potential or perceived, are identified and declared at the earliest opportunity, and that prompt decisions are taken in order to mitigate risks and manage them appropriately.

5.32 Any conflict of interest that is concealed, even if unintentionally through ignorance or managed poorly, creates at best a risk of allegations or perceptions of misconduct. It can potentially result in more serious consequences, such as severe reputational damage, litigation against an organisation, disciplinary action, and can result in individuals losing their jobs.

5.33 Board members must therefore:

- Observe, and be seen to observe, the highest standards of propriety.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 33 of 61
Uncontrolled Copy When Printed			

- Guard against actual, potential, or perceived conflicts of interest.
- Keep a record of what they do, and who has approved what they do; and
- If in doubt, ask for guidance.

5.34 Board members should discuss with the Chair / Board Secretariat the nature of any conflict/potential/perceived conflict and agree the relevant course of action and then:

- Step away from or divest the ‘interest in’ question.
- Make a record of the details of the actual/potential/perceived conflict of interest and how it is being managed, noting any conditions imposed.

5.35 The method of managing any conflicts of interest should be assessed on a case by case basis, and will be determined after consideration of a number of factors such as the level of risk presented and what management is actually feasible.

5.36 In very low risk cases it may be deemed sufficient to declare the interest so that it is known but with no further action considered necessary.

5.37 On other occasions it may be necessary for the Board member to leave meetings when certain items are being discussed/decisions being taken. In these circumstances declarations of interest must be made as early as possible and certainly well before the particular item on the agenda is discussed. Ideally, the declaration should be made at the beginning of the Board meeting and provide enough information to allow those present to understand the nature of the interest. In the event of a particularly contentious or difficult matter, there may be a need to hold a pre-meeting to discuss how a particular conflict of interest should be handled. Declarations of interest and any action taken as a result should be recorded in the minutes or other appropriate record.

5.38 In the event that an individual refuses to leave the room, the Chair should suspend the meeting and reconvene without them being present. In certain situations, handling a conflict of interest properly may require much more than simply leaving the room while the matter is being discussed and voted upon.

5.39 In other more complex situations where the conflict is more serious and it is

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 34 of 61
Uncontrolled Copy When Printed			

considered that it cannot be managed, it may be necessary for the Board member to either relinquish the private interest that is creating the conflict with their public duties, or for them to resign from their position.

- 5.40 Conflict of interest risks must be recorded and a full record of decisions made to manage those risks should be stored to ensure a robust audit trail is held.
- 5.41 Any/all Board action that is taken (including any decision to take no action) must be recorded in the 'Register of Interests' held by the Board Secretariat.
- 5.42 If there is a disagreement as to what constitutes a conflict of interest the final authority rests with the Chair.
- 5.43 In summary therefore, there are a number of ways of managing a conflict of interest:
- **Restrict** – where restrictions are placed on the Board member's involvement in the matter;
 - **Recruit** – where a disinterested third party is used to oversee part or all of the process that deals with the matter;
 - **Remove** – where the Board member is removed from the matter;
 - **Relinquish** – where the Board member relinquishes the private interest that is creating the conflict; and
 - **Resign** – where the Board member resigns from their position with the organisation.

Public Appointments

- 5.44 Any real, potential or perceived conflicts of interest for public appointees should be declared through the public appointment process operated in line with the Commissioner for Public Appointment NI (CPANI) Code of Practice for Ministerial Appointments Northern Ireland. Selection panel members must assess whether there is an integrity or conflict of interest issue and determine how it will be handled in line with section 3.38 of the Code.

Publishing Registers of Interest

- 5.45 Public confidence in Invest NI and its Board members depends on it being clearly

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 35 of 61
Uncontrolled Copy When Printed			

understood that decisions are taken in the public interest and not for any other reason.

5.46 All public bodies should set up, maintain and publish (unless there are justifiable reasons not to)/make available for public inspection, a register of Board member interests, which may include:

- Public appointments – remunerated or unremunerated.
- Remuneration from employment, self-employment, directorships etc.
- Related undertakings i.e. Board members must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary or parent of a company (or other undertaking) in which they hold a remunerated directorship.
- Charities – trusteeships, governorships, or employment with any charities or voluntary organisations.
- Contracts with a public body.
- Houses, land and buildings that they own or have an interest in, which are of significance or relevance to, or bear upon the work and operation of Invest NI.
- Shares and securities – holdings in a company or organisation which are of significance or relevance to, or bear upon the work and operation of Invest NI.
- Relevant non-financial interests including membership or holding office in other public bodies, professional organisations, external bodies, clubs, societies and organisations such as Trade Unions.
- Relative, close friend etc.

