



ÚDARÁS
CRAOLACHÁIN
NA hÉIREANN

BROADCASTING
AUTHORITY
OF IRELAND

**Broadcasting Authority
of Ireland**

Code of Business Conduct

1 INTRODUCTION

2 OBJECTIVES

3 GENERAL PRINCIPLES

3.1 Integrity

3.1.1 Conflicts of interest

3.1.2 Reporting

3.1.3 Procurement

3.1.4 Gifts and Hospitality

3.1.5 Corporate Opportunity

3.1.6 Expenses

3.1.7 Information

3.2 Loyalty

3.3 Fairness

4 ANTI-BRIBERY POLICY

5 COMMITMENT TO COMPLIANCE WITH OBLIGATIONS

6 RESPONSIBILITY AND AWARENESS

7 REVIEW

Appendix 1: Ethics and Standards in Public Office

Appendix 2: Whistleblowing Policy

Appendix 3: Section 22, Broadcasting Act 2009

1 INTRODUCTION

1.1 Background

As required by Section 23 of the Broadcasting Act 2009 and section 5.1 of the Code of Practice for the Governance of State Bodies (2016), the Broadcasting Authority of Ireland (the “BAI” or the “Authority”), has developed this Code of Business Conduct (the “Code”) in respect of controls on interests and ethical behaviour.

This Code applies to all personnel of the BAI which include:

- each Member of the Authority and of its Statutory Committees;
- each Member of any advisory Committees as may be established;
- each employee, including any member of employees contracted through an agency.

The Code was approved by the Authority in June 2018. A copy of the Code is available on request and on the BAI website www.bai.ie.

1.2 Intent and Scope

Each Member of the Authority and each person holding a designated position of employment within the BAI, shall ensure their compliance with the Code of Business Conduct and with relevant provisions of:

- [Broadcasting Act 2009](#), Section 21-23¹(as relevant)
- The Ethics Acts ([the Ethics in Public Office Act, 1995](#) and the [Standards in Public Office Act, 2001](#)²)
- the [Code of Practice for the Governance of State Bodies \(2016\)](#)

and of the accompanying obligations pursuant to the above Acts.

The purposes of the Code are:

- to provide guidance to Members of the Authority, Compliance Committee and Contract Awards Committee and to employees of the BAI in the performance of their functions and duties;
- to signal the BAI’s commitment to operate to the highest level of business ethics and personal integrity in all types of transactions and interactions;
- to protect the reputation of the BAI and to protect Members of the Authority and Statutory Committees and BAI employees from accusations of impropriety;

¹ Appendix 1

² Appendix 2

- to aim at ensuring that all persons having dealings with the BAI are dealt with on a fair and equitable basis;
- to avoid any potential conflicts between the interests and other duties of Members of the Authority and Committees and of employees and their duties to the BAI.

This Code is intended to state the agreed standards of principle and practice which inform conduct of all personnel and act as a clear statement to BAI stakeholders and to citizens on the standards of conduct they can expect from the BAI. It is an affirmation of the requirement for integrity, loyalty, confidentiality and fairness in all aspects of the BAI's business and sets out the policies and procedures designed to ensure not only compliance but also best practice in the prevention of corruption.

The Code has three Appendices:

- **Appendix 1**, which provides guidance with respect to responsibilities under the Ethics in Public Office Act, 1995 and the Standards in Public Office Acts, 1995 and 2001;
- **Appendix 2**, which sets out the BAI's Whistleblowing Policy and procedure, designed to facilitate good faith reporting by all personnel; and
- **Appendix 3**, which sets out responsibilities under Section 22 of the Broadcasting Act, 2009

In this Code, the expression "employees" includes any member of staff contracted through an agency.

2 OBJECTIVES

The objectives of the Code are:

- to set out an agreed set of ethical principles by which the BAI conducts its business;
- to prevent the development or acceptance of unethical practices;
- to support and promote the continuous demonstration of a commitment to the highest standards of conduct and ethical behaviour;
- to set out the means by which these principles are to be given practical effect;
- to outline for stakeholders and the general public the standards of behaviour they can expect in their dealings with the BAI;
- to promote confidence and trust in the BAI; and
- to note and reinforce a strong anti-corruption culture in the BAI which includes putting in place a gift and hospitality monitoring process to ensure best practice as well as compliance with law.

3 GENERAL PRINCIPLES

The BAI is committed to conducting its activity in accordance with its statutory remit and all relevant legislation, observing three fundamental principles:

- **Integrity;**
- **Loyalty;**
- **Fairness.**

It is the duty of all to whom this Code applies to conform to the highest standards of conduct and business ethics. The principles of integrity, loyalty and fairness are to be given practical effect through the following processes, procedures and obligations.

3.1 INTEGRITY

3.1.1 Conflicts Of Interest

Any person to whom this Code of Business Conduct applies must:

- disclose outside business interests and duties in conflict or potential conflict with the activity of the BAI, as and when they become aware of them; and
- refrain from taking part in any decision-making process relating to any business in which such person has an interest.
- where conflicted with respect to a matter, not seek or retain any information or materials with respect to that matter.
- keep all information confidential that they come across in such capacity, noting in particular that leaking of information concerning any publicly quoted company gives rise to severe sanctions. This duty of confidentiality survives termination of appointment or employment, as the case may be. Confidential or restricted information obtained when with the BAI can never be disclosed or used by an Authority or Committee Member or an employee in any other situation.

For the purposes of declarations of interests, disclosure from any person to whom this Code applies must include their own interests and the interests of persons and bodies connected with him or her as defined below:

- (i) a spouse, civil partner, parent, brother, sister, child or step-child;
- (ii) a body corporate with which the member or employee is associated;
- (iii) a person acting as the trustee of any trust, the beneficiaries of which include the member or employee or the persons at (a) above or the body corporate at (b) above; and
- (iv) a person acting as a partner of the member or employee or of any person or body who, by virtue of (i) - (iv) above, is connected with the member.

