

# **CODE OF BUSINESS CONDUCT**

*for*

*Members of the Board  
of  
Ordnance Survey Ireland (OSi)*

*Adopted by Board of OSi – Oct 2006*

## ***INTRODUCTION:***

The Code of Practice for the Governance of State Bodies (2001) requires all State Bodies to develop and adopt a “Code of Business Conduct” binding of all Members of the Board of the State Body.

This is the first iteration of such a Code for the Board of Ordnance Survey Ireland (**OSi**) and it sets out in written form the agreed standards of principle and practice which inform the conduct of Members of the Board. This Code will be considered a living document which will evolve as the organisation changes and develops and will be amended in line with changing needs, standards and expectations.

## ***FUNDAMENTAL PRINCIPLE:***

Members of the Board of **OSi** will, at all times, strive to perform their duties to the highest ethical standards. All dealings on behalf of the organisation will be underpinned by the principles of INTEGRITY, LOYALTY, LEGALITY, CONFIDENTIALITY and FAIRNESS.

## ***SCOPE:***

The provisions of this Code of Business Conduct will apply to the Members of the Board in respect of their duties as members of the Board of Ordnance Survey Ireland or as Members of any of its Sub-Committees e.g. Audit Committee, Remuneration Committee, etc.

## ***BACKGROUND:***

### ***~ OSi Act 2001:***

*Ordnance Survey Ireland was established as a Body Corporate with effect from 4<sup>th</sup> March 2002 under the provisions of the OSi Act 2001 which outlines certain obligations in relation to conducting the business of the organisation.*

### ***~ OSi’s Mission Statement:***

*Ordnance Survey Ireland’s Mission is “excellence in providing quality mapping and geographic information services to meet society’s needs”.*

### ***~ Ethics Legislation:***

*The positions of Members of the Board of Ordnance Survey Ireland are regarded as designated positions prescribed under the Ethics in Public Office Acts 1995 and 2002.*

### ***~ Board Standing Orders:***

*The Board of OSi developed and operates within a set of “OSi Board Standing Orders” to assist the regulation of its affairs within both the necessary legislative obligations and a best practice framework.*

**COGNIZANCE HAS THEREFORE BEEN TAKEN OF ALL OF THE ABOVE LEGISLATIVE AND REGULATORY CONSIDERATIONS IN THE DEVELOPMENT OF THIS CODE OF BUSINESS CONDUCT FOR THE BOARD MEMBERS OF ORDNANCE SURVEY IRELAND.**

## ***OBJECTIVES OF THIS CODE OF BUSINESS CONDUCT:***

- ~ To establish an agreed set of ethical principles that will govern the manner in which the business of the organisation will be conducted by Board Members.
- ~ To provide the organisation's stakeholders with a clear and unequivocal statement of how the Board of Ordnance Survey Ireland conducts and will continue to conduct its business.
- ~ To prevent the development or acceptance of unethical practices.
- ~ To meet the requirements of the Code of Practice for the Governance of State Bodies (2001).

## ***INTEGRITY:***

***The Members of the OSi Board and Committee Members will demonstrate this by:***

- *Ethics in Public Office Acts 1995 & 2002:*
  - o Complying with the obligation of the Ethics Acts which requires that designated Board Members complete a statement of interests in January each year. *(See Appendix A)*
- *Ordnance Survey Ireland Act 2001:*
  - o Making the necessary declarations/disclosures in accordance with the requirements of Section 20 of the OSi Act 2002. *(See Appendix B)*
- *This Code of Business Conduct:*
  - o On appointment to the Board each member will furnish to the Company Secretary details relating to his/her employment and all other business interests, directorships, etc and providing updates to this declaration at a minimum on an annual basis or if/when there are any significant changes to the content of such a declaration. *(See Appendix C)*
- *General:*
  - o Board Members will not use any information obtained by virtue of their position or any of the resources of the organisation for the purpose of any beneficial gain for themselves or others or for the benefit of competitors.
  - o Board Members will ensure that the accounts and reports of the organisation accurately reflect the business performance of the organisation and are not misleading or designed to be misleading.
  - o Board Members will ensure that purchasing activities of goods/services are conducted in accordance with best business practice

- Board Members will avoid 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
- Board Members will at all times reject any business practice that might be deemed or has the possibility of being deemed improper or inappropriate.

## **LOYALTY:**

*Members will demonstrate this by:*

- not engaging in, or supporting any outside activity or any organisation which is in competition with OSi.
- not undermining through action or omission the goals and objectives of the organisation.
- at all times defending and protecting the good name of the organisation.