5.47 Where there is any doubt as to what a Board member should or should not be registering, this should be discussed with the Chair and the Board Secretariat as appropriate.

5.48 When publishing registers/making them publicly available, Invest NI should take account of data protection legislation, and it should be remembered that only the individuals on the register making declarations should be identifiable. It is important that relationships when including family, friends and associates are

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 36 of 61
Uncontrolled Copy When Printed			

not named – only their relationship and business/activity and interaction with Invest NI needs to be considered for publication.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 37 of 61
Uncontrolled Copy When Printed			

6. DECISIONS BY THE BOARD

Voting / Decision Making

- 6.1 A majority approval by those present at the Board meeting will constitute a decision by the Board. The Chair shall have a second or casting vote in cases of a tie. Votes shall be taken by a show of hands or otherwise, as the meeting shall decide.
- 6.2 At the request of any member, a record shall be made in relation to each member of how that member voted and of whether that member abstained.

Challenge

- 6.3 A ruling of the Chair can only be challenged if a majority vote of those Board members present supports the challenge. The Board member offering the challenge shall speak in favour and the Chair against. No one else may speak. A challenge to the Chair's ruling shall be deemed to have been carried if more than two-thirds of those Board members present vote in favour.

Decisions Remitted to the Board

- 6.4 The Board is responsible for dealing with / approving the following matters:
- Casework proposals over £2m.
 - Tourism assistance > £750k.
 - Grant, Loan, Interest Relief Grant or Acquisition of shares > £750k.
 - (Further detail is provided at Delegation and Casework Process Guidance: <https://intranet.investni.com/sites/default/files/2024-07/delegations-casework-process-guidance-v4.1.docx>)
 - Corporate Plan/Annual Operating Plans.
 - Annual Budget allocation.
 - Risk management framework including the risk appetite.
 - Review and recommendation of Annual Report & Accounts (including the Governance Statement) to be signed by the Accounting Officer.
 - Recommendation of Chief Executive's remuneration to the

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 38 of 61
Uncontrolled Copy When Printed			

Minister, for his/her approval.

- Appointment of Chief Executive.
- Provision of advice to the Minister on the formulation of economic policy.
- Chair's role in selection of Board members.
- Chair's role in appointing Board members to Sub Committees.
- Chair/Board – approval of Sub Committees and their Terms of Reference.
- All material strategies - as agreed between the Chair and the CEO - including for example: financial, people; digital; regional; regional property; communication and engagement; segmentation and learning and development.

6.5 All other matters have been delegated to the Chief Executive.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 39 of 61
Uncontrolled Copy When Printed			

7. STANDING ORDERS

- 7.1 These Standing Orders have been prepared to facilitate effective, efficient conduct of business at the meetings of the Invest NI Board. They clearly define basic rules and procedures to ensure the Board operates effectively.
- 7.2 Board members are bound by the '*Code of Conduct*' (see section 4 above), all policies pertaining to their role / function and shall undertake all training provided in respect to corporate governance. In line with the values for Invest NI staff, Board members shall act in a professional manner when carrying out their roles and responsibilities and must always work in the best interests of the Invest NI.
- 7.3 The provisions of legislation bind Board members; particular attention is drawn to Section 75 of the Northern Ireland Act 1998, the Freedom of Information Act 2000 and the Data Protection Act 2018.
- 7.4 The Board will regularly review the effectiveness of these Standing Orders and amend as required. The procedures of these Standing Orders apply to Board Committees, amended as appropriate.

Frequency of meetings

- 7.5 A schedule of Board and Committee meetings will be created and issued annually. Board meetings will normally be held on the morning of the fourth Thursday of each month except for the months of July and December (when there will normally be no meeting).
- 7.6 Meetings may be convened in a physical location and / or held virtually, making use of available videoconference facilities as required.
- 7.7 Meetings will normally be held during office hours. Reasonable adjustments will be made to enable Board members to participate fully in meetings.
- 7.8 The Chair may convene additional, 'special' Board meetings as necessary. Such special meetings will normally be arranged during an ordinary meeting but may be called at any time by the Chair, or if the Chair receives a request to that

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 40 of 61
Uncontrolled Copy When Printed			

end from a majority of the other Board members.

