



Ospidéal Rioga
Cill Mhaighneán
Baile Átha Cliath 8
D08 FW31, Éire

Royal Hospital
Kilmainham
Dublin 8
D08 FW31, Ireland

Code of Conduct for Board Members and Staff of IMMA

1.1.1 Introduction

This Code of Conduct sets out principles and practices governing the conduct of Board members and staff in IMMA. It has been drawn up pursuant to the *Code of Practice for the Governance of State Bodies* which provides a framework for the application of best practice in corporate governance in State bodies.

The purpose of the Code is to:

- Establish an agreed set of ethical principles for Board Members and staff of IMMA;
- Promote and maintain confidence and trust in the organisation; and
- Prevent the development or acceptance of unethical practices.

The Code confirms the Board's commitment to the highest standards of business conduct and has been developed to assist Board Members and staff to understand their duties, rights and obligations. Board Members and staff are expected to comply with the Code and to promote and support the principles set out in the Code by leadership and example and maintain and strengthen public and Government trust and confidence in the organisation.

The Code of Conduct is approved by the Board and is available on the State body's website.

1.1.2 Key Principles

Board Members and staff shall observe the highest standards of conduct and, to ensure this, they shall adhere to the principles of:

- Integrity and Independence
- Transparency
- Confidentiality
- Loyalty
- Engagement and Participation
- Acting in the Public Interest, and
- Fairness.

1.1.3 Scope

The Code is binding on all Board Members and staff of IMMA and requires that each person be familiar with its provisions. In addition, the Code applies to all members of any Committee established by the Board, including any external persons or professional and other advisers appointed by the Board to such Committee.

1.1.4 Acknowledgment by Board members and staff of their Obligations under this Code

Each Board member acknowledging that they have read the Code and understand its provisions and related obligations. When signed by Board Members, the Declaration of Understanding is to be returned to the Secretary for record purposes. The code must be brought to the attention of all staff with a reminder of their obligations under same.

1.1.5 Review of Code of Conduct

This Code of Conduct was formally adopted by the Board in May 2018. The Board will undertake periodic reviews of the Code to ensure it remains appropriate.

1.2.1 Integrity and Independence

- Board members and staff must maintain the highest ethical standards and be objective and independent in discharging their duties;
- Board members must disclose outside employment/business interests in conflict or in potential conflict with IMMA's business;
- On joining, annually and at each Board meeting, Directors must disclose any outside interests that are in conflict or potential conflict with the business of IMMA;
- Directors must not participate in discussions or decisions where there may be conflicts of interest whether or not these have been previously disclosed;
- Directors and staff must not give or receive corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or recipient to make independent judgment or business transactions;
- Directors and staff must act both ethically and honestly;
- Purchasing of goods/services must be conducted in accordance with best business practice, must comply with public sector procurement procedures and ensuring value for money and must comply with prescribed levels of authority for sanctioning relevant expenditure as agreed by the Board;
- Expenses should only be claimed as appropriate to business needs and in accordance with good practice in the public service generally;
- Ensure that IMMA's Annual Report and financial statements accurately reflect its business performance and are not misleading or designed to be misleading;
- Not use IMMA resources or time for personal gain or for the benefit of persons/organisations unconnected with IMMA or its activities;
- Not to acquire business information or confidential business matters by improper means through the course of work.

1.2.2 Information

- The Board, management and staff of IMMA will support the provision of access to general information relating to the organisation's activities in a way that is open and that enhances its public accountability;
- Respect the confidentiality of sensitive information held by IMMA. Such information 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 IMMA.
- Observe appropriate prior consultation with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;
- Comply with relevant statutory provisions relating to access to information (e.g. Data Protection Act, Freedom of Information Act);
- Director and staff (including past Directors and staff) shall not inappropriately disclose any confidential information whether written or verbal or electronically recorded, generated or received. Director shall seek advice from the Chair in case of any uncertainty about whether material should be treated as confidential. Staff shall seek advice from their line manager in similar situation. To avoid breaches of confidentiality it is safest to assume that all information and particulars of IMMA's ongoing work are confidential unless there is evidence to the contrary;
- On ceasing their position, Director must return all official records and documents.

1.2.3 Fairness

- Director and staff must ensure to comply with employment equality and equal status legislation;
- There must be a commitment to fairness in all business dealings;
- Customers, clients and visitors should be valued and treated with appropriate respect;

- A Protected Disclosure policy is in place and a culture of 'speaking up' will be encouraged whereby staff can raise concerns regarding significant wrongdoings in the workplace without fear of reprisal; and
- Priority will be given to promoting and preserving the health and safety of staff and others visiting or working on the RHK site.

1.2.4 Engagement, Participation and Loyalty

- Director shall make all reasonable endeavors to attend all Board meetings and Committee meetings on which they serve and be well prepared by reading relevant papers in advance and contributing to decision-making;
- Director shall act diligently and in good faith to the full extent of their skill and knowledge and carry out their functions as Director for the sole purpose for which these functions are authorised;
- Director shall take all necessary steps to familiarise themselves with information relevant to their role. In particular, Director should ensure familiarity with IMMA's governing documents and relevant legislation;
- Director shall share collective responsibility for decisions taken by the Board as a whole;
- Director shall commit to vigorous, ethical and honest participation;
- Director should acknowledge the responsibility to be loyal to IMMA and fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of the Minister and Government.

1.2.5 Circulation and Review

The Code of Conduct and the document on disclosure of interests will be circulated to all Board members, management and staff for their retention. All recipients must acknowledge their receipt and understanding of same.

The Code of Conduct will be considered by the Board at least once annually and will be reviewed as part of the review of the Corporate Governance Framework.