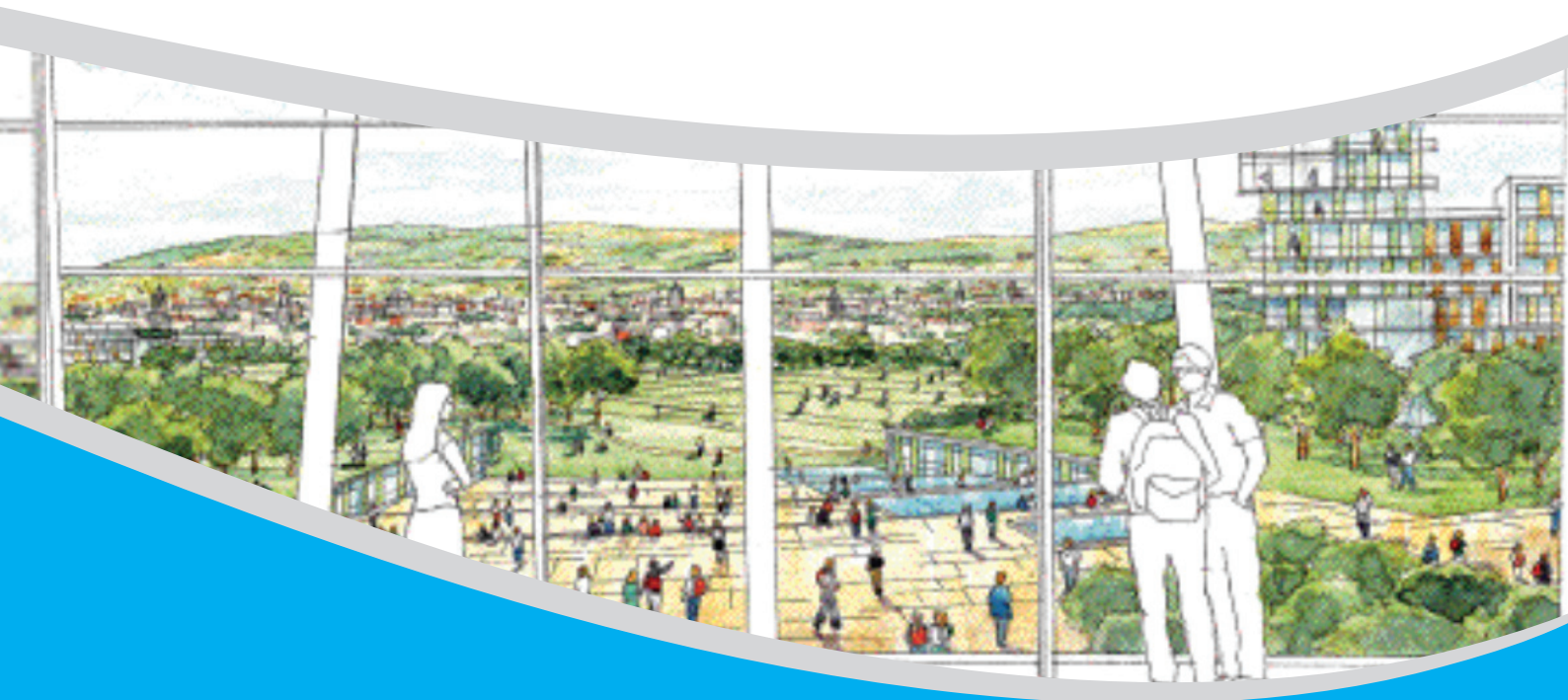




Grangegorman
Development Agency
Gníomhaireacht Forbartha
Ghráinseach Ghormáin

CORPORATE GOVERNANCE POLICIES

September 2011



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All Documents approved by Agency on 26th February 2010.

Guiding Principles for the Board of the Grangeegorman Development Agency (GDA)

1. The Board shall safeguard the Agency's reputation, values, ethics and assets.
2. The Board and its individual Board Members (Members) shall enhance the Agency's public image in accordance with the Code of Business Conduct for Board Members.
3. The collective responsibility and authority of the Board shall be safeguarded. Excessive influence on Board decision-making by individual Members shall be avoided, while allowing Members the opportunity to fully contribute to Board deliberations.
4. Members will bring an independent judgment to bear on all issues that the Board considers.
5. If a Board Member finds evidence that there is non-compliance with any statutory obligations that apply to the State body, he/she should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson indicating (i) the consequences of such non-compliance and (ii) the steps that have been or will be taken to rectify the position.
6. Any business or interest that could affect a Member's independence shall be disclosed.
7. Members owe a duty of loyalty to the Agency. Members may not use information obtained as a Member for personal gain, but must act in the best interest of the Agency.
8. Confidential and commercial information available to the Agency shall be protected by Members and not disclosed. It shall be presumed that all information presented at Board meetings is confidential unless otherwise identified. All other information provided to Members shall be expressly identified as confidential/commercial if that is its status.
9. The Board shall ensure that the Agency has identified adequate resources necessary to fulfill its mission. The Board shall work in partnership with the Chief Executive Officer to ensure that adequate staff resources, funds and support services are available for the effective discharge of the Agency's duties.

