



Governance Handbook

Structures and Policies

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Purpose of this Handbook

What is Governance?

Corporate governance comprises the systems and procedures by which organisations are directed, controlled and managed. Good governance in the public sector encourages better informed and longer term decision-making as well as the efficient use of resources.

To enable good governance, we must act ethically, with integrity, transparently and in the public interest at all times. Our Corporate Governance procedures are designed to support this.

What is the purpose of this Handbook?

The purpose of this Handbook is to assemble the Marine Institute's Governance Policies and Guidance and other material relevant to the Institute's Governance.

It is an information guide as to the governance policies we apply and also provides background so that we can all understand our role in supporting compliance with the various policies and structures that we have in place.

Each section contains links to relevant resource.

The contents are reflective of approved policies and structures at the time of publication/update. This Handbook and the individual policies herein will be updated and re-issued periodically on the Corporate Information Page on the intranet.

If you have any feedback that you would like considered in future updates, please contact Patricia Orme, Director of Corporate Services.



Marine Institute Structure

The Marine Institute is a State Agency established under the Marine Institute Act 1991, with the following mandate.

“to undertake, to coordinate, to promote and to assist in marine research and development and to provide such services related to research and development, that in the opinion of the Institute, will promote economic development and create employment and protect the marine environment.”

The IMDO was established by the Fisheries (Amendment) Act 1999, as part of the Marine Institute, under an amendment to the Marine Institute Act 1991 in December 1999. After a subsequent amendment in the Harbours (Amendment) Act 2009, the IMDO’s legislative mandate includes functions relating to ports and shipping and seafarer training.

The Marine Institute operates under the aegis of the Department of Agriculture, Food and the Marine (DAFM). We have an Oversight and Performance Agreement with DAFM. Our compliance with this agreement is reviewed at governance meetings attended by the Marine Institute CEO, Director of Corporate Services, the DAFM Assistant Secretary General and other Marine Institute and DAFM representatives depending on the agenda.

Resource

[Marine Institute Act 1991](#)

[Marine Institute Strategy](#)

[Department of Agriculture, Food and the Marine](#) (DAFM website)

[Fisheries \(Amendment\) Act 1999](#)

[Harbours \(Amendment\) Act 2009](#)

Governance Framework

The Code of Practice for the Governance of State Bodies (2016) provides a framework for the application of best practice in corporate governance by both commercial and non-commercial State bodies.

The Marine Institute complies with this Code. This is confirmed each year in the Institute's annual report and financial statements. We also confirm it to DAFM at the regular Governance Meetings.

All our work in complying with the Institute's policies and procedures means that we can make this assertion and comply with our obligations.

Details regarding the Governance of the Institute and its financial statements are included in the annual report and financial statements, which is published annually.

Resource

[Code of Practice for the Governance of State Bodies \(2016\)](#)

[Annual Report and financial statements](#)

Board Responsibilities

The Marine Institute Board is accountable to the Minister for Agriculture, Food and the Marine (DAFM), and is responsible for ensuring good governance. It performs this task by setting strategic objectives and targets and taking strategic decisions on key business issues.

The regular day-to-day management, control and direction of the Marine Institute are the responsibility of the Chief Executive Officer (CEO) supported by the Senior Leadership Team and everyone working in the Institute.

The CEO must update the Board so as to ensure that all Board members have a clear understanding of the key activities and decisions related to the entity, and of any significant risks likely to arise.

The Board leads the organisation in behaving ethically and in a manner that accords with the core values and culture of the organisation.

The Board Members who are appointed by the Minister for Agriculture, Food and the Marine are non-Executive Board Members (i.e. they are not employees of the Institute).

The current membership (at December 2025) is:

- Martin Sisk (Chair)
- Aodh O Domhnaill
- Berna Grist
- Charlotte O'Kelly de Gallagher
- Dermot Clohessy
- Kate Burns
- Pauline Cronin
- Tim McCarthy

You can find their biographies on the Institute website.

The Board meets approximately 10 times per annum.

Section 12 of the Marine Institute Act, 1991 requires the Board of the Marine Institute to maintain financial statements and approve the annual plan and budget. The Board is also responsible for safeguarding the Institute's assets and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. Much of the work of the Marine Institute Finance, Tendering and Governance functions are focussed on these objectives. The Board approves all spend which is deemed qualitatively or quantitatively material including all spend greater than €150,000. Management provide an update to the Board summarising all spend between €50,000 and €150,000.

The Board Secretary is Patricia Orme. The Secretary supports the Board in the execution of its role.

A detailed document describing the roles of the Board, Chairman, Chief Executive and Board Secretary is included at the link below.

Resource

[Role of Board, Chair, CEO and Secretary](#)

[Board Meeting Schedule](#)

[Marine Institute Board Membership](#)

Board Committees and Advisory Groups

The Board has established standing/permanent committees as follows:

Audit and Risk Committee (ARC): comprises four Board members and one independent non Board member. As at 01 December 2025, the process to appoint an independent non-Board member is ongoing. This position has been vacant since September 2025 when Sinead Ní Fhátharta, who was the independent non-Board member, resigned from the position. The other members during 2025 were Pauline Cronin (Chairperson), Charlotte O'Kelly de Gallagher, Dermot Clohessy and Tom Tynan. Tom Tynan resigned from his position as a member of the Marine Institute Audit & Risk Committee in June 2025.

The role of the ARC is to support the Board in relation to its responsibilities for issues of risk, control and governance and associated assurance. The ARC is independent from the financial management of the Marine Institute. In particular, the Committee ensures that the internal control systems including audit activities are monitored actively and independently.

