

Sustainable Energy Authority of Ireland

Code of Business Conduct for SEAI Board Members

As approved by the SEAI Board on 2 June 2010.

“The Board is collectively responsible for promoting the success of the State Body by leading and directing the Body’s activities. It should provide strategic guidance to the State Body, and monitor the activities and effectiveness of management. Board members should act on a fully informed basis, in good faith, with due diligence and care and in the best interest of the State Body, subject to the objectives set by Government”

Extract from the Revised Code of Practice for the Governance of State Bodies, 2009

Introduction

SEAI Mission Statement

To play a leading role in transforming Ireland into a society based on sustainable energy structures, technologies and practices.

SEAI Vision

Making Ireland a recognised global leader in sustainable energy. A society fully engaged in the sustainable energy agenda and an economy fully exploiting the global opportunities in clean low carbon solutions.

The SEAI Code of Business Conduct

The Code of Practice for the Governance of State Bodies (2009) is a revised and updated version of the Code of Practice for the Governance of State Bodies (2001) and an expansion of the State Bodies Guidelines (1992). The SEAI Board, at its meeting in July 2009 was formally notified of the revised Code of Practice and the Board formally adopted the new Code on that day.

In order to comply with the Code of Practice, the Chairperson of the Board of SEAI is obliged to confirm to the Minister for Communications Energy and Natural Resources that a number of control functions are carried out by SEAI, including the issuing of a Code of Business Conduct for Directors and that this is being adhered to.

The SEAI Code of Business Conduct sets out in written form, the agreed standards of principle and practice which inform the conduct of the Board of SEAI. A separate document setting out a Code of Business Conduct for all SEAI employees is issued to staff members.

The purpose of the Code is

- To enable SEAI 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 Revised Code of Practice for the Governance of State Bodies (2009).

Code of Conduct for SEAI Board Members

General Principles:

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

Integrity

Directors;

- Must disclose any outside interests that are in conflict or potential conflict with the business of SEAI in accordance with the Code of Practice for the Governance of State Bodies
- 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 judgment on business transactions
- Ensure that purchasing activities of goods/services are conducted in accordance with best business practice.
- Ensure that SEAI accounts and reports accurately reflect their business performance and are not misleading or designed to be misleading
- Avoid the use of the SEAI resources or time for personal gain or for the benefit of persons/organisations unconnected with SEAI or its activities.
- 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 business needs and in accordance with good practice in the public sector generally
- Avoid the use of SEAI 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.

Information

Directors should;

- Support the provision of access by SEAI to general information relating to SEAI activities in a way that is open and that enhances its accountability to the general public.
- Respect the confidentiality of sensitive information held by SEAI. This would constitute material such as:
 - commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring)
 - personal information
 - information received in confidence by SEAI
- Observe appropriate prior consultation procedures with third parties where, exceptionally, 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 and the Standards in Public Office Act).

Confidentiality

Directors 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 19 of the Sustainable Energy Act, 2002.
- Ensure they do not retain any documentation obtained during their term as Director 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.

Obligations

Directors should:

- Fulfill all regulatory and statutory obligations imposed on SEAI
- 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 expenses for business travel.
- Use all reasonable endeavors to ensure that they attend the SEAI Board and/or Committee Meetings (as applicable).
- Comply with conformity procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following engagement by a State Body that may give rise to the potential for conflicts of interest and to confidentiality concerns
- Acknowledge their duty to conform to the highest standards of business ethics

Loyalty

Directors should:

- Acknowledge the responsibility to be loyal to SEAI 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 and
- Acknowledge the duty of all to conform to highest standards of business ethics.

Fairness

Directors should:

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

Work/External Environment

Directors should

- Place highest priority on promoting and preserving the health and safety of employees.
- Ensure that community concerns are fully considered.
- Minimize any detrimental impact of the operations on the environment.

Responsibility

The Chairperson of the SEAI Board should

- Circulate this Code of Business Conduct along with guidelines on disclosure of interests to all Directors, 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 the same
- Prepare a governance framework in order to provide practical guidance and direction to the Board of Directors.

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 SEAI.

- Whistle-blowing policy
- Dignity at Work policy
- Disciplinary & Grievance procedures

Professional advice

SEAI Board members may, in furtherance of their duties, take independent professional advice, if necessary, at the reasonable expense of SEAI, in accordance with agreed procedures for such action.

Review

The Board

- Commits to review the Code as appropriate.