7.9 Board meetings will normally be located in the Invest NI Headquarters Building, but meetings will be regularly held outside Belfast at locations to be agreed.

7.10 Meetings may be held without all members being physically present in the same place, for example, a member may attend via video-conference with the prior approval of the Chair. When attending by videoconference, the Board member will be counted as in attendance for the purposes of a quorum.

Notice of meetings and Agenda

7.11 At least five working days before any Board meeting, there shall be a copy of the following issued to each Board member:

- (1) Notice convening the meeting, giving its time and place;
- (2) Statement of the business to be transacted at that meeting (the Agenda);
- (3) All reports, papers and documents referred to in, or to be read with, the Agenda.

7.12 An agreed, consistent format of Board reports, papers and documents shall be adhered to, to ensure Board members have all necessary information to fulfil the obligations of the role. Any report, paper or document that for good reason cannot be circulated with the Agenda, may still be tabled and considered.

7.13 If new or urgent business arises which requires a meeting of the Board, the Chair or the Board Secretariat may call an extraordinary meeting with fewer than five days' notice. Board members will be advised of the date, time and location of the meeting.

Format and Timing of Papers

7.14 The Board Overview Template, which is required for every Board Paper, is attached at **Annex B**. Guidance on the timing and content of Board papers is set out in **Annex D** below.

Chairing meetings

7.15 Meetings shall be chaired by:

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 41 of 61
Uncontrolled Copy When Printed			

- (1) The Chair; or
- (2) The Deputy Chair (in the absence of the Chair); or
- (3) Any other member of the Board selected by the members present (in the absence of both the Chair and Deputy Chair).

7.16 Any power or duty of the Chair in relation to the conduct of a Board meeting passes to the person presiding at that meeting.

7.17 It is the responsibility of the Chair or person chairing the meeting:

- To maintain order;
- Decide the order in which Board members / attendees shall speak, ensuring that all views are fairly represented;
- Ensure agenda items are addressed efficiently and effectively, whilst encouraging participation; and
- Direct a Board member or attendee to modify their behaviour or leave the meeting as appropriate if, in the opinion of the Chair that is necessary to maintain order.

Agenda

7.18 The Chair is responsible for setting the Agenda of each meeting. Only the business specified in the agenda should be addressed, apart from business of an urgent nature.

7.19 Each Board member can request matters be placed on the Agenda for discussion at any meeting of the Board. Board Secretariat shall maintain a list of future Agenda items, compiled in discussion with the Chair, Board members and the Chief Executive.

Order of Business

7.20 The order of business at every meeting of the Board shall be as follows:

- (1) Choose a person to preside (if the Chair / Deputy Chair are absent);
- (2) Apologies;
- (3) Declaration of any personal / business interests, Conflicts of Interest and obligations in relation to Raising Concerns;
- (4) Approve Minutes of the last Board meeting;
- (5) Dispose of business (if any) remaining or actions arising from previous meeting(s);

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 42 of 61
Uncontrolled Copy When Printed			

- (6) Address the business as listed in the Agenda;
- (7) Any Other Business.

7.21 The order of business may be varied at the discretion of Chair.

Confidentiality

7.22 Board members must treat discussions, documents or other information relating to the work of Invest NI (or its customers / partners) in a confidential manner i.e. commercially and / or politically sensitive. They must respect this duty of confidentiality at all times.

Quorum

7.23 The quorum at any meeting of the Invest NI Board shall be 50% of appointed members plus the Chair.

7.24 If there is no quorum within 30 minutes of the scheduled start of a meeting, or if the meeting becomes inquorate during the proceedings, it shall be adjourned and the business postponed to a date fixed by the Chair or the next Board meeting.

7.25 Where Board members are not able to attend a meeting, they shall send their apologies in advance to the Board Secretariat.

Minutes of Meetings

7.26 Draft Minutes shall be circulated to the Chair after each meeting, then submitted to the next meeting of the Board for approval. The Minutes shall show:

- (1) the date, time and place of the meeting;
- (2) the names of Board members attending and apologies;
- (3) the name of any person who attended the meeting and the capacity in which each attended; and
- (4) any decisions made at the meeting.