This is accomplished by the development and implementation of an annual work programme. The ARC's annual work programme is approved by the Board each January. The programme execution is reviewed at the end of the year in an annual report to the Board from the ARC.

The Chair of the ARC is Pauline Cronin, Director of Internal Audit and Risk Management in University of Galway. Pauline extends an open invitation to any of our team to contact her if you wish to discuss the work of the ARC. Please contact Patricia Orme (Director of Corporate Services) or Sean Burke (Interim Secretary to the ARC) should you wish to arrange same.

Separate to the Board Committees, Advisory Groups are formed to assist the Board in carrying out their work by providing expertise and advice in selected areas. Their composition is mainly Board members with some external expertise added as required. These include groups like the Vessel Build Advisory Group and the Strategy Mid-Term Review Group. These Groups disband once their work is complete.

Resource

[Audit & Risk Committee Work Plan](#)

[Audit & Risk Committee Report](#)

[ARC Charter and Terms of Reference](#)

Governance Policies

The Marine Institute has developed and maintained a suite of Policies, Statements and Codes to guide us in the maintenance of the highest standards of governance.

Those with a direct governance impact include:

- Code of Conduct
- Code of Ethics
- Risk Management Policies
- Procurement Policy
- Anti-Fraud Policy
- Protected Disclosures Policy

Many other Policies and Procedures including those in Human Resources, Finance, IT and Data Protection are also part of our Governance structures. These are on the intranet/SharePoint.

- [Human Resources](#)
- [Finance](#)
- [Information Systems and Development](#)
- [GDPR](#)

Code of Conduct and Code of Ethics

The Institute's Code of Conduct and Code of Ethics are our guides to doing the right thing.

The Objectives of the Code of Conduct is to

- set out an agreed set of ethical principles that all employees and Board Members of the Marine Institute should adhere to.
- promote the maintenance of trust and confidence by colleagues, the Board, our customers and the general public.
- prevent the development or acceptance of any unethical practices.

The Code of Ethics contains important principles that we all must follow as we conduct our work, and it describes the values that will guide us in our decisions. By complying with the Code, we will operate with integrity and ensure financial accountability and high governance standards.

We ask that you take the time to review the Codes periodically. Be a champion for our values and lead others to follow them.

These Codes are updated periodically. If you have any feedback that you would like considered in the next update, please contact the Director of Corporate Services.

Resources

[Code of Conduct and Code of Ethics](#)

Risk Management

The Marine Institute, in common with all organisations, faces risk as it conducts its operations. If risks are not correctly identified and managed, there can be very serious impacts. The Institute has a low risk appetite.

The Institute conduct risk assessment of individual activities and also collates a Risk Register identifying key risks facing the organisation, listing those with responsibility for management of those risks and the actions underway to mitigate against adverse consequences. This is supported by a Risk Policy, which sets out the responsibilities of all parties for risk management.

Each individual should comply with controls as stated in the Risk Register and as advised during their induction to the Marine Institute and report any control gaps / weaknesses of which you become aware. You can report any risks or related incidents to either of the Joint Chief Risk Officers (Patricia Orme and Catherine Johnston) or to your Director.

Resource

Risk Registers, Policies and other documents can be accessed from the [Risk Management](#) section on the intranet.

Procurement Policy

The Marine Institute is committed to achieving value for money in the procurement of goods and services essential to support our work. Procurement must also comply with

the relevant legislation and guidance including EU Directive 24 of 2014 (and any amending regulations) and the Procurement Guidelines published by the Office of Government Procurement.

To support this, the Institute has quite detailed rules and procedures with regard to procurement and tendering. As required under the Code of Practice for the Governance of State Bodies, this is an area where there is significant Board oversight.

The support of everyone in the Institute is required to ensure we meet the required standards. Our procurement procedures are documented in a manual which is updated annually.

Resource

[Procurement Policy & Plan](#)

Anti-Fraud Policy

The Marine Institute recognises the importance of protecting the Institute, its reputation and its people from the consequences of fraudulent activity.

The Institute's Anti-Fraud policy outlines the processes and procedures used by the Marine Institute to identify, report and investigate suspected or actual incidences of fraud be it perpetrated or attempted to be perpetrated by Marine Institute employees, contractors, consultants (including agency staff) or external individuals/ parties.

The policy supports the Marine Institute's full commitment to fostering an organisational culture that does not tolerate fraud and strengthens accountability, honesty and integrity. The Marine Institute has a zero tolerance approach to any form of fraud.

It is the responsibility of everyone working in the Institute to be alert for any indication that improper activity, misappropriation or dishonest activity is or was in existence and to comply with agreed control frameworks to prevent such occurrences.

You should alert your line manager, contract manager or supervisor where you believe the opportunity for fraud exists or where you have identified weakness in the system of internal controls.

Acting reasonably and in good faith, staff must report suspected fraudulent activity without delay. Details on how to report an issue are included in the policy at the link below.

Resource

[Anti-fraud policy](#)

Protected Disclosures Policy

The Marine Institute complies with the obligation on public bodies to establish and maintain procedures for the making of protected disclosures. Making a protected disclosure refers to a situation where a worker discloses information in relation to wrongdoing. This is sometimes referred to as “whistleblowing”.

Resource

[Protected Disclosure Policy](#)

Compliance & Assurance Framework

The Marine Institute has a range of policies and procedures in place designed to ensure compliance with all legal and regulatory requirements, circulars and guidance that apply to State Bodies and to the Marine Institute.

This framework summarises the overall Compliance and Assurance Framework in place in the Institute. Key compliance roles and the obligations of all those who work in the Institute with regard to compliance matters are outlined.

Resource

[MI Compliance & Assurance Framework](#)