## **LEGAL AND REGULATORY COMPLIANCE:**

*Board and Committee Members will ensure that their work for OSi is at all times compliant with any laws and regulations relevant to the work.*

*In particular, Members of the Board of OSi:*

- Will at all times comply with the Law of the country both in relation to official duties and personal lifestyle. Accordingly they will not engage in illegal or criminal activities of any nature.
- Will ensure that at all times they operate within the law and within the spirit of the law.
- Will at all times act within and comply with:
  - the provisions of the OSi Act 2001
  - the requirements of the Ethics in Public Office Act 1995 & 2001.
  - all other prevailing legislative obligations.
- Will at all times co-operate with and assist any regulatory bodies involved with the organisation e.g. the Department of Finance, the C&AG's Office, etc.
- In relation to all procurement exercises, will ensure compliance with all national and EU regulations governing tendering and purchasing procedures.
- Will ensure all actions comply with any/all contractual obligations previously entered into and at all times operate in a totally professional and transparent and accountable manner.

## **CONFIDENTIALITY:**

Board Members will respect the fact that they may have access to and have a right to access to certain information, including commercially sensitive information, only by virtue of their being Members of the Board OS*i*. Where Board Members or Committee Members become aware of such information, they will maintain confidentiality in relation to all such information or business transactions except when otherwise authorised by the parties involved, or if required by law e.g. the provisions of the Freedom of Information Act.

*To ensure a continued adherence to a confidential ethos:*

- Board Members will ensure that no improper use is made of confidential information and will not disclose details of confidential company matters to third parties, including the media.
- Members of the Audit Committee and the Members of the Board having access to information emanating from Internal Audit Reports and the organisation's Corporate Risk Register, will treat all information as confidential and will ensure that its circulation will be limited to the approved circulation list only.

## **FAIRNESS:**

The Members of the Board and its sub Committees will ensure that all of their dealings are underpinned by a conscious commitment to fairness in all business dealings with customers or in all dealings with the employees.

*In continuance of the organisation's reputation for fairness, Board Members will:*

- ensure that all employees and customers are treated equally irrespective of marital status, sex, race, colour, creed, sexual orientation, political preferences, age or disablement.
- ensure that all suppliers receive fair treatment and have a reasonable opportunity to win the business of the organisation.
- ensure the existence and enforcement of a corporate policy on Harassment & Bullying and will ensure the active discharge of the organisation's responsibilities in relation to both the investigation and follow up action of any complaints emerging.

### ***Adoption of Code:***

In accordance with the requirements of the Code of Best Practice for the Governance of State Bodies, the Board of OSi has adopted the provisions of this “Code of Business Conduct” in their entirety. The Appendices are an inherent part of this Code.

Existing Board Members will receive a copy of the Code and will be required to acknowledge receipt of same. Any new Board Members will, on their appointment, be provided with a copy and will also be required to provide a signed acknowledgement.

Signed acknowledgements will be retained:

- a)* in the case of Board members, by the Company Secretary
- b)* in the case of the Chairman, by the Company Secretary

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### ***Acknowledgement:***

I have received and read the “Code of Business Conduct” which applies to all Members of the Board of Ordnance Survey Ireland. I understand and agree to be bound by the principles set out therein.

***Signed:*** \_\_\_\_\_

***Date:*** \_\_\_\_\_

## ***APPENDIX A:***

### **Disclosure of Interests by Board Members under the Ethics in Public Office Acts, 1995 and 2002**

To comply with the provisions of the above Acts, designated Board Members are required to complete a statement of interests in January each year if they have interests to declare. There are two types of forms which are explained below:

- The statutory long form, which you should complete if you have interests to declare as specified in the Acts
- or
- The short version which can be used for the purpose of a “nil” statement.

Please note that disclosure is required **only** if the interests could materially influence a board member in, or in relation to, the performance of the functions of his or her role by reason of the fact that such performance could so easily affect those interests as to substantial benefit. If there are no such interests, a statement is not legally required. However, the Public Office Commission recommends that a “nil” statement should be furnished in those circumstances.

Extract from legislation:

Officers of the Body for Designated Directorships and Relevant Authorities for Designated Positions of Employment in Public Bodies Prescribed for the Purposes of the Ethics in Public Office Act 1995

Statutory Instrument No. 672 of 2005, which updates S.I. No. 699 of 2004, made under the Ethics in Public Office Act 1995 (the 1995 Act), designates certain directorships and positions of employment in the public service as either "designated directorships" or "designated positions of employment", as defined in Sections 17 and 18 of the 1995 Act, respectively. S.I. 672 of 2005 came into effect on 1 January 2006. Statements of Interests or Statements of a Material Interest in respect of an interest held on or after that date should be furnished in accordance with the reporting arrangements set out below.

Where a registrable interest exists, persons holding designated directorships or occupying designated positions of employment in prescribed public bodies are required to furnish a statement of registrable interests, as defined in the Second Schedule to the 1995 Act, to an officer of the body (for designated directors) or to the relevant authority for the position (for occupiers of designated positions of employment). Where there are no registrable interests, the Standards in Public Office Commission recommends that a statement of nil interests would be furnished. The officers of the body for designated directorships and the relevant authorities for designated positions in each of the prescribed public bodies listed in the Schedule to S.I. 672 of 2005 are specified below.

