

Pyrite Resolution Board

Code of Business Conduct

Adopted by Pyrite Resolution Board

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Background

1. Codes of Business Conduct for Board Members and Staff

The 2009 “Code of Practice for the Governance of State Bodies” issued by the Department of Finance provides a working framework for the application of best practice in corporate governance. Paragraph 5 of the Code states that “all State bodies should have written Codes of Business Conduct for their directors and employees” These codes of conduct serve to provide a framework against which the business of the Pyrite Resolution Board can be run in a legal and ethical manner while upholding the values of the Board.

2. Conflict of interest

In order to safeguard against any loss of public confidence and damage to the reputation of the Board which could arise as a result of a poorly managed conflict of interest, the Board has adopted a conflict of interest policy.

The requirement of which are as follows:

- a) Staff and Board members in decision-making roles are prohibited from entering into business transactions with other board members. Any potential conflicts in this regard shall be disclosed.
- b) Staff and Board members in decision-making roles must disclose all details relating to their connection (direct or indirect) to any persons or groups doing business with the Board.
- c) Board Members shall withdraw from decisions that present a potential conflict.
- d) Board members who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the Board and the other groups.
- e) Staff members who have an actual or potential conflict should not be substantively involved in decision-making affecting such transactions.

The above is without prejudice to the Schedule of the Pyrite Resolution Act 2013.

3. Participation

- a) Board Members shall demonstrate their commitment to the Board by demonstrating a high priority of participation in Board and Committee meetings through high levels of attendance.
- b) Board Members shall prepare themselves for all Board and Committee meetings by familiarising themselves with the meeting's agenda and background materials to the greatest extent possible, with the goal of discussing the issues and business addressed at the meetings.
- c) Board Members shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable.

4. Respect

- a) Staff and Board members shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints.
- b) Staff and Board members shall work with and respect the opinions of their peers and leave personal prejudices out of discussions.
- c) Board Members shall observe parliamentary procedures and display courteous conduct in all Board and Committee meetings toward each other and toward staff.

5. Support

- a) Staff and Board Members shall support, in an affirmative manner, all actions taken by the Board, even when they may be in a minority position with respect to any such action.
- b) Staff and Board Members shall represent the Board in a positive and supportive manner at all times and in all places.
- c) Staff and Board Members shall exercise the duties and responsibilities of their office or position with integrity, collegiality and care.

6. Governance

- a) Board Members shall ensure that the Board performs its duties of governance. Board Members shall ensure that they understand their legal obligations to the Board and that they ensure those obligations are upheld.
- b) Board Members shall place the Board's and its Board's interests before their own personal interests and will immediately declare any conflicts of interest which arise.

- c) Board Members shall remove themselves from situations where their continued presence on the Board may cause embarrassment to the Board or undermine the confidence of their peers.

7. Statutory Responsibilities

Staff and Board Members must adhere to all statutory responsibilities' imposed on the Board and ensure compliance with any provisions within these Acts, these include:

- a) Ethics in Public Offices Act 2005 and the Standards in Public Office Act 2001;
- b) Freedom of Information Acts, 1997-2003;
- c) The Data Protection Acts, 1988-2003;
- d) The Official Languages Act, 2003;
- e) Employment Legislation;
- f) Safety, Health and Welfare at Work Acts, 1989-2005.

8. Policy

- a) Board members shall use their best judgement to balance the relative importance of issues to be determined by the Board in setting policies and avoiding operational matters. Board members shall educate other Board members on those matters within their own area of expertise with a goal of having the Board make decisions collectively.
- b) Staff Board members shall uphold the vision statement as approved by the Board, as may be amended from time to time.

9. Administration

- a) Staff and Board Members shall actively support the Board's Executive by providing overall direction, resources and time frames to achieve the identified vision and ends of the Board.
- b) Staff Board Members shall publicly support actions taken by the Board's Executive to implement programs and achieve the objectives contained in the Board's plans and budgets as approved by the Board.
- c) Board Members shall recognise the difference between the role of the Board to set policies and strategic objectives, and the role of the staff to implement same.

10. Confidentiality

- a) Staff and Board Members shall maintain, at all times, the confidentiality of all confidential information and records of the Board and must not make use of or reveal such

information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.

