

Code of Business Conduct for Members and Staff of the Pensions Board

1. Introduction and General Guidance

- 1.1 The revised **Code of Practice for the Governance of State Bodies**, issued by the Government on 15 June 2009, requires all State bodies to have written Codes of Business Conduct for directors and employees. It requires that the requirements of the Companies Acts which relate to the behaviour of directors should be implemented even where their legislation does not reflect these requirements. Members of the Board are considered 'directors' for the purposes of the code. The code for employees should embrace such matters as duty to the State body, avoidance of conflict of interest, limits on outside activities, acceptance of gifts and honesty in dealings.
- 1.2 This booklet contains the basic rules and policies governing the business practice of the Pensions Board (herein after referred to as the 'Board'). It underscores our commitment to the highest standards of business conduct and has been prepared to assist Board members and employees in understanding their duties, rights and obligations as persons connected with the Board. The code is binding and requires that each member of the Board and staff familiarise themselves with it. The standards of the services which the Board provides rely heavily on the commitment and contribution of each individual.
- 1.3 In addition to and separate from the requirements of this Code of Business Conduct, holders of Designated Directorships or Designated Positions are required to ensure their compliance with the Ethics in Public Office Act, 1995 and the Standards in Public Office Act, 2001. Compliance with each of these provisions is a matter of personal responsibility.
- 1.4 This code of conduct is essentially a description of proper attitudes that should govern the behaviour of Members and Employees and reference to either category in this document should be understood to also refer to the other where appropriate. It is important not to view the code merely as a comprehensive list of "do's and don'ts" but rather as a tool to assist people to be mindful of the requirement for integrity, loyalty, legality, confidentiality and fairness in all aspects of the Board's business.
- 1.5 This document is issued to all members of the Board and Staff on appointment and will be reviewed and updated from time to time. Recipients are responsible for acknowledging receipt and understanding of the document and to make any declaration of interest as may be appropriate.

- 1.6 The main objectives of the Code are to:
- (a) establish a set of ethical principles for all members and employees
 - (b) promote and maintain confidence and trust in the Pensions Board
 - (c) prevent the development, continuance or acceptance of unethical practices
 - (d) ensure that the Pensions Board's business is transacted with fairness and integrity.
- 1.7 The guidelines are not intended to restrict or restrain staff unduly in their tasks; they should rather be viewed as assisting them in understanding the nature of their responsibilities and in avoiding any difficulties which might arise for them.
- 1.8 In general staff are expected both personally and professionally to behave in a fashion which reflects positively on their association with the Board. The Board will not accept discrimination of any form including sex, marital status, family status, age, sexual orientation, disability, race, creed or membership of the traveller community. All persons connected with the Board must avoid any practice or conduct in the workplace which amount to racist, religious or sexual discrimination or harassment of any kind.
- 1.9 Nothing in these guidelines should operate to inhibit the normal consultative process on general policy or other issues which members of the Pensions Board consider essential as part of their representative role.
- 1.10 As regards a possible clash between the requirements of Board confidentiality and Board members' perceptions of their representative roles, Board members should use their own discretion in reporting back to their nominating organisations. However, in cases of doubt, members should seek the Board's clearance, as the issue arises in discussion, to take all or part of the issue back to their "constituency" for consultation and/or information.
- 1.11 Members of the Board and Staff are reminded that the nature of service on a Public Statutory body such as the Pensions Board requires a high degree of integrity, independence and visible good faith on their part. While members of the Board have representative functions and responsibilities to their nominating organisations, their ultimate responsibility is to act fully in accordance with the relevant legislation and to protect and promote the interests of pension scheme members and PRSA contributors. Inevitably, this will from time to time require

individual members adopting or agreeing to positions perhaps at variance with the views of their "constituency". Finally, public confidence in the Board requires that all members of the Board and staff be seen at all times to be above reproach in the area of actual/potential conflict of interest situations.

- 1.12 It should be remembered that the ethical and behavioural standards expected of members of the Board and Staff do not necessarily cease on termination of service with the Pensions Board and acceptance of further employment where a potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in a State body has ceased. While each case should be judged on its own merits a period of 12 months may be taken as a rule of thumb. Where this arises the individual concerned should discuss the matter with the Chairperson or Chief Executive as appropriate.
- 1.13 If a Board member finds evidence that there is non-compliance with any statutory obligations that apply to the State body, s/he should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson indicating (i) the consequences of such non-compliance and (ii) the steps that have been or will be taken to rectify the position.
- 1.14 Any member of the staff may, in confidence, raise concern about possible irregularities in financial reporting or other matters directly with the Chairperson of the Board, Chairperson of the Finance and Audit Committee, Chairperson of the Risk Committee or the Chief Executive and the person to whom the representation is made is responsible for ensuring meaningful follow-up of matters raised in this way.
- 1.15 The Chief Executive may, subject to Board approval, retain not more than two fees in respect of other directorships held, but is not entitled to retain any fees paid in respect of subsidiary or associate bodies. A staff member other than the Chief Executive, who becomes a member of the board of a subsidiary or associated body shall be regarded as holding that position *ex-officio* and shall not, therefore, receive any additional remuneration in respect of it. A member of staff other than the Chief Executive will, subject to Board approval, be allowed to hold membership of the boards of bodies which are not subsidiary to or associated with the main body and to retain not more than two fees in respect of such membership.
- 1.16 While it is not possible for a set of rules or guidelines to provide for all situations which may arise members and employees are expected to ensure that all their activities are governed by ethical standards reflected in this document.