10. The Board as a collective may decide in the best interest in the furtherance of their duties agree to seek independent professional advice, if necessary at the reasonable expense of the State Body. The decision to seek independent professional advice should be considered on a "value for money" basis by the audit committee considering the necessity and the budget of the Agency.
11. The Board shall assist in developing the annual budget and ensure that proper financial controls are in place.
12. The Board shall ensure that the Agency has a sound system of internal controls. In addition the Board shall review annually the effectiveness of the GDA's system of internal controls, including financial and compliance controls.
13. The Board shall ensure that procedures for procurement are established which are in accordance with national guidelines and requirements for public sector bodies.
14. The Board shall evaluate its performance in fulfilling its responsibilities and review its own contribution to the Agency's performance. A means to achieve this is by means of recognition of its achievements and a critical self-assessment of areas that need to be improved.
15. The Board will ensure a process is in place for recording the concerns of Directors that cannot be resolved.
16. The Board affirms that the Agency is an equal opportunities employer. As such it is committed to equality of opportunity for existing and potential employees, and to promoting a work environment free from discrimination on grounds of gender, marital status, family status, race, religious beliefs, sexual orientation, disability, age or membership of the traveller community, in accordance with the relevant legislation.
17. The Board affirms that the Agency is committed to promoting an environment within the Agency that is free of harassment (including sexual harassment) and bullying and within which all employees of the Agency have the right to be treated with dignity.

Matters Reserved for the Board

No matter how effective the Board of the Grangegorman Development Agency (GDA) may be it is not possible nor appropriate for the Members to have hands on involvement in every aspect of the GDA's functions and operations. Day to day responsibility for the administration and business of the GDA is vested, under section 23 of the Grangegorman Development Agency Act 2005 in the Chief Executive Officer. There are, however, a number of matters which are required, or that should in the interests of the GDA, only be decided by the Board of the GDA.

List of Matters Reserved for the Board

1. Approval of the long term objectives and strategies of the GDA.
2. Establishment, terms of reference, membership, procedures and dissolution of Board committees.
3. Establishment and dissolution of the Consultative Group (Section 22 GDA Act 2005).
4. Approval of the annual report and accounts of the GDA.
5. Confirm annually to the Minister that the State Body has a system of internal financial control in place.
6. Adoption of Strategic Plan (Section 12(4) GDA Act 2005).
7. Implementation of adopted strategy through annual planning and budgeting cycle.
8. Approval of the annual plan and budget, and formal evaluation of performance by reference to the plan and budget on an annual basis for inclusion in the annual report where appropriate.
9. Borrowing by the GDA (Section 15 GDA Act 2005).
10. Determination of contract award procedures for GDA Service, Supply and Works Contracts, in line with procurement procedures.
11. Review of the GDA's overall corporate governance arrangements and terms of reference of sub committees.
12. Approve the risk management framework and monitor its effectiveness. The board should review material risk incidents and note or approve management's actions, as appropriate.
13. Approval of the appointment and succession planning for, the Chief Executive Officer.
14. Determining strategic policy with respect to the prosecution, defence or settlement of litigation.

15. Acquisition and disposal of land, interest in land or any other property subject to the consent of the Minister for Education and Science (Section 8(2) GDA Act 2005).16. Acquisition, disposal and retirement of assets with an anticipated value at or above a threshold level of €150,000.
17. Preparation of superannuation scheme for submission to the Minister for Education and Skills and approval of significant amendments to the scheme (which may require Ministerial approval).
18. Responsibility for delegating authority levels, treasury and risk management policies.
19. Ensuring compliance with statutory and administrative requirements in relation to the approval of the number, grading, and conditions of appointment of all staff, in line with Department of Finance circulars and sanctions.
20. Acquiring shares in limited liability companies to exploit any research, consultancy or development work undertaken by the Agency (Section 9(1)(b) GDA Act).
21. Vesting of lands and premises to be occupied by the Health Service Executive, the Dublin Institute of Technology or other educational body, at the completion of the construction phase, into the ownership of the respective authority, institute or other body (Section 9(1) (l) GDA Act).
22. Review of its own operation and seek to identify ways of improving its effectiveness and identify if there are gaps in competencies and ways these could be addressed.

Terms of Reference (Duties) for the Remuneration Committee

Meetings

Meetings shall be on an 'as required' basis, and if required can be held via teleconference.

A quorum consists of Chairperson plus two other members. In the absence of the Chairperson, a Member of the Remuneration Committee agreed by the other members present will chair the meetings. A duly convened meeting at which a quorum is present can exercise its duties.

Function

The Committee shall deal with any activity within its terms of reference. Recommendations from the Committee shall be submitted to the Board.

Duties

The duties of the Committee shall be to:

1. determine annually, and agree with the Board, the performance objectives upon which the CEO's bonus will be based.
2. examine annually the CEO's contribution to the achievement of the performance objectives and to make recommendation to the Board with respect to the amount of bonus to be paid.
3. review the Committee's terms of reference on a regular basis and report to the Board with any recommendations.
4. deal with any other matters added to its terms of reference by the Board.

Terms of Reference (Duties) for the Audit Committee

Role

The Committee shall deal with any activity within its terms of reference. Recommendations from the Committee shall be submitted to the Board.

Meetings

There will be a minimum of four meetings per annum in addition to special meetings that may be called as needed. Meetings shall be held if required via teleconference.

A quorum consists of Chairperson plus at least one other member. In the absence of the Chairperson a Member of the Audit Committee agreed by the other members present will chair the meetings. A duly convened meeting at which a quorum is present can exercise its duties.

Function

The Committee shall deal with any activity within its terms of reference. Recommendations from the Committee shall be submitted to the Board.

Duties

The duties of the Committee shall be to:

1. ensure compliance of accounting standards, adequate disclosure and comprehensibility of the Agency's financial statements through reviews with management.
2. review authority levels, treasury and risk management policies and report to the Board on the effectiveness of the policies.
3. review compliance with statutory and administrative requirements in relation to the approval of the number, grading, and conditions of appointment of all staff and report to the Board the effectiveness of the policies, in line with Department of Finance circulars and sanctions.
4. review annually and report to the Board the effectiveness of the Agency's system of internal financial control.
5. review the risk management policy regularly and report on material risk incidents to the Board.
6. approve the selection of auditors to undertake the internal audit function.