7.27 The Minutes of meetings will normally be circulated in draft form to the Chair no later than 10 working days after the meeting. Draft minutes will be included in the reports, papers and documents provided to Board members before each Board meeting.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 43 of 61
Uncontrolled Copy When Printed			

- 7.28 Minutes submitted for approval shall be taken as read and then approved, with or without amendment. No discussion will occur on Minutes except for their accuracy. Approved Minutes shall be deemed a true record of the meeting and the Chair of the meeting for which they were approved shall sign them.
- 7.29 Once adopted, the Minutes of Board meetings are published on the Invest NI website. Any information that is exempt under the Freedom of Information Act 2000 will be redacted from the published minutes, with an indication of the statutory exemption that is being applied.

Debate & Disorderly Conduct

- 7.30 Members shall address the Chair when speaking. Only one member shall speak at a time and shall not be interrupted by another Board member. If two or more Board members wish to speak, the Chair shall decide who will speak first. The Chair has the power to direct a Board member to discontinue speaking if the contribution is irrelevant or out of order. No Board member shall use offensive language in respect of any other Board member or attendee.
- 7.31 If a Board member, in the opinion of the Chair, behaves irregularly, improperly or offensively, the Chair can decide the member will not be heard further or be removed from the meeting. If the Chair assesses that the orderly conduct of business of the Board is not possible, the meeting may be adjourned until such a time as it appropriate to continue.

Closed Sessions / Closed Board meetings

- 7.32 The Board can hold a closed meeting or session during the Board meeting to provide a safe space for free, frank discussion or deliberations of confidential matters. The taking of Minutes will be at the discretion of the Chair or presiding member, but any formal decisions made must be recorded in the Minutes of the meeting. At the Board's discretion, Minutes of a closed session or meeting may be marked confidential and withheld from publication. As appropriate, a copy of the Minutes will be submitted to DfE's Invest NI Partner Team.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 44 of 61
Uncontrolled Copy When Printed			

Urgent Business

- 7.33 The Chair can decide upon a matter normally reserved for the Board if, because of its urgency, it cannot wait for the next meeting of the Board. If this is the case, the Chair shall consult with other Board members and as soon as possible after taking the decision, report the decision to the Board.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 45 of 61
Uncontrolled Copy When Printed			

8. BOARD EFFECTIVENESS

- 1.1 The Invest NI Chair, through the Board Secretariat, will ensure that the Board undertakes an annual review of Board Effectiveness² which also encompasses committees established by the Board. In parallel, a condensed version of the questionnaire issued to the Board will also be issued separately to the CEO and the Leadership Team to capture their views.
- 8.2 The Chair and Board Secretariat will consider the responses and produce an Analysis Report, which will be shared with the Board, leading to a Board approved Action Plan. The Chair will follow up with a discussion on the outcome of the annual review of Board Effectiveness with the DfE Lead Official to ensure a partnership approach to any improvements identified. This will inform the annual programme of Board training / development and discussions in respect of Board composition and succession.
- 8.3 In addition to the annual review of Board Effectiveness, Invest NI will undertake an externally facilitated review of Board effectiveness at least once every three years covering the performance of the Board, its committees and individual Board members. The Chair, through the Board Secretariat, will liaise with the Departmental Senior Partner to identify a suitably skilled facilitator for the external review (this should be proportionate) and will share the findings/outcome report with the Department on completion of the review.
- 8.4 In line with any parameters set out in founding (or other) legislation, the Chair, in conjunction with the Department and Minister where appropriate, will consider the size and composition of the Invest NI Board, proportionate to the size and complexity of Invest NI, and keep this under review.

² [Board Effectiveness - A Good Practice Guide \(June 2022\) | Northern Ireland Audit Office \(niauditoffice.gov.uk\)](https://niauditoffice.gov.uk/Board-Effectiveness-A-Good-Practice-Guide-June-2022)

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 46 of 61
Uncontrolled Copy When Printed			

9. BOARD APPRAISALS

- 9.1 The Chair of Invest NI will conduct an annual appraisal of each Board member, and prior to any re-appointment of individual members taking place. These will also inform the annual programme of Board training / development. The Chair, and Board Secretariat, will engage with the Chief Executive / DfE Lead Official as appropriate on improvements identified through the appraisal process and the annual training/development programme.
- 9.2 The Chair's annual appraisal will be completed by the DfE Deputy Secretary, Economic Strategy Group. The appraisal will take account of the Key Characteristics of a good Chairperson (particularly for the Chair to have well developed interpersonal skills) set out in the NIAO Good Practice Guide on Board Effectiveness (see above). There will be close engagement between the Chair, the Board Secretariat and the DfE Lead Official on improvements identified through the appraisal process.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 47 of 61
Uncontrolled Copy When Printed			