1.17 This code sets out the basic principles of integrity, confidentiality, professionalism/fairness, loyalty and lawfulness/compliance required from members and employees of the Board.

2. **Integrity**

2.1 Integrity means the inherent knowledge of right and wrong and the adherence to generally accepted moral principles. The Board is totally committed to the concept of integrity in all its dealings. It follows therefore that members and employees conduct themselves and are seen to conduct all activities to the highest possible standard.

2.2 It includes the following:

- (a) disclosure by Board members of outside business interests in conflict or potential conflict with the business of the Board and refraining from taking part in any decision making process relating to business in which s/he has an interest
- (b) avoidance by employees of outside business interests in conflict or potential conflict with the business of the Board and disclosure should it occur
- (c) maintenance of the confidentiality and security of any restricted or confidential information or not using such information for personal gain or abuse of one's position in any way
- (d) drawing only official remuneration in respect of official activities; refraining from 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
- (e) adhering to any guidance and direction on such areas as gifts and entertainment and on ethical considerations generally adhering to any guidance and direction on such areas as claiming expenses for travel and subsistence and other business related expenses
- (f) refraining from using the Board's reputation or resources for personal gain and avoiding outside activities or influences which conflict with or impair work performance in any way
- (g) commitment to act in the best interests of the Board in all dealings with external agencies, but also ethically and honestly
- (h) purchasing goods/services in accordance with best public sector procurement practice

- (i) promoting a culture of claiming expenses only as appropriate to business needs and in accordance with best practice in the public sector generally
- (j) ensuring that the Board's reports/accounts accurately reflect the business performance and are not misleading or designed to be misleading.

2.3 Members of the Board are required to file a declaration of interests with the Secretary and to ensure that this declaration is updated as necessary. Further guidance on the procedures for the disclosure of interests along with the relevant form is appended to this document.

3. Confidentiality

3.1 Confidentiality means respecting and protecting the privacy of the Board's affairs and activities. It should be remembered that members of Board and staff are required to adhere to confidentiality requirements even after leaving service.

3.2 It includes:

- (a) non-disclosure of any restricted or confidential information,
- (b) safeguarding sensitive information held by the Board in confidence and the timely destruction or return of documents held on leaving the service of the Board as either a member of the Board or of the Staff,
- (c) exercising care in the storage of mail, documents, and the disposal of records either electronic or paper,
- (d) seeking approval from the Chairperson and/or Chief Executive as appropriate prior to publishing information through the media, and also seeking approval for all lectures, articles, letters or books relating to or potentially relating to the affairs of the Board.

4. Professionalism and Fairness

4.1 Professionalism and fairness can be defined as striving for excellence in all dealings on behalf of the Board. The standards of the services, which the Board provides rely heavily on a personal approach and the contribution of each individual in their capacity as a member of the Board or staff.

4.2 The Board's standard of service embraces the following:

- (a) respecting the dignity of clients and colleagues alike,

- (b) being courteous at all times,
- (c) employees should endeavour to give regular and committed attendance to their post,
- (d) members should endeavour to attend all meetings of the Board and Committees on which they serve,
- (e) avoiding unfair treatment of clients/customers and colleagues,
- (f) compliance with technical and professional standards pertaining to the position held and best practice generally,
- (g) members and staff of the Pensions Board supporting the provision of access by the body to general information relating to the body's activities in a way that is open and enhances its accountability to the general public,
- (h) respecting the confidentiality of sensitive information held by the Pensions Board. This 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 the public body.
- (i) observing appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.

5. Lawfulness and other obligations

- 5.1 As a public body and regulator the Pensions Board strives to perform its functions and meet its obligations to the highest standards. This means always acting within the laws of the State and with published codes relevant to the Board. It includes the following:
- (a) fulfilling all regulatory and statutory obligations imposed on the Pensions Board (an illustrative list is available in the Members' Area of the Pensions Board website)
 - (b) fulfilling all obligations imposed on servants of the Pensions Board e.g. Ethics Acts
 - (c) members making reasonable efforts to attend all Board meetings
 - (d) complying with tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning expenditure

- (e) ensuring insofar as possible that any business venture or transaction which is at variance with legal or regulatory requirements or which might be associated or regarded as supportive of illegal or criminal activities in not entered into on behalf of the Board.
- (f) promoting and preserving the safety regulations and the health and safety of members and employees of the Board
- (g) adhering to procedures laid down by the Board from time to time.

