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## APPENDIX C: CODE OF BUSINESS CONDUCT

### Introduction

The general principles underlying this Code of Business Conduct, which applies to all Board Members and staff of TII are:

- Integrity
- Information
- Obligations
- Loyalty
- Fairness
- Work External Environment
- Confidentiality

The central requirement is that Members and staff must operate, and be seen to operate, to the highest standards of business ethics. Where these rules are in conflict with statutory and regulatory requirements, the more stringent requirement will apply.

### Integrity

- The disclosure by Board members of outside employment/business interests in conflict or in potential conflict with the business of TII.
- Management and staff should not be involved in outside employment/business interests in conflict, or in potential conflict, with the business of TII.
- 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 should be avoided.
- Refuse bribes, and report any such approaches in writing to the Chairperson (Member) or CEO (Staff).
- Commit to compete vigorously and energetically but also ethically and honestly.
- The conduct of purchasing activities of goods/services should be in accordance with best business practice.
- Ensure a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally.
- Ensure that TII's annual report and financial statements accurately reflect their business performance and are not misleading or designed to be misleading.
- Avoid the use of TII's resources or time for personal gain, for the benefit of persons/organisations unconnected with TII or its activities or for the benefit of competitors.
- Commit not to acquire information or business secrets by improper means.

### Information

- Support by the Board, management and staff of TII for the provision of access to general information relating to TII's activities in a way that is open and enhances its accountability to the general public.
- Respect for the confidentiality of sensitive information held by TII. This would constitute material such as:
  - commercially sensitive information;
  - personal information; and
  - information received in confidence by TII.
- 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 and Freedom of Information legislation).

### Obligations

- Fulfil all regulatory and statutory obligations imposed on TII.
- Comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- Introduce controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- All Board members and staff are required to co-operate with internal audit in the internal audit process.
- Board members should endeavour to attend all Board meetings.
- Conform with procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following employment and/or engagement by a State body that may give rise to the potential for conflicts of interest and to confidentiality concerns.
- Acknowledge the duty of all to conform to highest standards of business ethics.

### Loyalty

Acknowledge the responsibility to be loyal to TII 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 shareholder.

### Fairness

- Comply with employment equality and equal status legislation.
- Commitment to fairness in all business dealings.
- Value customers and treat all customers equally.

### Work/External Environment

- Promote the development of a culture of 'speaking up' whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- Place highest priority on promoting and preserving the health and safety of staff .
- Ensure that community concerns are fully considered.
- Minimise any detrimental impact of the operations on the environment.

### Responsibility

- Circulate the Code of Business Conduct and a policy document on disclosure of interests to all Board members and staff for their retention.
- Providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

### Confidentiality

Board members and staff should maintain confidentiality in relation to business transactions except when otherwise authorised by the parties involved, or if required by law / legislation. In particular, staff should not disclose details of confidential TII matters to third parties, including the media and should honour the requirements of the Data Protection Act. The Official Secrets Act 1963 applies to all Board members and staff.

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## Roads Act Provisions

In addition to the provision of this Code of Practice, attention is drawn to the Roads Act, 1993-2015 and in particular to:

- Roads Act, 1993-2015, section 37 - Disclosure of Interests
- Roads Act, 1993-2015, section 40 - Declarations of Interests
- Roads Act, 1993-2015, section 38 - Disclosure of Confidential Information
- Roads Act, 1993-2015, section 39 - Prohibition of Certain Communications

## Gifts & Entertainment – Practical Guideline

Official entertainment should be in line with Department of Finance Circular 25/2000 – Official Entertainment. The limits set in this circular can only be exceeded with the approval of the CEO or any other person nominated by the CEO.

In accepting entertainment from parties with which TII does business or from parties seeking or likely to seek business from TII, particular care should be taken not to compromise the high standards expected by TII.

Gifts may be accepted in appropriate circumstances provided it is clear that in doing so no obligation is imposed on either the Board members or Staff of TII. Normally such gifts will be of modest value. All gifts and hospitality offered should be advised to the Head of Governance & Legal, with a description and estimate of value, no later than the end of the calendar month following the month in which the gift or hospitality is offered. All gifts or hospitality of value in excess of €150 should only be accepted with the prior approval of the CEO.

TII will maintain a register of all gifts or entertainment provided to any Board member or staff member by the Authority for any individual gift or occasion of entertainment.

Travel and accommodation, even for purely business events, should always be paid for directly, and not by parties with which we do business. Supplier's offers of travel and accommodation should not be accepted. Board members or staff acting in a personal capacity, or on behalf of a club, society or professional body, should not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to TII or from customers of TII. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the CEO and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

For staff who have in excess of ten years' service with the Authority (including service with the RPA), the Authority will make a contribution towards a retirement lunch of €25 per person subject to a limit of €400.

TII, given its public service remit, is not in a position to make donations of public monies to clubs or charities. Accordingly, Board members or staff acting in a personal capacity on behalf of a club or charity should not seek sponsorship from TII.

If in the event of any doubt still existing, the matter should be referred to the CEO.