10. INDUCTION & TRAINING

- 10.1 An induction day will be arranged for new members as soon as possible following appointment and where possible, in advance of their first Board meeting. Members will be provided in advance of the induction day with a number of key organisational documents and governance information.
- 10.2 Induction will normally cover the organisation's business environment and an introduction to each of the operational divisions. New members will be apprised of their role and responsibilities as Board members and given clear information as to what is expected of them in terms of good corporate governance.
- 10.3 Training will include, inter alia:
- Budgeting and Accounting.
 - Corporate Governance.
 - Compliance Training (Ant-Fraud; Dignity; Disability; Disability and Neurodivergence; FoI and Equality).
 - Data Protection.
 - Information Security.
- 10.4 Additional internal developmental training will be provided following appointment as required, and members are encouraged to identify any additional training needs they feel necessary to carry out their duties as a Board member.
- 10.5 Within 6 months of appointment, members will be asked to attend a formal external governance training course.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 48 of 61
Uncontrolled Copy When Printed			

CONFLICTS OF INTEREST

Situations/circumstances

Examples of different situations/circumstances where conflicts of interest can arise within the public sector include:

- Direct financial gain or benefit to the individual, a relative or close friend – a conflict of interest can occur when an individual has the opportunity to use their position for personal financial gain.
- Using information gained in public capacity to further private interests.
- Membership of organisations/associations/clubs.
- Involvement in, or influencing, the award of a contract or grant where the individual has, directly or indirectly, a financial, economic or other personal interest which might be perceived to compromise their impartiality and independence in the context of the procurement procedure/grant process.
- Accepting gifts, hospitality or other benefits, for example from potential contractors/suppliers.
- Taking up employment with firms/contractors providing services to your public body.
- Involvement in a decision that could lead to the appointment / recruitment / promotion of a relative or friend.
- Sale of land/property/assets.
- Involvement in planning decisions.
- Carrying out business on behalf of the organisation with their own company, or a company in which a relative or close friend has an interest in.
- Owning shares in or working for another business or organisation that has dealings with the public body.
- Involvement in/in a position to influence decisions, e.g. in employment related legal cases.

The above list is not exhaustive. A list of questions which can be used to help determine if an actual, potential or perceived conflict of interest exists is attached below:

- Would I or anyone associated with me benefit from, or be detrimentally

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 49 of 61
Uncontrolled Copy When Printed			

affected by, my proposed decision or action?

- Could there be benefits for me in the future that could cast doubt on my objectivity?
- Do I have a current or previous personal, professional or financial relationship or association of any significance with an interested party?
- Would my reputation or that of a relative, friend or associate stand to be enhanced or damaged because of the proposed decision or action?
- Do I or a relative, friend or associate stand to gain or lose financially in some covert or unexpected way?
- Do I hold any personal or professional views or biases that may lead others to reasonably conclude that I am not an appropriate person to deal with the matter?
- Have I contributed in a private capacity in any way to the matter my organisation is dealing with?
- Have I made any promises or commitments in relation to the matter?
- Have I received a substantial gift, benefit or hospitality from someone who stands to gain or lose from my proposed decision or action?
- Am I a member of an association, club or professional organisation or do I have particular ties and affiliations with organisations or individuals who stand to gain or lose by my proposed action or decision?
- Could this situation have an influence on any future employment opportunities outside my current official duties?
- Could there be any other benefits or factors that could cast doubt on my objectivity?
- Have I been involved in taking decisions, handling concerns or implementing processes that may have given rise to employment related legal action?

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 50 of 61
Uncontrolled Copy When Printed			

Definitions of Family and Friends

"Family"

A parent	A parent-in-law	A son
A spouse/partner	A daughter	A daughter-in-law
A son-in-law	A step-son	A step-daughter
A step-parent	A sister	A cousin
A brother	An aunt	An uncle
A grandparent	A niece	A nephew

A spouse of any of the above.

Any relationship as above resulting from adoption.

Or, if any of the above is one of an unmarried couple, the other member of that couple.

"Friend"

Invest NI describe a friend as a person (other than a relative) with whom one is on terms of mutual affection; an ally, an associate, a helper, a sympathiser, or a person with whom a member of staff has social contact.

There can be no absolute and definitive definition of a friend. Common sense and individual circumstances should be considered in any decision about who is a friend and who is not.

