

## National Roads Authority

### Code of Business Conduct for Board Members

The five general principles underlying this Code of Ethics, which applies to all Members of the Board ( Members ) of the National Roads Authority ( NRA ) are:

- Integrity
- Loyalty
- Legal and Regulatory Compliance
- Fairness
- Confidentiality

The central requirement of the Code is that Members 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

Members should :

- be open, truthful and honest and observe the highest standards of integrity in all their business dealings , and
- ensure that there is no conflict of interest between the discharge of their duties as Members of the NRA and any beneficial interest they may have. Attention is drawn to the Conflicts of Interests : Additional Protocol on page 4, which was adopted by the Board, and forms part of this Code of Business Ethics for Board Members

Members must :

- refuse bribes, and report any such approaches in writing to the Chairman;
- refuse gifts or hospitality that may affect their ability to make impartial judgement, and report any such approaches in writing to the Authority;
- avoid misrepresenting their position or being ambiguously misleading;
- avoid the use of the NRA's resources or time for personal gain or for the benefit of persons / organisations unconnected with the NRA or its activities;
- reject any business practice which might reasonably be deemed to be improper, and
- not abuse their position for personal gain.

#### Loyalty

Members owe to the NRA loyalty and commitment in all its activities. Members should support colleagues and the NRA in all matters related to NRA activities. They should not undermine through action or omission the goals and objectives of NRA.

# **National Roads Authority**

## **Legal and Regulatory Compliance**

In order to ensure compliance with all laws / legislation, Members are required to:

- fulfil all regulatory and supervisory obligations applicable to them;
- co-operate with relevant regulatory and supervisory bodies;
- avoid false, inaccurate or mis-leading entries in records;
- ensure that taxation and welfare legislation is upheld;
- ensure their actions comply with relevant contractual obligations, and
- avoid engaging in any illegal or criminal activities.

## **Fairness**

Members should :

- ensure that their work is guided by NRA's commitment to fairness in all its dealings and accept the need to value our customers and treat all customers equitably;
- not accept any money or any significant gift from a customer / supplier if it could reasonably be viewed as contributing to the giving of preferential treatment to a customer / supplier;
- note that the NRA places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public;
- treat all their colleagues and customers equally irrespective of gender, marital status, family status, race, colour, creed, sexual orientation, political preferences, age or disablement or membership of the traveller community;
- recognise the effect of NRA activities on the community we serve, and
- ensure that their work for the NRA always takes into account the NRA's commitment to minimising the impact of its operations on the natural environment, consistent with the need to provide infrastructure on a cost effective basis in order to promote Ireland's competitiveness.

## **National Roads Authority**

### **Roads Act, 1993, section 37 - Disclosure of Interests**

Members of the NRA are subject to the provisions of section 37 of the Roads Act, 1993, concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the NRA.

As provided for in the Roads Act, 1993, a Member shall absent himself or herself when the Board is deliberating or deciding on matters in which he or she ( other than in his or her capacity as a Member ) or a person or body connected with him or her has an interest.

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 or her, the Chairman, whose decision shall be final, shall determine the question.

Members should refer to the Roads Act, 1993 as regards the specific wording of section 37.

### **Roads Act, 1993, section 40 – Declarations of Interests**

On appointment to the Board, a Member is required to complete a statutory declaration of interests in compliance with the requirements of section 40 of the Roads Act, 1993.

The declaration of interests must contain particulars of :

1. any estate or interest in any land held by them, or any activity within the meaning of section 40 ( 12 ) of the Roads Act, 1993 ;
2. any business of dealing in or developing land, or any activity within the meaning of section 40 ( 12 ) of the Roads Act, 1993, in which they are engaged or employed and of any such business carried on by a company or other body of which they, or any nominee of theirs, is a member, and
3. any profession, business or occupation in which they are engaged, whether on their own behalf or otherwise, and which relates to dealing in or developing land or to any activity within the meaning of section 40 ( 12 ) of the Roads Act, 1993.

A member must, where there is a change regarding any such interest or where they acquire any other interest, give to the NRA a new declaration in the prescribed form.

The NRA will keep a register of interests, which contains details of the particulars in the declarations given to the NRA, and this register will be available for inspection by any person who may request a copy of the register or any entry in the register.

Members who fail to comply with the requirement to provide a declaration in the prescribed form to the NRA or give particulars that are false or misleading in a material respect, shall be guilty of an offence under section 40 ( 10 ) the Roads Act, 1993.

## **National Roads Authority**

Roads Act, 1993 section 40 (12) defines ' activity ' as :

- the provision of consultancy services in relation to road construction or maintenance ;
- the carrying out or the management of road construction or maintenance works ;
- the provision, manufacture or supply of equipment, plant, materials, or any other thing for the purpose of road construction or maintenance ;
- the provision to the NRA or a road authority of training, research or testing services in relation to its functions, and
- any other prescribed activity.

