



**Iascach Intíre Éireann
Inland Fisheries Ireland**

**Code of Business Conduct
for the Board of IFI**

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1. Introduction

Inland Fisheries Ireland is responsible for promoting, supporting, facilitating and advising the Minister on the conservation, protection, management, development and improvement of inland fisheries, including sea angling. In carrying out this vital role the Board must build and maintain the trust and confidence of those with whom it deals and sustain a reputation for honesty, integrity, independence, transparency and fair dealing. The Board wishes to have a lasting and rewarding relationship with its stakeholders, the public, its parent Department and the various fisheries interests both commercial and recreational, its employees, its suppliers, its customers, which includes the communities in which it operates.

The Board of IFI has a public profile and its activities are subject to public scrutiny. It is essential that Board members, individually and collectively, discharge their functions in an independent and transparent manner. While the highest ethical standards are required of all Board personnel, it is considered appropriate to provide specific guidance to the members of the Board, in line with **S.35 of the Inland Fisheries Act 2010**, must 'maintain proper standards of integrity, conduct and concern for the public interest'.

Board Members are subject to the provisions of the Ethics in Public Office Act 1995 and Standards in Public Office Act 2001, as well a general obligation to observe all applicable rules, regulations, legislation and laws including but not limited to the Department of Public Expenditure's (DPER) **Code of Practice for the Governance of State Bodies 2016**.

The updated *Code of Practice for the Governance of State Bodies* (CoPGSB) is based on 4 key pillars:

- **Values** – Good governance supports a culture of behaviour with integrity and ethical values;
- **Purpose** – Each body should be clear about its mandate with clearly defined roles and responsibilities;
- **Performance** – Defined priorities and outcomes to achieve efficient use of resources resulting in the delivery of effective public services;
- **Developing Capacity** – Appropriate balance of skills and knowledge within the organisation, to be updated as required.

3.1 Fiduciary Duty:¹

All Board members have a fiduciary duty to Inland Fisheries Ireland in the first instance (i.e. the duty to act in good faith and in the best interests of the organisation).

¹ CoPGSB 2016

The principal fiduciary duties are;

- 1) to act in good faith in what the Board member considers to be the interest of the organisation;
- 2) to act honestly and responsibly in relation to the conduct of the affairs of the organisation;
- 3) to act in accordance with the Inland Fisheries Act 2010 and exercise his or her powers only for the purposes allowed by law;
- 4) not to benefit from or use the organisations property, information or opportunities for his or her own or anyone else's benefit unless a resolution is passed in a Board meeting;
- 5) not to agree to restrict a Board member's power to exercise an independent judgment;
- 6) to avoid any conflict between the Board member's duties to the organisation and the Board member's other interests unless the Board member is released from his or her duty to the organisation in relation to the matter concerned;
- 7) to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their negligent behaviour; and
- 8) to have regard to interests of the company's members.

"Confidential commercial information" means all and any information including technical information (whether or not recorded in documentary form or on computer disk or tape) relating to the affairs, organisational and business methods, corporate plans, management systems, finances, new business opportunities or research and development projects of the Board;

- (a) which you shall acquire at any time during your membership of the Board ; and
- (b) which is not in the public domain.

"Technical information" means all and any trade secrets, secret formulae, process, inventions, designs, know-how, discoveries, technical specifications and other technical information (whether or not recorded in documentary form or on computer disk or tape) relating to the creation, production or supply of any past, present or future product or service of the Board.

2. Intent and scope

The intent of the Code of Conduct is to ensure that the Board carries out its role and responsibilities to the highest ethical standards. The scope of the provisions of this Code of Conduct address particular norms of conduct required of each member of the Board to achieve the highest ethical standards in discharging his or her duties. It is, however, impossible to cover every eventuality that could arise in the conduct of each Board member's duties. Accordingly, Board members should be aware that the spirit as well as the wording of the ensuing rules should be observed.

3. Objectives

The fundamental objectives of the Code are:

- establishment of an agreed set of ethical principles more specifically set out below in Section 4;
- promotion and maintenance of confidence and trust; and
- prevention of development or acceptance of unethical practices.

