

Framework for a Code of Business Conduct – Board and Committee Members - V. 3.0 approved at Board Meeting 6/11/18

The Code of Practice for the Governance of State Bodies required that each state body should have a written code of business conduct for members and employees. This Code has been revised having regard to the 2016 Code of Governance.

This code sets out the agreed standard of principle and practice which will inform the conduct of members of the Higher Education Authority, its Committees and Task Forces. Members are expected to comply with this written code. Members should also take into account their obligations under the Ethics in Public Office Acts as and when the terms of the Acts become applicable to Members of the Authority. Should a member have any doubt in relation to any aspect of the code she or he should consult the Chair¹ or CEO.

Objectives of the Code

This code seeks to;

- Establish an agreed set of ethical principles which will underpin the work of the Authority.
- Promote and maintain confidence and trust in the work of the Authority.
- Prevent the development or acceptance of unethical practices.

General Principles

Members should observe the following general principles;

- ***Integrity***
 - disclosure by Members of outside employment/business interests in conflict or in potential conflict with the work of the Authority;
 - Members are appointed in a non representative capacity and shall not accordingly promote the interest of their institution. Where a matter relating specifically to their institution is under consideration by the Authority they will deal with the matter by recusing themselves.

¹ The HEA Act refers to the position as Chairman

- avoidance of 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, members shall comply with the HEA's policy on the making of, and receiving of gifts;
 - conduct of purchasing activities of goods/services in accordance with best business practice;
 - ensuring that the Authority's accounts/reports accurately reflect their business performance and are not misleading or designed to be misleading;
 - avoidance of use of the Authority's resources or time for personal gain or solely for the benefit of persons/organisations unconnected with the HEA;
 - commitment not to acquire information or business secrets by improper means.
- ***Information***
 - The HEA will seek to ensure that access to general information on the activities of the HEA is facilitated in a manner that is open and enhances its accountability to the general public.

Members shall -

- respect the confidentiality of sensitive information held by the Authority. This includes material such as:
 - reports submitted for consideration by the Authority;
 - information received in confidence by the Authority;
 - personal information; and
 - commercial or institution specific sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring);
 - notwithstanding the above Members may, in the interests of being as well briefed as possible, seek objective information² on a matter under consideration by the Authority.

² Members should not disclose to third parties specific details set out in Authority papers but may seek the views of third parties on matters before the Authority.

- observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;
- comply with relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Act, 1997).
- **Obligations**

Members shall -

- ensure the Authority fulfils all regulatory and statutory obligations imposed on the HEA;
- ensure appropriate tendering guidelines are being applied in the HEA
- be satisfied that controls to prevent fraud have been put in place including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel;
- use their reasonable endeavours to attend all Authority meetings; and
- recognise that the acceptance of positions following membership of the Authority can give rise to the potential for conflicts of interest and to confidentiality concerns. A Member shall continue to respect the confidentiality of sensitive material held by the Authority in any dealings he/she may have following the termination of his/her membership of the Authority.
- Acknowledge the duty of all to confirm to the highest standards of business ethics

- **Loyalty**

The Authority acknowledges -

- The responsibility to be loyal to the HEA and be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of stakeholders.

- **Fairness**

The Authority will -

- ensure that it complies with employment equality and equal status legislation and;
 - be committed to fairness in all its activities; and
 - will value stakeholders of the HEA and treat all equally.
- ***Work/External Environment***

The Authority will -

 - place the highest priority on promoting and preserving the health and safety of employees and;
 - ensure that community concerns are fully considered.
 - Promote the development of a culture of 'speaking up' whereby members or employees can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal
 - Minimise any detrimental impact of the operations on the environment
- ***Communications***

Members shall -

 - adhere to the HEA policy that only the Chair, CEO, or their nominee speaks on behalf of the Authority to the media;
 - recognise that communication of decisions taken by the Authority is to be conveyed by the Executive; and
 - ensure that any correspondence received by Members relating to their work as Members should be referred to the Executive for appropriate response.
- ***Responsibility***
 - This Code of Business Conduct and a policy document on disclosure of interests will be circulated to all Members, management and employees for their retention;
 - the above recipients will acknowledge receipt and understanding of same; and
 - the Executive will prepare an explanatory booklet providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

- **Review**
 - The Authority will review this Code of Business Conduct as appropriate.

APPENDIX A

Procedures for disclosure of interests by Members of the Authority

1. On appointment to the Authority each Member will be required to complete a register of Members form. This should include details of the Member's employment and other business interests deemed appropriate.
2. It is recognised that Members are appointed by Government in a non-representational capacity save for the requirement under legislation that at least seven members are appointed from the academic community (i.e. holding a teaching and/or research position in a university or institution designated under the HEA Act) and seven members are appointed from outside the academic community.
3. Where the Authority is considering the funding of a proposal a member should withdraw from the meeting if that member (or a family member) is involved in, or attached to, a particular department or unit of a third level institution which stands to benefit from the allocation, or the member (or a family member) had a particular personal involvement in the preparation and furthering of the proposal from the Institution.
4. Where proposals for the supply of goods or services are being considered by the Authority, members are required to declare if they (or a family member) have any personal/financial interest in the business of companies who have tendered for the contract. Such a member should withdraw from the meeting while discussions on the contract are taking place. The member will be informed of the decision when the issue is finalised.
5. Where a member is not participating in a decision by reason of a potential conflict of interest, (s)he will not be provided with the documentation relating to the particular subject. Any material received in error or issued prior to the declaration of interest should be returned to the Secretary.
6. A member who is unsure as to whether or not a conflict of interest arises should consult the Chair or Secretary at the earliest possible opportunity.

