

# Board - Code of Conduct



## Document review and approval

### Revision history

Version	Author	Date	Revision
V1	Barry O'Brien	April-19	

### This document has been reviewed by

Reviewer	Date reviewed
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### This document has been approved by

	Name	Signature	Date reviewed
1	LDA Board	See Board Minutes	02/05/2019
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## Board Code of Conduct

### 1. Introduction

This Code of Conduct (“Code”) applies to all members of the Land Development Agency (the “Agency”) and committees (the “Committees”). The Code was adopted by the Agency at its meeting of 2<sup>nd</sup> May 2019. The Code underscores the Agency’s commitment to the highest standards of ethical conduct.

While it is not possible for a set of rules or guidelines to provide for all situations that may arise, Agency and Committee members are expected to ensure that all their activities are governed by the ethical standards reflected in this Code in letter and in spirit.

### 2. Objectives

The objectives of this Code are as follows:

- The establishment of an agreed set of ethical principles;
- The promotion and maintenance of confidence and trust including the protection of the good name of the Agency; and
- The prevention of the development or acceptance of unethical practices.

### 3. Collective Responsibility

Agency and Committee members must observe and uphold the collective responsibility of the Agency and/or respective Committee(s) of which they are a member.

### 4. General Conduct

#### 4.a Integrity

Board members should behave with integrity. This will require:

- disclosure by Board members of outside employment/business interests in conflict or in potential conflict with the business of the Agency as more fully described below;
- avoidance of the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits of any kind which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions;
- ensuring a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally;
- ensuring that all statements or publications issued by the Agency are accurate and truthful;
- avoidance of use of the Agency’s resources for personal gain, for the benefit of persons/organisations unconnected with the Agency or its activities or for the benefit of competitors; and
- commitment not to acquire information or business secrets by improper means.

Agency and Committee members must always be guided in their actions by the provisions of the [[Land Development Agency Act, 2020](#)<sup>1</sup>] as well as by their general responsibilities to act lawfully, faithfully, competently and in the best interests of the Agency.

#### 4.b Loyalty

Agency and Committee members should be loyal and committed to the Agency and remain mindful that the organisation itself must at all times take into account its functions as a State body.

Agency and Committee members should use their reasonable endeavours to attend all Agency/Committee meetings.

#### 4.c Fairness

Board members should take all reasonable steps to ensure:

- compliance with employment equality and equal status legislation;
- commitment to fairness in all business dealings; and

#### 4.d Work/External Environment

Board members should take all reasonable steps to ensure that:

- the highest priority is placed on promoting and preserving the health and safety of employees;
- to ensure that Agency's obligations to local communities and at national level are fully considered;
- any detrimental impact of Agency's operations on the environment is minimised; and
- that all suppliers are treated fairly and should each have a reasonable opportunity to compete successfully for business.

## **5. Obligations**

Agency and Committee members must at all times exercise due care, skill, prudence and diligence, acting in the utmost good faith in the discharge of their functions. In this regard, Agency and Committee members should take reasonable steps to ensure that the Agency:

- fulfils all regulatory and statutory obligations imposed on the Agency;
- complies with all applicable tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;
- introduces controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel; and
- accounts/reports accurately reflect its performance and are not misleading or designed to be misleading.

In addition Board members should:

- use their reasonable endeavours to attend all Board meetings; and

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<sup>1</sup> Not yet enacted (as at February 2020)

- conform with procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following membership of the Board which may give rise to the potential for conflicts of interest and to confidentiality concerns;
- promote throughout the Agency the highest standards of business ethics.

## **6. Information / Confidentiality**

Agency and Committee members should take all reasonable steps to ensure that information is handled responsibly, including:

- supporting the provision of access to general, non-commercially sensitive information relating to the Agency's activities in a way that is open and enhances its accountability to the general public;
- respecting the confidentiality of sensitive information held by the Agency, this would constitute material such as:
  - commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring);
  - personal information; and
  - information received in confidence by the Agency;
- taking particular care to safeguard adequately all Agency documents;
- observing appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest; and
- complying with relevant statutory provisions.