7. approve a charter which clearly defines the purpose, authority, roles and responsibilities and reporting relationships of Internal Audit.
8. monitor implementation of the Internal Audit Plan on an on-going basis to ensure that the audit objectives are being achieved.
9. request special reports from Internal Audit as considered appropriate.
10. advise and make recommendations to the Board and senior management on any matter pertaining to the Internal Audit function within the GDA that the Audit Committee considers necessary or appropriate including its organisation, resources, training, the use of technology etc.
11. assess the outcome of the audit process having regard to findings, recommendations and management responses.
12. consider the implications of the findings and comments of the Comptroller and Auditor General (C&AG) published in the annual report of the C&AG on the Appropriation Accounts and in other relevant C&AG Reports.
13. assess the implementation of agreed corrective actions by management having regard to follow up audits.
14. generally foster the development of best practice in the Internal Audit function.
15. review with management any significant issues concerning litigation, contingencies, claims or assessments.
16. report any internal audit/audit items that relate to the Board's areas of responsibilities to the Board as soon as they are identified.
17. review with the Board and Management any decision to seek independent professional advice. This should be considered on a "value for money" basis considering the necessity and the budget of the Agency.
18. evaluate the efficiency of expenditure against strategic goals.
19. investigate any matters within its terms of reference and avail of independent professional advice if necessary.
20. review significant travel and expenses annually in conjunction with the GDA and Government Policy.
21. provide assistance to the Board in fulfilling its fiduciary responsibilities relating to accounting and reporting practices.
22. deal with any other matters added to its terms of reference by the Board.

Terms of Reference (Duties) for the Strategy Committee

Meetings

Meetings shall be on an 'as required' basis, and if required can be held via teleconference.

A quorum consists of Chairperson plus two other members. In the absence of the Chairperson a Member of the Strategy Committee agreed by the other members present will chair the meetings. A duly convened meeting at which a quorum is present can exercise its duties.

Function

The Committee shall deal with any activity within its terms of reference. Recommendations from the Committee shall be submitted to the Board.

Duties

The duties of the Committee shall be to:

1. discuss and consider key Agency public consultation strategies that will underpin the preparation of the Master Plan, the Strategic Plan and their subsequent delivery.
2. report to the Board on these discussions, the issues arising and to set out the strategy options that are available.
3. deal with any other matters added to its terms of reference by the Board.

Procurement

All Grangegorman Development Agency (GDA) procurement shall be undertaken in compliance with stated Government policy and EU Directives.

Policy on Procurement Procedures

The GDA shall follow the public procurement guidelines, The Department of Finance Public Procurement Guidelines, (and other applicable guidelines, for example, those on eTenders), issued by the National Public Procurement Policy Unit and shall comply as appropriate with:

1. Department of Finance and other applicable circulars in relation to procurement.
2. EU Directive 2004/18/EC as transposed into Irish law by the European Communities (Award of Public Authorities Contract) Regulations 2006 (S.I. No. 329 of 2006).

GDA Service, Supply and Works Contracts

Supply & Service Contracts

The Chief Executive Officer will be responsible for dealing directly with the award of contracts up to and including €6.5 million in value (excluding VAT).

Contracts in excess of €6.5 million (excluding VAT) will be referred to the Board for approval in advance of execution by the Chief Executive Officer.

Works Contracts (Other than PPP Contracts)

The Chief Executive Officer will be responsible for dealing directly with the award of contracts up to and including €10 million (excluding VAT) in value.

Contracts in excess of €10 million (excluding VAT) will be referred to the Board for approval in advance of execution by the Chief Executive Officer.

PPP Contracts

All PPP contracts will be referred to the Board for approval in advance of execution by the Chief Executive Officer.

Code of Business Conduct for Board Members

This code of conduct elaborates on the Guiding Principles and provides a framework to guide the work of the Agency in order that ethical practices are followed and that confidence and trust in the Agency are established and maintained.

The central requirement of the Code is that Board Members (Members) must operate, and be seen to operate, to the highest standards of business ethics.

Five principles of conduct are set out below covering:

1. Conflict of Interest
2. Support and Loyalty
3. Fairness and Work Environment
4. Confidential Information
5. Integrity.

Conflict of Interest

Members are statutorily obliged to comply with the provisions of Sections 28 and 29 of the Grangegorman Development Agency Act 2005 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Agency.

Members are also required to comply with Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts). The obligations in that regard are summarised in the Guidelines for Public Servants (5th Edition) published by the Standards in Public Office Commission and further explained in their letter dated 24 January 2007 (copies supplied).

A Member shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Agency a new declaration in the prescribed form.

Members shall ensure that there is no conflict of interest between the discharge of their duties as Members of the Agency and any outside employment/business interests/beneficial or other interests they may have. In particular, individual Members shall avoid actual or apparent conflict of interests in relation to situations involving the potential award of a contract or the disbursement of monies.

To ensure appropriate practice, Members shall comply with the following requirements:

- ◆ disclose all details relating to their connection to any persons or groups doing business with the Agency.
- ◆ remove themselves from situations or decisions that may present a potential conflict of interest.
- ◆ not participate, where an actual or apparent conflict of interest occurs, in discussions or votes on business transactions between the Agency and other parties.
- ◆ not take advantage of their position for personal gain.

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 him or her, the Agency, whose decision shall be final, shall determine the question and shall record this decision in the minutes of the meeting.

Where a matter arises relating to the interests of the Chairperson, he/she shall delegate another member to chair the Board meeting in relation to that item and shall absent him/herself from deliberations or decisions on that matter.

Support and Loyalty

Members shall not undermine through action or omission the goals and objectives of the Agency.

