

BORD BIA

CODE OF CONDUCT FOR SUBSIDIARY BOARD MEMBERS

This Code of Conduct is drawn up pursuant to the Code of Practice for the Governance of State Bodies. It does not purport to explicitly provide for all situations which may arise but sets out the main elements of the Code of Conduct including the requirement that Subsidiary Board Members should act in accordance with its overall ethical intent. It should not be regarded as being limited by any defects or omissions that may exist from time to time in any relevant rules, guidelines or policies. The Code is additional to and does not in any way restrict the legal obligations of Subsidiary Board Members.

The Code is intended to:

- (a) establish an agreed set of ethical principles;
- (b) promote and maintain confidence and trust, and
- (c) prevent development or acceptance of unethical practices;

Integrity – Subsidiary Board Members:

- Will disclose outside employment/business interests in conflict or in potential conflict with the business of the Bord Bia and will, on appointment to the Subsidiary Board, make a full disclosure of their employments and business interests and, if relevant, the employments and business interests of their family and of persons and bodies connected with the Subsidiary Board Member as specified in the Code of Practice for the Governance of State Bodies.
- Will keep the Secretary of Bord Bia advised of all relevant changes in their circumstances so as to ensure that these disclosures are up-to-date at all times and will make immediate disclosure of any circumstances likely to give rise to a conflict of interest, directly or indirectly, in the exercise of their duties and functions as Subsidiary Board Members
- Will, at any Subsidiary Board Meeting at which it is proposed to discuss or decide matters in which a Subsidiary Board Member has an interest (other than in his/her capacity as a Subsidiary Board Member) or in which a person or body connected with him/her has an interest, inform the meeting of this interest prior to commencement of the discussion, and shall withdraw from the meeting for so long as the discussion shall continue and return any documents received from Bord Bia which could involve any possible conflict of interest
- Will ensure management and employees should not be allowed to be involved in outside employment/business interests in conflict or in potential conflict with the business of the body;
- Will not seek, accept or derive, at any time during membership of the Subsidiary Board or thereafter, any unauthorised profit, corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on business transactions, arising from membership of the Subsidiary Board of Bord Bia, other than such remuneration or emoluments, if any, directly and properly payable by Bord Bia
- should have a commitment to compete vigorously and energetically but also ethically and honestly and in their capacity as Subsidiary Board members have as their first priority the furtherance of the aims and objectives of Bord Bia, notwithstanding their membership of, or involvement in, other organisations;
- should ensure that the conduct of purchasing activities of goods/services is in accordance with best business practice;
- should ensure that a culture applies in Bord Bia of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally;
- should ensure that the Bord Bia's accounts/reports accurately reflect its business performance and are not misleading or designed to be misleading;
- should avoid the use of the Bord Bia resources or time for personal gain, for the benefit of persons/organisations unconnected with Bord Bia or its activities or for the benefit of competitors; and
- should have a commitment not to acquire information or business secrets by improper means.
- will fully comply in full with the provisions of the Ethics in Public Office Acts 1995–2001 and all instruments made thereunder and Section 25 (re disclosure of interests) and Section 26 (re confidentiality) of the Bord Bia Act 1994 as amended.

Information – Subsidiary Board Members should ensure that there is:

- support by Directors, management and employees of Bord Bia for the provision of access to general information relating to the Bord Bia's activities in a way that is open and enhances its accountability to the general public.
- respect for the confidentiality of sensitive information held by Bord Bia. 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 Bord Bia.
- not, during his/her term of office or thereafter, without the specific approval of the Subsidiary Board, or an officer authorised to act on behalf of the Subsidiary Board, any disclosure by him/her of any information whatsoever relating to proceedings at Subsidiary Board Meetings, or any other confidential information relating to Bord Bia or its business, functions or transactions, other than to properly authorised persons, within or acting for Bord Bia, or as required by law.

- appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- compliance with relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Acts, 1997 and 2003).

Obligations – Subsidiary Board Members should ensure:

- that there is fulfillment of all regulatory and statutory obligations imposed on Bord Bia;
- there is compliance with detailed tendering and purchasing procedures, as well as compliance with prescribed levels of authority for sanctioning any relevant expenditure;
- the introduction of controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel;
- they use their reasonable endeavours to attend all Subsidiary Board meetings; and
- they conform with procedures laid down by the Subsidiary Board in relation to conflict of interest situations, including in regard to acceptance of positions following employment, membership of the Subsidiary Board and/or engagement by Bord Bia that may give rise to the potential for conflicts of interest and to confidentiality concerns.
- they acknowledge the duty of all to conform to highest standards of business ethics.

Loyalty – Subsidiary Board members acknowledge the responsibility:

- to be loyal to Bord Bia and be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its parent department.
- to diligently and in good faith to the full extent of their skill and knowledge, carry out their functions as Subsidiary Board Members for the sole purposes for which these functions are authorised by virtue of legislation, or administrative guidelines, or Subsidiary Board policy, as the case may be, in the best interests of Bord Bia.
- to ensure that all of their activities are in accordance with the ethical considerations implicit in these procedures, whether covered specifically herein or otherwise in the Code of Practice for the Governance of State Bodies, and with any other rules, procedures or guidelines that may apply from time to time.

