



POLICY:	Code of Conduct for Members of <i>An tÚdarás Rialaithe</i>
FIRST DRAFT:	
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1.0 INTRODUCTION

This Code of Conduct is informed by Mary Immaculate College's [mission](#) as a Catholic College of Education & the Liberal Arts. In addition, all policies, guidelines and protocols of Mary Immaculate College, shall reflect the College's commitment to the promotion of equality in accordance with the relevant law.

1.1 The purpose of this Code is to provide guidance to *An Cathaoirleach* and all members *An tÚdarás Rialaithe* on the principles and conduct required to ensure sound and ethical governance in the best interests of the College and the wider public. A copy of the Code shall be placed on the Mary Immaculate College portal and website and shall be available on request.

1.2 The Code takes account of the Ethics of Public Office Acts, 1995 and the Standards in Public Office Act, 2001 as well as the Irish Universities Act, 1997. The Code has been developed in full accordance with the document *Code of Governance for Irish Universities 2019* (IUA).

1.3 Mary Immaculate College shall present this Code of Conduct to all new members of *An tÚdarás Rialaithe* for their understanding and the Secretary of *An tÚdarás Rialaithe* shall ensure that copies of the Code are circulated to them for retention.

2.0 OBJECTIVES

2.1 The objectives of the Code are:

- To set out those ethical principles which govern the activities of *An tÚdarás Rialaithe* (as outlined in Section 3.0, below);
- To promote and maintain confidence and trust in *An tÚdarás Rialaithe*;
- To prevent the development or acceptance of unethical practices;

- To promote the highest legal, management and ethical standards in all the activities of Mary Immaculate College;
- To promote compliance with applicable legislative requirements as well as best current governance and management practices in all the activities of Mary Immaculate College.

3.0 GENERAL ETHICAL PRINCIPLES

3.1 All activities of *An tÚdarás Rialaithe* are governed by the following general ethical principles which inform this Code and which members shall observe in the discharging of their duties:

- Integrity;
- Openness and transparency;
- Selflessness
- Honesty
- Leadership
- Fairness
- Independence
- Accountability
- Objectivity
- Efficiency and effectiveness;
- Value for money

4.0 INTEGRITY

4.1 Members of *An tÚdarás Rialaithe* shall disclose outside employment/professional/business interests which they consider may be in conflict or in potential conflict with the business of Mary Immaculate College, or

may be perceived as such. Disclosure requirements are set out more explicitly under Section 5.0, below.

- 4.2 Members of *An tÚdarás Rialaithe* shall not give or receive gifts, hospitality, preferential treatment or benefits which might affect or appear to affect their ability to make independent judgments as a member of *An tÚdarás Rialaithe*.
- 4.3 Members of *An tÚdarás Rialaithe* shall be committed to having the College compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services.
- 4.4 Mary Immaculate College is committed to conducting its purchasing activities of goods/services in accordance with public policy and best business practice and its purchasing regulations will reflect this.
- 4.5 Mary Immaculate College is committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines.
- 4.6 Mary Immaculate College is committed to ensuring that the accounts / reports it produces accurately reflect the operating performance of the College and are not misleading or designed to be misleading.
- 4.7 Members of *An tÚdarás Rialaithe* shall avoid the use of the College's resources or time for personal gain, for the benefit of persons/organisations unconnected with the College or its activities or for the benefit of competitors.
- 4.8 Mary Immaculate College is committed to not acquiring information or confidential third party business information by improper means.

4.9 Mary Immaculate College is committed to ensuring a culture of claiming expenses only as appropriate to official needs and in accordance with good practice in the public sector.

5.0 DISCLOSURE OF RELEVANT INTERESTS

5.1 Upon appointment to *An tÚdarás Rialaithe*, a member shall disclose all relevant interests (pecuniary, family, financial or other) which pose a real or potential for conflict of interest or could materially influence the member in the performance of his or her functions as a member of *An tÚdarás Rialaithe* or damage public confidence in the College. For this purpose, each member will furnish to the Secretary details relating to his/her employment and all other business interests including shareholdings (valued at more than €15,000 or of more than 5% of the issued capital of a company), 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 *An tÚdarás Rialaithe*. 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 involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed upon appointment. 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 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;
- 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.