Members shall support all actions taken by the Agency, even when they may be in a minority position with respect to such action. Members may identify that a decision or action was not their preference but shall do so in a manner that supports the collegiate decision and does not undermine that decision.

Fairness and Work Environment

Members place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

- ◆ the Agency complies with employment equality and equal status legislation.
- ◆ the Agency commits to fairness in all its commercial dealings.
- ◆ all parties in communication with the Agency are treated equitably and with courtesy.
- ◆ the Agency places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public.
- ◆ harassment of any form of staff or Members is not tolerated.

Confidential Information

Members are statutorily obliged to comply with the provisions of Section 30 of the Grangegorman Development Agency Act 2005 concerning confidential information.

Members shall make themselves familiar with these statutory provisions which generally provide that:

- ◆ a Member shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Agency.
- ◆ any Member who contravenes this requirement shall be guilty of an offence.

Confidential information includes:

- ◆ information furnished to the Agency by a Government Department upon terms which forbid the disclosure of the information to the public.
- ◆ information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court.
- ◆ information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder.
- ◆ information relating to the financial or business affairs of any individual.
- ◆ information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter.
- ◆ any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or

against the Agency, or the determination of any matter, affecting the Agency, (whether in either case, proceedings have been commenced or are in contemplation).

- ◆ information that is expressed by the Agency or a Committee to be confidential either as regards particular information or as regards information of a particular class or description.
- ◆ commercial information in relation to contractors, consultants, providers of finance or any other person.
- ◆ proposals of a commercial nature or tenders submitted to the Agency by contractors, consultants or any other person.
- ◆ information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Executive in circulating documents to the Members to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'!

Handling and Disposal of Confidential Information

Members in receipt of 'confidential' information shall:

- ◆ only use it in accordance with the proper performance of their duties.
- ◆ not divulge or use the information improperly.
- ◆ keep the information secure and not make copies of it.
- ◆ dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment should be made.

Members in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss.

Confidential information should be disposed of either:

- ◆ by shredding, or
- ◆ making arrangements with the Agency for appropriate disposal.

Discussions at the Board and at Board Committees

In addition to the requirements outlined above in respect of confidential information, Members shall not repeat in a public setting or communicate to the media any discussions of the Board or its Committees concerning the Agency's business and practices, or any discussions of a personal nature concerning their peers or the Agency's executive.

Members in the course of their duties acquire information that has yet to be made public and is still confidential. Members shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Agency or anyone else.

Integrity

Board members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Agency.

Members acting in a personal capacity, or on behalf of a club, society or professional body, shall not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to the Agency or from customers of the Agency. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

Retirement/Resignation

Board members upon retirement/resignation have a responsibility to ensure the five principles of the Code of business of conduct are not compromised and will be required by the Agency on cessation of their position to sign a declaration agreeing to this. Former Members should treat commercial information received while acting in that capacity as confidential.

Members should not retain confidential documentation obtained during their terms as Member and should return such documentation to the Chief Executive or otherwise indicate to the Chief Executive 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 Chief Executive.

The GDA recommends that the acceptance of future employment/membership where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the State body has ceased.

Appendix 1 contains a letter that will be sought from the Board Members.

Appendix 1

RETIREMENT/RESIGNATION

In accordance with Code of Business and Conduct of Board Members I agree that following my resignation as a member of the Agency Board to uphold the principles of the code of conduct for Board Members and to ensure that the ethical practices are followed. As a former Member all commercial information received while acting in that capacity will be treated as confidential.

I can confirm I have returned to the Agency's Chief Executive or disposed of the Agency's confidential documentation in an appropriate manner.

Yours sincerely

Name

Address

Date

Written/Telephone Procedure for Board Decisions

Situations may arise where it is necessary for the efficient business of the Agency that decisions need to be made by the Board between Board meetings or at urgent notice. To address this requirement the Board confirms the following procedure.

The Chairperson may seek to have a matter arising at or between meetings decided and actioned by written or telephone/teleconference procedure. Members will be briefed, either at a meeting or in writing by posted document or by email, on the issue and their views will be sought, by telephone/teleconference or in writing by post or email. The Chairperson shall identify the deadline time and date for receipt of Members' responses.

The quorum and majority voting rules for Agency meetings set out in Section 19 of the Grangegorm Development Agency Act 2005 shall similarly apply to this written procedure.

A record of all decisions/actions taken in this way will be submitted to the earliest subsequent meeting of the Board for their information.

Standing Orders for Board Meetings

2. General Note

Meetings of the Board are subject to the provisions of Section 19 of the Grangegorman Development Agency (GDA) Act 2005 which provides that the Board shall regulate, by standing orders or otherwise, its procedure and business. If there is a conflict between the standing orders and legislation, legislation takes precedence.

Procedure and Business of the Board

1. The Agency shall hold such and so many meetings as may be necessary for the performance of its functions but shall hold at least one meeting in each quarter.
2. Board meetings shall commence at such time as the Board Members may decide in advance.
3. The collective responsibility and authority of the Board will be safeguarded.
4. If the quorum (7 Members) is not present twenty minutes after the appointed time, the board meeting shall be cancelled.
5. Only Members of the Board may vote.
6. The time limit for speakers and contributors will be at the discretion of the Chairperson, consistent with the expedient, efficient and effective conduct of the meeting and the covering of the agenda.
7. The Agency Executive will normally issue a notice, agenda and working papers to Board Members one week in advance, but in any event at least three days prior to a meeting either by post, courier or electronically by email or on the website.
8. Additional reports can be provided on the day of the meeting, including written and verbal reports from sub committee chairpersons, CEO, consultants and other senior staff.

