

CODE OF BUSINESS CONDUCT FOR GOVERNING BODY MEMBERS OF INSTITUTE OF TECHNOLOGY, TRALEE – APPROVED BY GOVERNING BODY ON 2.7.2012

The Code of Practice for the Governance of Third Level Institutions outlines the responsibilities of members of the Governing Body of the Institute.

It is not possible to have a business code of conduct that will specifically provide for all situations that could arise. However, Governing Body members should be aware that it is their primary responsibility to ensure that their activities are ethical and are for the benefit of the Institute.

1. General Responsibilities of the Governing Body

- 1.1 Members of the Governing Body are expected to attend Governing Body meetings on a regular basis and be prepared by referring to source documentation in advance. The matters specifically reserved to the Governing Body for decision are per appendix A – see below:-
- 1.2 **Governing Body to discuss and consider**
 - Acquisitions and disposals.
 - Major investments and capital projects, delegated authority levels, treasury and risk management policy;
 - Approval of major contracts.
 - Appointments
- 1.3 Members of the Governing Body are expected to contribute to the decision making of the Governing Body and share responsibility for the Governing Body decisions.
- 1.4 Members of the Governing Body are encouraged to attend training events and keep up to date with subjects relevant to the Institute's operations.
- 1.5 Members of the Governing Body are expected to contribute to the work of sub-committees that may be appointed by the Governing Body.
- 1.6 Members may be expected to represent the Governing Body at meetings and events when required.
- 1.7 The Governing Body should take independent advice professional advice where necessary subject to Section 14e of the Second Schedule of the Institutes of Technology Acts, 1992 to 2006.
- 1.8 The Code of Business Conduct sets out 8 General Principles as follows:

2. THE CODE OF BUSINESS CONDUCT SETS OUT 8 GENERAL PRINCIPLES

2.1 Integrity

- (a) Following their appointment to the Governing Body of the Institute, each member should furnish to the Secretary of the Governing Body details of his/her employment and all other business interests including shareholdings, professional relationships etc. which might involve a conflict of interest in accordance with the Ethics in Public Office Acts, 1995 & 2001.
- (b) Members of the Governing Body should also declare interests held by family members which he / she could be expected to be reasonably aware of and that may result in a conflict of interest.
- (c) For the purpose of declaration, persons or bodies connected to the members should include:
 - a spouse, parent, brother, sister, child or step child;
 - a body corporate with which the member is associated;
 - a person acting as a trustee of any trust, the beneficiaries of which include the member of family or body corporate.
- (d) Each member of the Governing Body should furnish to the Secretary details of business interests as he/she becomes aware of them during their term as member of the Governing Body.
- (e) The Governing Body of the Institute may exercise discretion regarding the disclosure by members of minor shareholdings. As a general rule, shareholdings valued at more than €15,000 or of more than 5% of a company's issued share capital should be disclosed.
- (f) If there is any doubt as to whether this code requires the disclosure of the interest, the members should refer the matter to the Chairperson.

2.2 Register of Members Interests

- (a) The Secretary of the Governing Body will maintain a confidential Register of Interests of each member of the Governing Body. The register must be updated on an annual basis. Any changes in the interim in the disclosable interests

held by members of the Governing Body should be declared to the Secretary and the register updated accordingly.

- (b) Only the Chairman, President of the Institute and the Secretary of the Governing Body should have access to this register.

2.3 Attendance at a Governing Body Meeting where a conflict may arise

- (a) Should a matter arise where there is a conflict of interest relating to the Chairperson of the Governing Body he / she must absent himself / herself from the meeting while the issue is being discussed. In such a case a separate meeting record should be presented to the Chairperson having the conflict of interest with the relevant information discussed removed. During the Chairpersons absence the meeting will be chaired in accordance with paragraph 10 of the Second Schedule of the Regional Technical Colleges Act 1992.
- (b) Where a question arises as to whether or not a case relates to a conflict of interest of the Chairperson, the Governing Body shall decide the question.
- (c) Should a matter arise where there is a conflict of interest relating to a member of the Governing Body he / she must himself / herself from the meeting while the issue is being discussed i.e. where that member has been in a direct negotiating or approval role. In such a case a separate meeting record (unless such information could be reasonably assumed to available under Freedom of Information) should be presented to the member having the conflict of interest with the relevant information discussed removed.
- (d) Where a question arises as to whether or not a case relates to a conflict of interest of a member of the Governing Body the Chairperson of the Governing Body shall decide the question.

