

CODE OF BUSINESS CONDUCT FOR
BOARD MEMBERS (DIRECTORS)
Personal Injuries Assessment Board (PIAB)

Version 5: 17th May 2018 - Final

1. Introduction

The Personal Injuries Assessment Board (PIAB) has developed this Code of Business Conduct for Board directors as required under Paragraph 5.1 of the Code of Practice for the Governance of State Bodies and taking account of the implications of the Ethics in Public Office Acts, 1995 and 2001. The Code of Practice requires that all state bodies approve a Code of Business Conduct, and circulate to all its Board directors. Under paragraph 1.9 of the Business and Financial Reporting Requirements guidance document associated with the 2016 Code of Practice, the Chairperson is required to confirm that a Code of Business Conduct has been put in place and is being adhered to.

2. Intent and scope

The purpose of this Code is to provide guidance to directors in performing their duties as set out in the Personal Injuries Assessment Board Act 2003 and with regard to their duties as public servants.

3. Objectives

The objectives of the Code are:

- To establish an agreed set of ethical principles
- To promote and maintain public confidence and trust in PIAB and in the Board Members of PIAB in the performance of their functions
- To prevent the development or acceptance of unethical practices
- To promote the highest standards of behaviour in all the activities of PIAB
- To meet the requirements set out in the Code of Practice for the Governance of State Bodies, 2016.

4. General Principles

Directors should observe the highest standards of honesty and integrity. To ensure this, they should adhere to the following principles:

4.1 Integrity

Directors should

- disclose outside employment/business interests in conflict or in potential conflict with the business of PIAB in accordance with the Code of Practice for

the Governance of State Bodies and the Ethics in Public Office Acts, 1995 and 2001. (See Appendix 1 attached)

- not be involved in outside employment/business interests in conflict, or in potential conflict, with the business of the State body
- 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
- ensure that purchasing activities of good/services are conducted in accordance with best business practice
- ensure that PIAB annual report and financial statements accurately reflect its business performance and are not misleading or designed to be misleading
- avoid the use of PIAB resources or time for personal gain or for the benefit of persons/organisations unconnected with PIAB or its activities
- commit not to acquire information or business secrets by improper means
- not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in shares, property or otherwise
- ensure a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally.

4.2 Information

Directors should

- support the provision of access by PIAB to general information relating to its activities in a way that is open and that enhances its accountability to the general public
- comply with the obligation, imposed on them by Section 73 of the PIAB Act 2003, not to disclose any privileged or confidential information obtained by or made known to them while engaged by the Board. This obligation shall continue after a Member ceases to be engaged by the Board. See Appendix 1 attached regarding the retention of Board papers after the tenure of Board membership ceases
- observe appropriate prior consultation procedures with third parties where exceptionally, it is proposed to release sensitive information in the public interest

- comply with all relevant statutory provisions (e.g., Data Protection legislation, Freedom of Information legislation etc.) in so far as they apply to them and are not in conflict with the confidentiality requirements of the PIAB Act 2003

4.3 Obligations

Directors should

- fulfil all regulatory and statutory obligations imposed on PIAB, and in particular those imposed by the Personal Injuries Assessment Board Act 2003, including the disclosure of interests under Section 71 of the Act
- comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure, in line with the Board's procurement policy
- ensure that there are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel
- co-operate with internal audit in the internal audit process
- use all reasonable endeavours to ensure that they attend the PIAB Board and/or Committee Meetings (as applicable)
- conform to any 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 PIAB that may give rise to the potential for conflicts of interest and to confidentiality concerns. The acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period after the exercise of a function with the Board has ceased. PIAB will consider any cases in which such conflicts of interest or confidentiality concerns arise and shall take appropriate steps to deal with such matters in an effective manner. PIAB shall also ensure that any procedures that it may put in place in this regard are monitored and enforced.
- acknowledge the duty of all to conform to highest standards of business ethics.