Fairness – Subsidiary Board members should ensure:

- there is compliance with employment equality and equal status legislation;
- there is a commitment to fairness in all business dealings; and
- that Bord Bia values customers and treats all customers equally.

Work/External Environment – Subsidiary Board members should:

- place highest priority on promoting and preserving the health and safety of employees;
- ensure that community concerns are fully considered; and
- minimise any detrimental impact of the operations on the environment.

Review of Code of Conduct – Subsidiary Board members should ensure:

That this code is regularly reviewed and updated as appropriate.

Note: An employment or business interest with any person, body or organisation includes any or all such relationships by whatever name or designation they are called, including, for example: proprietor, Subsidiary Board Member, employee, shareholder, consultant, contractor, sub-contractor, supplier, trustee, partner, etc.

DECLARATION AND UNDERTAKING BY SUBSIDIARY BOARD MEMBERS

I HEREBY DECLARE that the details of my employment and business interests, and, where relevant, the employment and business interests of my family, and persons and bodies connected with me, set out herein, represent a full and complete disclosure for the purposes of the relevant sections of the Code of Practice for the Governance of State Bodies. I UNDERTAKE TO COMPLY with Code of Practice for the Governance of State Bodies and Code of Conduct for Subsidiary Board Members requirements and procedures (copies of which I acknowledge having received and read) including as hereunder.

In addition to the like duties and obligations (save where clearly inapplicable or provided for herein) as those of directors of companies under the Companies Acts or any law or laws relating to companies (duty to act in the best interests of the company; duties of diligence, skill and care; of good faith and honesty; of personal performance – delegation of duties; and duty as to conflict of interest) and requirements under the Ethics in Public Office Acts 1995 and 2001, all of which together with the following procedures, I accept and WITH WHICH I WILL COMPLY, should be observed:

- i) On appointment to the Subsidiary Board, each member should furnish to the Secretary details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Subsidiary Board. Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed in accordance with Section 25 of the Bord Bia Act 1994 and the Code of Conduct for Subsidiary Board Members. In addition each member should furnish to the Secretary details of business interests on the lines above of which he/she becomes aware during the course of his/her Subsidiary Board Membership.
- ii) In addition to the foregoing where it is relevant in any matter that arises, the member should indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at (i). For the purpose of this declaration "Family" and "Persons and Bodies Connected with a Member" shall mean and include as provided for in Section 6(ii) of the Code of Practice for the Governance of State Bodies.
- iii) Subsidiary Boards may exercise discretion regarding the disclosure by members of minor shareholdings. As a general guideline, relevant shareholdings valued at more than €13,000 or more than 5 per cent of the issued capital of a company should be disclosed.
- iv) If a member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairperson.
- v) Details of the above interests should be kept by the Secretary of the body in question in a special confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Secretary as soon as possible. Only the Chairperson, Secretary and Chief Executive of the body should have access to the register.
- vi) Should a matter relating to the interests of the Chairperson arise, he/she should depute the Deputy Chairperson or another Member to chair the Subsidiary Board meeting and should absent himself/herself when the Subsidiary Board is deliberating or deciding on a matter in which the Chairperson or a person or body connected with the Chairperson has an interest.
- vii) Subsidiary Board or Bord Bia documents on any case which relate to any dealings with the above interests should not be made available to the Member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the Member.
- viii) As it is recognised that the interests of a Member and persons connected with him/her can change at short notice, a Member should, in cases where he/she receives documents from Bord Bia relating to his/her interests or of those connected with him/her, return the documents to the Secretary at the earliest opportunity.
- ix) A Subsidiary Board Member should absent himself/herself when the Subsidiary Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Subsidiary Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Subsidiary Board Member would not have access) should be maintained.
- x) Where a question arises as to whether or not a case relates to the interests of a Member or a person or body connected with that Member, the Chairperson should determine the question.

I FURTHER UNDERTAKE that I will not disclose to any person other than a Subsidiary Board Member of Bord Bia or an authorised officer or servant of Bord Bia or the Minister for Agriculture, Fisheries & Food or the Comptroller and Auditor General, any information relating to proceedings at Bord Bia Subsidiary Board Meetings or any other confidential information relating to Bord Bia or its business, or any information relating to a person or company or body which I have acquired in my capacity as Subsidiary Board Member of Bord Bia without the consent of the Subsidiary Board, or of an authorised officer of Bord Bia, or of the person or company or body to whom or to whose business the information relates, as the case may be (this Undertaking will continue to apply to former Subsidiary Board members).

Particulars of Relevant Family Employments and Business Interests:

Particulars of Relevant Employments and Business Interests of Persons or Bodies Connected with the Subsidiary Board Member:

NOTE:

The following information should be given in respect of each employment and business interest, as relevant:

1. Name of Person, Body or Company
2. Nature of Involvement
3. Date Commenced
4. Tenure (if applicable)
5. Particulars of shareholding

Subsidiary Board Member's

Name

Address

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Signed:

Date.....