***Persons holding designated directorships are also required to furnish a copy of any statement of registrable interests or, where appropriate, are requested to furnish a statement of nil interests, to the Standards in Public Office Commission, 18 Lower Leeson St., Dublin, 2.***

Please note that, in addition to the designated positions of employment specifically listed in the schedule below, under paragraph 5 of S.I. No. 699 of 2004, **every** position of employment in any of the public bodies listed hereunder, in respect of which the maximum salary for the position is not less than the maximum salary of a principal (general service grade, class B PRSI) in the Civil Service, is prescribed as a designated position of employment.

## Appendix B

### *Ordnance Survey Ireland Act 2001*

Disclosure of interests by members of Board.

20.—(1) A member of the Board who has—

- (a) any interest in any body or concerns with which OSI has made a contract or proposes to make a contract, or
- (b) any interest in any contract which OSI has made or proposes to make, shall disclose to the Board the fact of such interest and the nature thereof, and shall not be present at any deliberation or decision of the Board relating to the contract.

(2) Where at a meeting of the Board of OSI any of the following matters arise, namely—

- (a) an arrangement to which OSI is a party or a proposed such arrangement, or
- (b) a contract or other agreement with OSI or a proposed such contract or other agreement, then any Board member present at the meeting who otherwise than in his or her capacity as such a Board member is in any way, whether directly or indirectly, interested in the matter—

- (i) shall at the meeting disclose to OSI the fact of such interest and the nature thereof,
- (ii) shall take no part in any deliberations of the Board relating to such matter save to such extent as the chairperson of the meeting at which such deliberations take place may permit, and
- (iii) shall not vote on a decision relating to the matter.

(3) Where an interest is disclosed pursuant to this section, the disclosure shall be recorded in the minutes of the meeting concerned and, for so long as the matter to which the disclosure relates is being dealt with by the meeting, the member by whom the disclosure is made shall not be counted in the quorum for the meeting.

(4) Where, at a meeting of the Board, a question arises as to whether or not a course of conduct, if pursued by a member of the Board, would be a failure by him or her to comply with the requirements of *subsection (1)*, the question may be determined by the chairperson of the meeting whose decision shall be final and where such a question is so determined particulars of the determination shall be recorded in the minutes of the meeting.

(5) Where the Minister is satisfied that a Board member has failed to comply with a requirement of

*subsection (1)* he or she may, if he or she thinks fit, remove that Board member from office or take such other action as he or she considers appropriate, and where a person is removed from office pursuant to this subsection he or she shall thenceforth be disqualified from being a member of the Board or a director of a subsidiary.

## **Appendix C**

*Extract from “Code of Best Practice for the Governance of State Bodies”*

### **Disclosure of interests by Members of the Board**

- On appointment to the Board each member will furnish to the Company Secretary details relating to his / her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his / her functions as a member of the Board. Any interests of a member's family of which he / she could reasonably be expected to be aware or of a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his / her functions should also be disclosed. 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 member is associated;
  - c)* a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body 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) - (c) above, is connected with the member.
- Each member should furnish to the Company Secretary details of business interests on the lines above of which he / she becomes aware during the course of his / her directorship.
- Where it is relevant in any matter which arises, the member should be required to indicate to the Company Secretary the employment and any other business interests of all persons connected with him / her, as defined at (I) above.
- The Board may exercise discretion regarding the disclosure by members of minor shareholdings. As a general guideline, shareholdings valued at more than €15,000 or of more than 5 per cent of the issued capital of a company should be disclosed.
- If a member has a doubt as to whether this Code requires the disclosure of an interest of his / her own or of a connected person, that member should consult the Chairperson.

- Details of the above interests shall be kept by the Company Secretary in a special confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Company Secretary as soon as possible. Only the Chairperson, Company Secretary and Chief Executive shall have access to the register.
- Should a matter relating to the interests of the Chairperson arise, he / she should depute another Board member to chair the Board meeting and should absent himself / herself when the Board is deliberating or deciding on a matter in which the Chairperson, or a person or body connected with the Chairperson, has an interest.
- Board or Company documents on any case which relate to any dealings with the above interests should not be made available to the member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the member.
- As it is recognised that the interests of a member and persons connected with him / her can change at short notice, a 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 Company Secretary at the earliest opportunity.
- A member should absent himself / herself when the Board is deliberating or deciding on matters in which he / she (other than in his / her capacity as a member of the Board ) or a person or body connected with him / her has an interest. In such cases a separate record (to which the member would not have access) should be maintained.
- Where a question arises as to whether or not a case relates to the interests of a Board member or a person or body connected with that member, the Chairperson of the Board should determine the question.
- Serving and former Board members should respect the confidentiality of sensitive information received while acting in that capacity. This includes commercially sensitive information, personal information, and information received in confidence by the Authority.