



Code of Conduct for Board Members

Introduction

RPA is responsible for some of Ireland's most significant infrastructure projects. Our work has a high profile; it involves large amounts of money; and it affects a large number of people. It is important therefore that every aspect of our work meets high standards of business ethics. In order to ensure that these high standards are understood and met consistently, RPA has introduced this Code of Conduct for board members.

Maintaining these high standards helps to maintain the support of our stakeholders and is critical to the success of our activities.

The Code sets out five principles that board members will follow in every aspect of our business and gives specific examples of their application.

The Code also describes, in the schedule, the rules that apply to giving and accepting hospitality, which is an area of particular importance in ensuring that high standards of business ethics apply, and are seen to apply, in the work of the Agency.

This Code will be examined from time to time to ensure that it meets the needs of RPA.

30 July 2009

Application of the Code

This Code of Conduct applies to all RPA Board members in circumstances where you are representing or are directly associated with RPA.

Queries about the Code

If you have a query about the application of this Code, you should talk to the Chairman or the Agency Secretary. Queries and expressions of concern about compliance will be dealt with confidentially.

Breach of the Code

If you consider that you may have inadvertently breached any part of this Code, you should without delay consult the Chairman or the Agency Secretary who will deal with the matter sympathetically and seek to ensure that the breach is remedied effectively.

Legal Requirements

This Code of Conduct is in addition to any legal requirements that may apply to Board members, in particular sections 28 to 32 of the Transport (Railway Infrastructure) Act, 2001 and the Ethics in Public Office Acts 1995 to 2001.

Principles of the Code of Conduct

These principles apply to every aspect of our work:

- **Integrity**
- **Effective communication**
- **Confidentiality**
- **Lawful behaviour**
- **Commerciality**

Integrity

We will observe the highest standards of honesty and integrity in all our business dealings.

This means that, as a Board member, you must, when engaged in activity related to RPA:

- Refuse any bribe or inducement offered to you and disclose as soon as possible that it has been made to you to the Agency Secretary.
- Not offer or make any bribe or inducement.
- Refuse any gift or hospitality which may affect, or may be seen to affect, the award of business to any supplier, prospective supplier or your ability to make an independent judgement on any matter as part of your works and in particular to observe the guidelines regarding gifts or hospitality in the schedule to this Code.
- Reject any business practice which might reasonably be considered to be improper.
- Not give a commitment that you do not know can be met.
- Not use your membership of the Board of RPA for your own gain or the gain of any person related to you.
- Where required by section 28 of the Transport (Railway Infrastructure) Act, 2001 or the Ethics in Public Office Acts 1995 and 2001, disclose in writing, details of any interest which might give rise to a conflict of interest.
- Where you have a conflict of interest, including in circumstances covered by section 29 of the Transport (Railway Infrastructure) Act, 2001, disclose it to the Chairman and the Agency Secretary, and not influence, or seek to influence, a decision on the matter affected by it.

Effective Communications

We will ensure that all our communications are effective.

This means that, as a Board member, you must, when engaged in activity related to RPA:

- Ensure that your communications are accurate and, in particular, do not misrepresent the position of the Agency on any matter.
- Ensure that your communications are clear and consider the needs of the person to whom they are addressed.
- Provide a suitable record of such communications to RPA within a reasonable time.
- Disclose improper communications made to you under section 31 of the Transport (Railway Infrastructure) Act 2001 by writing to The Chairman, Railway Procurement Agency, c/o The Secretary, Parkgate Business Centre, Parkgate St., Dublin 8.

Remember that all records relating to RPA, including emails, letters, written notes and any other document, may be subject to release under the Freedom of Information Acts 1997 and 2003.

Confidentiality

We will carefully protect confidential information.

This means that, as a Board member, you must, when engaged in activity related to RPA:

- Ensure that confidential information is not misused by RPA and, to the extent practicable, by any other person or body outside RPA.
- Ensure that confidential information is properly safeguarded in RPA and, if you are sending it to a person or body outside RPA, to the extent practicable, by that person or body.
- Exercise due care in communicating such information so that it cannot be accessed by any person not authorised to do so.
- Never communicate with any tenderer or prospective tenderer, including where they are existing suppliers, about any tender that is being planned or run by RPA, in a manner that gives them an unfair advantage and observe any guidelines or rules that may be put in place for particular tenders by the RPA Procurement Manager.
- Ensure that personal information is used only in accordance with data protection law.

