CODE OF BUSINESS CONDUCT OF THE ROYAL IRISH ACADEMY
Intent and scope
The Code of Practice for the Governance of State-funded Bodies (2001), issued by the Department of Finance, sets out the principles of corporate governance which State funded bodies are required to adopt. It puts the onus on the Royal Irish Academy to put in place and adhere to a Code of Business Conduct for Council members and, those of its employees carrying out designated functions as set out in Appendix 1.

This Code of Business Conduct has been adopted by the Royal Irish Academy in pursuance of the principles of good corporate governance.

Objectives
The objectives of this Code are to facilitate the Academy to conduct its business by
- Operating an agreed set of ethical principles;
- Promoting and maintaining confidence and trust;
- Preventing the development or acceptance of unethical practices; and
- Promoting the highest management and public service standards in all activities of the Royal Irish Academy

General Principles
The underlying principle is that Council members and employees will strive to perform their duties according to the highest ethical standards of integrity, loyalty, fairness, confidentiality and accountability.

- **Integrity**
  Council members and employees should
  - disclose details of outside employment/business interests in conflict or in potential conflict with the business of the Royal Irish Academy;
  - Employees are not be allowed to be involved in outside employment/business interests in conflict or in potential conflict with the business of the Royal Irish Academy, or which would or might impede the satisfactory discharge of their duties as Academy employees;
  - Council members and employees should
    - 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 Academy-related business transactions;
    - commit to compete vigorously and energetically but also ethically and honestly;
    - ensure that the conduct of purchasing activities of goods/services are conducted in accordance with best business practice;
    - ensure that a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally
    - ensure that the accounts and reports accurately reflect business performance and are not misleading or designed to be misleading; and
    - avoid the use of the Royal Irish Academy’s resources or time for personal gain, for the benefit of persons/organisations unconnected with the Royal Irish Academy or its activities.
    - Commit not to acquire information or business secrets by improper means.
• **Information**  
Council members and employees should  
  • support the provision of access to general information relating to the Royal Irish Academy's activities in a way that is open and enhances its accountability to the general public.  
  • respect the confidentiality of sensitive information held by the Royal Irish Academy. This would constitute material such as:  
    a) personal information; and  
    b) information received in confidence.  
  • observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.  
  • comply with relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Acts).

• **Obligations**  
Council members should  
  • fulfil all regulatory and statutory obligations;  
  • ensure that there are adequate controls to prevent fraud, including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel;  
  • use their reasonable endeavours to attend all Council and related meetings; and  

Council members and employees should  
  • comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;

• **Loyalty**  
Council members should  
  • be loyal to the Royal Irish Academy and fully committed to its objectives  
  • acknowledge the duty of all to conform to highest standards of business ethics.

• **Fairness**  
Council members should  
  • ensure compliance with employment equality and equal status legislation;  
  • commit to fairness in all business dealings; and  
  • value stakeholders and treat all stakeholders equally  
  • Council members and senior Academy management should ensure that all staff appointments and promotions are consistent with established public-sector norms.

• **Work/External Environment**  
Council members should  
  • place highest priority on promoting and preserving the health and safety of employees.
• **Responsibility**
  - It is not possible for a set of rules or guidelines to provide for all situations that may arise. Council members and employees of the Royal Irish Academy will 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 considerations implicit in these procedures.
  - The Executive Secretary will ensure that copies of this Code of Business Conduct are circulated to all Council members and designated employees for their attention;
  - The above-mentioned recipients must complete the Declaration of Understanding as set out in Appendix 1 and return the completed declaration to the Academy’s Treasurer or Executive Secretary as appropriate.

• **Clarification**
  - Any member of Council or staff who is in doubt as to the application to him/her of this Code of Conduct should seek clarification, as appropriate, from the Academy’s Treasurer or its Executive Secretary

• **Review**
  The Council is committed to reviewing this Code of Business Conduct at appropriate intervals.
Appendix 1

Declaration of Understanding by Council members, and employees engaged in designated functions*

I have read and understood the Code of Business Conduct and agree to be bound by the principles set out in any dealing for or on behalf of the Royal Irish Academy.

Name in block capitals: ______________________
Signature: ______________________
Date: ______________________

Please return the completed declaration to the Executive Secretary.

* Including Academy Staff carrying out the duties of:-

- Executive Secretary
- Head of Accounts
- Head of Administration
- Head of Publications
- Head of Human Resources
- Head of IT
- Head of Research Programmes and International Affairs
- Head of Communications and Public Relations
- Librarian
- Facilities Manager
Appendix 2

Procedures for disclosure of interests by members of Council and other persons as designated under the Ethics in Public Office Acts

i) On appointment to the Council of the Royal Irish Academy, each member shall sign-off to the text of the attached “Annual Declaration by Council Members” (see Appendix 3), unless his/her interests would preclude making that declaration validly.
In that event, she/he should furnish to the Executive Secretary details relating to his/her employment and all other business interests including shareholdings, 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 the Council. 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 could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include:
   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; and
   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.

ii) Where it is relevant in any matter which arises, the member should be required to indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at (i).

iii) Boards may exercise discretion regarding the disclosure by members of minor shareholdings. As a general guideline, shareholdings valued at more than €15,000 or of more than 5 per cent of the issued capital of a company should be disclosed.

iv) If a member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairperson.

v) Details of the above interests should be kept by the Executive Secretary in a special confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Executive Secretary as soon as possible. Only the President, Treasurer and the Executive Secretary of the Royal Irish Academy shall have access to the register.

vi) Should a matter relating to the interests of the Chairperson arise, he/she should depute the Vice Chairperson or another Council member to chair the Council meeting and should absent himself/herself when the Council is deliberating or deciding on a matter in which the Chairperson or a person or body connected with the Chairperson has an interest.
vii) Council documents on any case which relate to any dealings with the above interests should not be made available to the member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interests). Decisions once taken should be notified to the member.

viii) As it is recognised that the interests of a Council member and persons connected with him/her can change at short notice, a Council member should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Executive Secretary at the earliest opportunity.

ix) A Council member should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Council) or a person or body connected with the member has an interest. In such cases a separate record (to which the Council member would not have access) should be maintained.

x) Where a question arises as to whether or not a case relates to the interests of a Council member or a person or body connected with that Council member, the Chairperson of the Council should determine the question.

xi) Former Council members should treat information received while acting in that capacity as confidential.
Appendix 3

ROYAL IRISH ACADEMY

ANNUAL DECLARATION BY COUNCIL MEMBERS and by Academy staff
whose posts are specified at Appendix 1

I declare that I do not have a beneficial interest of any kind that would conflict with
the performance of my duties as a Council Member or as an Academy staff member
as designated at Appendix 1. Should any conflict arise, I will immediately declare it*
and take no further part in the specific deliberations in question.

Dated ...........................................

Signed.................................................................

Name in Print Letters:......................................................

*Information supplied in accordance with this procedure will be kept in a confidential
register. Only the President, Treasurer, and Executive Secretary shall have access
to the register.