Details of interests disclosed by Members are kept by the Secretary of the Authority in a special **confidential register**. Access to the register is restricted to the Chairperson and Secretary of the Authority and other Members of the BAI on a strictly need-to-know basis.

3.1.1.1 Disclosures of Interests: Individual Members of the Authority and Committees

In keeping with Section 21 of the Broadcasting Act, 2009 each Member of the Authority and of its Statutory Committees must, on an ongoing basis, disclose outside employment and/or business interests that are in conflict or in potential conflict with the activity of the Authority or Committee, following the procedures outlined in that Act.

On appointment and annually thereafter, each individual Member of the Authority and Committees should furnish to the Secretary or other nominated person a statement in writing of:

- (a) the interests of the Member;
- (b) the interests, of which the Member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner;

which could materially influence the Member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Member, or the spouse or civil partner or child, a substantial benefit.

Materials for meetings of the Authority and of Committees are circulated to Members in advance of meetings, usually at least 4 working days in advance. These materials are appropriately redacted in the case of any Member with a declared interest in or conflict with respect to a matter such that he or she does not receive materials in relation to that matter.

It is recognised that the interests of an Authority or Committee Member and persons connected with him/her can change at short notice. If, upon receiving and/or reading those materials, a Member becomes aware of a conflict or interest, the Member must then return the materials to the Secretary of the Authority or Committee as early as possible, disclosing the relevant conflict of interest.

A Member of the Authority or a Statutory Committee present at a meeting who has an interest in a matter under discussion must:

- at that meeting disclose the fact of such interest and the nature of it;
- neither influence nor seek to influence a decision to be made in relation to the matter;
- absent himself or herself from the meeting or that part of the meeting during which the matter is discussed;
- take no part in any deliberation of the Authority or the Committee relating to the matter; and
- not vote on a decision relating to the matter.

The disclosure of an interest must be recorded in the minutes of the meeting concerned. For so long as the matter to which the disclosure relates is being considered or discussed by the meeting, the Member by whom the disclosure is made must not be counted in the quorum for the meeting.

If an Authority or Committee Member has a doubt as to whether an interest should be disclosed pursuant to this Code, he/she should consult with the Chairperson of the Authority/Committee and/or the nominated person in the State body for dealing with such queries.

Where a question arises as to whether or not an interest declared by an Authority or Committee Member is a material interest, the Chairperson should determine the question as to whether the provisions of this Code apply. In all matters Members should have regard to obligations under the Broadcasting Act 2009, the Ethics in Public Office Acts 1995 and 2001, or seek advice from the [Standards in Public Office Commission](#) under section 25 of the Ethics in Public Office Act 1995.

3.1.1.2 Disclosures of Interests: Chairperson

Alongside the disclosure responsibilities as outlined for Individual Members of the Authority and Committees, where a matter relating to the interests of the Chairperson arises, the other Members attending the meeting shall choose one of the Members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Authority or Committee is deliberating or deciding on a matter in which the Chairperson or his/her connected person has an interest.

3.1.1.3 Disclosures of Interests: Employees

Employees of the BAI should avoid outside business interests that are in conflict or potential conflict with the activity of the BAI and disclose such interests if they occur. Such conflicts can occur for example in the context of the following:

- the application for, or award, suspension, variation, termination or renewal of, a broadcasting contract;
- the application for, or award or termination of funding;
- the investigation of a broadcaster or contractor;

- the consideration of a complaint against a broadcaster or examining compliance by a broadcaster;
- the procurement of premises, equipment, personnel or services.

In keeping with Section 22-23 of the Broadcasting Act 2009, employees of the BAI must follow the procedures laid down in the Act if and when such a conflict occurs. Specifically, the employee must:

- disclose the interest and the nature of the interest to the BAI;
- take no part in the decision-making process, agreement or arrangements in relation to it;
- not influence or seek to influence a decision to be made in the matter; and
- not make any recommendations in relation to the matter, contract, agreement or arrangement.

3.1.2 Reporting

The BAI is committed to ensuring that its accounts, reports and other communications accurately reflect its performance and are neither misleading nor designed to be misleading.

3.1.2 Procurement

The purchasing of goods and services will be conducted in accordance with best public service procurement practice. The BAI has adopted detailed tendering and purchasing procedures along with approved levels of authority for approval of expenditure. These procedures and approval levels must be strictly adhered to. They are designed to provide an objective framework to assess goods and services and their value for money in order that they may be provided to the BAI at competitive prices.

Tendering and contract procedures are consistent with and complement EU Public Procurement Directives as well as other relevant international trade control mechanisms. The procedures and approval levels are fully documented and must be seen as a backdrop to this Code of Business Conduct. These will be reviewed from time to time.

3.1.3 Gifts and Hospitality

In view of the sensitive nature of the responsibilities of the BAI, it has adopted rigorous procedures with respect to the receipt of gifts and hospitality by Authority and Committee Members and by employees.

The giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions should be avoided. Further particulars are specified in the BAI's anti-bribery policy set out in section 4 of this Code. In summary:

- all offers of hospitality and gifts must be recorded;
- the acceptance of hospitality and receipt of gifts must be recorded;
- the acceptance and receipt of hospitality and gifts from an applicant for a contract or for funding are generally prohibited;
- the offer or giving of hospitality and gifts by an applicant for a contract or for funding may disqualify that applicant's application;

Gifts and hospitality for BAI personnel are generally not sought or encouraged by the BAI from any party. BAI notes and appreciates the common courtesy generally implicit in offers of hospitality and gifts, but requests all persons to note that:

- offers of hospitality or gifts from applicants for contracts or funding are unwelcome and will be refused;
- and no inference or implication should be drawn that the award of any contract or funding will be in any way conditional on or positively influenced by any gifts or hospitality.

The BAI does not provide corporate gifts, hospitality (other than normal business courtesies), preferential treatment or benefits to suppliers or persons or entities with which it conducts business.

3.1.4 Corporate Opportunity

Members of the Authority and Statutory Committees and employees must refrain from using the Authority's reputation, resources, connections or time for personal gain or for the benefit of persons or organisations unconnected with the BAI or its activities or for the benefit of competitors and commit not to acquire information or business secrets by improper means.