These provisions in relation to confidentiality are in addition to the provisions of section 30 of the Transport (Railway Infrastructure) Act, 2001.

Lawful Behaviour

We will comply with all applicable laws and regulations.

This means that, as a Board member, you must, when engaged in activity related to RPA:

- Meet all legal and regulatory obligations applicable to RPA, in particular public procurement law and rules, law and rules on railway and workplace safety, environmental law, law and rules on business ethics and tax law.
- Comply with contractual obligations applicable to RPA.
- Comply with all of RPA's internal control procedures, in particular procurement and tendering procedures and with prescribed levels of authority for sanctioning any relevant expenditure.

Commerciality

We will seek to achieve the best value for money for the taxpayer in all our activities.

This means that as a Board member you must:

- Encourage effective and fair competition between suppliers at all times.
- Seek to ensure that cost, time and quality are balanced in the development of our projects.

Procedure for Obtaining Independent Professional Advice

From time to time it may be necessary for Board members, in the furtherance of their duties, to take independent professional advice. Such advice should be taken only at the reasonable expense of the agency.

Should the requirement for such advice arise, Board members should follow the Board Member Procedure for Obtaining Independent Professional Advice, a copy of which can be obtained from the Secretary to the Agency.



Schedule Guidelines Regarding Gifts or Hospitality

The following guidelines apply when considering whether or not a gift or hospitality may be accepted.

General Requirement

Under no circumstances may any gift or hospitality be accepted where that acceptance may influence, or be seen as possibly influencing, the award of business to any supplier or prospective supplier.

It is a matter for each board member to ensure they comply with this obligation.

Suppliers who are also Prospective Suppliers

Where any existing supplier is reasonably expected to tender or is tendering, for any contract to be awarded by RPA, that supplier must be treated as a prospective supplier to the greatest extent possible consistent with continuing existing business relations with them.

Gifts

Gifts may never be accepted from any prospective supplier. With the exception of gifts with a nominal value, no gifts may be accepted from any existing supplier.

Where any gift that is not of a nominal value is sent to an RPA board member, it should be returned to the sender with a note advising that acceptance would be contrary to RPA policy or, where this cannot be done, given to the Agency Secretary who will donate it to charity and advise the sender of this.

Cash or any vouchers or other documents that may be exchanged for cash may not be accepted regardless of the amount.

Details of all gifts offered or received other than ones of a nominal value must be notified as soon as possible after they are received to the Agency Secretary.

Gifts must never be solicited, directly or indirectly.

Sponsorship may never be accepted from any prospective supplier. Sponsorship may not be requested nor accepted from any existing supplier except from individuals who have regular contact with RPA for amounts less than €30 for charitable events being undertaken by individual members of staff or for charities with which those staff are involved.

Hospitality

Modest hospitality (including invitations to sporting events and golf outings) may be accepted from existing suppliers only, provided:

- The frequency and scale of hospitality is not more than RPA might be expected to give in return;
- The number of RPA board members availing of the hospitality is kept to a minimum; and
- Invitations do not include the provision of foreign travel or overnight accommodation.

Hospitality that includes travel and overnight accommodation within Ireland may only be accepted from existing suppliers in exceptional circumstances and with the express prior written approval of the Agency Secretary.

Hospitality may not be accepted from any prospective suppliers (including, as noted above, suppliers who are also at the relevant time prospective suppliers). This does not exclude attendance at events such as seminars which may be organised by prospective suppliers for the members of a profession generally; however, no RPA board member should receive any hospitality at such events that is not being provided to all attendees.

Details of all hospitality offered or received, other than where it is of a cursory nature, such as minor refreshments at meetings or functions or generally available at

seminars, must be notified as soon as possible after it is received to the Agency Secretary.



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