Agency and Committee members must treat all information obtained in the course of performing their duties on behalf of the Agency as strictly confidential unless there is clear and unambiguous evidence, instruction or indication to the contrary.

Agency and Committee members should be aware that the non-disclosure obligation in respect of privileged or confidential information does not cease when their membership of the Agency and/or Committees has ended<sup>2</sup>.

The unauthorised release of confidential information, directly or indirectly to third parties, including the media, represents a gross breach of trust which can be highly damaging to the Agency. The Board has resolved that as a rule the Chairperson and Chief Executive or persons authorised by either of them should deal with the media on commercially sensitive matters relating to the Agency. Board members are asked to exercise prudent judgement including, where appropriate, redirecting any media queries to the Chairperson or Chief Executive.

## **7. Conflicts of Interest and Disclosures of Interests**

In order to maintain public confidence, Agency and Committee members must be seen at all times to be beyond reproach in the area of actual, potential or perceived conflict of interest situations. It is also important that Agency and Committee members act, and be seen to act, objectively and independently.

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<sup>2</sup> Section 5.6 of the Code of Practice for the Governance of State Bodies.

To this end, Agency and Committee members should ensure that they comply with their statutory obligations with regard to actual and potential conflicts.

Agency and Committee members' statutory obligations in respect of conflicts of interest derive from the Ethics in Public Office Act 1995 as amended by the Standards in Public Office Act 2001<sup>3</sup>.

In summary, these obligations require:

- (a) Members of the Agency and Committees to provide an annual statement of interests to the Standards in Public Office Commission and the Chairperson of the Agency (nominated Agency member in the case of the Chairperson of the Agency);]
- (b) On an ongoing basis, members of the Agency and Committees to disclose material interests to fellow Agency/Committee members in respect of any matter that falls to be considered by the Agency or Committee.

The Code of Practice for the Governance of State Bodies, which has been adopted by the Agency, contains a number of supplementary obligations in relation to the disclosure of interests, including the disclosure of interests on appointment and annually thereafter and the maintenance of a register of interests.

Agency and Committee members should note the following:

- The Chairperson of the Agency and/or Committees has a determining role where an issue in regard to a conflict of interest arises;
- The ongoing obligation to disclose material interests as they arise applies even though the interest may have been already disclosed in the annual statement of interests;
- Disclosures of material interests to fellow Agency and Committee members must be in writing; and
- If an Agency or Committee member is deemed to have a material interest, he/she must neither influence nor seek to influence any decision in relation to the matter, take no part in any consideration of the matter, absent him/herself from the meeting or that part of a meeting during which the matter is discussed and not vote on a decision relating to the matter.

Agency and Committee members should take particular care when dealing with third parties not to suggest or to imply that they are prepared to intervene with the Agency on their behalf in any unusual or abnormal fashion.

Both current and former Agency and Committee members, in considering whether or not to accept any position or role, should give due weight to whether the position or role would be likely to<sup>4</sup>:

- compromise their ability to comply with current and continuing obligations to respect the confidentiality of information obtained as a member of the Agency or a Committee and in the case of former members, whether a sufficient amount of time has elapsed so as to remove any perception of a conflict of interest; and

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<sup>3</sup> Members of the Agency and Committees are holders of designated directorships pursuant to the Ethics Act in Public Office Act 1995 as amended by the Standards in Public Office Act 2001.

<sup>4</sup> Sections 5.5 of the Code of Practice for the Governance of State Bodies recommends that the acceptance of further employment where the potential for conflict of interest arises should be restricted during a reasonable period of time after the exercise of a function in the State Body has ceased.

- cause material damage to the Agency if such damage would not otherwise have arisen had they not been a member of the Agency or Committee.

## **8. Review**

This Code will be reviewed at least every two years by the Agency.