


CODE OF CONDUCT FOR
MEMBERS OF THE BOARD OF
THE HEALTH AND SAFETY
AUTHORITY



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‘State bodies should act prudently, ethically and with transparency as public entities and should conduct their activities consistent with their statutory responsibilities.’

Code of Practice for the Governance of State Bodies 2016

Introduction

The Code of Practice for the Governance of State Bodies 2016 requires that all public bodies develop and publish a Code of Conduct for Board members.

The Board is collectively responsible for promoting the success of the Authority by leading and directing the Authority's activities, providing strategic guidance, and monitoring the effectiveness of the Executive. The purpose of this Code of Conduct is to provide members with guidance as to the ethical standards that must be met while fulfilling their Board responsibilities in the public interest.

This Code takes account of the Safety, Health and Welfare at Work Act 2005 ("the 2005 Act"), Chemicals Acts 2008 and 2010, EU Regulation 765/2008 (Accreditation), the Ethics in Public Office Acts 1995, Standards in Public Office Act 2001, and a range of other relevant legislation and policies.

This Code of Conduct should be read in conjunction with the *Code of Practice on the Governance of State Bodies (2016)*, which sets out the roles and responsibilities of the Chairperson, Board members and Board committees; these are not repeated in this Code of Conduct.

The Code was prepared following consultation with the Chairperson of the Board and the Executive to ensure that the provisions of the Code are consistent with the values of the Authority:

- We consult and collaborate
- We treat people with dignity and respect
- We act with integrity and impartiality
- We hold ourselves accountable
- We drive innovation and continuous improvement
- We respond and adapt to changing circumstances

The Code will be published on the Authority's website.

Intent and Scope of this Code of Conduct

The objectives of this Code of Conduct are to:

- Promote compliance with the highest governance and ethical standards in all activities of the Board of the Health and Safety Authority
- Establish an agreed set of ethical principles, and prevent the development or acceptance of unethical practices.
- Enhance and preserve the corporate reputation of the Authority
- Promote and maintain confidence, transparency and trust in the Health and Safety Authority

The Code is additional to, and does not in any way restrict, the legal obligations of members. Where any provision of this Code requires a Board member to do something that would bring them or the Authority into conflict with the provisions of the 2005 Act, the provisions of the 2005 Act will take precedence.

The Code is not intended to provide for all situations which may arise; it provides a frame of reference against which members must assess their conduct and performance. The Code is not a substitute for a member's responsibility to exercise good judgement and to be accountable for their actions.

The Code underscores the Authority's commitment to the highest standards of business conduct and has been prepared to assist Board Members in understanding their duties, rights and obligations. The Code is binding on all Board Members of the Authority and requires that each person be familiar with it and sign their acceptance of it.

Each Member is required to sign the Declaration of Understanding set out in Appendix 1 on an annual basis, acknowledging that they have read the Code and understand its provisions and related obligations. When signed, the Declaration of Understanding is to be returned to the Secretary for record purposes.

Where a Board member becomes aware of non-compliance with provisions of this Code of Conduct they should bring this matter to the attention of the Chairperson.

Statutory obligations

1. The Board is responsible for ensuring the Authority operates within the limits of its statutory authority and any delegated authority agreed with the Department.
2. The Board is responsible for ensuring compliance with all statutory obligations applicable to the Authority in the 2005 Act or in other relevant legislation. The Board should satisfy itself that all such obligations are identified and made known to it.
3. The Board is responsible for ensuring it conducts its business in accordance with the Section 41 and Schedule 5 of the 2005 Act which set out provisions related to the Board of the Authority.
4. Where a Board member finds evidence of non-compliance with any statutory obligations that apply to the Authority, they should immediately bring the non-compliance to the attention of the Chairperson with a view to having the matter rectified.
5. It is the responsibility of the Chairperson to bring any evidence of non-compliance with statutory obligations to the attention of the relevant Minister, indicating the consequences of the non-compliance and the steps that have been or will be taken to rectify the matter.
6. The Board is responsible for the Authority's system of internal control and should review annually the effectiveness of the Authority's system of internal controls, including financial, operational and compliance controls and risk management.

Integrity

Conflicts of interest

A conflict of interest exists in any situation where the personal or other interests of a Board member, or a connected party or organisation, conflict with the business of the Authority. It makes no difference that the Authority does not suffer by the conflict of interest.

7. Board members are required to comply with the legal requirements for disclosure of certain interests as set out in section 41 of the 2005 Act.
8. Board members, as 'Designated Directors' under the Ethics in Public Office Act 1995 and Standards in Public Office Act 2001, are required to comply with the relevant provisions of those Acts, including returning annual statements of interests to the Board Secretary and the Standards in Public Office Commission, as appropriate. 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, they should seek advice from the Standards in Public Office Commission.

