



Corporate Governance Policies 2021

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S3-P01	22/09/2021	Anne-Marie Deasy	Nora Rahill	GDA Board

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Protocols for the Board of the Grangegorman Development Agency (GDA)

Roles and Statutory Functions

GDA – Legal Framework and Operational Environment

The GDA is an aegis body of the Department with responsibility for delivering the Grangegorman project to completion. In addition to a new campus for TU Dublin, this also includes the delivery of residential mental health and community healthcare facilities for the Health Service Executive and a 24 classroom primary school for the Department of Education. The GDA is classed as a non-commercial state body. The GDA reports directly to the HSE in relation to progress on the health infrastructure and has an agreed governance and reporting structure developed with the HSE. The GDA is a statutory Agency established under the GDA Act 2005 which outlines its core responsibilities in detail.

Common Mission of the Department of Further and Higher Education, Research, Innovation and Science (DFHERIS) and the GDA

The higher education sector plays a pivotal role in societal and economic development, providing opportunities for sustainable employment and an improved standard of living. The sector enables participants to realise their full potential and to generate new ideas through programmes of research and development. The Department and the GDA have a common mission of delivering high quality education infrastructure for TU Dublin at the Grangegorman site. The Government designated the Grangegorman site as an SDZ and in conjunction with Dublin City Council; the GDA has a responsibility to deliver the scheme in accordance with the SDZ.

Mission of the Department

The Department's mission is to develop Ireland's further and higher education and research systems to support people in reaching their full potential and to create value, prosperity, resilience and a cohesive, sustainable and vibrant society.

Mission of the GDA

The GDA's mission is to transform Grangegorman into a vibrant community that encompasses a world class, integrated and inclusive education, health, and community campus. This will be achieved by delivering a built environment that is in keeping with the Grangegorman Masterplan Vision.

Vision of the GDA

To be locally and internationally recognised as an exemplar of community urban regeneration, focused on education and health.



Role of the GDA

The role of the GDA is defined in the GDA Act. The Grangegorman Development in Dublin 7 is a key deliverable under Project Ireland 2040 and a key social and urban renewal project in Dublin's north inner city.

The key functions of the GDA include:

- Overall management of the Grangegorman site
- Delivery of all underlying site infrastructure and public realm works
- Delivery of higher education infrastructure for TU Dublin
- Delivery of health infrastructure for the HSE
- Delivery of school infrastructure for the Department of Education
- Delivery of access routes to the site
- Communications with all stakeholders, including residents of the Grangegorman neighbourhood
- Implementation of strategies to promote the Grangegorman development
- Vesting of properties in relevant stakeholders (i.e. TU Dublin, HSE, Department of Education) once construction is completed

The new General Data Protection Legislation (GDPR) and the associated Data Protection Bill came into force in May, 2018. The GDA shall be responsible for compliance with the GDPR for all data subsets of the GDA. The core personal data processing activities carried out by the GDA will be subject to the GDPR.

Guiding Principles for the Board of the GDA

1. The Board shall safeguard the Agency's reputation, values, ethics and assets.
2. The Board and its individual Board Members (Members) shall enhance the Agency's public image in accordance with the Code of Business Conduct for Board Members.
3. The collective responsibility and authority of the Board shall be safeguarded. Excessive influence on Board decision-making by individual Members shall be avoided, while allowing Members the opportunity to fully contribute to Board deliberations.
4. Members will bring an independent judgment to bear on all issues that the Board considers.
5. If a Board Member finds evidence that there is non-compliance with any statutory obligations that apply to the State body, he/she should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson indicating (i) the consequences of such non-compliance and (ii) the steps that have been or will be taken to rectify the position.
6. Any business or interest that could affect a Member's independence shall be disclosed.



