

2019

Code of Conduct for Board Members

Document Control - Approval		
Document Name	OSi Code of Conduct for Board Members	
Version Reference	v.1.0	
ISO Reference	N/a	
Document Owner	Finance and Governance Unit	
Approved by	OSi Board	
Issue Date	12/03/2019	

Document Control - Revision History				
Version	Author	Reviewed by	Review Date	Summary of Changes
0.1	Finance and Governance Unit			Initial document created
0.2	Finance and Governance Unit	OSi Board Secretary	05/02/2019	Minor amendments
1.0	OSi Board Secretary	OSi Board	12/03/2019	Approved

Code of Conduct for Board Member of Ordnance Survey Ireland

Intent and Scope

The Code of Practice for the Governance of State Bodies (2016) requires all State bodies to develop a Code of Business Conduct for members of their Board.

This Code of Conduct contains the basic rules and policies governing the business practice of OSi. It underpins the commitment of the Board to the highest standards of business conduct and has been prepared to assist Board members in understanding their duties, rights and obligations as persons connected with the OSi. The code is binding and requires that each member of the Board be familiar with it.

Objectives

The main objectives of the Code of Conduct are to:

- Establish a set of ethical principles for Board members;
- Promote and maintain confidence and trust in the OSi;
- Prevent the development, continuance or acceptance of unethical practices;

This code is not intended to restrict or restrain Board members unduly in their tasks, it should rather be viewed as assisting them in understanding the nature of their responsibilities and in avoiding any difficulties which might arise for them. It sets out the basic principles of integrity, accountability, confidentiality, professionalism, loyalty, lawfulness/compliance and good governance required for members of the Board.

To ensure this, Board members should adhere to the following principles:

Integrity

The Board is totally committed to the concept of integrity in all its dealings. It follows that members conduct themselves and are seen to conduct all activities to the highest possible standard.

Board members should:

- Disclose any outside interests that are in conflict or potential conflict with the business of OSi in accordance with the Code of Practice for the Governance of State Bodies and Section 20 of the Ordnance Survey Ireland Act 2001.
- Not participate in discussions or decisions involving conflicts of interest whether or not such conflicts have previously been disclosed.
- Avoid 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 judgment on business transactions.
- Ensure that purchasing activities of goods/services are conducted in accordance with best business practice and in accordance with Public Procurement Guidelines where applicable.
- Ensure that OSi accounts and reports accurately reflect their business performance and are not misleading or designed to be misleading.

- Not acquire information or business secrets by improper means through the course of their duties/work.
- Not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in shares, property or otherwise.
- Ensure a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally.
- Avoid the use of OSi resources or time for personal gain or for the benefit of persons/organisations unconnected with the body or its activities or for the benefit of competitors.
- Ensure that there is non-disclosure of privileged or confidential information when Board membership ceases. In addition, Board members should ensure that acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable time period after the Board membership ceases. Any issues or clarifications, arising from this, should be addressed to the Board Secretary.

Information

Board members should:

- Support the provision of access by OSi to general information relating to OSi activities in a way that is open and that enhances its accountability to the general public.
- Respect the confidentiality of sensitive information held by OSi. This would constitute material such as:
 - a) commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring).
 - b) personal information.
 - c) information received in confidence by OSi. Board members should note that all OSi information should be treated as confidential, subject to its obligations under law, including the Freedom of Information legislation.
 - d) observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
 - e) comply with relevant statutory provisions relating to access to information (e.g. data protection and Freedom of Information legislation).

Confidentiality

Board members should:

- Ensure that they maintain the confidentiality of all information obtained by virtue of their position. This principle of confidentiality of information is enshrined in Section 23 of the Ordnance Survey Ireland Act, 2001.

- Ensure they do not retain any documentation obtained during their term as a Board member and should return such documentation to the Secretary or otherwise indicate to the Secretary that all such documentation has been disposed of in an appropriate manner.

Obligations

Board members should:

- Fulfil all regulatory and statutory obligations imposed on OSi.
- Comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- Ensure that there are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- Use all reasonable endeavours to ensure that they can have a 100% attendance at the OSi Board and/or Committee Meetings (as applicable).
- Comply with conformity procedures laid down by the Board in relation to conflict of interest situations, including, in regard to acceptance of positions following engagement by a State Body that may give rise to the potential for conflicts of interest and to confidentiality concerns.
- Acknowledge their duty to conform to the highest standards of business ethics, including compliance with the Ethics in Public Office Acts 1995 and 2001.

Loyalty

Board members should:

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

Fairness

Board members should:

- Comply with employment equality and equal status legislation.
- Commit to fairness in all business dealings.
- Value clients/stakeholders and treat all clients/stakeholders equally.

Work / External Environment

Board members should ensure that:

- A culture of transparency permeates throughout OSi.
- The health and safety of employees is promoted and preserved.

- Community concerns are fully considered.
- Any detrimental impact of the operations on the environment is minimised.

Responsibility

Board members should ensure that:

- The Codes of Conduct along with guidelines on disclosure of interests are circulated (as applicable) to all Board members, Committee Members, Management and Staff for their acknowledgement and retention.
- Ensure that the above recipients acknowledge receipt and understanding of the same.
- Prepare a governance framework in order to provide practical guidance and direction to the Board members.

Review

Board members should ensure that it:

- Commits to review the Code as appropriate.

Declaration

I have read and understand the terms of the agreed Code of Conduct for Board Members of OSi, a copy of which I will retain.

I acknowledge my responsibility to uphold this Code of Conduct and to abide by the guidelines issued to me in relation to disclosure.

Signed: _____ Date: _____