4.4 Loyalty

Directors should

- acknowledge the responsibility to be loyal to PIAB and to be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders

4.5 Fairness

Directors should

- comply with employment equality and equal status legislation
- commit to fairness in all business dealings
- value all customers and treat all customers equally insofar as is practicable

4.6 Work/External Environment

Directors should

- promote the development of a culture of “speaking up” whereby workers can raise concerns regarding serious wrongdoings in the workplace without fear of reprisal
- place the highest priority on promoting and preserving the health and safety of employees
- ensure that community concerns are fully considered in all of the Board’s activities and operations
- minimise any detrimental impact of the Board’s operations on the environment.

4.7 Access to independent professional advice

- Directors, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Board. In such circumstances the Chairperson and the Secretary of the Board should be informed of the intention to take such advice in advance of the taking of the advice.

4.8 *Responsibility*

- PIAB shall circulate this Code of Business Conduct to all its Board directors for their retention. Additional requirements, in relation to disclosure of interests, are placed on directors arising from the application of Ethics in Public Office legislation to PIAB. PIAB will circulate details of these requirements periodically. See also Appendix 1 attached.
- PIAB shall provide practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.
- All Board directors shall acknowledge receipt of and understanding of this Code of Conduct and shall undertake to comply therewith.

4.9 *Revision*

- PIAB shall review this Code as appropriate and Board directors shall be bound by any changes thereto.

Declaration of Understanding

Code of Business Conduct

Each Director should sign the following:

“ I hereby confirm that having received this Code of Business Conduct, I have read and understood its contents and will comply fully with the provisions contained in this document including appendices.”

Signed: _____

Date: _____

Please inset your name in block capitals below

Name: _____

NB: It is important that this Declaration of Understanding is signed and returned as early as possible to Mr Stephen Watkins, Board Secretary/Director of Corporate Services in PIAB.

APPENDIX 1

Disclosure of interests by Directors

In addition to the legal requirements under the statutory legislation establishing PIAB the Companies Acts and requirements under the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001, the following procedures should be observed:

(i) On appointment to a Board of a State Body, each member should furnish to the Secretary of the body details relating to his/her employment and all other business interests including shareholdings, directorships, 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 be expected to be reasonably aware or 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 includes:

- (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 a 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 Secretary details of business interests on the lines above of which he/she becomes aware during the course of his/her directorship.

(ii) Where it is relevant to any matter which arises, the member is required to indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at (i) above.

(iii) Boards 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.

(iv) 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.

(v) Details of interests disclosed should be kept by the Secretary of the Board in a special confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Secretary as soon as possible. Only the Chairperson, Secretary and Chief Executive of the body should have access to the register.

(vi) Should a matter relating to the interests of the Chairperson arise, he/she should deputise the Vice Chairperson or another Director 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.

(vii) Board documents on any case which relate to any dealings with the above interests should not be made available to the member concerned prior to the 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 a member.

(viii) As it is recognised that the interests of a Director and persons connected with him/her, can change at short notice, a Director 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 at the earliest opportunity.

(ix) A Director should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Director would not have access) should be maintained.

(x) Where a question arises as to whether or not a case relates to the interests of a Director or a person or body connected with that Director the Chairperson of the Board should determine the question.

(xi) Former Directors should treat commercial information received while acting in that capacity as confidential.

(xii) Directors should not retain documentation obtained during their terms as Director and should return such documentation to the Secretary or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Directors require access to Board papers from the time of their term on the Board, this can be facilitated by the Secretary

(xiii) The procedures set out above should also be adopted in subsidiaries of State bodies.

Ethics in Public Office Acts, 1995 and 2001

To comply with the provisions of the above Acts, designated directors are required to complete a statement of interests 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 Act

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 director or employee in, or in relation to, performance of the functions of the directorship or employment by reason of the fact that such performance could so easily affect those interested as to substantial benefit. If there are no such interests, a statement is not legally required. However, the Standards in Public Office Commission recommends that a “nil” statement should be furnished in those circumstances. Instead of using the statutory long form for the purpose of a “nil” statement, it may be preferred to use the attached short version.

A copy of the guidelines to the Ethics in Public Offices Acts is available from the Board Secretary.