7. Members owe a duty of loyalty to the Agency. Members may not use information obtained as a Member for personal gain, but must act in the best interest of the Agency.
8. Confidential and commercial information available to the Agency shall be protected by Members and not disclosed. It shall be presumed that all information presented at Board meetings is confidential unless otherwise identified. All other information provided to Members shall be expressly identified as confidential/commercial if that is its status.
9. The Board shall ensure that the Agency has identified adequate resources necessary to fulfil its mission. The Board shall work in partnership with the Chief Executive Officer to ensure that adequate staff resources, funds and support services are available for the effective discharge of the Agency's duties
10. The Board as a collective may decide in the best interest in the furtherance of their duties agree to seek independent professional advice, if necessary at the reasonable expense of the State Body. The decision to seek independent professional advice should be considered on a "value for money" basis by the audit committee considering the necessity and the budget of the Agency.
11. The Board shall assist in developing the annual budget and ensure that proper financial controls are in place.
12. The Board shall ensure that the Agency has a sound system of internal controls. In addition the Board shall review annually the effectiveness of the GDA's system of internal controls, including financial and compliance controls.
13. The Board shall ensure that procedures for procurement are established which are in accordance with national guidelines and requirements for public sector bodies.
14. The Board shall evaluate its performance in fulfilling its responsibilities and review its own contribution to the Agency's performance. A means to achieve this is by means of recognition of its achievements and a critical self-assessment of areas that need to be improved.
15. The Board will ensure a process is in place for recording the concerns of Directors that cannot be resolved.
16. The Board affirms that the Agency is an equal opportunities employer. As such it is committed to equality of opportunity for existing and potential employees, and to promoting a work environment free from discrimination on grounds of gender, marital status, family status, race, religious beliefs, sexual orientation, disability, age or membership of the traveller community, in accordance with the relevant legislation.
17. The Board affirms that the Agency is committed to promoting an environment within the Agency that is free of harassment (including sexual harassment) and bullying and within which all employees of the Agency have the right to be treated with dignity.



Standing Orders for Board Meetings

General Note

Meetings of the Board are subject to the provisions of Section 19 of the Grangegorman Development Agency (GDA) Act 2005 which provides that the Board shall regulate, by standing orders or otherwise, its procedure and business. If there is a conflict between the standing orders and legislation, legislation takes precedence.

Procedure and Business of the Board

1. The Agency shall hold such and so many meetings as may be necessary for the performance of its functions but shall hold at least one meeting in each quarter.
2. Board meetings shall commence at such time as the Board Members may decide in advance.
3. The collective responsibility and authority of the Board will be safeguarded.
4. If the quorum (7 Members) is not present twenty minutes after the appointed time, the board meeting shall be cancelled.
5. Only Members of the Board may vote.
6. The time limit for speakers and contributors will be at the discretion of the Chairperson, consistent with the expedient, efficient and effective conduct of the meeting and the covering of the agenda.
7. The Agency Executive will normally issue a notice, agenda and working papers to Board Members one week in advance, but in any event at least three days prior to a meeting either by post, courier or electronically by email or on the website.
8. Additional reports can be provided on the day of the meeting, including written and verbal reports from committee chairpersons, CEO, consultants and other senior staff.
9. The Minutes shall include the date, place and time of the meeting, attendance at the meeting, and reference to any reports presented at the meeting and
 - a) Where there is a vote the minutes will record the collective response and decision of the vote. If required numbers abstaining and, if requested, a record of votes against the motion will be recorded.
 - b) The Minutes will also state such other considerations attached to the matter as the Board Members confirmed.
 - c) The minutes will record any matters deferred for consideration and such other matters considered appropriate by the Board Members.
10. The draft minutes of the meeting shall be issued within two weeks of the meeting and presented at the next meeting, and subsequent minutes will record approval of minute and any dissents.
11. A member of the Agency who has an interest as outlined under section 28 of the GDA Act 2005 (Declarations of Interest) material to an item under consideration shall state the fact of this interest at the meeting.