3.1.5 Expenses

Members of the Authority and Statutory Committees and employees must adhere to the rules issued, from time to time, by the Minister for Communications, Energy and Natural Resources on reimbursement of expenses for travel and subsistence and other business related expenses. The BAI has controls in place aimed at preventing fraud including controls and procedures in relation to claiming of expenses for business travel.

3.1.6 Information

The BAI 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.

The BAI is also committed to compliance with all relevant statutory provisions notably the Data Protection Act 2018, the European Communities (Electronic Communications Networks and Services) (Privacy And Electronic Communications) Regulations 2011 and related regulations and Freedom of Information Act 2014.

The BAI is committed not to acquire information or business secrets by improper means. It will respect the confidentiality of sensitive information held by the BAI while complying with the requirements of the Freedom of Information Acts, constituting such information as:

- commercially sensitive information;
- personal information; and
- information received in confidence by the BAI.

The BAI will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.

Authority and Committee Members and BAI employees must adhere strictly to confidentiality requirements even after leaving the service of the BAI. This includes:

- non-disclosure of any restricted or confidential information;
- non-use of any such information for the benefit of any person (other than the BAI)
- safeguarding sensitive information held by the BAI in confidence and the timely destruction or return of documents held on leaving the service of the BAI as either a Member of the Authority, Committees or as employee.

3.2 LOYALTY

Members of the Authority and Statutory Committees and employees of the BAI must recognise and acknowledge their responsibility to be loyal to the BAI and fully committed in all its activities while mindful that the BAI itself must at all times take into account the interests of the State and other stakeholders.

3.3 FAIRNESS

The BAI values its stakeholders and is committed to fairness and due process in the conduct of its activities and business dealings. The BAI is committed to complying with all employment equality and equal status legislation. The BAI strives to provide each employee with a safe and healthy work environment and has a number of policies and procedures in place to give practical effect to this priority. In particular, the BAI Health and Safety Policy and associated activities are relevant in this regard. Each employee has responsibility for maintaining a safe and healthy workplace for all employees and visitors by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. The BAI ensures that community concerns are considered in its activities and operations and aims to minimise any detrimental impact of the operations on the environment.

4 ANTI-BRIBERY POLICY

4.1 Existing and Pending Law

Bribery and corruption is defined legally as “corruptly to solicit, promise, give, receive or agree to receive a bribe (i.e. a reward) in order that any public official should either:

- act contrary to a duty s/he has to do something in which the public have an interest, or
- show favour in the discharge of his or her duty and function.”

Corruption in office and receipt of any bribe on the part of any Member of the Authority or Statutory Committees or any employee is expressly subject to the Prevention of Corruption (Amendment) Act 2010, with penalties of up to 10 years imprisonment, unlimited fines and forfeiture of any bribe. Similarly, the offering of a bribe or corrupt inducement on the part of any person having dealings with the BAI is outlawed and subject to those penalties.

The relevant activities expressly outlawed are:

- corruptly seeking or receiving a gift, loan, fee, reward or advantage;
- corruptly offering or giving a gift, loan, fee, reward or advantage;
- the doing of any act in relation to his or her office or position for the purpose of corruptly obtaining a gift, loan, fee, reward or advantage.

The current law is due to be re-enacted and updated, with an added responsibility on the part of organisations such as the BAI to take all reasonable steps and exercise all due diligence to avoid the commission of bribery and corruption offences.

In the light of the existing and proposed law and in view of the inferences that can be drawn from the inappropriate offering and receipt of gifts and hospitality, the BAI has adopted this anti-bribery policy to regulate these matters.

The policy applies to any gift or hospitality offered or given to family persons or bodies connected with a Member of the Authority or any Statutory Committee or BAI employee, as the case may be.

For this purpose, connected persons and bodies are taken to include

- (i) a spouse, civil partner, parent, brother, sister, child or step-child;
- (ii) a body corporate with which the member or employee is associated;
- (iii) a person acting as the trustee of any trust, the beneficiaries of which include the member or employee or the persons at (a) above or the body corporate at (b) above; and
- (iv) a person acting as a partner of the member or employee or of any person or body who, by virtue of (i) - (iv) above, is connected with the member.

4.2 Obligations of Authority and Committee Members and Employees

4.2.1 Offers of Gifts and Hospitality Generally

All offers of gifts or hospitality to any member of BAI personnel – any Authority or Committee Member or employee – must be notified by that person to the Secretary of the Authority in writing. All acceptances of hospitality and all gifts received must similarly be notified. The Secretary will keep a record of such offers, acceptances and gifts.

4.2.2 Permitted Gifts and Hospitality

The following gifts and hospitality are permitted:

- working lunches or refreshments provided during a business visit;
- hospitality extended to BAI personnel attending a seminar, conference or other external event, provided that such hospitality is extended to all who are in attendance;
- screenings and performances of Sound-and-Vision-funded productions;
- incidental hospitality at industry-sponsored or industry-organised events;
- attendance at (as opposed to participation in) free seminars, talks or workshops, provided that they are free to all in attendance and are not provided solely for BAI personnel;
- publications offered free of charge by the offeror to clients or industry participants generally;
- unsolicited items with a value of less than €50 (such as a book, promotional DVD etc);
- unsolicited suppliers' branded materials (such as pens, stationery etc) with a token value;
- seasonal or other gifts accepted on behalf of all BAI employees.

Any other gifts and hospitality are prohibited.

Gifts which would otherwise be in breach of this Code may, with the Authority's consent, be accepted where refusal would be considered reasonably likely to cause significant and/or cultural offence, provided that the BAI must immediately donate any such gifts accepted to a charity of the Authority's choosing.

