

# **Interim Regulatory Committee and the Executive (Regulation Office)**

## **GOVERNANCE CODE OF CONDUCT**

### **1. Background**

The 2009 “Code of Practice for the Governance of State Bodies” issued by the Department of Finance provides a working framework for the application of best practice in corporate governance. Paragraph 5 of the Code states that “all State bodies should have written Codes of Business Conduct for their directors and employees”

Whilst the interim Regulatory Committee (iRC) is not a State or Statutory body, this established code of practice serves as a framework against which the business of the iRC can be run. This Code of Conduct shall be reviewed on an annual basis,

### **2. Conflict of Interest**

In order to safeguard against any loss of public confidence and damage to the reputation of the iRC which could arise as a result of a poorly managed conflict of interest, the iRC shall adopt a conflict of interest policy.

A standalone conflict of interest policy document has been made available to all committee members. The requirements of which are as follows:

- a) Committee members entering into any business transactions with other committee members shall disclose any potential conflicts.
- b) Committee members must disclose all details relating to their connection (direct or indirect) to any persons or groups doing business with the iRC.
- c) Committee members shall withdraw from decisions that present a potential conflict.
- d) Committee members who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the iRC and the other groups.
- e) Committee members who have an actual or potential conflict should not be substantively involved in decision-making affecting such transactions.

### **3. Participation**

- a) Committee members shall demonstrate their commitment to the iRC by regularly attending Committee meetings and participating fully in discussions at those

meetings. An annual report on attendance shall be published on the regulation website.

- b) Committee members shall prepare themselves for all committee meetings by familiarising themselves with the meeting's agenda and background materials to the greatest extent possible, with the goal of discussing the issues and business addressed at the meetings.
- c) Committee members shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable.
- d) Committee members shall participate in:
  - Strategic planning and orientation workshops;
  - Committee development workshops;
  - Seminars and other educational events that enhance their skills as committee members; and
  - Other special events.

#### **4. Respect**

- a) The executive and committee members shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints.
- b) The executive and committee members shall work with and respect the opinions of their peers and leave personal prejudices out of discussions.
- c) Committee members shall display courteous conduct in all committee meetings toward each other and toward staff of the Executive.

#### **5. Support**

- a) The executive and committee members shall support, in an affirmative manner, all actions taken by the iRC, even when they may be in a minority position with respect to any such action.
- b) The executive and committee members shall represent the iRC in a positive and supportive manner at all times and in all places.
- c) The executive and committee members shall exercise the duties and responsibilities of their office or position with integrity, collegiality and care.

## **6. Governance**

- a) Committee members shall ensure that the iRC performs its duties of governance. Committee members shall ensure that they understand their obligations to the iRC and that they ensure those obligations are upheld.
- b) Committee members shall place the iRC's interests before their own personal interests and will immediately declare any conflicts of interest which arise.
- c) Committee members shall remove themselves from situations where their continued presence on the iRC may cause embarrassment to the iRC or undermine the confidence of their peers.

## **7. Statutory Responsibilities**

Whilst the iRC is not established on a statutory basis, the actions of the iRC will be cognisant of the statutory obligations on the Housing Agency. The Housing Agency may comply with certain provisions within the following legislation:

- Companies Act;
- Ethics in Public Offices Act 2005 and the Standards in Public Office Act 2001;
- Freedom of Information Acts, 1997-2003;
- The Data Protection Acts, 1988-2003;
- The Official Languages Act, 2003;
- Employment Legislation;
- Safety, Health and Welfare at Work Acts, 1989-2005.
- Charities Act 2009

## **8. Policy**

- b) Committee members shall use their best judgement to balance the relative importance of issues to be determined by the iRC in setting policies.
- c) Committee members shall educate other committee members on those matters within their own area of expertise with a goal of having the iRC make decisions collectively.
- d) Committee members shall have regard to the Terms of Reference, as may be amended from time to time.

## **9. Administration**

- a) Committee members shall actively support the executive by providing overall direction, resources and time frames to achieve the identified vision and ends of the iRC.

- b) Committee members shall publicly support actions taken by the executive to implement programs and achieve the objectives contained in the iRC's plans as approved by the iRC.
- c) Committee members shall recognise the difference between the role of the iRC to set policies and strategic objectives, and the role of the executive to implement same. Committee members shall not create any additional work for the executive without the approval of the Head of Regulation.

