



Taighde Éireann  
Research Ireland

**CODE OF BUSINESS CONDUCT FOR  
BOARD MEMBERS**

## **INTRODUCTION**

### **Mission**

Taighde Éireann - Research Ireland ('Research Ireland' or 'the Agency') will promote the attainment and maintenance of excellence in the standard and quality of research and innovation by developing an internationally renowned research and innovation system for the prosperity of the people of Ireland.

### **Code of Business Conduct**

The Code of Practice for the Governance of State Bodies (2016) (the Code of Practice) provides a framework for the application of best practice in corporate governance by both commercial and non-commercial State bodies. State bodies should demonstrate their commitment to achieving the highest possible standards of corporate governance.

The Board of Research Ireland is obliged to confirm to the Minister of the Department of Further and Higher Education, Research, Innovation and Science that the Agency complies with the *Code of Practice* in governance practices and procedures, including the adherence to a Code of Business Conduct for Board members ('the Code of Business Conduct').

The Research Ireland Code of Business Conduct sets out the agreed standards of principle and practice which inform the conduct of the Board of Research Ireland. A separate document setting out a Code of Business Conduct for all employees has also been issued to staff members of the Agency.

All the attached appendices form part of the Code of Business Conduct for Research Ireland Board members and should be read in conjunction with the Code of Practice and the Research and Innovation Act 2024 ('the Act').

### **The purpose of the code is**

- To enable Research Ireland to provide a professional and effective service to its clients/stakeholders;
- To establish an agreed set of ethical principles;
- To promote and maintain confidence and trust;
- To prevent development or acceptance of unethical practices;
- To meet the requirements under the Code of Practice.

## General Principles

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

### *Integrity*

Board members should

- Submit annually a *Declaration of Interests* statement in accordance with the Code of Practice (see *Appendix A* for details);
- Not participate in discussions or decisions involving conflicts of interest whether or not such conflicts have previously been disclosed;
- 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;
- Commit to participate vigorously and energetically but also ethically and honestly;
- Ensure that purchasing activities of goods/services are conducted in accordance with best business practice;
- Ensure that Research Ireland accounts and reports accurately reflect the Agency's performance and are not misleading or designed to be misleading;
- Not acquire information or business secrets by improper means through the course of their duties / work;
- 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 the Agency's needs and in accordance with good practice in the public sector generally;
- Avoid the use of Agency resources or time for personal gain, for the benefit of persons/organisations unconnected with the Agency or its activities or for the benefit of competitors.

### *Information*

Board members should:

- Support the provision of access by Research Ireland to general information relating to Agency activities in a way that is open and that enhances its accountability to the general public;
- Respect the confidentiality of sensitive information held by Research Ireland. This would constitute material such as:

- ◆ Commercially sensitive information (including but not limited to future plans or details of major organisational or other changes);
  - ◆ Personal data or information;
  - ◆ Information received in confidence by Board members of the Agency.
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- Observe appropriate prior consultation procedures with third parties where, in exceptional circumstances, it is proposed to release sensitive information in the public interest;
  - Comply with relevant statutory provisions relating to access to information (e.g. Data Protection Act, Freedom of Information Act).

**Note:** Where queries arise in relation to the release of information under the provisions of the Freedom of Information Act, these should be directed to the Freedom of Information Officer, Mr George Poole or by e-mail to [george.poole@researchireland.ie](mailto:george.poole@researchireland.ie)

### ***Confidentiality***

Board members should:

- Ensure that they maintain the confidentiality of all information obtained by virtue of their position. This principle of confidentiality of information is enshrined in Section 34 of the Act.
- Acknowledge and agree that the obligations regarding non-disclosure of privileged or confidential information continue after Board membership ceases;
- Ensure that they do not retain any documentation obtained during their term as a member of the Board and should return such documentation to the Secretary or otherwise indicate to the Secretary that all such documentation has been disposed of in an appropriate manner.