4.2.2 Prohibited Gifts and Benefits

Without affecting paragraph 4.2.2 above, the following gifts and hospitality must not be offered to nor may they be accepted by any Member of the Authority or any Committee or any BAI employee:

- cash, at any time;
- any gift or hospitality from an applicant for a contract or funding, for as long as their application remains to be considered;
- any overnight stay in any hotel or other accommodation;
- travel outside Ireland;
- sports equipment, electronic devices, musical instruments, works of art, furniture;
- advantageous terms and conditions (whether as to price or otherwise) for the supply of goods or services from any supplier of goods or services to the BAI.

4.2.3 Rules for Applicants

From the date of publication of notice seeking applications for a contract or where no notice is required, on receipt of an application for a contract or for funding any Member of the Authority or any relevant Committee and any employee involved in the awards process must:

- endeavour to avoid offering or receiving any gift or hospitality to or from, or
- not have any contact, other than permitted contact, with, any applicant, any person reasonably likely to be an applicant or any person representing such applicant or likely applicant.

The following contact is permitted:

- routine contact during office hours on unrelated matters;
- routine contact during office hours necessary for the purposes processing the application, such as processing queries and providing clarifications.

Where such permitted contact takes place, a written record must be kept of each meeting including the date, time and location of the meeting, the attendees and a brief summary of the purpose of the meeting. Where possible, meetings should be held at BAI offices [and attended by at least two BAI personnel]. If, while attending an event, the subject of the current award or application is raised, BAI personnel must immediately excuse themselves from any conversation.

The offer or giving of prohibited hospitality and gifts by an applicant for a contract or for funding may disqualify that applicant's application.

These provisions are in addition to any other rules of engagement that may apply to any particular award or application.

4.2.5 Consequences of Acceptance of Prohibited Gifts

Without limiting any other consequences that may flow, in the event of an Authority or Committee Member or employee accepting a prohibited gift, that Member or employee will be precluded from any involvement in any process involving the giver of the gift until such time as that process has concluded.

4.2.6 Whistleblowing Policy

In accordance with the Code of Practice for the Governance of State Bodies 2016, the BAI aims to ensure that:

- employees of the BAI have the opportunity to raise any concerns they may have about possible irregularities concerning the organisation's duties and obligations or matters presenting a risk for the organisation;
- employees who report potential wrongdoing or irregularities, and who cooperate in investigations of potential misconduct, are not subject to victimisation, detriment or risks to job security or promotion; and
- concerns raised by employees are processed confidentially.

In order to facilitate this aim, the BAI has adopted the Whistleblowing Policy set out in **Appendix 2**. This policy has been framed in the light of the Protected Disclosures Act 2014.

5 COMMITMENT TO COMPLIANCE WITH OBLIGATIONS

The BAI is fully committed to the fulfilment of all its regulatory and statutory obligations.

Each Member of the Authority and each person holding a Designated Position of employment within the BAI must ensure his/her compliance with relevant provisions of the Ethics in Public Office Act, 1995 and the Standards in Public Office Act, 2001. **Appendix 1** contains an outline of the obligations under the above Acts.

For the purposes of the Ethics Acts, in the case of the BAI, the designated positions are the Secretary of the Authority, the Chief Executive Officer and all other positions at the Grade of Higher Executive Officer and above.

5.1 Members of the Authority and Committees

Members of the Authority and Statutory Committees:

- must use all reasonable endeavours to attend all Authority and Committee meetings;
- must comply with procedures laid down by the BAI in relation to declaring conflicts of interest as outlined in Section 3.1.1;
- Members should avoid, for a reasonable period of time, the acceptance of positions following employment and/or engagement by the BAI that may give rise to potential conflicts of interest and/or confidentiality concerns;
- must acknowledge their duty to conform to the highest standards of business ethics.

5.2 Civil Servants

Section 3.4 of the Code of Practice for the Governance of State Bodies, refers to situations where there is a significant public policy issue at stake or a disagreement within the Authority on a major public policy issue. This section directs civil servant nominees of non-commercial State bodies to the steps to be taken when a civil servant has an unanswered concern where there is a significant public policy issue at stake.

Department of Finance Circular 12/2010: Protocol for Civil Servants nominated to the boards of non-commercial State bodies:

<https://circulars.gov.ie/pdf/circular/finance/2010/12.pdf>

Per Circular 12/2010, the Minister must be notified without delay where:

- i) there are serious weakness in controls that have not been addressed despite being drawn to the attention of the Board or the Chairperson;

- ii) there is a significant strategic or reputational risk to the State body that is not being addressed; and/or
- iii) there are serious concerns about possible illegality or fraud occurring in a State body.

5.3 Employees

In general, employees are expected both personally and professionally, to behave in a fashion that reflects positively on their association with the BAI. The BAI will not accept discrimination of any form including sex, marital status, family status, age, sexual orientation, disability, race, creed or membership of the Traveller community. All persons connected with the Authority must avoid any practice or conduct in the workplace which amount to racist, religious or sexual discrimination or harassment of any kind.

The BAI has in place separate policies dealing with bullying and harassment and other matters relevant to employees.

5.4 Non-Compliance

If and whenever a Member of the Authority or Statutory Committee finds evidence that there is non-compliance with any statutory obligation that applies to the BAI, s/he must immediately bring this to the attention of their fellow Members with a view to having the matter rectified. It is recommended that the Authority or Statutory Committee Member report this in writing or by email, to the Chairperson.

The Chairperson, having considered the matter will recommend an appropriate course of action which may include bringing the matter to the attention of the Minister.

6 RESPONSIBILITY AND AWARENESS OF OBLIGATIONS UNDER THIS CODE

6.1 Personal Responsibility

It is not possible for a set of rules or guidelines to provide for all situations which may arise. Members of the Authority and Statutory Committees and employees of the BAI must bear in mind, therefore, that it is primarily their responsibility to ensure that all of their activities, whether covered specifically or otherwise in this document, are governed by the ethical principles described in this Code.

Nothing in this Code should operate to inhibit the normal consultative process on general policy or other issues which Members of the Authority consider essential as part of their representative role.

Neither is the Code intended to restrict or restrain employees unduly in their tasks; they should rather be viewed as assisting them in understanding the nature of their responsibilities and in avoiding any difficulties which might arise for them.

