3. Code of Business Conduct for Authority Members
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This code of conduct elaborates on the Guiding Principles and provides a framework to guide the work of the Authority in order that ethical practices are followed and that confidence and trust in the Authority are established and maintained.

The central requirement of the Code is that Authority Members (Members) must operate, and be seen to operate, to the highest standards of business ethics.

Five principles of conduct are set out below covering:

1. Conflict of Interest
2. Support and Loyalty
3. Fairness and Work Environment
4. Confidential Information
5. Integrity.

1. Conflict of Interest

Members are statutorily obliged to comply with the provisions of Sections 35 and 36 of the Dublin Transport Authority Act 2008 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Authority.

Members are also required to comply with Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts). The obligations in that regard are summarized in the Guidelines for Public Servants (10th Edition) published by the Standards in Public Office Commission.

A Member shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Authority a new declaration in the prescribed form.

Members shall ensure that there is no conflict of interest between the discharge of their duties as Members of the Authority and any outside employment/business interests/beneficial or other interests they may have. In particular, individual Members shall avoid actual or apparent conflict of interests in relation to situations involving the potential award of a contract or the disbursement of monies.

To ensure appropriate practice, Members shall comply with the following requirements:

- disclose all details relating to their connection to any persons or groups doing business with the Authority;
- disclose outside employment/business interests in conflict or in potential conflict with NTA business;
- remove themselves from situations or decisions that may present a potential conflict of interest;
- not participate, where an actual, apparent or perceived conflict of interest occurs, in discussions or votes on business transactions between the Authority and other parties, unless permitted to do so by and after full disclosure to the Chairperson; and
- not take advantage of their position for personal gain.

Where a question arises as to whether or not a matter relates to the interests of a Member or a person or body connected with him or her, this should be notified to the Chairperson. The Chairperson will decide the issue and will refer the matter to the Members as necessary. The Members’ decision shall be final, and the decision shall be reflected in the minutes of the meeting. Potential conflicts of interest in relation to the Chairperson should be referred to the Ordinary Members of the Authority for decision.

Where a matter arises relating to the interests of the Chairperson, he/she shall delegate another member to chair the Authority meeting in relation to that item and shall absent himself from deliberations or decisions on that matter.

2. **Support and Loyalty**

Members shall not undermine through action or omission the goals and objectives of the Authority.

Members shall support all actions taken by the Authority, even when they may be in a minority position with respect to such action. Members may identify that a decision or action was not their preference but shall do so in a manner that supports the collegiate decision and does not undermine that decision.

3. **Fairness and Work Environment**

Members place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

- The Authority promotes the development of a culture of “speaking up” whereby workers can raise concerns regarding wrong doing in the workplace without fear of reprisal;
- The Authority complies with employment equality and equal status legislation;
- The Authority commits to fairness in all its commercial dealings;
- All Authority stakeholders are treated equitably and with courtesy;
- The Authority places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public;
• Community concerns are considered;
• Any form of harassment of staff or Members is not tolerated;
• The Authority minimizes any detrimental impact of operations on the environment;
• Only expenses necessarily incurred in the discharge of NTA responsibilities are claimed.

4. Confidential Information/Improper Communications

Members are statutorily obliged to comply with the provisions of Section 38 of the Dublin Transport Authority Act 2008 concerning confidential information and section 39(2) concerning improper communications.

Members shall make themselves familiar with these statutory provisions which generally provide that:

• a Member shall not disclose confidential information obtained in the course of performing their duties unless authorized in writing by the Authority;
• any Member who contravenes this requirement shall be guilty of an offence;
• Any Member who is in receipt of a communication made for the purpose of improperly influencing his or her consideration of any matter shall inform forthwith the Chairperson of the Authority in writing.

Confidential information includes:

• information furnished to the Authority by a Government Department upon terms which forbid the disclosure of the information to the public;
• information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court, information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder;
• information relating to the financial or business affairs of any individual;
• information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labor relations matter;
• any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Authority, or the determination of any matter, affecting the Authority, (whether in either case, proceedings have been commenced or are in contemplation);
• information that is expressed by the Authority or a Committee to be confidential either as regards particular information or as regards information of a particular class or description;
• commercial information in relation to contractors, consultants, providers of finance or any other person;
• commercially sensitive information including proposals of a commercial nature or tenders submitted to the Authority by contractors, consultants or any other person; and
• information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Executive in circulating documents to the Members to determine whether such documentation contains any confidential information and, if so, to mark them ‘confidential’.

Handling and Disposal of Confidential Information

Members in receipt of ‘confidential’ information shall:

• comply with any impacting legislation
• only use it in accordance with the proper performance of their duties.
• not divulge or use the information improperly.
• keep the information secure and not make copies of it.
• dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment should be made.

Members in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss.

Confidential information should be securely disposed of in accordance with NTA specified procedures.

Discussions at the Authority and at Authority Committees

In addition to the requirements outlined above in respect of confidential information, Members shall not repeat in a public setting or communicate to the media any discussions of the Authority or its Committees concerning the Authority’s business and practices, or any discussions of a personal nature concerning their peers or the Authority’s executive.
Members in the course of their duties acquire information that has yet to be made public and is still confidential. Members shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Authority or anyone else.

5. **Integrity**

Members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Authority.