9. On appointment and annually thereafter, each Board member should provide the Board Secretary with a statement in writing of:
 - 9.1 Details relating to the Board member's 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 their functions as a member of the Board. For the purposes of this disclosure, interests has the same meaning as that contained in the Ethics in Public Office Act 1995 and the statement of interests form under that Act can be utilised for this purpose. 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.
 - 9.2 Any 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 involve a conflict of interest or could materially influence the member in, or in relation to, the performance of their official functions should also be disclosed to the Board Secretary. For this purpose, persons and bodies connected with a member should include:
 - (a) a spouse, parent, brother, sister, child or step-child;
 - (b) a body corporate with which the Board member is associated;
 - (c) a person acting as the trustee of any trust, the beneficiaries of which include the Board member or the persons at (a) above or the Authority corporate at (b) above; and
 - (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) to (c) above, is connected with the member.
10. In addition to the periodic statements of interest, 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 they have actual knowledge that they, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates.
11. It is the responsibility of the Board member to declare any conflicts of interest during the course of Board or committee meetings. If a Board member has a doubt as to whether they should disclose an interest of their own or of a connected person, that member should consult the Chairperson or the Board Secretary.

12. 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 shall determine the question.
13. Details of interests disclosed should be kept by the Board Secretary in a confidential register and should be updated on an annual basis. Only the Chairperson and Board Secretary have access to the register. Access for other members or staff of the Authority to the register may be arranged, with the approval of the Chairperson, on a strictly need to know basis.
14. Board documents on any deliberations regarding interests should not be made available to the member concerned. Decisions, once taken, should be notified to the member. Consideration will be given as to whether a separate record (to which the Board member would not have access) should be maintained.
15. As it is recognised that the interests of a Board Member or persons connected with them can change at short notice, a Board Member should, in cases where they receive documents relating to their interests or of those connected with them, advise the Board Secretary and return the documents at the earliest opportunity.
16. It is the responsibility of the Board member to absent themselves when the Board is deliberating or deciding on matters in which that member or their connected persons have an interest.
17. The Chairperson should absent themselves when the Board is deliberating or deciding on a matter in which the Chairperson or their connected persons have an interest. In this case, the other members attending the meeting shall choose one of the members present to chair the meeting.
18. A Board member shall cease to be a member of the Board if they are nominated as a member of Seanad Éireann, elected as a member of either House of the Oireachtas or to be a representative in the European Parliament, or elected to the European Parliament to fill a vacancy.
19. At appointment, Board members are advised by the Department that the acceptance of further employment where the potential of conflict of interest arises should be restricted during a reasonable period of time after their term as a Board member has ceased.
20. The provisions in relation to conflicts of interest should be adopted in any subsidiaries.

Financial probity

21. Board Members have a duty to safeguard public funds, including all forms of receipts from fees, charges and other sources, and to ensure the proper custody of publicly funded assets. They must

take measures to confirm that the Authority conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions.

22. It is the responsibility of Board members to satisfy themselves that the requirements for public procurement are adhered to. Members should be aware of the current value thresholds for the application of EU and national procurement rules.
23. It is the responsibility of the Board to satisfy itself that the Authority's prescribed thresholds for sanctioning expenditure are complied with.
24. Board Members should confirm that the Authority's accounts and reports accurately reflect the financial position, and are not misleading or designed to be misleading.
25. Board members must adhere to the Authority's policy for the use of public funds in relation to expenses claimed for travel and subsistence.
26. Board members must not accept from any source any advantage, direct or indirect (e.g. as a gift or in the form of hospitality, entertainment, travel or other form of benefit) which is in any way connected to their role as members of the Board.

Loyalty

27. The fiduciary duty of each Board member is at all times to avoid any conflict between their interests and duties as Board members and the interests of their nominating organisations.
28. A Board member shall at all times support the performance by the Authority of its statutory functions and duties, and act solely in the interests of the Authority, to the exclusion of all other considerations.

Information

29. The Board Secretary will arrange appropriate induction to inform new members of their duties under various statutes, government policies and the relevant Code of Practice.
30. All Board members should have access to the advice and services of the Board Secretary who is responsible to the Board for ensuring that procedures are followed and for providing advice and support to the Chairperson and Board members.

31. Members shall take all necessary steps to make themselves aware of relevant information and access information as necessary to enable them perform their duties to a high standard. In particular members should ensure familiarity with the legislation establishing the Authority and with the Authority's governance documents.
32. Where the Board determines that professional or legal advice is necessary it may request the Board Secretary to obtain such advice at the reasonable expense of the Authority.
33. Board Members will not disclose, either during or after the term of office, any information that is related to enforcement actions and investigations, or any other information such as:
 - commercially sensitive information;
 - personal information; and
 - privileged or confidential information.
34. Board Members shall not release Board minutes, papers or other documents to any person, including their nominating organisation, unless by prior agreement with the Board.
35. Board Members shall not disclose details of Board discussions or deliberations to any person, including their nominating organisation, unless with prior agreement with the Board.
36. If the Board proposes to release sensitive information in the public interest, the Board should observe appropriate prior consultation procedures with third parties.
37. Board members shall not acquire information by improper means.
38. Upon conclusion of their term(s) on the Board, Members should not retain any Board papers or electronic devices issued by the Authority during their term as Board member. Any devices or documentation should be returned to the Secretary, or otherwise confirm in writing to the Board Secretary that all such documentation in their possession has been disposed of in an appropriate manner.
39. The Board will support the provision of access to general information relating to the Authority's activities in a way that is open and enhances its accountability to the general public, and complies with the relevant statutory provisions, including those of the Freedom of Information and the Data Protection Acts.