6.2 Communication and Awareness of the Code

A copy of this Code of Business Conduct will be circulated to all current Members of the Authority, Statutory Committees and employees of the Authority and to all new Authority Members and employees on their appointment.

Authority Members and employees must acknowledge that they have received and understood the requirements of this Code:

- in the case of Members of the Authority or Statutory Committees, to the Secretary of the Authority;
- in the case of employees, to the Secretary of the Authority.

The contents of this Code of Business Conduct shall be communicated to Authority and Committee Members and to BAI Employees to ensure individual responsibilities are understood. Reminders by Secretaries shall form part of the relevant procedures and timelines. For example, during licensing processes, the Secretary to the Contracts Awards Committee shall regularly and actively seek disclosures of any conflict of interest. This provides an early opportunity for a Member to determine any conflict of interest and to comply with the provisions of this Code of Business Conduct.

7 REVIEW

7.1 Generally

This Code was adopted in June 2018 and will be reviewed by the Authority once every three years or more frequently if required.

Any revision to this Code shall be considered by all parties to the Code and approved by the Authority.

7.2 Effectiveness

The BAI shall ensure that the procedures in place with respect to prevention of bribery and corruption set out in section 4 of this Code are reviewed regularly, as part of the internal audit process. The BAI will, in particular, examine whether any discernible pattern as to the giving or receipt of gifts and hospitality is apparent and whether any matters arising give rise to concern or a requirement to revise procedures.

APPENDIX 1

Ethics and Standards in Public Office

1 Obligations under the Ethics Legislation

All those who hold designated directorships or occupy designated positions of employment in public bodies prescribed by regulation for the purposes of the Ethics in Public Office Acts 1995 and 2001 (the “Ethics Acts”) must comply with the relevant provisions of the legislation. Compliance with the Ethics Acts is and shall be deemed to be a condition of appointment or employment.

2 Disclosure of Registrable Interests

The Ethics in Public Office Act 1995 provides for the disclosure of registrable interests by holders of designated directorships and occupiers of designated positions of employment in public bodies prescribed for the purposes of the Ethics legislation. Briefly, the requirements are:

2.1 Designated Directors

Are required in each year, during any part of which they hold or held a designated directorship of a public body, prescribed by regulations made by the Minister for Public Expenditure and Reform, to prepare and furnish, in a form determined by the Minister for Public Expenditure and Reform, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse, civil partner or a child of the person or of his or her spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person’s official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, or the spouse, civil partner or child, a substantial benefit. The statement must be furnished to the Standards in Public Office Commission (the Standards Commission) and to such an officer of the body as determined by the Minister for Public Expenditure and Reform. Where no registrable interest or interests exist, a “nil” statement is requested.

2.2 Designated Positions of Employment

Are required in each year, during any part of which they occupy or occupied a designated position of employment in a public body, prescribed by regulations made by the Minister for Public Expenditure and Reform, to prepare and furnish, in a form determined by the Minister for Public Expenditure and Reform, a statement in writing of their registrable interests, and the interests, of which a person has actual knowledge, of his or her spouse, civil partner or a child of the person or of his or her spouse or civil partner, which could materially influence the person in, or in relation to, the performance of the person’s official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the person, or the spouse, civil partner or child, a substantial benefit. The statement must be furnished to the relevant authority for the position as determined by the Minister for Public Expenditure and Reform. Where no registrable interest or interests exist, a “nil” statement is requested.

Note: For the purposes of the Ethics Acts, in the case of the BAI, the designated positions are the Secretary of the Authority, the Chief Executive Officer and all other positions at the Grade of Higher Executive Officer and above. Those who hold designated positions must comply with the disclosure provisions of the Ethics Acts.

3 Material Interests

The holder of a designated directorship or the occupier of a designated position of employment must furnish a statement of a material interest where a function falls to be performed, and where the director or the employee or a “connected person” (e.g. a relative or a business associate of the director or employee) has a material interest in a matter to which the function relates.

Such a statement must be furnished to the other directors of the public body by a designated director or to the relevant authority by the occupier of a designated position of employment. The function must not be performed unless there are compelling reasons to do so. If a designated director or the occupier of a designated position of employment intends to perform the function, he or she must, either before doing so, or if that is not reasonably practical, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other directors and to the Standards in Public Office Commission if a designated director, or to the relevant authority if an employee. This obligation applies whether or not the interest has already been disclosed in a statement of registrable interests.

4 Tax Clearance Obligations of Appointees to “Senior Office”

The tax clearance provisions of the Standards in Public Office Act 2001 apply to persons appointed to “senior office”, i.e. to a designated position of employment or to designated directorship in a public body under the 1995 Ethics Act, in relation to which the remuneration is not less than the lowest remuneration of a Deputy Secretary General in the civil service.

All persons appointed to “senior office” must provide to the Standards in Public Office Commission:

- not more than nine months after the date on which he or she is appointed a tax clearance certificate that is in force and was issued to the person not more than nine months before, and not more than nine months after, the appointment date; or
- an application statement that was issued to the person and was made not more than nine months before, and not more than nine months after, the appointment date; and
- a statutory declaration, made by the person not more than one month before, and not more than one month after, the date of appointment, that he or she, to the best of his or her knowledge and belief, is in compliance with the obligations imposed on him or her by the Tax Acts and is not aware of any impediment to the issue of a Tax Clearance Certificate.

5 Investigations

Directors and employees in public bodies can be subject to an investigation by the Standards Commission, either where it considers it appropriate to do so, or following a complaint, or where there is contravention of the tax clearance requirements, and there is nothing that precludes the Standards Commission from taking into account this Code of Conduct in such an investigation.

6 Additional Information and Advice

The public bodies prescribed for the purposes of the Ethics legislation and the designated directorships and designated positions of employment therein, the forms for preparing statements of registrable interests and “nil” statements, and details of the officers of the body and the relevant authorities to whom such statements should be furnished are provided in the “Guidelines on Compliance with the Provisions of the Ethics in Public Office Acts 1995 and 2001-Public Servants”, published by the Standards in Public Office Commission and available for download on its web site: <http://www.sipo.gov.ie>.