9. The Minutes shall include the date, place and time of the meeting, attendance at the meeting, and reference to any reports presented at the meeting and
 - i. where there is a vote the minutes will record the proposer and seconder of the motion, decision of the vote, numbers abstaining and, if requested, a record of votes against the motion;
 - ii. the Minutes will also state such other considerations attached to the matter as the Board Members confirmed; and
 - iii. the minutes will record any matters deferred for consideration and such other matters considered appropriate by the Board Members.
10. The draft minutes of the meeting shall be presented at the next meeting, and subsequent minutes will record the details of the Board Members who proposed and seconded the minutes and any dissents.
11. A member of the Agency who has an interest as outlined under section 28 of the GDA Act 2005 material to an item under consideration shall state the fact of this interest at the meeting.
12. The standing orders should be reviewed periodically to ensure their continued appropriateness and relevance.
13. A proposal to change the standing orders shall be forwarded in writing to the Agency Executive at least ten working days before the Board Meeting at which it is desired to have it discussed.
14. All Board members will be afforded the opportunity to fully contribute to Board deliberations while excessive influence on Board decision-making by one or more individual members will be guarded against.
15. Concerns of Members that cannot be resolved will be recorded in the minutes.
16. The standing orders may be suspended or departed from any meeting of the Agency, provided that a majority of the members vote in favour of such suspension or departure.
17. If a Member of the Board is absent from five successive meetings, the Member will be contacted and the Minister advised accordingly.

Code of Conduct for Staff Members

This code of conduct provides a framework to guide the work of the Agency in order that ethical practices are followed and that confidence and trust in the Agency are established and maintained.

The central requirement of the Code is that Staff Members must operate, and be seen to operate, to the highest standards of business ethics.

Five principles of conduct are set out below covering:

1. Conflict of Interest
2. Support and Loyalty
3. Fairness and Work Environment
4. Confidential Information
5. Integrity.

Conflict of Interest

Staff Members are statutorily obliged to comply with the provisions of Sections 28 and 30 of the Grangegorm Development Agency Act 2005 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Agency.

Staff Members at a grade or a level specified are also required to comply with Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts). The obligations in that regard are summarised in the Guidelines for Public Servants (5th Edition) published by the Standards in Public Office Commission and further explained in their letter dated 24th January 2007 (copies supplied).

A Staff Member shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Agency a new declaration in the prescribed form.

Staff Members shall ensure that there is no conflict of interest between the discharge of their duties as employees of the Agency and any outside business interests/beneficial or other interests they may have. In particular, individual Members shall avoid actual or apparent conflict of interests in relation to situations involving the potential award of a contract or the disbursement of monies.

To ensure appropriate practice, Staff Members shall comply with the following requirements:

- ◆ disclose all details relating to their connection to any persons or groups doing business with the Agency.
- ◆ remove themselves from situations or decisions that may present a potential conflict of interest.
- ◆ not participate, where an actual or apparent conflict of interest occurs, in discussions or votes on business transactions between the Agency and other parties.
- ◆ not take advantage of their position for personal gain.

Where a question arises as to whether or not a case relates to the interests of a Staff Member or a person or body connected with him or her, the Agency, whose decision shall be final, shall determine the question and shall record this decision in the minutes of the meeting.

Support and Loyalty

Staff Members shall not undermine through action or omission the goals and objectives of the Agency.

Staff Members shall support all actions taken by the Agency, even when they may be in a minority position with respect to such action. Staff Members may identify that a decision or action was not their preference but shall do so in a manner that supports the collegiate decision and does not undermine that decision.

Fairness and Work Environment

Staff Members place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

- ◆ the Agency complies with employment equality and equal status legislation.
- ◆ the Agency commits to fairness in all its commercial dealings.
- ◆ all parties in communication with the Agency are treated equitably and with courtesy.
- ◆ the Agency places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public.
- ◆ harassment of any form of staff or Members is not tolerated.

Confidential Information

Staff Members are statutorily obliged to comply with the provisions of Section 31 of the Grangegormán Development Agency Act 2005 concerning confidential information.

Staff Members shall make themselves familiar with these statutory provisions which generally provide that:

- ◆ a Staff Member shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Agency.
- ◆ any Staff Member who contravenes this requirement shall be guilty of an offence.

Confidential information includes:

- ◆ information furnished to the Agency by a Government Department upon terms which forbid the disclosure of the information to the public;

- ◆ information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court.
- ◆ information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder.
- ◆ information relating to the financial or business affairs of any individual.
- ◆ information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter.
- ◆ any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Agency, or the determination of any matter, affecting the Agency, (whether in either case, proceedings have been commenced or are in contemplation).
- ◆ information that is expressed by the Agency or a Committee to be confidential either as regards particular information or as regards information of a particular class or description.
- ◆ commercial information in relation to contractors, consultants, providers of finance or any other person.
- ◆ proposals of a commercial nature or tenders submitted to the Agency by contractors, consultants or any other person.
- ◆ information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Executive in circulating documents to the Staff Members to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

Handling and Disposal of Confidential Information

Staff Members in receipt of 'confidential' information shall:

- ◆ only use it in accordance with the proper performance of their duties.
- ◆ not divulge or use the information improperly.
- ◆ keep the information secure and not make copies of it.
- ◆ dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment should be made.

Staff Members in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss.

Confidential information should be disposed of either:

- ◆ by shredding, or
- ◆ making arrangements with the Agency for appropriate disposal.

Discussions at the Board and at Board Committees

In addition to the requirements outlined above in respect of confidential information, Staff Members shall not repeat in a public setting or communicate to the media any discussions of the Board or its Committees concerning the Agency's business and practices, or any discussions of a personal nature concerning their peers or the Agency's executive.

