

CODE OF CONDUCT FOR BOARD MEMBERS OF PUBLIC BODIES

FOREWORD

The Government expects all holders of public office to work to the highest personal and professional standards. In support of this, all non-executive board members of public bodies¹ must abide by the principles set out in this Code of Conduct. The Code sets out, clearly and openly, the standards expected from those who serve on the boards of public bodies and should form part of individual members' terms and conditions of appointment. Any breach of the Code should be viewed as a breach of those terms and conditions of appointment.

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INTRODUCTION

1. As a public office-holder, your behaviour and actions must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code.

KEY PRINCIPLES OF PUBLIC LIFE

2. The key principles upon which this Code of Conduct is based are the seven principles of public life. These are:

(a) **Selflessness**

You should take decisions solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for yourself, your family or your friends.

(b) **Integrity**

You should not place yourself under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence you in the performance of your official duties.

(c) **Objectivity**

In carrying out public business, including awarding contracts and recommending individuals for rewards and benefits, you should make choices on merit.

(d) **Accountability**

You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate for your office.

(e) **Openness**

You should be as open as possible about the decisions and actions that you take. You should give reasons for your decisions and restrict information only when the wider public interest clearly demands.

(f) **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.

(g) **Leadership**

You should promote and support these principles by leadership and example.

2.2 These principles should inform your actions and decisions as a board member.

GENERAL CONDUCT

3. Use of Public Funds

3.1 You have a duty to ensure the safeguarding of public funds² and the proper custody of assets which have been publicly funded.

3.2 You must carry out your fiduciary obligations responsibly, that is, take appropriate measures to ensure that resources are used efficiently, economically and effectively, avoiding waste and

extravagance. It will always be an improper use of public funds for public bodies to employ consultants or other companies to lobby Parliament, Government or political parties.

4. Allowances

4.1 You must comply with the rules set by the Board and the public body regarding remuneration, allowances and expenses. *It is your responsibility to ensure compliance with all relevant tax laws and customs requirements concerning payments, including expenses.*

5. Gifts and Hospitality

5.1 You must not accept any gifts or hospitality which might, or might reasonably appear to, compromise your personal judgment or integrity or place you under an improper obligation.

5.2 You must never canvass or seek gifts or hospitality.

5.3 You must comply with any rules set by the body on the acceptance of gifts and hospitality. Where such a gift or hospitality is accepted, this should be openly disclosed at Board meetings and so recorded.

5.4 You are responsible for your 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 public body into disrepute.

5.5 You should not give or accept gifts or hospitality (in relation to the Public Body) that may conflict with the provisions of this Code of Conduct. For clarity, the following must occur in instances where applicable:

(a) The gift or hospitality should not be given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business advantage, or as a reward for the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;

(b) The gift or hospitality is customary to the industry or the culture of a foreign country;

(c) The gift or hospitality should not violate any law or any internal policy of the Public Body;

(d) Any gift or hospitality given by the entity (including the Board) is provided in the name of the Company and not in the name of the individual;

- (e) The gift or hospitality should not include stocks and bonds;
- (f) The gift or hospitality between the Public Body and another entity should not be monetary unless conforming to Social Responsibility standards.
- (g) The gift or hospitality is of a type/value and given or accepted at an appropriate time, taking into account the business relationship with the counterparty, any pending action expected of the counterparty and the reason for the gifts/hospitality;
- (h) A disinterested, reasonable third party would not likely infer that the gift or hospitality has affected or will affect your judgment; and
- (i) The gift or hospitality should be given or accepted openly and not secretly.
Accordingly, an unrelated third party must have knowledge of the gift or hospitality.

6. Use of Official Resources

6.1 You must not misuse official resources³ for personal gain or for political purposes. Use of such resources must be in line with the body's rules on their usage.

7. Use of Official Information

7.1 You must not misuse information gained in the course of your public service for personal gain or for political purpose.⁴

7.2 You must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after you have left the Board.

8. Political Activity⁵

8.1 In your public role, you should be, and be seen to be, politically impartial. You should not occupy a paid party-political post or hold a particularly sensitive or high-profile role in a political party.

8.2 On matters directly related to the work of the body, you should not make political statements or engage in any other political activity.

8.3 In your official capacity, you should be even-handed in all dealings with political parties.

8.4 Subject to the above, you may engage in political activity but should, at all times, remain conscious of your responsibilities as a board member and exercise proper discretion. You should inform the Chair and/or the Responsible Ministry before undertaking any significant political activity.

9. Employment and Appointments

9.1 If you wish to take up new employment or appointments during your term of office, you must inform the Chair and/or the relevant Responsible Ministry.

9.2 On leaving office, you must comply with the rules of the body on the acceptance of future employment or appointments.

MEMBERS' INTERESTS

10. You must ensure that no conflict arises, or could reasonably be perceived to arise, between your public duties and your private interests – financial or otherwise.

10.1 You must comply with the rules of the body on handling conflicts of interests. As a minimum, these will require you to declare publicly any private interests which may, or may be perceived to, conflict with your public duties⁶. The rules will also require you to remove yourself from the discussion or determination of matters in which you have a financial interest. In matters in which you have a non-financial interest, you should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.⁷

10.2 It is your responsibility to ensure that you are familiar with the body's rules on handling conflicts of interests, that you comply with these rules and that your entry in the body's register of members' interests is accurate and up-to-date.

RESPONSIBILITIES AS A BOARD MEMBER

11. You should play a full and active role in the work of the body. You should fulfil your duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of the body.

11.1 You should deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of your ability. You must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.

11.2 You must comply with any statutory or administrative requirements relating to your post⁸.

11.3 You should respect the principle of collective decision-making and corporate responsibility. This means that, once the Board has made a decision, you should support that decision.

11.4 You must not use, or attempt to use, the opportunity of public service to promote your personal interests or those of any connected person, firm, business or other organisation.

RESPONSIBILITIES TOWARDS EMPLOYEES

12. You will treat any staff employed by the body with courtesy and respect. It is expected that employees will show you the same consideration in return.

12.1 You will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

Footnotes

1. The principles set out in this Code should apply to all non-executive members on the boards of Government Departments, non-Ministerial Departments, Executive Agencies, Executive and Advisory non-department public bodies (NDPBs) and national public corporations.
2. This should be taken to include all forms of receipts from fees, charges and other sources.
3. This includes facilities, equipment, stationery, telephone and other services.
4. Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.
5. If you are an MP, Member of the House of Representatives or a Local Councillor, you are exempt from these requirements - although you should still exercise proper discretion on matters directly related to the work of the body and recognise that certain political activities may be incompatible with your role as a board member.
6. In general, all financial interests should be declared. When considering what non-financial interests should be declared, you should ask yourself whether a member of the public, acting reasonably, would consider that the interest in question might influence your words, actions or decisions.
7. These are common law provisions.
8. See relevant legislations including the Betting, Gaming and Lotteries Act and the Public Bodies Management and Accountability Act.

Approved by the Board of Commissioners on Friday, October 28, 2022