12. The standing orders should be reviewed periodically to ensure their continued appropriateness and relevance.
13. A proposal to change the standing orders shall be forwarded in writing to the Agency Executive at least ten working days before the Board Meeting at which it is desired to have it discussed.
14. All Board members will be afforded the opportunity to fully contribute to Board deliberations while excessive influence on Board decision-making by one or more individual members will be guarded against.
15. Concerns of Members that cannot be resolved will be recorded in the minutes.
16. The standing orders may be suspended or departed from at any meeting of the Agency, provided that a majority of the members vote in favour of such suspension or departure.
17. If a Member of the Board is absent from five successive meetings, the Member will be contacted and the Minister advised accordingly.

Process for Board approval outside Board meetings

In the event that a Board decision is required to facilitate timely delivery of a project outside a Board meeting, authority can be delegated to the Chairperson of the Board, the Chairperson of the Audit & Risk Committee and the Chairperson of the Strategy & Property Committee to make the decision on the Board's behalf. The Chief Executive Officer will then seek their approval via email providing a link to the relevant documents and Chairpersons will respond via email with their decision. The Board will be advised of the decision.

Procedure for the Distribution of Board Papers

Board papers are digitised and made accessible to Board Members via SharePoint.

Papers will be prepared in the usual manner with drafts stored in the relevant folder on the server. Once the drafts have been approved by the CEO and Board Secretary, the documents will be converted to pdf format and stored in the 'For issue' sub-folder. The documents will then be uploaded from this folder to SharePoint and the link shared with Board members one week in advance, but in any event at least three days prior.

All SharePoint documents are to be stored in the GDA Data Room → GDA Board → Board papers.

All information in relation to Board Meetings, Matters of the Board and Committees should be treated as confidential and used only in accordance with proper performance of Members duties.



Matters reserved for the Board

The Board is collectively responsible for promoting the success of the GDA by leading and directing the Agency's activities. It provides strategic guidance to the GDA and monitors the activities and effectiveness of management. Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the GDA, subject to the objectives set by Government.

No matter how effective the Board of the Grangegorman Development Agency (GDA) may be, it is neither possible nor appropriate for the Members to have hands on involvement in every aspect of the GDA's functions and operations.

Day to day responsibility for the administration and business of the GDA is vested, under section 23 of the Grangegorman Development Agency Act 2005, in the Chief Executive Officer. There are, however, a number of matters which are required, or that should in the interests of the GDA, only be decided by the Board of the GDA. These are as follows:

Matters Reserved for the Board	Source of Authority
Approval of the long term objectives and strategies of the GDA	Section 12 GDA Act 2005
Establishment, terms of reference, membership, procedures and dissolution of Board committees	Section 19/20 GDA Act 2005
Establishment and dissolution of the Consultative Group	Section 22 GDA Act 2005
Approval of the annual report and accounts of the GDA	Section 36 GDA Act 2005
Confirm annually to the Minister that the State Body has a system of internal financial control in place	Section 36 GDA Act 2005
Adoption of Strategic Plan	Section 12(4) GDA Act 2005
Approval of Oversight Agreement with the Department	Code of Practice for the Governance of State Bodies
Implementation of adopted strategy through annual planning and budgeting cycle	Oversight Agreement with <u>DFHERIS</u>
Approval of the annual plan and budget, and formal evaluation of performance by reference to the plan and budget on an annual basis for inclusion in the annual report where appropriate	Oversight Agreement with <u>DFHERIS</u>
Borrowing by the GDA	Section 15 GDA Act 2005
Determination of contract award procedures for GDA Service, Supply and Works Contracts, in line with procurement procedures	Code of Practice for the Governance of State Bodies
Review of the GDA's overall corporate governance arrangements and terms of reference of committees	Code of Practice for the Governance of State Bodies