Examples of Conflicts of Interest

CIRCUMSTANCE	POTENTIAL CONFLICT	PROPOSED SOLUTION
Board member's company / partnership as a prospective provider of services to Invest NI.	<p>A Board member dealing with the award of contracts could be influenced by a desire to "help" the Chair or another Board member.</p> <p>Board member could be party to a bid by his/her company / partnership for Invest NI business.</p> <p>Board member could be party to the Invest NI decision to purchase the service.</p>	<p>Comprehensive register of Interests (and note of any potential conflicts, general or particular).</p> <p>Open, transparent procurement procedures operated by the executive with no involvement by the Board.</p> <p>Member involved agrees to take no part in the formal tendering process in his/her company/partnership.</p> <p>Member involved withdraws from any Invest NI discussion and withdrawal recorded.</p>

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 51 of 61
Uncontrolled Copy When Printed			

CIRCUMSTANCE	POTENTIAL CONFLICT	PROPOSED SOLUTION
Company with which a Board member is associated (in person or through close family connections) applies for financial support from Invest NI.	Member could be (or could be perceived to be) able to influence decision to the advantage of the company.	<p>Comprehensive register of Interests.</p> <p>Member declares a particular interest and takes no part in any decision-making by the Board. At Board meeting, declaration and withdrawal recorded.</p> <p>It may be that in some smaller companies there is no one, other than the Invest NI Board member able to undertake on its behalf discussions with Invest NI. In such cases, providing the company employs less than [10] people and/or has an annual turnover of less than £250,000, the Invest NI Board member will be free to participate in negotiations with the Invest NI team about possible support for the company. The Board member must not take part in any Board Casework committee or Board discussion about the case. Any Invest NI Board members who are likely to be directly involved in such negotiations with Invest NI must not be appointed to the Board Audit Committee or Board Remunerations/ Performance Committee, or any Panel considering appointments to posts within Invest NI.</p>

CIRCUMSTANCE	POTENTIAL CONFLICT	PROPOSED SOLUTION
Board member's company / partnership act as advisers to Invest NI client companies.	Board member would have (or be perceived to have) an inside track on the workings of Invest NI which would enable them (to portray themselves) to be able to exercise influence and maximise grant, etc. from Invest NI.	<p>Clear operating procedures, which would be documented and agreed by Board.</p> <p>Board member would take no part in the presentation or preparation of any proposal to Invest NI.</p> <p>It may be that in some smaller companies there is no one, other than the Invest NI Board member able to undertake on its behalf discussions with Invest NI. In such cases, providing the company employs less than [10] people and/or has an annual turnover of less than £250,000, the Invest NI Board member will be free to participate in negotiations with the Invest NI team about possible support for the company. The Board member must not take part in any Board Casework committee or Board discussion about the case. Any Invest NI Board members who are likely to be directly involved in such negotiations with Invest NI must not be appointed to the Board Audit Committee or Board Remunerations/ Performance Committee, or any Panel considering appointments to posts within Invest NI.</p> <p>However, this does not preclude a Board member introducing to Invest NI a client or prospective client who has only limited knowledge of Invest NI or of doing business in NI.</p>
Economic Reviews, magazines or articles published by or on behalf of company, bank or partnership in which Board member has a direct interest or control.	Review criticises Invest NI or expresses a view critical of or contrary to that of Invest NI.	<p>Board members would have to clear in advance with the Chair any article for publication penned by them.</p> <p>This requirement would not apply to circumstances where a member sits on an editorial board and has limited influence on decisions by that Board.</p>

BOARD PAPER OVERVIEW TEMPLATE



Agenda Item: *(To be completed by Board Secretariat)*

Title: Title of Paper

Date: xx

Presented By: Name and Position

Board Action Required:

	Please Tick One only (✓)
For Information	
For Discussion	
For Approval	

Summary

[DN - This section should explain to the Board what this Paper is about, why this Paper has been brought to their attention and who has been engaged with (**no more than 5 lines**).

The writer should document what action is required in more detail – this should be clear and concise and give enough info for the reader to understand the issue and what is expected of them.]

Background

[DN - In less than a half a page, the writer should outline the background information to allow the Paper to be understood and allow Board members to fulfil their role and determine the action required. In doing so, all terminology/acronyms should be explained, and a summary provided of any previous Board consideration of the topic.

Your substantive commentary / analysis should be attached as an Annex (see below) to the Template and not included in the body of this Template.]

Key Issues and Implications

[DN - Explain:

- How the paper and proposed way forward are linked to the Minister's Economic Vision and Invest NI's extant Business Plan.
- Why is it coming to the Board?