5.2 Each member shall furnish to the Secretary details of any relevant interests as described in Paragraph 5.1 of which he/she may become aware during the course of his/her membership of *An tÚdarás Rialaithe*.

5.3 Details of interests disclosed should be kept by the Secretary 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.

5.4 A member of *An tÚdarás Rialaithe* who has an interest in -

- a) a company (other than a public company of which he or she is not a director or otherwise involved in its management) or concern with which the College proposes to make a contract, or,
- b) a contract which the College proposes to make -

shall disclose to *An tÚdarás Rialaithe* the fact of the interest and its nature and shall take no part in any deliberation or decision of *An tÚdarás Rialaithe* relating to the contract and the disclosure shall be recorded in the minutes of *An tÚdarás Rialaithe*.

5.5 Any member of *An tÚdarás Rialaithe* in doubt as to whether this Code requires disclosure of an interest of his/her own or of a connected / related person (as outlined in Paragraph 5.1, above), or in doubt as to whether a conflict of interest has arisen on foot of a matter (including a proposed appointment) on the Agenda of *An tÚdarás Rialaithe*, should consult *An Cathaoirleach*.

5.6 In the event that any member *An tÚdarás Rialaithe* should regard consideration of a matter on the Agenda of *An tÚdarás Rialaithe* as potentially constituting a conflict of interest that member shall be obliged to inform *An Cathaoirleach* of the potential for a conflict of interest and in such circumstances offer to withdraw while the matter remains under consideration. Under such circumstances, *An Cathaoirleach* may require that the member withdraw from *An tÚdarás Rialaithe* while the matter

remains under consideration. Where a matter relating to the interests of *An Cathaoirleach* arises, he shall depute to *An tUachtarán* (or to a *Leasuachtarán* in the absence of *An tUachtarán*) and withdraw from *An tÚdarás Rialaithe* while the matter remains under consideration.

5.7 In the event that consideration of a matter on the Agenda of *An tÚdarás Rialaithe* should constitute a conflict of interest for a member, no documentation in respect of such a matter should be made available to that member prior to a decision by *An tÚdarás Rialaithe*. Any decisions by *An tÚdarás Rialaithe*, once taken, should be notified to the member.

5.8 All members of *An tÚdarás Rialaithe* shall comply with the Ethics in Public Office Acts (1995 & 2001) by furnishing annual Statements of Interest which shall be returned by the College to the Standards in Public Office Commission. The Designated Officer of the Body shall ensure that all members of *An tÚdarás Rialaithe* are fully informed of their obligations under the Ethics Acts and that members are provided with the relevant Guidelines produced by the Standards Commission.

5.9 A person shall not be eligible to be a member of *An tÚdarás Rialaithe* if he or she —

- (a) is an undischarged bankrupt,
- (b) within the immediately preceding three years has, under the protection or procedure of a court, made a composition or arrangement with creditors, or
- (c) within the immediately preceding five years, has been sentenced to a term of imprisonment by a court of competent jurisdiction.
- (d) ceases to be a member of the category of person, as provided for in Section 2.5 of the Instrument of Government (2016), to which he or she belonged at the time of becoming a member, he or she shall thereupon cease to be a member of *An tÚdarás Rialaithe*.

6.0 OBLIGATIONS

- 6.1 Each member of *An tÚdarás Rialaithe* shall comply with the provisions of the Ethics in Public Office Act (1995) and the Standards in Public Office Act (2001).
- 6.2 Each member of *An tÚdarás Rialaithe* shall develop and maintain a clear understanding of the functions of *An tÚdarás Rialaithe* and of the Instrument of Government.
- 6.3 Each member of *An tÚdarás Rialaithe* shall develop and maintain a clear understanding of the role of any committee of *An tÚdarás Rialaithe* on which they serve.
- 6.4 Each member of *An tÚdarás Rialaithe* shall use their reasonable endeavours to attend all governing authority meetings.

7.0 COMMITMENT

- 7.1 Members of *An tÚdarás Rialaithe* shall acknowledge their responsibility to be fully committed to the mission of Mary Immaculate College, while being mindful that the College itself must at all times take into account the interests of its students and providers of funds, including taxpayers.

8.0 FAIRNESS

- 8.1 This Code of Conduct places an onus on members of *An tÚdarás Rialaithe* to ensure compliance with employment equality and equal status legislation, commitment to fairness in all business dealings and the valuing and equitable treatment of all those with whom the College interacts.

