



## Galway Harbour Company DAC T/a The Port of Galway

### Code of Business Conduct

#### **Code of Business Conduct for members of the Board of the Port of Galway and its subsidiaries (if and when they are created) as required under the Code of Practice for the Governance of State Bodies (updated in 2016)**

The Port of Galway has developed this Code of Business Conduct for Directors as required by the Code of Practice for the Governance of State Bodies (updated 2016) and it has been adopted by the Port of Galway, as a replacement to the previous code.

**Note:** References in this document to “the Port of Galway” and “the company” should be construed as relating to Galway Harbour Company DAC. In the event that that the company acquires subsidiaries, the activities of these subsidiaries are also governed by this document.

#### 1. Nature, intent and scope of application

As an overriding principle the 2016 Code states: -

*“Each State body should be clear about its mandate and from that identify the various functions, roles and responsibilities entailed in the delivery of that mandate.*

*The Board is collectively responsible for leading and directing the State body's activities. While the Board may delegate particular functions to management the exercise of the power of delegation does not absolve the Board from the duty to supervise the discharge of the delegated functions.*

*The Board should fulfil key functions, including:*

- *reviewing and guiding strategic direction and major plans of action;*
- *risk management policies and procedures;*
- *annual budgets and business plans;*
- *setting performance objectives;*
- *monitoring implementation and State body performance;*
- *overseeing major capital expenditure and investment decisions.*

*The Board should act on a fully informed and ethical basis, in good faith, with due diligence and care, and in the best interest of the State body, having due regard to its legal responsibilities and the objectives set by Government.*

*The Board should promote the development of the capacity of the State body including the capability of its leadership and staff.*

*The Board is responsible for holding the CEO and senior management to account for the effective performance of their responsibilities."*

The purpose of the Code is to provide guidance to the Chairperson and his fellow Directors of the Port of Galway in performing their duties as Directors. The Code is not a full statement of the obligations of a director, as responsibilities arise from a number of sources including but not limited to: -

- The Companies Act 2014.
- Harbour's Acts 1996-2015 (as amended)
- Irish General Law.
- Memorandum and Articles of Association/Company Constitution.
- Applicable Guidelines issued by Government Departments from time to time.
- Best, generally accepted, current practice.

It is not possible to provide guidance to cover every eventuality which may confront a Director. It is therefore important that Directors' are cognisant of the spirit of the Code and have regard to that spirit in the performance of their duties.

## 2. Objectives

The objectives of the Code are:

- to set out an agreed set of ethical principles;
- to promote and maintain confidence and trust in the Board and staff of the Port of Galway;
- to prevent the development or acceptance of unethical practices;
- to promote the highest legal, management and ethical standards in all the activities of the Port of Galway;
- to facilitate adherence to the requirements of the Code of Practice for the Governance of State Bodies demanded by our Shareholder.

### 3. General Principles

All Directors and designated employees (Company Secretary and Harbour Master) of the Port of Galway are required to observe the following fundamental principles as set out in the framework for the Code of Business Conduct.

#### a) Integrity

- Directors and designated employees are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of the Port of Galway.
- Directors and designated employees are required to comply with the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001.
- The Board will not allow staff of the Port of Galway to be involved in outside employment/business interests which may be in conflict or in potential conflict with the business of the Port of Galway.
- Directors will avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions involving the Port of Galway. In this context, the Port of Galway requires that all Directors, Senior Management and employees only accept corporate gifts or hospitality/entertainment in conformity with general business practice insofar as the gift or hospitality is unsolicited and is not of significant value. Holders of Directorships or designated positions of employment should also have regard to the requirements of the Ethics in Public Office Acts available at <http://www.irishstatutebook.ie/eli/1995/act/22/enacted/en/html>.
- Directors must be committed to the Port of Galway competing vigorously and energetically, but also ethically and honestly in all of its business activities.
- The Port of Galway is committed to conducting its purchasing activities in accordance with public policy guidelines and best business practice.
- The Port of Galway is committed to ensuring that its accounts and reports accurately reflect its business performance and are not misleading or designed to be misleading.
- Directors are required to avoid the use of the Port of Galway's resources or time for personal gain, for the benefit of persons/organisations unconnected with the Port of Galway or its activities, or for the benefit of competitors.
- The Port of Galway will not acquire information or business secrets by improper means.

b) Conflict of Interests

- Section 41 of the Harbours Act 2015 (as amended – see appendix 1) contains specific provisions in relation to disclosure by Directors of certain interests and all Directors are required to comply fully with the provisions therein.
- The Code of Practice (updated 2016) also sets down specific requirements in relation to Conflicts of Interest and all Directors are required to comply fully with the provisions therein (Appendix 2).
- The Ethics in Public Office Acts 1995 and 2001 apply to Directors and designated employees of the Port of Galway and Directors and designated employees are required to comply fully with the provisions t herein.
- A number of periodic declarations will be required to be furnished by each Director under the various provisions above. Directors are required to furnish comprehensive declarations in a timely manner.