2.4 Gifts and Benefits

- (a) A Member of the Governing Body of the Institute must not obtain personal advantage from any person dealing with the Institute.
- (b) Specifically a Member of the Governing Body must not accept or give any gifts, or inducements where the value could make it appear that the person giving is attempting to influence the Member to gain advantage.
- (c) Governing Body members are required to avoid the use of the Institute's resources or time for personal gain.

2.5 Purchasing

- (a) Members of the Governing Body agree to comply with the Public Sector purchasing regulations.

2.6 Information

- (a) Governing Body Members are required to respect the confidentiality of sensitive information held by the Institute. This includes commercially sensitive information, personal information and information received in confidence by the Institute. All such matters discussed by the Governing Body are confidential.
- (b) Former Members of the Governing Body must treat commercial information received while acting in this capacity as confidential.
- (c) Governing Body Members are required to comply with relevant statutory provisions relating to data privacy and confidentiality.

2.7 Obligations

- (a) Governing Body Members are required to fulfil all regulatory and statutory obligations imposed on them.
- (b) It is acknowledged that the acceptance of positions following employment and/or engagement by a third level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. The Governing Body will consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective manner. The Governing Body will also ensure that any procedures that it may put in place in this regard are monitored and enforced.
- (c) Governing Body Members should be aware of their duty to conform to the highest standards of business ethics.

2.8 Loyalty to the goals of the Institute

Governing Body members are expected to act independently in the best interests of the Institute at all times and support decisions of the Governing Body.

2.9 Fairness

- (a) Governing Body Members should be aware of employment legislation and equal status legislation in carrying out their responsibilities.
- (b) Governing Body Members should be committed to fairness in all their business dealings.

- (c) Governing Body Members are required to treat all third parties equally.

2.10 Work / External Environment

- (a) Governing Body Members are committed to promoting and preserving the health and safety of staff, students and visitors to the Institute.
- (b) Governing Body Members are committed to minimising any detrimental impact on the environment resulting from the operations in the Institute.

2.11 Responsibility

Governing Body Members are required to acknowledge their receipt and understanding of the Code of Business Conduct and the policy in relation to the disclosure of interest.

2.12 Review

- (a) This Code will be subject to periodic review by the Governing Body.
- (b) Any proposed revisions to the Code of Business Conduct should be approved at a meeting of the Governing Body.

Appendix A:

In considering the role of the Governing Body, one must have regard to section 21A of the Regional Technical Colleges Act 1992 (as amended) which provides for the reserved functions . In summary, it provides that the Institute shall perform, by resolution of its Governing Body, such of the functions as are declared by the legislation to be reserved functions. There is a specific statutory prohibition on a Governing Body performing by resolution of its members or giving direction in relation to the performance of functions that are not reserved functions. See sections 21A(1) and (5). The functions that are declared to be reserved are specified in Section 21A(2). In summary, they are functions relating to decisions:

- (a) on the provision of courses of study;
- (b) on arrangements with FETAC, authorities approved by the NQAI and HETAC with regard to educational awards;
- (c) on the involvement of the Institute in research, consultancy and development work and related services;

- (d) on the offering of joint courses of study with other institutions and joint programmes of research, consultancy and development work;
- (e) with regard to the Institute's involvement in companies;
- (f) with regard to the award of scholarships, prizes and awards;
- (g) with regard to the maintenance, management, administration and investment of all of the money and assets of the college;
- (h) with regard to the acceptance of gifts of money, land and property;
- (i) with regard to the acquisition of land;
- (j) with regard to other matters necessary to further the objects and development of the college;
- (k) relating to the control and administration of the land and other property of the college;
- (l) to appoint a President/President and such other staff as they think necessary;
- (m) to perform such other functions as are conferred on it by legislation;
- (n) to appoint a President/Acting President;
- (o) to make regulations providing for the Academic Council;
- (p) to approve a Strategic Development Plan;
- (q) to approve an Equality Policy;
- (r) to approve Dispute Resolution Procedures.