9.0 TREATMENT OF INFORMATION

9.1 Mary Immaculate College is cognisant of its statutory responsibilities under the Freedom of Information Acts and the Data Protection Acts and is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public.

9.2 Each member of *An tÚdarás Rialaithe* shall respect the due confidentiality of sensitive information held by Mary Immaculate College. This would constitute material such as:

- personal information;
- information received in confidence by Mary Immaculate College;
- any commercially sensitive information or other information sensitive to the reputation of Mary Immaculate College including future plans or details of major organisational or structural changes. These obligations do not cease when membership of the Governing Authority or employment in the institution concerned has ended.

9.3 Mary Immaculate College shall observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.

9.4 Each member of *An tÚdarás Rialaithe* shall observe due confidentiality in relation to all discussions, decisions and documentation prepared for, or issuing from, *An tÚdarás Rialaithe*.

10.0 CONDUCT

10.1 Members *An tÚdarás Rialaithe* are expected to:

- Participate actively and work co-operatively with other members in discharging their collective responsibilities as a Governing Authority.
- Treat each other and all Mary Immaculate staff and students with courtesy and respect;
- Act as spokespersons for *An tÚdarás Rialaithe*, in either public or private fora, only as specifically requested by the Chairperson of the Trustees or President to do so.

11.0 BREACHES OF THE CODE

11.1 Any person shall be entitled to present a complaint, in writing and duly signed, that a member of *An tÚdarás Rialaithe* is in breach of this Code. The response of *An tÚdarás Rialaithe*, as outlined below, shall be guided by the principles of natural justice.

11.2 Any complaint or allegation that a member of *An tÚdarás Rialaithe* is in breach of the Code shall be submitted, in writing and duly signed, to the Secretary. On receipt of such a complaint, the Secretary shall inform *An Cathaoirleach* immediately. *An Cathaoirleach* shall then notify, in writing, the person against whom the complaint or allegation has been made.

11.3 *An Cathaoirleach* shall refer the complaint to an independent and external Ombudsman, to be nominated by the President of the Law Society of Ireland, who shall conduct a formal investigation into the matter. The Ombudsman shall be guided in his or her investigation by the principles, requirements and obligations

set out in this Code, as well as by the policies of Mary Immaculate College as adopted by *An tÚdarás Rialaithe*, and by the principles of natural justice.

11.4 *An Cathaoirleach* shall agree a time-frame with the Ombudsman within which the complaint will be considered by the Ombudsman and a recommendation given to *An tÚdarás Rialaithe*.

11.5 *An Cathaoirleach* shall notify *An tÚdarás Rialaithe*, at its next scheduled meeting, that a complaint has been received and that a formal investigation by an independent and external Ombudsman has been initiated.

11.6 The investigation shall be carried out by the Ombudsman in a timely fashion and a report containing conclusions and recommendations shall be presented to *An Cathaoirleach*. Where a complaint is not upheld, or where the complaint is upheld but considered by the Ombudsman to be of a minor nature, the subject of the complaint shall not be identified by name in the report of the Ombudsman.

11.7 On receipt of the report of the Ombudsman, *An Cathaoirleach* shall present a copy to the person against whom the complaint has been made.

11.8 *An Cathaoirleach* shall forward the report to *An tÚdarás Rialaithe* which shall consider the recommendations of the Ombudsman.

11.9 The decision of *An tÚdarás Rialaithe* shall be final.

12.0 **RESPONSIBILITY FOR ADDITIONAL GUIDANCE**

12.1 The Secretary shall keep members of *An tÚdarás Rialaithe* briefed in respect of any relevant developments in governance and accountability.

12.2 The Secretary of *An tÚdarás Rialaithe* shall provide practical guidance and direction as required by members of *An tÚdarás Rialaithe* in such areas as gifts and entertainment and on other ethical considerations which may arise from time to time.

13.0 REVIEW OF THE CODE

13.1 This Code of Conduct shall be reviewed by *An tÚdarás Rialaithe* on a five-yearly basis or as required by any circumstances arising (such as the introduction of new regulatory or statutory measures).

13.2 The review period, or any other relevant circumstances necessitating review, shall be notified to *An tÚdarás Rialaithe* by the Secretary.