



# **Code of Business Conduct for Authority Members**

**May 2025**

## Conflict of Interest

Authority 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.

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. An Authority 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.

Authority 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 Authority 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, Authority 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 Authority business;
- remove themselves from situations or deliberations that may present an actual or potential conflict of interest;
- not participate, where an actual or potential conflict of interest occurs, in deliberations or decision making 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.

Declarations of interest shall be a standing item on all Board meeting agendas, if an Authority Member or a person or body connected with him or her, have any of the above identified interest they shall declare this interest.

Where a question arises as to whether or not a matter relates to the interests of an Authority Member or a person or body connected with him or her, this shall be notified to the Chairperson. The Chairperson will decide the issue the Chairperson's decision shall be final, and the decision shall be reflected in the minutes of the meeting. Any conflict of interest in relation to the Chairperson shall be referred to the Board Members of the Authority for decision.

Where the Chairperson has a conflict of interest in relation to an agenda item, 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.

Any documents regarding any matter in which an Authority Member has disclosed an interest shall not be made available to the Authority Member concerned, save to the extent which the Chairperson permits. As it is recognised that the interests of an Authority Member and persons connected with them can change at short notice, an Authority Member shall, in cases where they receive documents relating to their interests or of those connected with them, return the documents to the Secretary of the Board/Committee at the earliest opportunity. An Authority Member shall absent themselves when the Board/Committee is deliberating or deciding on matters in which that Authority Member has declared an interest. In such cases consideration should be given as to whether a separate record (to which the Authority Member would not have access) should be maintained.

Details of interests disclosed shall be kept by the Secretary of the Board or other nominated person in a special confidential register. Access to the register shall be restricted to the Chairperson, Members and Secretary of the Board on a strictly need to know basis.

## **Support and Loyalty**

Authority Members shall not undermine through action or omission the goals and objectives of the Authority. Authority Members shall support all decisions and actions properly taken by the Authority, even when they may be in a minority position with respect to such action. Authority 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. An Authority Member may record the fact of their dissent in the minutes of the relevant meeting.

## **Fairness and Work Environment**

Authority 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 wrongdoing 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 the Authority responsibilities are claimed.

## **Confidential Information/Improper Communications**

Authority 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.

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

- Authority Member shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Authority;
- any Authority Member who contravenes this requirement shall be guilty of an offence; and
- any Authority 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 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 Board 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 Authority Members to determine whether such documentation contains any confidential information and, if so, to mark them ‘confidential’.

## **Handling and Disposal of Confidential Information**

Authority Members in receipt of ‘confidential’ information shall:

- comply with any impacting legislation;
- only use it in 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 shall only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment shall be made.

Authority 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 shall be securely disposed of in accordance with Authority specified procedures.

## **Discussions at the Board and at Authority Committees**

In addition to the requirements outlined above in respect of confidential information, Authority Members shall not repeat in a public setting or communicate to the media any discussions of the Board 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.

Authority Members in the course of their duties acquire information that has yet to be made public and is still confidential. Authority 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.

There shall be a culture of openness and debate at the Board and Committee tables. Authority Members shall strive to support and challenge one another and senior management, and all shall strive to contribute effectively during the meetings.

Authority Members and/or other contributors shall only address the meeting through the Chairperson. Those in attendance are expected to observe silence when others are addressing the meeting.

The time limit for speakers and contributors will be at the discretion of the Chairperson; consistent with the expedient, efficient and effective conduct of the meeting and the covering of the agenda.

The following principles will apply to the conduct of business:

- All Authority Members who wish to comment are to be given reasonable opportunity to do so;
- Time spent discussing issues shall be proportionate to the importance and relevance of the issue;
- Discussion shall be pertinent to the issue under consideration;
- Only matters that relate to the mandate, role and responsibility of the Board will be discussed;
- Discussion that would be more suitably held at the relevant sub-committee will be referred to that sub-committee;
- Discussions will be directed towards a decision that is generally accepted, clear and understood by those present.

The Chairperson may identify and name Authority Member for disruptive or unruly behaviour. If the behaviour persists, the Chairperson can request that person to leave the meeting. For serious breaches of conduct, the Chairperson will briefly explain the circumstances and can order the immediate removal of an Authority Member from the meeting.

## Integrity

The Authority has a separate Client and Staff Hospitality Expenditure and Gift Policy. This section should be read in conjunction with the Client and Staff Hospitality Expenditure and Gift Policy.

Giving or receiving 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 judgement on business transactions shall be avoided.

Detailed in the Client and Staff Hospitality Expenditure and Gift Policy of the Authority is that **Authority Members cannot accept any gifts from suppliers other than a very modest gift**

**of under €10 value.** The value of gifts accepted in any year by an Authority Member from any one source must not exceed this €10 limit.

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.

## **Breaches and Alleged Breaches**

Breaches and/or alleged breaches of this Code of Conduct will be dealt with by the Chairperson. Any breach and/or alleged breach of this Code by the Chairperson will be dealt with, by the Chairperson of the Audit and Risk Committee. When a breach and/or alleged breach of the Code occurs, access to legal advice and/or independent review will be facilitated for the relevant Chairperson to determine the appropriate procedures to follow.

## **Retirement/Resignation**

Authority Members upon retirement/resignation have a responsibility to ensure the non-disclosure of privileged or confidential information. This includes commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes), personal information and/or information received in confidence.

Authority Members upon retirement/resignation shall arrange to return all IT equipment they received as a Member to the Board or Board Committee to the Board Secretary at their earliest convenience. The Board Secretary upon retirement/resignation of Authority Members will remove their access to electronic Board and Committee (where applicable) documentation.

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

The Authority recommends that the acceptance of future employment/membership where the potential for conflict of interest arises should be avoided during a reasonable period after the exercise of a function in the Authority has ceased.