4. General Principles

The general principles underlying this Code which applies to all Directors of the Board are:

Integrity

- The disclosure by Board members of outside employment/business interests in conflict or in potential conflict with the business of the State body.
- Management and employees should not be involved in outside employment/business interests in conflict, or in potential conflict, with the business of the State body.
- 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.
- 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 the State body's annual report and financial statements accurately reflect their business performance and are not misleading or designed to be misleading.
- Avoid the use of the State body's resources or time for personal gain, for the benefit of persons/organisations unconnected with the body 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 employees of a State body for 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.
- Respect for the confidentiality of sensitive information held by the State body. 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.

- 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).
- **Document Retention:** Board members should not retain documentation obtained during their terms as a Board member and should return such documentation to the Secretary of the Board or otherwise indicate to the Secretary of the Board that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board members require access to Board papers from the time of their term on the Board, this can be facilitated by the Secretary of the Board (5.7 CoPGSB2016)

Obligations

- Fulfil all regulatory and statutory obligations imposed on the State body.
- 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 employees 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.
- Individual Board members shall not take any action which could involve the Board in unauthorized costs or expenditure or in libelous, slanderous or incriminating statements. **[S.39]**
- Any statements emanating from the Board should come from the Chair or Chief Executive only or other persons duly authorized by the Board. The Board speaks with one voice or does not speak at all.

Loyalty

- Acknowledge the responsibility to be loyal to the State body 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 employees.
- Ensure that community concerns are fully considered.
- Minimise any detrimental impact of the operations on the environment.

Responsibility

- Circulate the Code of Conduct and a policy document on disclosure of interests to all Board members, management and employees for their retention.
- Ensure the above recipients acknowledge the receipt and understanding of same.
- Prepare an explanatory booklet providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

5. Indemnity

Members are not indemnified by the Minister nor by any other party against personal loss or injury occurring in the course of discharging their duties. However, the actions of the members of a Board where these are intra vires their powers and functions under the Fisheries Acts and in accordance with any procedural requirements adopted by the Board, will be treated as actions of the Board. The legal costs associated with meeting claims against Boards arising from the performance of their functions would be implicitly provided for in the annual estimates of the Boards and should be expressly so provided for where the claim is known or anticipated. If they act outside their powers however this protection will not be afforded.

Where the personal liability of members arises, it may be joint and several: i.e. a claim against members personally by any party, including one by the Board itself, could be pursued against the relevant Board members as a group allowing them to agree between themselves whether to share the loss equally or otherwise; or the full claim could first be pursued against one member (e.g. one who is known to be a good mark) and to the extent that it has not been satisfied then successively against each of the other members (members may subsequently have a right of set-off against each other).

In signing any documents which do not have the Board's seal affixed, Board members' and officers' signatures should clearly be stated as "For and on behalf of the Board of Inland Fisheries Ireland", as otherwise they become personally liable if the Board defaults. The question of the authentication of the Boards' seal is a separate matter. The seal is the Board's "signature" and authenticating signatures of Board members on sealed documents are merely authenticating the fixing of the seal. Records are maintained of any instances where the seal is used.

Where a member is or becomes disqualified or otherwise ceases to be a member, there is an obligation to so inform the Board. Should a member who is disqualified attend a meeting, as she/he is not a member, her/his vote does not count. Where a vote is carried by a majority of one which majority includes the disqualified vote, the vote is tied and is determined on the casting vote of the Chairman.

6. Conflicts of Interest

The question of **conflict of interest** arises in line with Government directions issued by Minister for Finance through the Minister for Communication, Climate Action and Environment (DCCAE), and the relevant code of conduct. An interest giving rise to conflict can be personal where the actual or potential benefit is to the member personally, or to his immediate family. The extent of the benefit needed to make the interest significant is not stated, nor is it stated how far the indirect interest may go.