## **10. Confidentiality**

- a) Executive and committee members shall maintain, at all times, the confidentiality of all confidential information and records of the iRC and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- b) Executive and committee members shall not use confidential information obtained through their association with the iRC to further their private interests or the private interests of their friends or relatives.
- c) Executive and committee members shall comply with any iRC policies and procedures that guide the storage, use and transmission of any information of the iRC, including the use of computer databases or email systems.
- d) Committee members shall treat committee discussions as a "safe haven" for the benefit of their peers and the iRC's Executive, and shall not repeat any discussions concerning the iRC's business and practices, or any discussions of a personal nature of their peers and the iRC's Executive, in a public setting.
- e) Executive and committee members should ensure that this confidentiality is obtained where membership of the iRC has ceased or where employment has ended with the Agency.

## **11. Media**

- a) Executive and committee members shall not, in the context of the iRC's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the iRC without prior approval and briefing by the iRC's Chairperson, the Head of Regulation, the CEO of the Housing Agency or someone approved by them.
- b) The Executive and committee members shall ensure that any comments made by them to the media outside of the context of the iRC's business and practices is

attributed to them in their personal capacity and not in their capacity as committee members.

## **12. Responsibility**

- a) Executive and committee members must adhere to the standards prescribed by this *Code of Conduct*, as well as the applicable *Conflict of Interest Policy*, and shall execute declarations in favour of the iRC and the iRC to that effect.
- b) Executive and committee members must adhere to all applicable policies of the iRC while performing their duties, or while in situations which may affect their ability to perform their duties.
- c) Committee members shall report any breaches or potential breaches of this *Code of Conduct* to the iRC through the Chair.
- d) Committee members who have breached or who are in a potential breach of this *Code of Conduct* may be requested to resign, or may request an exemption from any such breach or potential breach, by a determination of a special majority of the iRC.

## **13. Integrity**

- a) Executive and committee members should avoid the giving or receiving of 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. Business gifts other than items of very small intrinsic value, such as business diaries or calendars, should not be accepted.
- b) Executive and committee members will commit to act vigorously and energetically in relation to the work of the regulation office, and also commit to work ethically and honestly;
- c) Executive and committee members will conduct purchasing activities of goods/services in accordance with best business practice;
- d) Executive and committee members will avoid the use of the iRC'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;
- e) Executive and committee members commit not to acquire information or business secrets by improper means.

## **14. Information**

- a) The iRC members support the management and employees of the Regulation Office in the provision of access to general information relating to the iRC's activities in a

way that is open and enhances its accountability to the general public, while respecting the confidentiality of sensitive information held by the iRC.

- b) This would constitute material such as commercially sensitive information including future plans or details of major organisational or other changes personal information received in confidence by the iRC.
- c) The Executive will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.

## **15. Obligations**

- a) The management and staff will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure
- b) They will work to implement adequate controls to ensure compliance with best practices in financial procedures and reporting.

## **16. Work Environment**

### **1. Harassment**

The iRC will not tolerate any form of harassment of its committee members or members of the executive by anyone. Discriminatory harassment unfairly harms people by targeting personal characteristics such as race, colour, religion, age, gender, national origin, disability, sexual orientation, or marital status. Sexual harassment is one form of discriminatory harassment, and refers specifically to sexual behaviour that is perceived as unwelcome, personally offensive, and creates a hostile, intimidating or offensive work environment. Non-discriminatory harassment, such as belittling others and making inappropriate comments, also undermines the dignity and respect due to everyone.

### **2. Misuse of Substances**

Misuse of alcohol, drugs, medications and other substances can diminish performance and can compromise the safety of others. Individuals should not work in an impaired state or allow substances to interfere with their own judgement or productivity or that of those around them.

### **3. Reporting Concerns (Confidential Disclosure)**

The Housing Agency has in place a policy and procedure whereby employees of the executive may, in confidence, raise concern about possible irregularities in financial

reporting or other matters and for ensuring meaningful follow-up of matters raised in this way.

The Housing Agency also provides safeguards to protect staff who raise genuine concerns about malpractice in connection with the Housing Agency, which will include the iRC. This includes concerns in relation to other members of the executive. Malicious reporting or knowingly making false reports, however, is a violation of this code and may result in disciplinary measures.

**Date Adopted by the interim Regulatory Committee: JUNE 2014**