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 54 of 61
Uncontrolled Copy When Printed			

- If applicable, how the issue impacts upon the organisation, in terms of both financial and staff resources.
- Any risks involved and how they will be mitigated.
- Any legal implications.
- How progress and performance will be reported back to the Board.
- The expected outcomes / outputs.
- If relevant, has the issue been discussed with a Board Sub-Committee?]

Recommendations

[DN - Where a recommendation is being presented to the Board for approval, this section should include the recommendation being made, the options available and why the preferred option is being recommended. Include information on the decision-making criteria and how each option performed against these.]

Annex:

[DN – All attachments should be included as an Annex, whether in Word, Excel or PowerPoint formats.]

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 55 of 61
Uncontrolled Copy When Printed			

CONCERNS / COMPLAINTS IN RESPECT OF BOARD MEMBERS

In line with the NI Code of Good Practice the approach to concerns/complaints raised in respect of Invest NI Board members should be transparent and collaborative. The principle of early and open engagement is important, with DfE made aware of any concerns/complaints as soon as practicable.

While Board Members are Public Appointees/office holders, rather than Invest NI employees, an Invest NI employee may utilise Invest NI's grievance procedure/other HR procedure to raise a complaint against a Board member. The Invest NI employee raising the grievance should expect this to be handled in line with Invest NI HR procedures.

Concerns/complaints might also be raised through:

- Raising Concerns/Whistleblowing arrangements;
- Complaints processes; and
- Directly with Invest NI or DfE.

Where a concern/complaint is received within Invest NI in respect of an individual Board Member this should be provided to the Invest NI Chair (and Board Secretariat) who should notify the DfE Lead Official at the outset in order that lead responsibility for handling the complaint/concern is clear in advance.

Where a concern/complaint relates to the Invest NI Chair, the Invest NI Senior Independent Director and /or the Board Secretariat should notify DfE Fraud & Raising Concerns Branch at raising.concerns@economy-ni.gov.uk (or 02890257422 for the 24hr message service) at the outset for DfE to determine the approach to handling the complaint/concern.

Differences of view in relation to matters which fall within the Board's responsibilities

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 56 of 61
Uncontrolled Copy When Printed			

are a matter for the Board to resolve through consensus-based decision making in the best interests of Invest NI, as led and determined by the Chair.

Exceptionally a concern/complaint may be raised by a Board Member about a fellow Board Member or a senior member of Invest NI staff. The Invest NI Chair (Board Secretariat) should notify the DfE Lead Official at the outset to ensure that arrangements for handling the concern/complaint are clear. DfE may determine that it should make arrangements to deal with the concern/complaint. This will be agreed at the outset.

Arrangements for concerns/complaints in respect of Board members should be reflected in all relevant procedures, including Board Standing Orders and the Board Code of Conduct guidance.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 57 of 61
Uncontrolled Copy When Printed			

GUIDANCE ON TIMING AND FORMAT OF BOARD PAPERS

The following guidance was issued by the Board Secretary to CEO and ELT on 2nd September 2024.

The Chair has asked for the following to be emphasised:

- It is the responsibility of ELT members to circulate the monthly Board Actions Log to their corresponding staff members in good time, so that the relevant staff are aware of what action is required from them and when.
- **At the latest**, any Paper which is intended to be shared with the Board, is to be emailed to the Board Secretariat **by 11:00 on the Thursday**, one week immediately in advance of the Board meeting date, copy Wendy.
- Subject to the exception listed below, **any documents received after this cut-off will not be circulated and the Agenda item will be removed.**
- When planning your work please ensure that you have factored in sufficient time for the CEO to have reviewed and approved the Paper, in order to comply with the above deadline.
- “On the day presentations”, which have not been previously circulated to the Board in line with the above timetable, will no longer be allowed, subject to the exception listed below.
- Every Paper to the Board must have the attached Board Cover Sheet Template completed, or it will be rejected. This should be no more than 2-4 pages long. The substantive commentary / analysis is to be included as an Annex to the Template and can be in Word, Excel or PowerPoint format, that choice is yours. Note - this requirement excludes both the Board Action Log and draft Board Minutes, which are both produced by the Board Secretariat and already approved by the Chair.
- Please consider carefully, when completing the front page of the Template, as to what Action is required from the Board. Please refer to the Board Action Log and / or the Board Secretariat, if there is any query. Only one Action can be ticked.
- For the avoidance of doubt, every Paper that is going to be shared with the Board must be emailed to the Board Secretariat, as per the above timeline.
- The Board Secretariat will issue the Board pack by 17.00 on that same Thursday, so as to provide Board Members with at least five working days’ notice to consider, prior to the actual Board meeting being held on the following Thursday.