Staff Members in the course of their duties acquire information that has yet to be made public and is still confidential. Staff Members shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Agency or anyone else.

Integrity

Staff Members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Agency.

Staff Members acting in a personal capacity or on behalf of a club, society or professional body shall not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to the Agency or from customers of the Agency. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

Gifts and Entertainment – Practical Guidelines

Nominal gifts may be accepted in circumstances where it is clear that in doing so, no obligation is imposed on either the Staff Member or the GDA.

- ◆ A meal may be accepted by a staff member during the normal course of business at a local venue (but this must not include residential stay);
- ◆ under no circumstances may cash or cash / gift vouchers be accepted.

If foreign travel is necessary to investigate products or services, the GDA will pay for the trip. Supplier's offers of foreign travel and / or hotel should not be accepted.

These examples are intended only as guidelines to help make sensible decisions. Most cases will be obvious. However, if a doubt still exists the matter should be referred to the CEO.

Good Practice

As it is not possible for this document to provide for every situation which may arise Staff Members must bear in mind that it is primarily their personal responsibility to ensure that all their activities, whether covered specifically or otherwise in this document are governed by the ethical considerations in the Code of Conduct and in the Code of Practice for the Governance of State Bodies.

It is the responsibility of Staff Members to ensure that when carrying out any business of the Agency. This Code of Conduct, Internal Control Manuals and Procedures of the GDA must be adhered to at all times.

Retirement/Resignation

Staff Members upon retirement/resignation have a responsibility to ensure the five principles of the Code of business of conduct are not compromised and will be required by the Agency on cessation of their position to sign a declaration agreeing to this. Former Staff Members should treat commercial information received while acting in that capacity as confidential.

Staff Members should not retain confidential documentation obtained during their terms as an employee and should return such documentation to the Chief Executive or otherwise indicate to the Executive that all such documentation in their possession has been disposed of in an appropriate manner.

The GDA recommends that the acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the State body has ceased.

Appendix 1 contains a letter that will be sought from Staff Members in addition to the requirements as set out in employees own contract.

Appendix 1

RETIREMENT/RESIGNATION

In accordance with Code of Business and Conduct of Staff Members I agree that following my resignation as an employee of the Agency Board to uphold the principles of the code of conduct for Staff Members and to ensure that the ethical practices are followed. As a former employee all commercial information received while acting in that capacity will be treated as confidential.

I can confirm I have returned to the Agency's Chief Executive or disposed of the Agency's confidential documentation in an appropriate manner.

Yours sincerely

Name

Address

Date

Authorisation for Authentication of Seal and Recording Use of Seal

In accordance with Section 38 (2) of the Grangegorman Development Agency Act 2005 the following persons are authorised to authenticate, by signature, the seal of the Agency:

- (a) the chairperson of the Agency
- (b) the chief executive of the Agency

A log of the use of the company seal will be maintained by the Agency (Appendix 1).

Appendix 1

Log template to record use of the seal of the Grangegorman Development Agency:

Date of Seal	Contract or Instrument	Authenticated by	Witnessed by

Disclosure of Suspected Breaches of Rules or other Impropriety

Introduction

The Grangegorman Development Agency (GDA) is committed to the highest standards of openness, probity and accountability.

An important aspect of accountability and transparency is a mechanism to enable staff of the GDA to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs.

Nevertheless, where an individual discovers information which he / she believe shows serious malpractice or wrongdoing within the GDA then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be told). The GDA is committed to ensuring that no members of staff should feel at a disadvantage in raising legitimate concerns.

It should be emphasised that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by the GDA nor should it be used to reconsider any matters which have already been addressed under harassment, complaint, disciplinary or other procedures. Once the "whistle blowing" procedures are in place, it is reasonable to expect staff to use them rather than air their complaints outside the GDA.

Aims and Scope of Policy

This policy aims to :

- ◆ encourage you to feel confident in raising serious concerns ;
- ◆ provide avenues for you to raise concerns and receive feedback on any action taken ;
- ◆ allow you to take the matter further if you are dissatisfied with the GDA's response, and
- ◆ reassure you that you will be protected from reprisals or victimisation for whistle blowing in good faith.

This policy is designed to enable employees of the GDA to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover concerns which are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary. These concerns could include :

- ◆ Financial malpractice or impropriety or fraud
- ◆ Failure to comply with a legal obligation or Statutes
- ◆ Dangers to Health & Safety or the environment
- ◆ Criminal activity
- ◆ Improper conduct or unethical behaviour
- ◆ Attempts to conceal any of these

Safeguards

i. Protection

This policy is designed to offer protection to those employees of the GDA who disclose such concerns provided the disclosure is made:

- ◆ in good faith
- ◆ in the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety, and
- ◆ if they make the disclosure to an appropriate person.

It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. In an extreme case malicious or wild allegations could give rise to legal action on the part of the persons complained about.

ii. Confidentiality

The GDA will treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required.

iii. Anonymous Allegations

This policy encourages individuals to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of the GDA. In exercising this discretion, the factors to be taken into account will include:

- ◆ The seriousness of the issues raised
- ◆ The credibility of the concern
- ◆ The likelihood of confirming the allegation from attributable sources

iv. Untrue Allegations

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, disciplinary action may be taken against that individual.

Procedures for Making a Disclosure

On receipt of a complaint of malpractice, the member of staff who receives and takes note of the complaint must pass this information, as soon as is reasonably possible, to the appropriate designated investigating officer as follows:

- ◆ Complaints of malpractice will be investigated by the Chief Executive unless the complaint is against the Chief Executive or is in any way related to the actions of the Chief Executive. In such cases, the complaint should be passed to the Chairman who will nominate an appropriate investigating officer.
- ◆ In the case of a complaint, which is any way connected with but not against a Member of the board, the Chief Executive will nominate an appropriate investigating officer.
- ◆ The complainant has the right to bypass the line management structure and take their complaint direct to the Chairman. The Chairman has the right to refer the complaint back to management if he feels that management, without any conflict of interest, can more appropriately investigate the complaint.