For example:

- Ratepayer member involved when a Board is striking rates, or making rates recommendation to the Minister;
- Commercial fishermen or anglers involved in recommendations on licensing to the Minister, or in issuing licences for which they are applicants;
- A member involved in related commercial activity (guesthouse, provision of angling holidays, sale of fishing gear), when Board business is dealing with promotion of angling in her/his locality or in immediate competition with her/his locality;
- A member dealing with significant number of anglers or fishermen in any business activity when a Board is dealing with costs or number of permits etc.

The conflict in question can also be "organisational", such as when the Board is dealing with matters concerning another organisation in which the Board member has an interest, especially if it is a significant interest, e.g. an equity interest or a senior position in the other organisation.

In all instances where there is uncertainty as to whether a conflict exists, these should be brought to the attention of the Chair and guidance sought in advance of dealing with the issue.

7. Reporting of Non-compliance

If a Board member finds evidence that there is non-compliance with any statutory obligations that apply to the State body, he/she 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. It is the Chairpersons responsibility to make such issues known to the Minister.

8. Review

The Directors shall commit to reviewing this Code on a regular basis as appropriate from time to time.

Appendix 1 - Disclosure of Interests by Board Members

Extract from the Code of Practice for the Governance of State Bodies 2016:

5.8 Disclosure of Interests by Board Members

In addition to the requirements under the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001 the following procedures should be observed:

i) **Periodic Disclosure of Interests:**

On appointment and annually thereafter, each Board member should furnish to the Secretary of the Board or other nominated person a statement in writing of:

(a) the interests of the Board member;

(b) the interests, of which the Board member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner;

which could materially influence the Board member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or the spouse or civil partner or child, a substantial benefit. For the purposes of this disclosure 'interests' has the same meaning as that contained in the Ethics in Public Office Act 1995. The statement of interests form used for annual statements under the 1995 Act could be utilised for this purpose on an administrative basis. Where the Board member is also a designated director for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under this Code.

ii) **Disclosure of interest relevant to a matter which arises (Conflict of Interest):** In addition to the periodic statements of interest required under (i) above, Board members are required to furnish a statement of interest at the time where an official function falls to be performed by the Board member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates. For the purposes of this disclosure, material interests has the same meaning as that contained in the Ethics in Public Office Act 1995.

iii) **Doubt:** If a Board member has a doubt as to whether an interest should be disclosed pursuant to this Code, he/she should consult with the Chairperson of the Board and/or the nominated person in the State body for dealing with such queries.

iv) **Confidential Register:** Details of interests disclosed under this Code should be kept by the Secretary of the Board or other nominated person in a special confidential register. Access to the

register should be restricted to the Chairperson and Secretary of the Board and other members of the State body on a strictly need to know basis.

v) **Chairperson's Interests:** Where a matter relating to the interests of the Chairperson arises, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or his/her connected person has an interest.

vi) **Documents withheld:** Board or State body documents on any deliberations regarding any matter in which a member of the Board has disclosed a material interest should not be made available to the Board member concerned.

vii) **Early return of documents:** 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/her interests or of those connected with him/her, return the documents to the Secretary of the Board at the earliest opportunity.

viii) **Absent:** A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which that Board member (other than in his/her capacity as a member of the Board) has declared a material interest. In such cases consideration should be given as to whether a separate record (to which the Board member would not have access) should be maintained. (NB. Board members who are designated directors should note the separate requirements under the Ethics in Public Office Acts 1995 and 2001 regarding a 'material interest').

ix) **Uncertainty:** Where a question arises as to whether or not an interest declared by a Board member is a material interest, the Chairperson of the Board should determine the question as to whether the provisions of this Code apply. Where a Board member is in doubt as to whether he or she has an obligation under the Ethics in Public Office Acts 1995 and 2001, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.

Appendix 2

Confirming Compliance with the Code of Business Conduct for Board members

On an annual basis the Board members of the Inland Fisheries Ireland shall be required to confirm the following information:

Board member Name _____

I confirm that

(i) I have received, read and fully understand the Inland Fisheries Ireland's Code of Business Conduct for Board members and,

(ii) I comply, and will continue to comply, with the Code and will confirm compliance with the code as and when required.