APPENDIX B

Protocol on the circulation and maintenance of confidentiality of documents of the HEA

Introduction

1. The Higher Education Authority is committed to openness and transparency in its operations and will pro-actively comply with its obligations under Freedom of Information legislation. However, the unauthorized release of documentation or information can hamper the work of the Authority and damage the integrity of its operations. This protocol sets out procedures to be followed in order to provide safeguards to ensure that confidential documents and information of the HEA are disclosed only in an authorized way. It is the practice of the HEA to make available documentation to Members for Board and Committee meetings through the Board sharepoint facility.
2. This Protocol applies to all documents circulated to Members whether for the purpose of a meeting of the authority or to which a Member has access to otherwise in his or her role as a Member. In the case of members of staff of the HEA, the Protocol applies to all documents a staff member has access to as part of his or her duties.

Access to relevant documents

3. The HEA Executive shall operate at all times in accordance with the principle that Members are entitled to all information relevant to any matter on the agenda of a meeting of the Authority and that such information should be made available to each Member in good time before the meeting at which the matter is for discussion or decision.
4. The Executive, in consultation with the Chair, shall decide on the documents which are relevant to any matter on the agenda of an Authority meeting. In deciding on whether a document is relevant or not they should be predisposed towards provision.
5. Where a Member is of the opinion that a document which is relevant to a matter for discussion or decision has not been made available to him or her, he or she shall as soon as practicable, inform the Chair of his or her opinion and the Chair, in consultation with the CEO shall decide whether the document is, or is not, relevant.

6. A Member who, having had his or her request for documents refused in accordance with paragraph 5, may table the matter as an agenda item at the next meeting of the Authority, immediately following the decision and the decision of the Authority on the matter shall be final.

Restricted circulation

7. Notwithstanding Paragraph 5 above, the CEO may, with the agreement of the Chair, circulate any document on a restricted basis only, where he or she is of the opinion that this is necessary in the interests of the effective conduct of the business of the HEA, the best interests of the HEA generally or there are other good and substantial reasons for so doing. Where this is necessary restricted documents will be placed in folders which will not be accessible to the Member(s) concerned.
8. Where the CEO has, with the consent of the Chair, decided to circulate documents on a restricted basis only, he or she shall inform each of the Members of that decision when the documents relating to the agenda of the meeting concerned are circulated and the reasons for that decision.
9. If a Member is dissatisfied with the decision of the CEO, he or she may inform the Chair, who may, following consultation with the CEO reverse the decision in whole or in part.
10. A Member who, who is unhappy with the decision taken in relation to the circulation of restricted documents as set in paragraph 9, may table the matter as an agenda item at the next meeting of the Authority, immediately following the decision and the decision of the Authority on the matter shall be final.
11. For the purposes of this Protocol restricted circulation means –
 - (a) circulation of a document only at the meeting where the matter it relates to is to be discussed and return of the document to the CEO on completion of the discussion of the matter at that meeting;
 - (b) circulation of part only of a document either in the normal way or as at sub-paragraph (a) above, or
 - (c) non-circulation of a document.

Staff of the HEA

12. While it is desirable that staff of the HEA be informed in advance of the agenda of a meeting of the Authority and that each of them, as appropriate, have access to all documents relating to agenda items, the

CEO may confine access to any document as he or she considers appropriate.

Co-operation with inquiries

13. Where an unauthorised publication of a document occurs each Member of the Authority and each staff member shall co-operate fully with any inquiry into that publication as shall be carried out on behalf of the HEA.

Safe Disposal of Authority Documentation

14. Members should not retain documentation obtained during their terms as a Member and should return hard copies of any documentation to the Secretary or otherwise indicate to the Secretary that all documentation in their possession has been disposed of in an appropriate manner.

Access to the sharepoint facility will end once a Member ceases to serve on the Board. In the event that a former Member requires access to Authority papers from the time of their term on the Authority this can be facilitated by the Secretary following consultation with the Chair.

APPENDIX C

Acceptance of outside appointments and of consultancy engagement following expiry of office, resignation or retirement

The following provisions, which will apply for a period of 12 months after their membership ceases, are designed to foster a culture in which HEA members and employees are fully aware of the potential for conflict of interest in accepting positions outside the HEA. It is important to declare to the appropriate authority (see below) such potential conflicts of interest in order to avoid any suspicion that the advice and decisions of a serving officer might be influenced by the expectation of future employment with a particular firm or organisation. However, it is not the intention to place an unnecessary burden on members or designated employees in this regard and it is expected that these provisions will not affect the generality of former members of staff joining outside employment.

Any former member or employee intending to be engaged in or connected with (i) any outside business with which he or she had official dealings or (ii) any outside business that might gain an unfair advantage over its competitors by employing him or her, must inform the appropriate authority outlined below of such an intention. Additionally, members and staff who hold positions which are “designated positions” for purposes of the Ethics Acts shall not, within twelve months of their membership expiring/resigning or retiring as a Member/Employee

- accept an offer of appointment from an employer outside the HEA, where the nature and terms of such appointment could lead to a conflict of interest, without first obtaining approval from the appropriate authority as outlined below.

or

- accept an engagement in a particular consultancy project, where the nature and terms of such appointment or engagement could lead to a conflict of interest, without first obtaining approval from the appropriate authority as outlined below.

The HEA is required to monitor the acceptance of outside appointments by former members and staff.

For the purpose of this policy the following shall be the appropriate authority;

Former Chairman – current chairman or deputy chair

Other Members – chairman

Chief Executive Officer – chairman

Other staff holding designated positions (staff who are required to submit returns under the Ethics in Public Office Acts – Chief Executive).

The Chairman and/or Chief Executive reserve the right to take appropriate action in the event that the provisions of this policy are not complied with including notifying the Minister for Education & Skills and Minister for Public Expenditure & Reform.