6. Loyalty

6.1 Loyalty means being faithful to the Board and its clients and includes:

- (a) protecting the good name and interests of the Pensions Board
- (b) being fully committed in all the Board's business activities
- (c) acknowledging the duty of all to conform to the highest standards of business ethics.



An Bord Pinsean
The Pensions Board

I have read and understood the Code of Business Conduct for Members and Staff of the Pensions Board and agree to be bound by the principles set out in any dealing for or on behalf of the Pensions Board.

Signed: _____

Date: _____

Appendix I

Procedures for disclosure of interests by members of Boards of State bodies

- (i) On appointment, each Board member should furnish to the Secretary of the body details relating to his/her employment and all other business or professional interests including shareholdings, directorships, professional relationships etc., that could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board.
- (ii) Any interests of a member's family or a person or body connected with the member which could involve a continuing conflict of interest should also be disclosed. For this purpose persons and bodies shall include:
 - (a) his/her spouse, parent, brother, sister, child or step-child
 - (b) a body corporate with which s/he is associated
 - (c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above
 - (d) a person acting as a partner of any person who, by virtue of (a), (b) and (c) above, is connected with the member.
- (iii) Where it is relevant in any situation, s/he should be required to indicate the employment and any other business interests of all persons concerned with him/her, as defined at (i) and (ii) above.
- (iv) The Board may exercise discretion regarding the disclosure of minor shareholdings. In this context, a holding valued at more than €15,000 in the shares of a company or of more than 5 per cent of the issued capital of a company would not be considered minor.
- (v) If a member has doubt as to whether this code requires the disclosure of an interest of his/her own or of a connected person, s/he should consult the Chairperson.
- (vi) Details of the above interests should be kept by the Board Secretary of the body in question in a special confidential register and should be updated on a half-yearly basis. Changes in the interim should be notified to the Secretary as soon as possible. Only the Chairperson, Secretary and Chief Executive of the body shall have access to the Register subject to any legal requirements.
- (vii) Board documents on any case which relate to Board dealings with the above interests should not be made available to the member. (Such documents should be taken to include those relating to cases involving competitors to the above interests).
- (viii) As it is recognised that the interests of a member and persons connected with him/her can change at short notice, a member should, in cases where s/he

receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary of the Board.

- (ix) A member should absent him/herself when the Board is deliberating or deciding on matters in which s/he (other than in his/her capacity as a member of the Board) or a person or body connected with him/her has an interest.
- (x) In such cases a separate record (to which the member would not have access) should be maintained, but the onus is on the individual concerned not to access material in which s/he has a conflict of interest.
- (xi) Where a question arises as to whether or not a case relates to the interests of a member or a person or body connected with him/her, the Chairperson of the Board shall determine the question and his/her decision shall be final.
- (xii) The procedures set out above should also be adopted in subsidiaries of State bodies.
- (xiii) It is not possible for a set of rules or guidelines to provide for all situations which may arise. Directors and employees of State bodies and their subsidiaries will bear in mind, therefore, that it is primarily their responsibility to ensure that all of their activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures.

Procedures for Disclosure of Interests of Members of the Pensions Board **Guidance Notes on Completion of Form**

These Notes should be read in conjunction with the Code of Business Conduct for Members and Staff of the Pensions Board (a copy of which can be found at <http://www.pensionsboard.ie/en/Dealing With Us/Code of Business Conduct/>) and any other guidance for members as appropriate. The completed form should be forwarded to the Secretary of the Pensions Board in an envelope marked 'Confidential'.

Note:

1. Employment - Please give details relating to your employment(s).
2. Employment of persons connected with member - Please give relevant details of employments of any person with whom you are connected (see below), which could involve a continuing conflict of interest for you as a member of the Pensions Board.
3. Other Business Interests - Please list other business interests you may have and those of any person or body with which you are connected (see below), which could involve a continuing conflict of interest for you as a member of the Pensions Board. These would include shareholdings, professional relationships etc., other than minor shareholdings. In this context a holding valued at more than €15,000 in the shares of a company or of more than 5% of the issued capital of a company would not be considered minor.

Persons and Bodies Connected with the Member

For the purposes of 2 and 3 above, persons and bodies connected with the member shall include:

- (a) his/her spouse, parent, brother, sister, child or step-child.
- (b) A body corporate with which s/he is associated.
- (c) A person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above.
- (d) A person acting as a partner of any person who, by virtue of (a) to (c) above, is connected with the member.



PRIVATE AND CONFIDENTIAL

Disclosure of Interests by Members of the Pensions Board

Guidance Notes for reference purposes when completing are overleaf

Name

Employment (See Note 1)

Employment of Persons Connected with Member (See Note 2)

Other Business Interests (See Note 3)
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Please continue on separate sheet if necessary

Signature: _____ **Date:** _____