Note – all of the above has been discussed and agreed by the Chair and the CEO.

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 58 of 61
Uncontrolled Copy When Printed			

We fully appreciate that, in very exceptional circumstances only, there may be time critical operational issues that means the above timetable cannot be adhered to. However, before any extension is agreed, the circumstances must be notified to the Chair and the Board Secretariat by email, **as soon as is practically possible during the week in advance of the Board meeting date**. Following discussion with the Chair, the Board Secretariat will then determine whether the rationale for the delayed Paper and/or “On the day presentation” is accepted and a deferred date for receipt and dissemination approved.

The Board Secretariat appreciates your help and assistance in working with us here, as we all strive to deliver the common goal of ensuring that Board Members receive the Board pack to the previously agreed timeline, thereby enabling them to have sufficient time to consider, and potentially raise queries, prior to the actual Board meeting itself.

Grateful if you could pl disseminate this within your respective teams. Any queries, pl come back to me asap.

Board Secretary

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 59 of 61
Uncontrolled Copy When Printed			

OTHER SOURCES OF GOOD PRACTICE / GUIDANCE

- Managing Public Money NI - [Managing Public Money NI \(MPMNI\) | Department of Finance \(finance-ni.gov.uk\)](#)
- DAO (DoF) 07/21 & DAO (DoF) 03/23 - [DAO \(DoF\) 03/23 - Conflicts of interest - Employment/legal cases \(finance-ni.gov.uk\)](#)
- HM Treasury document 'Regularity, Propriety and Value for Money' - [untitled \(civilservant.org.uk\)](#)
- NICS HR Handbook/Code of Ethics - [Northern Ireland Civil Service Handbook | Department of Finance \(finance-ni.gov.uk\)](#)
- On Board Guide – A Guide for Board Members of Public Bodies in NI - [FD \(DFP\) 04/14 \(Attachment\) - Code of Conduct for Board Members - NI version - April 2014 \(finance-ni.gov.uk\)](#)
- Public Bodies Guide - [Microsoft Word - overview .doc \(publishing.service.gov.uk\)](#)
- Code of Conduct for Board Members of Public Bodies - [Code of Conduct for Board Members of Public Bodies June 2019 - GOV.UK \(www.gov.uk\)](#)
- Corporate Governance in Central Government Departments: Code of Good Practice (NI) 2017 - [Corporate governance code for central government departments 2017 - GOV.UK \(www.gov.uk\)](#)
- Audit and Risk Assurance Committee Handbook – [Audit and Risk Assurance Committee Handbook.pdf \(publishing.service.gov.uk\)](#)
- NIAO Good Practice Guide on Conflicts of Interest [conflicts of interest good practice guide.pdf \(niauditoffice.gov.uk\)](#)
- NIAO Good Practice Guide on Managing the Risk of Bribery and Corruption - [Managing the Risk of Bribery and Corruption Good Practice Guide.pdf \(niauditoffice.gov.uk\)](#)
- NIAO Board Effectiveness - [Board Effectiveness - A Good Practice Guide \(June 2022\) | Northern Ireland Audit Office \(niauditoffice.gov.uk\)](#)
- IoD The Post Office Scandal - [The Post Office Scandal: A failure of governance | Institute of Directors \(iod.com\)](#)

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 60 of 61
Uncontrolled Copy When Printed			

The Commissioner for Public Appointments for NI has also published several pieces of guidance including: -

- Code of Practice for Ministerial Appointments in Northern Ireland - [Code of Practice for Ministerial Public Appointments in Northern Ireland | The Commissioner for Public Appointments for Northern Ireland \(publicappointmentsni.org\)](#)
- Guidance on conflicts of interest and integrity and how to raise a complaint - [Guidance on Conflicts of Interest, Integrity and How to raise a complaint | The Commissioner for Public Appointments for Northern Ireland \(publicappointmentsni.org\)](#)

INVEST NI BOARD GOVERNANCE OPERATING FRAMEWORK			
VERSION: 2.2	ISSUE DATE: 27 March 2025	REVIEW DATE: 27 March 2027	Page 61 of 61
Uncontrolled Copy When Printed			