Signed _____

Date _____

Appendix 3

Gifts and Hospitality Policy

Inland Fisheries Ireland staff and Board members must comply with all IFI rules, in relation to the acceptance of personal sponsorship, gifts and/or hospitality, which apply generally or which apply in particular to their post. While no malice may be intended on the part of the person offering gifts or hospitality, staff/ Board members must recognise the risks that may arise of conflict, **real or perceived**, being construed by their acceptance and at all times protect both IFI's and their own integrity.

Staff/ Board members must not accept significant personal gifts from current or potential stakeholders, contractors, suppliers, or service-providers, or from members of the public. Isolated gifts of token value such as pens, diaries, etc. can be considered to be insignificant.

Definitions

'Gifts' are defined as, and not limited to:

- Goods
- Vouchers or special discounts
- Payments received
- In terms of suppliers or their agents, gifts are defined as anything other than goods and services officially ordered
- In terms of other organisations, gifts are defined as anything given as a result of an employee's position at IFI

Restrictions for receiving Gifts or Hospitality

On no account should gifts or hospitality (which goes beyond refreshment appropriate to the circumstances, such as tea or a snack at a demonstration) be accepted from parties involved in a tender process, or parties aiming to become potential suppliers or investors.

Examples

- Hamper, chocolates or any kind of foodstuffs
- A bottle of wine/ spirits or any kind of alcohol
- Food, gift or any other voucher or discount
- Voucher or tickets for a show (with or without hospitality)
- Invitation to a sporting or cultural event (with or without hospitality)

- A round of golf or some kind of leisure activity
- Use of a holiday home
- A framed print
- Dinner at a restaurant
- iPad, iPod or any other electrical equipment
- Payment of transport or hotel bills during contract proposals or negotiations.

Staff/Board members may only accept offers of hospitality if there is a genuine need to impart information or represent IFI in the community. Offers to attend purely social or sporting functions must be accepted only when they are part of the life of the community or where IFI should be seen to be represented. The acceptance of any hospitality must be properly authorised and all offers must be recorded on the Gift and Hospitality Interest Register in accordance with relevant IFI rules.

The handling of offers of hospitality requires staff to exercise careful judgement but the basic principle must be that where there is any risk that the acceptance of an offer of hospitality could reasonably be perceived as influencing a staff or Board member in the exercise of his/ her official duties, it must be refused. All offers of hospitality whether accepted or not must be recorded on the Gift and Hospitality Interest Register.

When considering whether or not to accept authorised hospitality, staff or Board members must also be particularly sensitive as to its timing in relation to decisions which IFI may be taking, if those decisions are likely to affect those providing the hospitality.

Acceptance by staff or Board members of hospitality through attendance at relevant conferences and courses is acceptable if any of the following conditions apply:

- (i) The Designated Manager consents in advance
- (ii) The Designated Manager is satisfied that any official decisions are not compromised

Recording of Gifts and Hospitality

IFI is required to keep a record of gifts and hospitality received by Board members and staff where the value **exceeds €25.00**. Board members/ Staff are required to complete the Gift and Hospitality Register as soon as a gift or hospitality is offered or received. The register should be completed for the appropriate Division/ River Basin District and returned to the IFI Finance Director or Corporate Support Officer with the year-end accounts. If it is not possible to value the gift or the hospitality received, or it is unknown, a declaration should still be recorded in the IFI Gift & Hospitality Register.

If there is a clear linkage to your job and the hospitality is not lavish, then if excluded by the IFI procedures, it may be deemed unnecessary to record the invitation and/or attendance

This Register is available on DTP/IFI Forms and should be maintained by each RBD/ Division/ Secretary to the Board.

The IFI Finance Director will periodically require sight of the register, and the RBD Director /Divisional Head/ Secretary to the Board will be required to provide copies of the register at any time should they be requested by external parties such as IFI's auditors or in connection with Freedom of Information requests etc.

This policy applies to all IFI staff and Board members and applies to activity that occurs anywhere in the world.

Further information

If, after having read the IFI Gifts and Hospitality policy, you have a query which is not covered in the policy, please contact your Director/ the Secretary to the Board.