

# Code of Business Conduct

## 1 Introduction

The Health Information and Quality Authority comes under the Ethics in Public Office Acts, following the signing into law by the Minister for Finance of the Ethics in Public Office Prescribed Public Bodies, Designated Directorships of and Positions in Public Bodies) Regulations 2005 ( S.I. No 672 of 2005). It is from this legislation that this code has been developed.

It is the objective of the Authority to ensure that the highest possible standards of integrity and ethics are maintained. This document sets out guidelines as to how this will be achieved. Guidelines are formulated to reflect obligations falling on Board and staff members in their deposition of public duties.

It is the responsibility of:

- *Board Members of the Authority*
- *Audit and Corporate Governance Committee*
- *Chief Executive/Board Secretary*
- *Executive Directors and other senior managers*
- *All staff of the Authority*

to ensure that they are compliant with this code of business conduct.

## 2 Conflict of Interest

This section of the Code of Governance should be read in conjunction with the Board's Conflict of Interests Policy and Procedure which form part of the Corporate Governance Framework Documents.

The Authority recognises that Board membership and employment in a public sector setting can provide potential for conflict of interest. The principal circumstances giving rise to such possibilities in the Authority's case include instances where a Board/staff member:

- *holds an interest directly or indirectly in groupings or enterprises which deal commercially and/or contractually with the Authority*
- *or a family member can influence procurement decisions and the awarding of contracts for which groupings or enterprises with which he/she is associated directly or indirectly are competing.*

In the former case, Board members and the Chief Executive are required to declare such an interest to the Chairperson of the Board. The Chairperson should make his declaration to the Chief Executive and staff members (other than the Chief Executive) are required to similarly declare such an interest to the Chief Executive.

In the latter case, Board and staff members are required to similarly declare such an interest and step aside from the related procurement/contract review, selection and awarding process.

### 3 Disclosure of Interests/ Avoidance of Conflict Of Interest

To avoid conflicts of interest and the possibility of unjust enrichments each Board member furnishes to the Secretary of the Board details of his or her employment and all other business interests including share holdings which could involve a conflict of interest or could materially influence his or her functions as a member of the Board. Interests of family and other connected persons or bodies are also declared. This information is held in a Register of Board member interests held in trust by the Authority's legal advisors and accessible only by the Chairperson, Chief Executive and Secretary of the Board.

Where individual Board members become aware of non-compliance with any such obligation, they 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 Minister for Health and Children by the Chairperson.

As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his interests or of those connected with him/her, return the documents to the secretary to the Board at the earliest opportunity.

Guidance of issues of declaration include:

- *shareholdings valued at less than €15,000 need not be disclosed, however more than 5% of the issued capital of a company should be disclosed.*
- *where doubt arises about the need for disclosure the Board member should consult the Chairperson.*

- *the Secretary maintains a confidential register of Board Members' interests which is updated annually. Only the Chairperson, Chief Executive and Secretary have access to the register.*
- *when a matter arises which may relate to interests of the Chairperson, the Vice Chairperson takes the Chair at the relevant Board meeting.*
- *documents relating to dealings with interests of a member of the Board are not made available to the member concerned. Where such documents are received they should be returned. A member absents himself/herself from discussions relating to such dealings.*
- *where a question arises as to whether or not a case relates to a Member's interests the Chairperson adjudicates.*
- *the Chief Executive and the Directors are required to complete a register of interests in line with the above.*
- *when a matter arises which might involve a conflict of interest the Chief Executive is required to inform the Chairperson. Similarly any potential conflict of interest by a Director is to be notified to the Chief Executive.*

## 4 Attraction of Benefits

The Authority recognises that certain Board and staff members may attract benefits in cash or in kind over and above normal remuneration (for example director fees, salary, travel, subsistence) in respect of associations and activities arising purely and solely by virtue of their position in the organisation. In such cases, Board members and the Chief Executive are required to disclose such positions to the Chairperson of the Board. Staff members (other than the Chief Executive) are required to similarly disclose such positions to the Chief Executive.

## 5 Unjust Enrichments

The Authority recognises that having regard to the nature of their duties and responsibilities, some Board and Staff members may be exposed to the possibility of inviting and/or attracting offers of personal enrichments. Such enrichments, when established to be materially significant and/or calculated to engender or reward bias are regarded by the Authority as unjust and are prohibite.

## 6 Engagement in Outside Employments

The Authority recognises and acknowledges that Staff Members may engage in outside employments, consultancies and/or businesses which are not directly related to or associated with their position in the organisation. Subject to the conflict of interest criteria set out at 2 above, no objection to staff engagement in such activities applies providing that they do not:

- *interfere with or diminish the capacity of the relevant staff member to discharge his/ her duties and responsibilities.*
- *result in diminution in hours worked by the relevant staff member for the organisation to levels below those contracted for or standard effort required to enable him/her undertake duties and responsibilities assigned.*
- *members of staff are not permitted to be involved in outside employments/businesses which may give rise to conflict with the business/interests of the Authority.*

## 7 Ethical Principles

Having regard to the nature of their position, all Board and certain staff members are privy to information and material which is confidential to the organisation and its clients. All Board and relevant staff members are required to maintain confidentiality in such matters.

All Board and staff members are required to operate within these guidelines which are designed to ensure the maintenance of acceptable standards of integrity of the Authority.

Former Board and staff members are required to maintain confidentiality in regard to the business of the Board.

### 7.1 Work and Environment

Board and Committee members should place the highest priority on promoting and preserving the health and safety of all employees of the Authority. They should also minimise any detrimental impact of the operations of the Board on the environment.

## 7.2 Appropriate Behaviour

To ensure that the Board Members and all staff are adequately informed on appropriate behaviour the Authority has developed specific policies and procedures in relation to;

- *Sexual harassment*
- *Bullying in the work place*
- *Disciplinary and Grievance procedures*

## 7.3 Fairness

The Board and Committee Members should;

- *Comply with employment equality and equal status legislation*
- *Commit to fairness of all business dealings.*
- *Value all Clients / Stakeholders and treat all equally.*

## 7.4 Information

The Board and staff shall facilitate access to general information relating to the Authority in a way that is open and that enhances accountability to the general public.

The Board and staff shall maintain confidentiality concerning information of the commercial interests of the Authority and especially on client data.

The Board and staff shall ensure compliance with statutory provisions relating to information.

- *Board members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Authority.*
- *The Board shall observe appropriate prior consultation procedures with third parties where, it is proposed to release sensitive information in the public interest.*
- *The Board shall comply with relevant statutory provisions relating to access of information (e.g. The Freedom of Information Act or the Data protection Act.)*

**Note:** Where queries arise in relation to the release of information under the provisions of the Freedom of Information Act, these should be directed to the Freedom of Information Officer at the Authority in writing.

## 7.5 Obligations

The Board and Staff of the Authority are committed to the Code of Governance adopted by the Board, and all statutory obligations.

An obligation of loyalty to the Authority is recognised together with a commitment to the highest standards of business ethics by both the Board and staff.

Board members use all reasonable endeavours to attend all Board meetings.

Board Members must 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.

The Authority has in place procedures relating to the acceptance of positions / consultancies post employment or resignation to avoid conflicts of interest or breaches of confidentiality.

## 8 General

This code is reviewed at three year intervals, coinciding with the appointment of new Board members.