Appendix 2

WHISTLEBLOWING POLICY

1 Policy

1.1. In accordance with the provisions of Clause 5.9 of the Code of Practice for the Governance of State Bodies and in the light of the Protected Disclosures Act 2014 (“2014 Act”), it is the BAI’s policy to ensure that both:-

(i) direct employees of the BAI (past and present); and

(ii) any person who works or has worked for the BAI, whether as a consultant, contractor or agency employee.

together, in this Appendix, the “**employees**”, have the opportunity to raise any concerns they may have about possible wrongdoing or irregularities in respect of the organisation’s duties and obligations or matters presenting a risk for the organisation. All employees are protected from day one, which means that there is no minimum service requirement before an employee can make, or be protected for making, a Protected Disclosure.

In accordance with section 7 of the 2014 Act, individuals who are not employees of the BAI as defined under this policy may make protected disclosures to the CEO of the BAI who is the prescribed person for the purposes of the 2014 Act. Disclosures of this nature will be dealt with in accordance with the 2014 Act.

1.2. It is also the BAI’s policy to ensure that all employees who report potential wrongdoing or irregularities, and who cooperate in investigations of potential misconduct, are not subject to victimisation, detriment or risks to job security or promotion.

2 Purpose of This Policy

The purpose of this policy is to:-

(i) foster a culture of openness and honest communication;

(ii) ensure the attainment of the objectives set out in the BAI’s Code of Business Conduct and full compliance with all legal, regulatory and other requirements;

(iii) ensure the integrity of all employees; and

(iv) encourage employees to make a disclosure in respect of significant matters, which they reasonably believe amount to a possible wrongdoing within the BAI, and to provide protection for the person making the disclosure.

3 Scope

The policy applies to all employees of the BAI.

4 General

- 4.1 The BAI is committed to the highest standards of quality, honesty, integrity, openness and accountability, and as part of that commitment encourages employees with serious concerns to come forward and express those concerns.
- 4.2 Employees who are worried about raising an issue, perhaps feeling that doing so would be disloyal to colleagues, managers or to the BAI, or who may have a suspicion that there is a concern without having access to all the facts, should be assured that the BAI encourages any employee with a genuine concern to come forward without fear of reprisal or victimisation and they should not feel that they are at risk of losing their job as a result.
- 4.3 At any point in raising a concern, an employee is free to involve their trade union representative or a work colleague who would be in a position to provide guidance and support.
- 4.5 In circumstances where inappropriate action is taken to discourage an employee from coming forward, including criticising, victimising or penalising an employee for voicing a concern, this should be reported by the employee and any such action will be dealt with under the BAI's Disciplinary Policy and/or BAI Business Code of Conduct as appropriate.
- 4.6 The BAI will ensure that the principles of natural justice are observed and fair procedures adopted in respect of any persons or bodies adversely mentioned or implicated in a whistleblowing report or concern raised. The application of this policy does not in any way change the existing rights of employees who are subject of an allegation.
- 4.7 If the BAI receives information anonymously it will be much more difficult for the concern to be investigated or for the BAI to protect the position of the employee or to offer feedback. Accordingly while the BAI will consider what action may be justified by an anonymous report, it may not always be possible to handle such reports under this policy.

5 Whistleblowing Report

5.1 A whistleblowing report is a concern raised (preferably in writing), in the reasonable belief of the employee making the report, outlining that one or more of the following wrongdoings (hereinafter referred to as 'Relevant Wrongdoings') have been committed, is being committed, or is about to be committed:

- an offence e.g. fraud, bribery, false accounting, theft;
- a failure to comply with any legal obligation;
- a miscarriage of justice;
- endangerment to the health and safety of an individual;
- damage to the environment;
- an unlawful or improper use of funds and/or resources of a public body, or of other public money;
- an act or omission of a public body is oppressive, discriminatory, grossly negligent or constitutes gross mismanagement;
- that information tending to show any matter falling within any of the above matters has been, is being or is likely to be concealed or destroyed;
- inappropriate behaviour with respect to the BAI as set out in the BAI Code of Business Conduct.

The term 'reasonable belief' does not mean that the belief has to be correct. An employee may be mistaken in their belief, so long as their belief was based on reasonable grounds.

This policy should not be used for complaints or grievances relating to an employee's own personal circumstances or arising out of his/her work with the BAI, for example, a complaint around selection criteria for a promotion or a complaint around working time. In those cases the individual should use the other policies of the BAI such as the Dignity at Work Policy, the Disciplinary Policy or as appropriate, another BAI policy.

5.2 In making a whistleblowing report, employees identifying their concern should do so only where they reasonably believe the information disclosed tends to show wrongdoing. The ordinary

meaning of disclosing 'information' is conveying facts, such as stating that particular events have occurred.

The information must come to the attention of the employees in connection with their employment but a disclosure of any wrongdoing which is the employee's or the BAI's function to detect and/or investigate does not come within the terms of this policy or the 2014 Act, unless it involves an act or omission on the part of the employer that would constitute a Relevant Wrongdoing as set out above.

5.3 Persons making whistleblowing reports should be aware of the following:

- Concerns will be treated seriously by the BAI and each case will be considered on its own facts;
- All reasonable steps (including IT measures etc.) will be taken by those to whom a report is made to ensure that reports and any subsequent investigations are treated in confidence and that the identity of the person making the report is not disclosed. Any information surrounding the disclosure will be kept secure and in a form that does not endanger the confidentiality of the disclosure and the person making it;
- The identity of the person making a disclosure may need to be revealed if necessary for the furtherance of the investigation in accordance with the principles of natural justice and fair procedures. In particular:
 - (i) disclosures to third parties may be required by legislation, a regulatory Code of Conduct or by a Court or Tribunal.
 - (ii) an employee who has made a disclosure may be called upon by a Court or Tribunal to give evidence regarding the subject matter of a whistleblowing report. In such circumstances, reasonable support, including legal advice will be provided to the employee.