Members acting in a personal capacity, or on behalf of a club, society or professional body, shall not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to the Authority or from customers of the Authority. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

6. **Retirement/Resignation**

Members upon retirement/resignation have a responsibility to ensure the five principles of the Code of business of conduct are not compromised and will be required by the Authority on cessation of their position to sign a declaration agreeing to this. Former Members should treat commercial information received while acting in that capacity as confidential.

Members should not retain confidential documentation obtained during their terms as a Member and should return such documentation to the Chief Executive or otherwise indicate to the Chief Executive that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Members require access to Authority papers from the time of their term on the Authority, this can be facilitated by the Chief Executive.

The NTA recommends that the acceptance of future employment/membership where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the State body has ceased. A period of twelve months is regarded as a reasonable period of time.

Appendix 1 contains a letter that will be sought from Members.
Appendices
Appendix 1: Matters reserved for the Board

No matter how effective the Board of the Authority may be, it is not possible nor appropriate for the Members to have hands on involvement in every aspect of the Authority’s functions and operations.

Day to day responsibility for the administration and business of the Authority is vested, under section 19 of the 2008 Act in the chief executive.

There are, however, a number of matters which are required to be, or that should in the interests of the Authority only be, decided by the Board of the Authority, and these are set out in the list set out below. This list should be reviewed every two years.

All other functions of the Authority are to be performed by the chief executive in accordance with, and pursuant to, section 19(2) of the 2008 Act.

List of Matters Reserved for the Board

1. Approval of the long-term objectives and strategies of the Authority.

2. Establishment, terms of reference, membership, procedures and dissolution of Authority committees.

3. The making of any statutory instrument (within the meaning of the Interpretation Act 2005).

4. Approval of the annual report and financial statements of the Authority.

5. Annual confirmation to the Minister that the Authority has a system of internal control in place.

6. Adoption of the Transport Strategy (Section 12, 2008 Act).

7. Adoption of the Integrated Implementation Plan (Section 13, 2008 Act) and its reflection in the annual planning and budgeting cycle.

8. Adoption of the Strategic Traffic Management Plan (Section 64, 2008 Act).

9. Adoption of any Demand Management Scheme (Section 71, 2008 Act).

10. Approval of the annual budgets and corporate plans, and formal evaluation of performance by reference to the plan and budget on an annual basis for inclusion in the annual report where appropriate.
11. Borrowing by the Authority (Section 30, 2008 Act).

12. Determination of funding allocation procedures to public transport authorities and
other persons as provided for under various sections of the 2008 Act and the 2009
Act. Determination of contract award procedures for NTA Service, Supply and
Works Contracts (see Procurement document no. 6).

13. Contract approvals:
Contracts, including those tendered from previously approved frameworks, in excess of
€1.0 million (excluding VAT) will be referred to the Authority Members (Members) for
approval in advance of execution by the Chief Executive Officer.

Extension of Contracts:
Contracts approved by Members will be for the maximum possible term envisaged by the
contract, including permissible contract extensions. The decision to extend beyond any
initial contract period will be an executive function.

Works Contracts (Other than PPP Contracts):
The Chief Executive Officer will be responsible for dealing directly with the award of
contracts up to and including €5 million (excluding VAT) in value. Contracts in excess of
€5 million (excluding VAT) will be referred to the Authority for approval in advance of
execution by the Chief Executive Officer.

PPP Contracts:
All PPP contracts will be referred to the Authority for approval in advance of execution by
the Chief Executive Officer.

14. Review and approval of the Authority’s:
   a) Overall corporate governance arrangements and
   b) Terms of reference of sub committees.

15. Approve the Code of Conduct for good corporate governance (Section 34, Dublin Transport
Authority Act 2008).

16. The approval of any regulatory framework being developed pursuant to Section 9,
Taxi Regulation Act 2003.

17. The adoption of strategic plans in accordance with Section 28, Taxi Regulation Act 2003.
18. Approve the risk management framework and monitor its effectiveness. The Authority should review material risk incidents and note or approve management’s actions, as appropriate.

19. Approval of the appointment, remuneration, assessment of performance, and succession planning for the Chief Executive Officer.

20. Determining strategic policy with respect to the prosecution, defense or settlement of litigation and the commencement of legal proceedings in the name of the Authority where there is a potential financial exposure of €150,000 or more. (This provision does not apply to the commencement of legal proceedings in pursuit of the Authority’s enforcement powers under statute, their defence of legal proceedings or the settlement of legal proceedings).

21. Acquisition and disposal of land, interest in land or any other property, including the facilitation of development, for the purpose of facilitating the provision of public transport infrastructure (Section 44, 2008 Act).

22. Significant Acquisitions, disposal and retirement of assets with an anticipated value at or above a threshold level, currently set at €150,000.

23. Preparation of superannuation scheme for submission to the Minister for Transport and approval of significant amendments to the scheme, particularly with regard to pension benefits, (which may require Ministerial approval).

24. Responsibility for, setting authority levels, treasury policy and risk management policies.

25. Ensuring compliance with statutory and administrative requirements in relation to the approval of the appointment, number, grading, and conditions all staff, including remuneration and superannuation, in line with relevant Government circulars and sanctions.

26. Review of its own operation and identification of ways of improving its effectiveness including if there are gaps in competencies and ways these could be addressed.

27. Approval of Performance Delivery Agreements (PDA’s) with the Department of Transport, Tourism and Sport.

28. Approval of proposals to assign additional functions to the Authority will be subject to prior consultation with the Board.