### ***Fiduciary***

Board members should:

- Fulfil all regulatory and statutory obligations imposed on Research Ireland in the Act and the Code of Practice;
- Comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;

- Ensure that there are adequate controls in place to prevent fraud including controls to ensure compliance with prescribed procedures in relation to claiming of travel expenses incurred for Agency-related work;
- Acknowledge that attendance at all Board and Committee meetings is expected;
- Comply with conformity procedures laid down by the Board in relation to conflicts of interest, including in regard to acceptance of positions following employment and/or engagement by a State Body that may give rise to the potential for conflicts of interest and to confidentiality concerns unless the Board member is released in writing from his or her duty to Research Ireland in relation to the matter concerned;
- Acknowledge their duty to conform to the highest standards of business ethics.
- Agree not to restrict the Board's power to exercise an independent judgment unless this is expressly permitted by the Act.

### ***Loyalty***

Board members should;

- Acknowledge the responsibility to be loyal to Research Ireland and to be fully committed in all its business activities while mindful that the Agency itself must at all times take into account the interests of its stakeholders.

### ***Fairness***

Board members should:

- Comply with employment equality and equality legislation;
- Commit to fairness in all business practices;
- Value clients/stakeholders and treat all clients/stakeholders equally.

### ***Work/External Environment***

Board members should:

- Promote a culture of "speaking up" whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal;
- Place high priority on promoting and preserving health & safety of employees;
- Ensure that community concerns are fully considered;
- Minimise any detrimental impact on the environment.

### ***Responsibility***

The Chair of the Research Ireland Board should:

- Circulate this Code of Business Conduct along with guidelines on disclosure of interests to all Board members, Committee members, management and staff for their retention;
- Provide guidance and direction on the policies and procedures;
- Ensure that the above recipients acknowledge receipt and understanding of same;
- Prepare an explanatory booklet providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which may routinely arise;
- Review the Code of Business Conduct as appropriate.

### ***Appropriate Behaviour***

To ensure that Board members, Committee members and all staff are adequately informed to avoid being accused of inappropriate behaviour, the following policies and procedures are in place and available from the Agency:

- Research Ireland Core Values
- Sexual Harassment;
- Bullying;
- Disciplinary & Grievance procedures;
- Protection of Dignity at Work Policy;
- Research Ireland Protected Disclosures Policy
- Conflict of Interest Policies
- Whistleblower (Speak-up) Policy.

**Noting of the Code of Business Conduct by Board Members**

Each Board member is requested to sign a Declaration of Understanding that they have read and noted the Code of Business Conduct. When signed, the Declaration of Understanding is to be returned to the Board Secretary.

**Declaration of Understanding**

**Code of Business Conduct**

Each Board member 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 the 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 soon as possible to Mr George Poole, Board Secretary.**

## **APPENDIX A**

### **Disclosure of Interests by Board members**

In addition to the 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, each Board member should furnish to the Secretary of the body details relating to his/her 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 his/her functions as a member of the Board.
- ii) 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 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.

Similarly, 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.

- iii) Where it is relevant to any matter which arises for the State body, the member should be required to indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at (i) and (ii).
- iv) 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.
- v) 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 Chair.
- vi) Details of interests disclosed should be kept by the Secretary to 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 by members. Only the Chair, Board Secretary and Chief Executive Officer of the body should have access to the register.

- vii) Where a matter relating to the interests of the Chair arises, he/she should depute the Deputy Chair or 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 Chair or a person or body connected with the Chair has an interest.
- viii) Board or State body documents on any deliberations regarding 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 this Board member to the above interests). Decisions once taken should be notified to the member.
- ix) As it is recognised that the interests of a Board 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 Secretary at the earliest opportunity.
- x) A Board member 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 member would not have access) should be maintained.
- xi) 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 that member, the Chair of the Board should determine the question.
- xii) Former members should treat commercial information received while acting in that capacity as confidential.
- xiii) Members should not retain documentation obtained during their terms as member 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 members require access to Board papers from the time of their term on the Board, this can be facilitated by the Board Secretary.
- xiv) The procedures set out above should also be adopted in subsidiaries of State bodies.