5.4 The BAI will support any concerned employee, ensuring that there are no adverse effects on their career with the BAI if they come forward on the basis that they have a reasonable belief the information disclosed tends to show wrongdoing. All concerns will be dealt with seriously and the BAI will pursue fraud, bribery, corruption and serious abuse as vigorously as possible through its Disciplinary Policy and if necessary through the Courts.

5.5 In dealing with any report, the BAI recognises that raising a concern can be a difficult experience for employees and will support them in any way possible and undertakes to:

- Consider the report fully and sympathetically;
- Seek advice from other professional/ advisory bodies/ trade unions where appropriate;
- Investigate and resolve the matter as quickly as possible;
- Ensure that where possible the complainant is informed of the outcome;
- Ensure that there is no victimisation of the employee who made the report;

5.6 Notwithstanding the adoption of this policy, an employee remains entitled to raise a matter of potential concern with their Line Manager or another person in the BAI in the first instance on an informal basis prior to or instead of making a formal whistleblowing report under this policy.

6. Untrue or unproven allegations

6.1 Where an employee makes a report based on their reasonable belief, and in accordance with this policy, but the allegation is subsequently not confirmed by the investigation, no action will be taken against the person making the disclosure and they will not be subject to any less favourable treatment, penalisation or victimisation. The report will be considered closed and related documentation will not be retained. Notwithstanding this, the BAI shall maintain a confidential record of all whistleblowing reports and investigations carried out under this policy to ensure compliance with the statutory reporting requirements.

6.2 If a whistleblowing report is found to have been unfounded and made in bad faith, vexatious, with malicious intent, or for improper personal gain, such report could form the basis of a disciplinary matter under the BAI's Disciplinary Policy.

7. Procedure for making a Whistleblowing Report

The BAI encourages all employees to make reports internally to the BAI and to use the internal procedures. All reports will be taken seriously and the employee will receive appropriate protection. The internal procedures are set out below.

7.1 The employee should consider whether the concern can be pursued through one of the other policies of the BAI such as the Dignity at Work or other procedure/policy. If the employee needs guidance on this, they should consider speaking with their Line Manager, the Designated Officer identified by the BAI as the recipient of Protected Disclosures Officer, the CEO or Union Representative.

If the employee decides or is advised that this is the appropriate policy for raising their concern, the concern should be reported in accessible formats e.g. in writing (preferably), verbally or electronically. The concern should be made to the Designated Officer identified by the BAI as the recipient for Protected Disclosures.

When a concern which appears to be a Protected Disclosure is made verbally it should be documented by the Designated Officer. Where practicable, the discloser should be asked to confirm the information provided in the report so as to avoid dispute at a later date in relation to the information disclosed. The Designated Officer may meet with the employee to discuss the report (“the whistleblowing report”) further.

7.2 It is recommended that, at a minimum, the whistleblowing report should include the following details:-

- that the concern is being made under this policy;
- the employee’s name, employment status, position in the organisation, and confidential contact details;
- the date of the alleged wrongdoing (if known) or the date the alleged wrongdoing commenced or was identified;
- whether or not the alleged wrongdoing is still ongoing;
- whether the alleged wrongdoing has already been disclosed and if so, to whom, when, and what action was taken;
- information in respect of the alleged wrongdoing (what is occurring/has occurred and how) and any supporting information;
- the name of the person(s) allegedly involved in the alleged wrongdoing (if any name is known and the employee considers that naming an individual is necessary to expose the wrongdoing disclosed); and
- any other relevant information.

7.3 When a whistleblowing report is made, an assessment process will be undertaken by the Designated Officer. The screening process will involve an assessment of the concern to seek to determine whether or not it should be treated as a potentially Protected Disclosure. If it is unclear whether information qualifies as a Relevant Wrongdoing and is, therefore a Protected Disclosure, under section 5 of this Policy, the Designated Officer will treat the information as a Protected Disclosure until satisfied that the information is not a Protected Disclosure. The assessment undertaken will consider whether the alleged wrongdoing is serious or minor, whether it is something that can be investigated or not, and, if it can be investigated, what steps should be taken as part of such an investigation.

The Designated Officer, having considered the matter will recommend an appropriate course of action. This may include referring the matter to the CEO, the Chairperson of the Finance, Audit and Risk Committee and/or the Committee and/or the Chairperson of the Authority and/or the Authority.

In any event, the Finance, Audit and Risk Committee will be informed of all valid whistleblowing reports and Protected Disclosures made by employees in the organisation, except where it is inappropriate to do so.

- 7.4 If an investigation is required, the BAI will consider the nature and extent of the investigation. This could consist of an informal approach for less serious wrongdoings, a detailed and extensive investigation of serious wrongdoings, or an external investigation by another body.

A decision as to who will head up the investigation will be made based on the nature of the disclosure. Internal investigations may be overseen either by the Designated Officer, the CEO, the Chair of the Finance, Audit and Risk Committee or the Chair of the Authority. The BAI may also invite an independent external expert to carry out the investigation. Any investigation will be held as sensitively and speedily as possible.

- 7.5 It is important to note that some matters may be of such seriousness that the investigation will more appropriately be carried out externally or by professional experts in a particular area. In some cases the matter may need to be reported to, and investigated by, An Garda Síochána or another body with the statutory power and function of investigation of particular matters.

- 7.6 If, after an appropriate investigation has been undertaken, it is determined that a Relevant Wrongdoing has been committed or occurred then the findings will be addressed and appropriate action will be taken where necessary.

- 7.7 If the employee is reluctant to contact the Designated Officer, then they may make the report to the CEO. If the employee is reluctant to contact the CEO, then they may make the report to Chairperson of the Finance, Audit and Risk Committee. If the employee is reluctant to contact the Chairperson of the Finance, Audit and Risk Committee, then they may make the report to Chairperson of the Authority.

In each eventuality, the relevant individual will undertake the risk assessment set out above and proceed through the next steps in the process, recommending an appropriate course of action to the Finance, Audit and Risk Committee or the Authority.