- b) Staff and Board Members shall not use confidential information obtained through their association with the Board to further their private interests or the private interests of their friends or relatives.
- c) Staff and Board Members shall comply with any Board policies and procedures that guide the storage, use and transmission of any information of the Board, including the use of computer databases or email systems.
- d) Board Members shall treat Board discussions as a “safe haven” for the benefit of their peers and the Board’s Executive, and shall not repeat any discussions concerning the Board’s business and practices, or any discussions of a personal nature of their peers and the Board’s Executive, in a public setting.
- e) Staff and Board Members should ensure that this confidentiality is obtained where membership of the Board has ceased or where employment has ended with the Board. In particular, the Board recommends that the acceptance of further employment 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 Board.

11. Media

- a) Staff and Board Members shall not, in the context of the Board’s business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the Board without prior approval and briefing by the Board’s Chairperson, or someone approved by him.
- b) Staff and Board Members shall ensure that any comments made by them to the media outside of the context of the Board’s business and practices is attributed to them in their personal capacity and not in their capacity as Board members.

12. Property

- a) Staff and Board Members shall not misappropriate the Board’s assets for personal use. Board members are entrusted with the care, management and cost-effective use of the Board’s property and resources, including the use of the Board’s name, and should not make significant use of these resources for their own personal benefit or purposes.
- b) Staff and Board Members shall ensure that all Board property assigned to them is maintained in good condition, and shall be accountable for such property.

13. Responsibility

- a) Staff and Board Members must adhere to the standards prescribed by this *Code of Conduct*, as well as any applicable *Conflict of Interest Policy*, and shall execute declarations in favour of the Board and the Board to that effect.
- b) Board Members must adhere to all applicable legislation, as well as the by-laws and shareholder direction that govern the Board.
- c) Staff and Board members must adhere to all applicable policies of the Board while performing their duties, or while in situations which may affect their ability to perform their duties.
- d) Board Members shall report any breaches or potential breaches of this *Code of Conduct* to the Board through the Chair.
- e) Board Members who have breached or who are in a potential breach of this *Code of Conduct* may be requested to resign, or may request an exemption from any such breach or potential breach, by a determination of a special majority of the Board member's peers.

14. Integrity

- a) Staff and Board Members should avoid the giving or receiving of 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. Business gifts other than items of very small intrinsic value, such as business diaries or calendars, should not be accepted.
- b) Staff and Board Members will commit to compete vigorously and energetically but also ethically and honestly;
- c) Staff and Board Members will conduct purchasing activities of goods/services in accordance with best business practice;
- d) Staff and Board Members will ensure that the Board's accounts/reports accurately reflect their business performance and are not misleading or designed to be misleading;
- e) Staff and Board Members will avoid the use of the Board's resources or time for personal gain, for the benefit of persons/organisations unconnected with the body or its activities or for the benefit of competitors;
- f) Staff and Board Members commit not to acquire information or business secrets by improper means.

15. Information

- a) The Board Members support the management and employees of the Board in the provision of access to general information relating to the Board's activities in a way that is open and enhances its accountability to the general public, while respecting the confidentiality of sensitive information held by the Board.
- b) This would constitute material such as commercially sensitive information including future plans or details of major organisational or other changes personal information received in confidence by the Board.
- c) The management and staff will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- d) They will comply with relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Act, 1997).

16. Obligations

- a) The management and staff will fulfill all regulatory and statutory obligations imposed on the Board.
- b) They will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure
- c) They will work with the Board Audit Committee in implementing adequate controls to ensure compliance with best practices in financial procedures and reporting.

17. Work Environment

The Board Members place the highest priority on promoting and preserving the health, safety and welfare of employees.

18. Harassment

The Board will not tolerate any form of harassment of its Board Members or members of staff or by anyone. Discriminatory harassment unfairly harms people by targeting personal characteristics such as race, colour, religion, age, gender, national origin, disability, sexual orientation, or marital status. Sexual harassment is one form of discriminatory harassment, and refers specifically to sexual behaviour that is perceived as unwelcome, personally offensive, and creates a hostile, intimidating or offensive work environment. Non-discriminatory harassment, such as belittling others and making inappropriate comments, also undermines the dignity and respect due to everyone.

19. Misuse of Substances

Misuse of alcohol, drugs, medications and other substances can diminish job performance and can compromise the safety of others. Individuals should not work in an impaired state or allow substances to interfere with their own judgement or productivity or that of those around them.

20. Reporting Concerns (Confidential Disclosure)

The Board has in place a policy and procedure whereby employees of the Board may, in confidence, raise concern about possible irregularities in financial reporting or other matters and for ensuring meaningful follow-up of matters raised in this way.

The Board also provides safeguards to protect staff who raise genuine concerns about malpractice in connection with the Board. This includes concerns in relation to other members of staff.

Malicious reporting or knowingly making false reports, however, is a violation of the Code and may result in disciplinary measures.