Timescales

Due to the varied nature of these sorts of complaints, which may involve internal investigators and / or the police, it is not possible to lay down precise timescales for such investigations. The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

The investigating officer should, as soon as practically possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded. All responses to the complainant should be in writing and sent to their home address.

Investigating Procedure

The investigating officer should follow these steps:

- ◆ Full details and clarifications of the complaint should be obtained.
- ◆ The investigating officer should inform the member of staff against whom the complaint is made as soon as is practically possible. The member of staff will be informed of their right to be accompanied by a trade union or other representative at any future interview or hearing held under the provision of these procedures.
- ◆ The investigating officer should consider the involvement of the Comptroller and Auditor General and the Garda Síochána at this stage.
- ◆ The allegations should be fully investigated by the investigating officer with the assistance, where appropriate, of other individuals / bodies.

- ◆ A judgement concerning the complaint and validity of the complaint will be made by the investigating officer. This judgement will be detailed in a written report containing the findings of the investigations and reasons for the judgement. The report will be passed to the Chief Executive or Chairman as appropriate.
- ◆ The Chief Executive / Chairman will decide what action to take. If the complaint is shown to be justified, then they will invoke the disciplinary or other appropriate GDA procedures.
- ◆ The complainant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome.
- ◆ If appropriate, a copy of the outcomes will be passed to the Comptroller and Auditor General to enable a review of the procedures.

If the complainant is not satisfied that their concern is being properly dealt with by the investigating officer, they have the right to raise it in confidence with the Chief Executive / Chairman.

If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the complainant is not satisfied with the outcome, the GDA recognises the rights of staff to make disclosures to external bodies.

Disposal of Assets and Access to Assets by Third Parties

The disposal of assets of the Grangegorman Development Agency (GDA) with an anticipated value at or above a threshold level of €150,000 should be by auction or competitive tendering process, other than in exceptional circumstances as approved by the Board.

1. The method used should be both transparent and likely to achieve a fair, market-related price. The anticipated value may be determined either by a reserve price recorded in advance in the GDA's records or by a formal sign-off by the Board on the advice of the Chief Executive or, if delegated by the Board, sign-off by the Chief Executive or a Member of the Board's Audit Committee, that, in its view, the anticipated value is likely to be less or greater than €150,000. In determining market value, regard should be had to accounting standards best practice in Ireland.
2. If an auction or competitive tendering process takes place and the highest bid is not accepted, then specific Board approval is required before the disposal of the asset or granting of access to property or infrastructure for commercial arrangements with third parties can be completed. For reasons of transparency, such approval, together with the reason why a lower bid was permitted to be accepted, should be noted in the minutes of the Board meeting concerned.
3. If an auction or competitive tendering process does not take place, and the agreed price is €150,000 or more, then specific Board approval is required before negotiations start and also before the disposal of the asset can be completed.
4. No disposal of an asset or grant of access to property or infrastructure for commercial arrangements with third parties should be completed until the officer authorising the disposal has certified formally that (i) Board approval is not necessary, with the reasons therefor, or (ii) Board approval, where necessary, has been obtained.
5. Disposal of assets to Members, staff members or their families or connected persons should, as with all disposals, be at a fair, market-related price. Where the Board is considering a proposal for any such disposal, the Member connected to the potential purchase should absent him or herself from the Board deliberations on the issue. A record of all such disposals to such persons (to include details of the asset disposed of, price paid and name of the buyer) should be noted in a register kept for this purpose (minor disposals below a threshold of €500, as approved by the Board, may be omitted from the register). This register should be available for inspection, if requested, by the Board or by any Member of the Board. Any disposal above the approved threshold may not be made without having been formally endorsed by the Board, which may impose specific restrictions with regard to any such disposal.
6. Details of all disposals of assets to third parties (save for connected third parties which is dealt with above) below the threshold value of €150,000 without auction or competitive tendering process should be formally reported, with the paid price and the name of the buyer, to the Board on an annual basis.
7. Details of, and explanations for, disposal of assets to third parties above the threshold of €150,000 which have not been subject to auction or competitive tendering process, should be included in the Chairperson's annual report to the Minister for Education.
8. The Chairperson, in the annual report to the Minister for Education, is required to affirm that the disposal procedures, as outlined above, have been complied with.

Tax Compliance

The Grangegorman Development Agency (GDA) will be exemplary in compliance with taxation laws and will ensure that all tax liabilities are paid on or before the relevant due dates.

The GDA will submit annually to the Department of Education, a report on the compliance of the GDA with its obligations under tax law.

The GDA will not engage in 'offensive' tax avoidance transactions. Tax avoidance is deemed 'offensive' if it involves the use of the tax code for a purpose other than that intended by the Oireachtas with a view to reducing the amount of tax to be paid by the GDA or any other party to a transaction in which the GDA participates.

Where any doubt arises in a particular case, the GDA will consult the Revenue Commissioners.

Subsidiaries and Acquisitions

The Board of the Grangegorman Development Agency (GDA) acknowledges that the establishment or acquisition of subsidiaries, participation in joint ventures, and the acquisition of shares, by its subsidiaries or by joint ventures in which the GDA or its subsidiaries participate, is subject to the legal capacity of the GDA to do so and the prior written approval of the Minister for Education, given with the consent of the Minister for Finance.