Members should refer to the Roads Act, 1993 as regards the specific wording of section 40.

### **Conflicts of Interests - Additional Protocol**

In addition to the requirements on Members of the NRA under sections 37 and 40 of the Roads Act, 1993, Members should seek to avoid situations which may give rise to an actual or apparent conflict of interest between the discharge of their duties as Members of the NRA and any beneficial interest ( as defined in section 37 of the Roads Act, 1993 ) which they may have.

In particular, individual Members should avoid actual or apparent conflict of interest in relation to situations involving the potential award of a contract by the NRA or by Road Authorities ( where the funding for the contract is to be provided by the NRA ).

In the context of the statutory obligations and functions of the NRA, Members or staff of the NRA , in carrying out their official duties, will, from time to time, be appointed to interview or assessment panels ( the 'interview panel' ) appointed to interview tenderers in relation to contracts which it is intended to award directly by the NRA or, alternatively, by Road Authorities ( where the funding for the contract is to be provided by the NRA ). In such situations, in order to avoid any actual or apparent conflict or potential or the assertion of an accusation of objective bias, each Member should refrain from presenting himself or herself as the representative of a tenderer at any such interview before the Interview Panel.

Notwithstanding the above, and for the avoidance of doubt, it is noted that this advice should not have the consequence that any company, firm or organisation, with whom a Member is associated ( as member, director, officer or otherwise ), should be prevented or in any way restricted from submitting a tender or proposal in respect of a proposed contract to be awarded by the NRA or, alternatively, by a Road Authority ( where the funding for the contract is to be provided by the NRA ), subject, of course, to compliance with the provisions and, procedures which apply in relation to disclosure of interests by Members.

## **National Roads Authority**

### **Roads Act, 1993, section 38 – Disclosure of Confidential Information**

Members should maintain confidentiality in relation to business transactions except when otherwise authorised by the parties involved, or if required by law / legislation. The unauthorised release of confidential information directly or indirectly to third parties, including staff members of the NRA and the media is strictly prohibited, as such action represents a gross breach of trust. The misuse, directly or indirectly, of confidential information or the disclosure of proprietary information, for example in relation to competitive matters, is similarly unacceptable.

The attention of Members is drawn to document Number 13 – Protocol for Handling Confidential Information.

Members should refer to the Roads Act, 1993 as regards the specific wording of section 38.

### **Section 39 Roads Act, 1993 - Prohibition of Certain Communications**

A person who communicates with a Member of the NRA or of a committee or consultative group established by the NRA for the purpose of influencing, improperly, the consideration of any matter which falls to be considered or decided by the NRA, committee or consultative group shall be guilty of an offence.

If a Member believes that a communication is for the purpose of influencing, improperly, the consideration of any matter, it is the duty of the Member concerned not to entertain the communication further and to inform the Chairperson in writing of the substance of such communication and the Chairperson shall acknowledge in writing the receipt of such information.

Members should refer to the Roads Act, 1993 as regards the specific wording of section 39.

## **National Roads Authority**

### **General - Ethics in Public Office Acts, 1995 & 2001**

Membership of the NRA is a designated position under the above Acts and Members are required to complete an annual disclosure of registrable interests. Members are required to ensure compliance with these Acts. The Standards in Public Office Commission ( the Commission ) publishes guidelines in this regard. In addition, Members may seek advice from the Commission in relation to any provision of the Acts or their applicability in any particular case.

Members should note the following :

- disclosure of an interest is required only where the interest could materially influence a Member in, or in relation to, the performance of his / her functions as a Member of the NRA ;
- where an interest is being disclosed, the statement formats, which have been determined by the Minister for Finance, should be used;
- where the Member considers that there are no interests to disclose, a statement is not legally required. However, the Commission recommends that, in such circumstances, a nil statement should be provided;
- the registration year is from 1 January to 31 December;
- statements should be provided by 31 January following the registration year;
- members should provide a statement to the NRA and to the Commission, and
- members whose membership ceases during the course of a registration year are required to provide a statement on leaving within 30 days of the event. Any such statements by a Member must also be provided to the NRA and the Commission.

Members should refer to the Ethics in Public Office Acts, 1995 & 2001 in respect of specific wording and requirements.

### **General - Gifts and Entertainment**

In accepting entertainment from parties with which the NRA does business or from parties seeking or likely to seek business from the NRA, particular care should be taken not to compromise the high standards expected by the NRA. Gifts may be accepted in appropriate circumstances provided it is clear that in doing so no obligation is imposed on either the Member or the NRA. Normally such gifts will be of modest value. In any one year, any gift in excess of €650, in value, or group of gifts from a single source with an aggregate value in excess of €650, should be declared in writing to the Chairperson

Members 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 the NRA or from customers of the NRA. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.