c) Raising Concerns

- In circumstances where confidential advice is required by directors and designated employees or where concerns arise that cannot be appropriately addressed through the normal channels, these should be directed to either the Chairperson or the Company Secretary. Where it is not considered appropriate to address either of the above, the Company's Legal Advisers should be contacted.
- Queries or concerns raised in this way will be dealt with confidentially and, where these are raised in good faith, the Port of Galway assures that the individual raising the matter may do so without any fear of adverse consequence.
- The Port of Galway will not generally consider issues raised anonymously. In exceptional circumstances, where the issue raised is considered by the Board to be of significant and critical importance to the Company then, with the approval of the Board, an investigation into the matter raised may be undertaken.
- The Port of Galway is aware of the need to preserve the reputation of directors, senior management and employees, against whom a concern may be raised and any reviews carried out will be cognisant of this requirement.

d) Information

***The need for observing confidentiality in regard to the Port of Galway affairs is paramount. Obligations under the heading of confidentiality continue post resignation/retirement.***

- The Port of Galway is committed to providing access to general information relating to its activities in a way that is open and that enhances the accountability of the Port of Galway to the general public.
- Directors owe a duty of confidentiality to the Port and are required to respect the confidentiality of sensitive information held by the Port of Galway. This will constitute material such as:
  - commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring)
  - personal information and information received in confidence by the Port of Galway
  - Any information which is not public information.
- Directors are required to take advice from suitably qualified third parties where, exceptionally, it is proposed to release sensitive information in the public interest and, in particular, will ensure compliance by the Port of Galway with the provisions of the Data Protection Act, 2018.
- The Port of Galway will comply with all relevant statutory provisions.
- Board members may take independent professional advice, if necessary, at the expense of the Port of Galway provided the advice is necessary in the furtherance of their duties and the provision of the advice has been approved following a formal proposal at a meeting of the Board.
- Directors should take particular care to safeguard all company documents and should exercise due care in communicating such information.
- Directors ceasing to be such are personally responsible for ensuring that all company documents in his or her possession are returned to the Port of Galway at the time of their resignation as a director. In the event that the documents are not returned, the former director will certify that the documentation (both manual and electronic) has been destroyed.
- The attention of Directors is drawn to the Section 33 of the Harbour Act, 1996 (as amended) which states that a person shall not, without the consent of the Board, disclose any information obtained by him while performing duties as a Member, or employee of the Board. A breach of this statutory duty is an offence.

- Directors must ensure that all supplier and tender information relating to tender processes in which the Port of Galway is involved, is treated in the strictest confidence and disclosure of such information outside the company, in particular to other interested parties, is strictly prohibited.

e) Obligations

- The Port of Galway will fulfil, in all material respects, all regulatory and statutory obligations imposed on it.
- The Port of Galway is a Designated Activity Company incorporated under Company Law. Directors are required to fully comply with all aspects of Company law as it applies to their directorship of the Board.
- The Port of Galway will comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure as necessary.
- The Port of Galway has introduced controls to prevent fraud and has adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- Directors are required to use their reasonable endeavors to attend all Board meetings and relevant committee meetings. Where a director is unable to physically attend a Board meeting or a committee meeting, alternative arrangements, such as a dial in facility, are to be provided.
- Directors are required to regularly update and refresh their skills and knowledge in order to assist them in the performance of their duties on an ongoing basis.
- It is acknowledged that the acceptance of positions following employment and/or engagement by a State Body can give rise to the potential for conflicts of interest and to confidentiality concerns. The Board of the Port of Galway will consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective manner. The Board will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

f) Loyalty

- The Directors of the Port of Galway acknowledge their responsibility to be loyal to the Port of Galway and to be fully committed to all its activities. The Directors need also be mindful that the Port of Galway, and the operation of same, must, at all times, take into account the interests of its shareholder
- The Directors of the Port of Galway acknowledge their duty to conform to the highest standards of business ethics.

g) Fairness

The Port of Galway:

- is committed to complying with employment equality and equal status legislation;
- will apply the principle of fairness in all its business dealings;
- will value all employees and treat all employees fairly;
- will value its customers and treat all customers fairly.
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h) Work/External Environment

The Port of Galway will:

- Promote the development of a culture of 'speaking up' whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- The Board and management of the Port of Galway place the highest priority on promoting and preserving the health and safety of its staff.
- The Port of Galway will ensure that community concerns are fully considered in all its activities and operations.
- The Port of Galway will seek to minimise any detrimental impact of its operations on the environment.

i) Responsibility

- The Port of Galway will circulate this Code of Business Conduct, and a policy document on disclosure of interests, to all members of the Board for their retention. When approved, an Employee Code of Business Ethics will be circulated to all members of staff for their retention. Both these documents will also be posted on the Port of Galway Website and reviewed by the CEO and changes recommended to the board as deemed appropriate.
- The Port of Galway will ensure that all members of the Board and staff acknowledge receipt of the appropriate Code and understand its contents.
- The Port of Galway will provide practical guidance and direction as required on such areas as gifts and entertainment and on any other ethical considerations which may arise.

j) Review

- The Port of Galway will review this Code at intervals as deemed appropriate by the Board.

- Any revisions to this Code must be considered and approved at a meeting of the Board of the Port of Galway.

k) Post Resignation/Retirement Procedures

- Directors' obligations under the heading of confidentiality continue post resignation/retirement and following their term of office.
- No board member should retain documentation obtained during their term. All documentation should be returned to the company secretary.