Diversification

The Board of the GDA acknowledges that any intended action that would extend or change significantly the nature, scope or scale of the activities in which the GDA engages, is subject to the legal capacity of the GDA to do so and the approval of the Minister for Education. The consent of the Minister for Finance will be required if, in the view of Minister for Education, such changes would have significant financial consequences for the GDA.

Reporting Additional to Annual Report and Accounts

The Chairperson of the Grangegorman Development Agency (GDA) will furnish separately to the Minister for Education, with the annual report and accounts of the GDA, a comprehensive report in relation to the GDA:

1. outlining all significant developments affecting the GDA in the preceding year and major issues likely to arise in the short to medium term;
2. affirming that all appropriate procedures for financial reporting, internal audit, procurement and assets' disposals are being carried out;
3. including a statement on the system of internal financial control including, in cases where a breach of this system has been identified, an outline of the steps that will be taken to guard against such a breach occurring in future;
4. affirming that Codes of Business Ethics for Members and Staff Members have been put in place and adhered to;
5. affirming that Government policy on the pay of Chief Executive and other GDA staff members is being complied with;
6. affirming that Government guidelines on the payment of Members fees are being complied with;
7. explaining any failure to comply with any of the above and stating any corrective action taken or contemplated;
8. outlining significant post balance sheet events;
9. confirming that the Guidelines for the Appraisal and Management of Capital Expenditure Proposals are being complied with,
10. certifying that Government travel policy requirements are being complied with in all respects; and
11. confirming that this Code of Practice has been adopted and is being complied with.

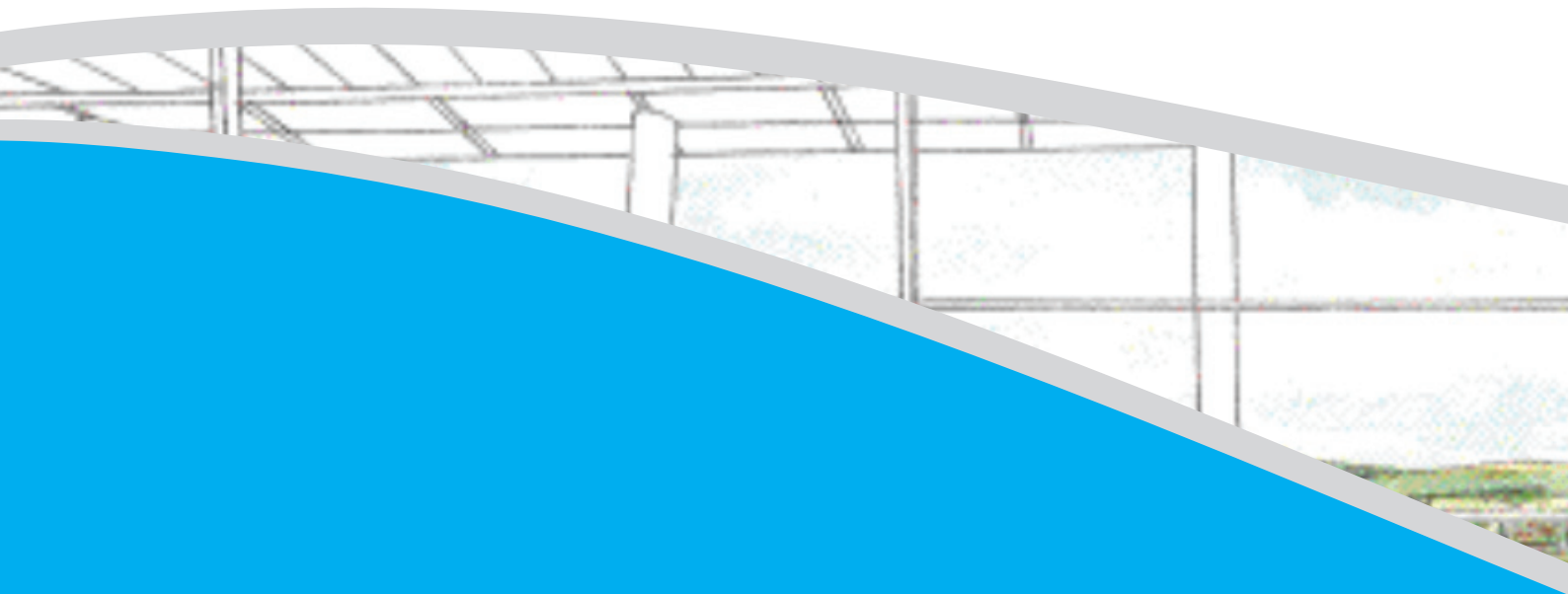
Briefing for New Members of the Board

On appointment of new Members of the Board, the Chief Executive of the should provide such members with the following Board information :

1. a copy of the most up to date version of the GDA's Code of Practice for the Governance of the Agency ;
2. a formal schedule of matters reserved to the Board for decision;
3. procedures to be followed when, exceptionally, decisions are required between Board meetings ;
4. a schedule detailing the composition of all committees and their terms of reference;
5. a statement explaining the Members responsibilities in relation to the preparation of the accounts and the GDAs system of internal control and audit ;
6. a statement informing the Members that they have access to the advice and services of the Chief Executive, who is responsible to the Board for ensuring that Board procedures are followed and that applicable rules and regulations are complied with;
7. details of the requirement to furnish a written statement, in the prescribed format, under the Ethics in Public Office Acts, 1995 and 2001 together with guidelines issued by the Standards in Public Office Commission to assist completion ;
8. a copy of relevant legislation (or excerpts thereof) together with the most up to date version of this Code of Practice and any relevant circulars and/or guidance notes; and relevant GDA information.
9. relevant GDA information.



**Grangegorman
Development Agency**
Gníomhaireacht Forbartha
Ghráinseach Ghormáin



Grangegorman Development Agency

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