Decision-making

40. Board members should make reasonable endeavours to attend all Board and committee meetings. Attendances of each Board member will be published in the Authority's Annual Report.

41. Members shall make all reasonable endeavours to be well prepared by reading relevant papers in advance and contributing to decision-making.
42. The Board should maintain a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Authority is retained by Board members. Responsibility for day-to-day management matters should be delegated to the Chief Executive and staff so far as is practicable, within the framework of the schedule of reserved and delegated functions.
43. When chairing a meeting of the Board, the Chairperson shall facilitate the debate and shall ensure that all members have an equal opportunity to express their views. The Chairperson shall faithfully summarise conclusions of the debate, reflecting as necessary divergences of opinions.
44. Committees of the Board may make recommendations to the Board, but the Board retains ultimate responsibility for decision-making. Deliberations of the committees of the Board should be recorded in minutes that are available to the Board.
45. Board members must adhere to the principle of collective responsibility in relation to the decisions of the Board and its committees.

More detail on decision-making is available in the Rules of Procedure for meetings of the Board of the Health and Safety Authority.

Communications

46. In the interests of organisational integrity, transparency and accountability, it is important that decisions of the Board are properly communicated outside of the Authority. All Board members are expected to abide by the decisions of the Board and not to publicly adopt, promote or engage in a position, a view or a course of conduct which in the reasonable opinion of the Board or a committee of the Board does not reflect the position, view or approach of the Board or committee as articulated in such decisions.
47. Members shall where possible refrain from expressing personal opinions on matters pertaining to the Authority, its statutory functions or its sphere of operations, having regard to the risk that such opinions could impede the Authority in the performance of its statutory functions, including by making its operating environment more difficult. In the event that a Member of the Authority does express such a personal opinion on any such matter, they shall make it clear from the outset that they are not purporting to speak on behalf of the Authority. Members shall be vigilant and

conscious of any unintended consequences of their communications, including presentations, articles, speeches or social media interactions.

48. Engagement with the media on behalf of the Board will be through the Chairperson of the Board only. The Chairperson may, if considered appropriate, designate another Member to comment publicly on a specific subject consistent with the Authority's position on the subject in question. Only the Chair, Chief Executive or a formally designated person may respond to media questions or requests. If a Member is approached by the media they shall inform the Board Secretary.
49. Communications on behalf of the Board with the relevant Minister will be through the Chairperson or, in their absence, the Deputy Chairperson, except where the Board has agreed that an individual member or members should act on its behalf.
50. Communication with members of staff of the Authority in relation to the work of the Authority should be through the Board Secretary or Chief Executive, except in the context of organised committee and advisory committee meetings.

Working Environment

51. The Board will ensure that the Authority places the highest priority on promoting and preserving the health, safety and welfare of Authority employees. The Board will seek reassurance that the Authority's health and safety policies and procedures are operating to the highest standards. They should confirm that the Authority has a structured safety management system with performance management standards that support compliance with legal requirements and conformance with best practice.
52. The Board will ensure that the Authority complies with its obligations in relation to human rights, equality, and equal status legislation.
53. The Board will support the development of a culture where workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal. The Board will review an annual report on protected disclosures received by the CEO or the Chairperson of the Audit and Risk Committee under the Protected Disclosures Act 2014.
54. The Board will support a programme that minimises any detrimental impact of the Authority's operations on the environment.

Entry into force

55. This Code of Conduct shall enter into force on the day following its adoption by the Board.
56. This Code of Conduct replaces the previous *Code of Corporate Governance and Code of Practice for Board Members* adopted by the Board.
57. The Board shall adopt amendments to this Code of Conduct as necessary.

Reference documents

Department of Public Expenditure and Reform, Code of Practice for the Governance of State Bodies 2016

<https://govacc.per.gov.ie/wp-content/uploads/Code-of-Practice-for-the-Governance-of-State-Bodies.pdf>

Health and Safety Authority, Travel and Subsistence Policy – *available on Board portal*

Health and Safety Authority, Entertainment Policy – *available on Board portal*

Department of Business, Enterprise and Innovation, Governance Framework 2019

<https://dbei.gov.ie/en/Publications/Publication-files/Governance-Framework.pdf>

Appendix 1 – Declaration of compliance with the Code of Conduct



Declaration of Compliance with the Code of Conduct for members of the Board of the Health and Safety Authority

As a member of the Board of the Health and Safety Authority, I hereby commit to fulfilling my duties in accordance with the standards set out in the Code of Conduct for Members of the Board of the Health and Safety (version approved by the Board on DD MM 2020).

Board member

Date