



National Transport Authority

003 – Code of Business Conduct for Authority Members

Version 3.0

Last revision date 31st August 2021

September 2021

Process for Policy Review and Update

This document is classified as confidential and is for internal use by the National Transport Authority (NTA) only.

Each policy shall require approval by the National Transport Authority prior to implementation.

Any modifications to existing policies shall be carefully documented. This shall include the completion of the revision history table.

Reader Guidance: If a policy is modified the table below must be inserted at the end of the modified policy to reflect any changes. All fields in the table must be completed.

Revision History

Version	Date	Description	Prepared	Reviewed
1.0		For Board Approval	Philip L'Estrange	Board approved
2.0	13/09/2019	For Board Approval	Philip L'Estrange	Board approved
3.0	17/09/2021	For Board Approval	Philip L'Estrange	Board approved

Next review date: September 2023

Approvals

Position		Name	Date
Corporate Risk Manager	Bi-annual Review	Gerard McBrien	31/08/2021
Head of Governance	Approved Policy Review	Noel Beecher	09/09/2021
Board Committee	Bi-annual Review	Board Committee	17/09/2021

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 summarised 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/herself 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. A Member may record the fact of their dissent in the minutes of the relevant meeting

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, workers and the general public;
- Community concerns are considered;
- Any form of harassment of workers or Members is not tolerated;
- The Authority minimises any detrimental impact of operations on the environment; and
- 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 authorised in writing by the Authority;
- any Member who contravenes this requirement shall be guilty of an offence; and
- 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

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the order of the court, information relating to a particular workers, former workers or applicant to become a worker 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 labour 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; and
- 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 are not compromised and will be required by the Authority on cessation of their position to sign a declaration agreeing to this, a sample declaration is attached in [Appendix 1](#). 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 Officer or otherwise indicate to the Chief Executive Officer 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 Officer.

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

Retirement /Resignation Letter

In accordance with the Code of Business Conduct for Authority Members I agree that following my resignation as a member of the Authority to uphold the principles of the Code of Business Conduct for Authority Members and to ensure that the ethical practices are followed. As a former Member all commercial information received while acting in that capacity will be treated as confidential.

I can confirm I have returned to the Authority's Chief Executive Officer or securely disposed of the Authority's confidential documentation in an appropriate manner.

Yours sincerely

_____ Name

_____ Address

_____ Date