- 7.8 The employee making the whistleblowing report will be informed of any developments made where this can be done without betraying any confidentiality issues.

External Reporting

While this policy acknowledges the value of addressing concerns within the BAI, the law recognises that in some circumstances it may be appropriate for employees to report concerns to an external body or person. These circumstances may include the BAI failing to act on the information being disclosed, taking action to prevent the employee making the disclosure or the employee does not consider the internal procedure to be appropriate in the circumstances. The 2014 Act provides for the Minister to prescribe a list of 'prescribed persons'. It should be noted that disclosure to a prescribed person outside of the organisation will only be protected when the person making the disclosure believes that that information disclosed, and any allegation contained in it, is **substantially true**.

It will very rarely, if ever, be appropriate to alert the media and in general employees should only do so as a last resort. The 2014 Act prescribes conditions that must be met by an employee making a disclosure in the public domain such as to the media. An employee should ensure that any disclosure made externally is limited to information relevant to the alleged wrongdoing and does not unnecessarily disclose confidential commercial information held by the BAI and unrelated to the alleged wrongdoing.

The BAI strongly encourages you to seek advice before reporting a concern to external body or person.

In this regard, you can seek advice internally from your Line Manager, the BAI Designated Officer, CEO, Chair of the Audit, Finance and Risk Committee or Chair of the Authority, or externally, from a trade union official, barrister or solicitor who can advise you of the other options which may be available to you and of the prescribed conditions that must be met in making a disclosure externally. When an employee seeks advice from a trade union, solicitor or barrister, including at the stage when they are contemplating making a Protected Disclosure and subsequently where the worker has questions relating to the operation of the legislation, the protections of this policy will apply.

8 Annual Report

8.2 In accordance with the statutory requirements, an Annual Report will be published, not later than 30th June in each year, in relation to Protected Disclosures received by the BAI in the preceding calendar year. The Annual Report shall maintain the anonymity of all those involved and include information on:-

- (a) numbers of Protected Disclosures made to the BAI; and
- (b) actions (if any) taken in response to such Protected Disclosures.

9. Review

This policy will be reviewed by the Authority once every two to three years or more frequently if required.

APPENDIX 3

Broadcasting Act 2009

Disclosure by members of Authority and statutory committee of certain interests.

21.— (1) A member of the Authority or a statutory committee who has—

- (a) any interest in any body or concern with which the Authority has made a contract or proposes to make a contract, or
- (b) any interest in any contract which the Authority has made or proposes to make,

shall disclose to the Authority or the committee the fact of such interest and the nature of it and shall not be present at any deliberation or decision of the Authority or the committee relating to the contract.

(2) Where at a meeting of the Authority or a statutory committee, any of the following matters arise, namely—

- (a) an arrangement to which the Authority or the committee is a party or a proposed such arrangement, or
- (b) a contract or other agreement with the Authority or a proposed such contract or other agreement,

then, any member of the Authority or a statutory committee present at the meeting who otherwise than in his or her capacity as such a member has an interest in the matter shall—

- (i) at the meeting disclose to the Authority or the committee the fact of such interest and the nature of it,
- (ii) neither influence nor seek to influence a decision to be made in relation to the matter,
- (iii) absent himself or herself from the meeting or that part of the meeting during which the matter is discussed,
- (iv) take no part in any deliberation of the Authority or the committee relating to the matter, and

(v) not vote on a decision relating to the matter.

(3) Where an interest is disclosed under this section, the disclosure shall be recorded in the minutes of the meeting concerned and, for so long as the matter to which the disclosure relates is being considered or discussed by the meeting, the member by whom the disclosure is made shall not be counted in the quorum for the meeting.

(4) Where at a meeting of the Authority or a statutory committee a question arises as to whether or not a course of conduct, if pursued by a member of the Authority, or a statutory committee of the Authority, would constitute a failure by him or her to comply with the requirements of *subsections (1) or (2)*, the question may be determined by the Authority or the committee, whose decision shall be final, and where such a question is so determined, particulars of the determination shall be recorded in the minutes of the meeting.

(5) For the purposes of this section and [section 22](#) a person shall not be regarded as having an interest in any matter by reason only of an interest of that person, or of any company in which he or she has an interest, which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a person in considering, discussing or in voting on, any question relating to the matter, or in performing any function in relation to that matter.

Disclosure by staff of Authority of certain interests.

22.— (1) Where a member of the staff of the Authority or a consultant or adviser engaged under [section 18](#), in a category specified before engagement by the Authority, has an interest, otherwise than in his or her capacity as such, in any contract, or any proposed contract to which the Authority is or is proposed to be a party, or in any agreement or arrangement or proposed agreement or arrangement to which the Authority or a statutory committee is or is proposed to be a party, that person—

- (a) shall disclose to the Authority his or her interest and the nature of it,
- (b) shall take no part in the negotiation of the contract, agreement or arrangement or in any deliberation by members of the Authority or the committee or members of the staff of the Authority in relation to it,
- (c) shall not influence or seek to influence a decision to be made in the matter, and
- (d) shall not make any recommendation in relation to the contract, agreement or arrangement.

(2) *Subsection (1)* does not apply to a person as regards a contract or proposed contract of employment of that person as a member of the staff of the Authority.

(3) *Subsection (1)* does not apply to a person as regards a contract or proposed contract for services in respect of that person.

(4) In this section “member of staff” includes the chief executive officer.

(5) Where a person to whom subsection (1) applies fails to comply with a requirement of this section, the Authority shall decide the appropriate action (including removal from office or termination of contract) to be taken.

Code of conduct.

23.— (1) The Authority shall, as soon as may be, draw up and adopt a code of conduct in respect of controls on interests and ethical behaviour to apply to each member of the Authority, a statutory committee, an advisory committee and each member of the staff of the Authority.

(2) The Authority shall, as soon as may be, draw up a code of conduct in respect of controls on interests and ethical behaviour to apply to such categories of contractors for services as the Authority may specify before engagement.

(3) The Authority shall publish on a website maintained by the Authority any code of conduct drawn up under *subsections (1) and (2)*.