Matters Reserved for the Board	Source of Authority
Approve the risk management framework and monitor its effectiveness. The board will review material risk incidents and note or approve management's actions as appropriate	Code of Practice for the Governance of State Bodies
Review material risk incidents and note or approve management's actions, as appropriate	Code of Practice for the Governance of State Bodies
Approval of the appointment and succession planning for the Chief Executive Officer	Section 23 GDA Act 2005
Determining strategic policy with respect to the prosecution, defence or settlement of litigation	Oversight Agreement with <u>DFHERIS</u>
Acquisition and disposal of land, interest in land or any other property subject to the consent of the Minister for DFHERIS	Section 8(2) GDA Act 2005
Acquisition, disposal and retirement of assets with an anticipated value at or above a threshold level of €150,000	GDA Procedures
Preparation of superannuation scheme for submission to the Minister for DFHERIS and approval of significant amendments to the scheme (which may require Ministerial approval)	Pension Legislation
Responsibility for delegating authority levels, treasury and risk management policies	Oversight Agreement with <u>DFHERIS</u>
Ensuring compliance with statutory and administrative requirements in relation to the approval of the number, grading, and conditions of appointment of all staff, in line with Department of Public Expenditure and Reform circulars and sanctions	Oversight Agreement with DFHERIS
Acquiring shares in limited liability companies to exploit any research, consultancy or development work undertaken by the Agency	Section 9(1)(b) GDA Act
Vesting of lands and premises to be occupied by the Health Service Executive, the Technological University Dublin or other educational body, at the completion of the construction phase, into the ownership of the respective authority, institute or other body	Section 9(1)(l) GDA Act
The Board should clarify an expectation of 100% attendance at all Board meetings and as part of the assignment of a new Board member evaluate attendance when the member is due to be reappointed	Code of Practice for the Governance of State Bodies
Review of its own operation and seek to identify ways of improving its effectiveness and identify if there are gaps in competencies and ways these could be addressed	Code of Practice for the Governance of State Bodies



Role of the Chairperson

The role of the Chairperson is to provide leadership to the Board of the GDA by guiding and directing the governance process and to promote the GDA's mission, vision and strategic objectives. The Chairperson shall also provide a comprehensive annual report to the Minister for Further and Higher Education, Research, Innovation and Science in conjunction with the financial statements. This report should include confirmation that Government policy is being complied with, significant post balance sheet events, a statement on the system of internal control and an outline of all commercially significant developments affecting the GDA in the preceding year. Prospective Chairs designate shall appear before the appropriate Oireachtas Committee prior to formal appointment, as required.

The Chairperson is responsible for leadership of the Board. In particular, s/he will:

1. Ensure effective operation of the Board and its committees in conformity with the highest standards of corporate governance.
2. In consultation with the Board and Management set the agenda, style and tone of Board discussions to promote constructive debate and effective decision-making.
3. Ensure that all Board committees are properly established, composed and operated.
4. Ensure comprehensive induction programmes for new directors and updates for all directors as and when necessary.
5. Support the Chief Executive Officer in the development of strategy and, more broadly, to support and advise the Chief Executive Officer.
6. Maintain access to senior management as is necessary and useful, but not intrude on the Chief Executive Officer's responsibilities.
7. Ensure that the performance of the Board, its main committees and individual directors is formally evaluated on an annual basis.
8. Establish a harmonious and open relationship with the Chief Executive Officer.

Role of the Chief Executive Officer

The Chief Executive Officer will be responsible to the Agency for the overall management of the Agency and for the effective delivery of the Grangegorman Development Strategy. The person appointed will be expected to provide the leadership, creativity and drive necessary to realise the full extent of the benefits that are achievable through this ambitious Government-funded project. S/he is likely to be already operating effectively at a very senior level in the public or private sector and will be expected to have the capacity to develop good working relations with all stakeholders and to perform with credibility in a very complex and challenging public arena.

The specific responsibilities of the Chief Executive Officer include:

1. In consultation with the Agency, formulating the vision and strategic direction for the Agency's statutory remit in respect of Grangegorman Development Agency Act 2005.
2. Acting as the accountable person, ensuring that the appropriate levels of accountability and governance are maintained both internally and externally.



3. Representing the Agency in negotiations with Government and the relevant stakeholders in the Development of the Grangegorman Site.
4. Building an infrastructure to deliver the Strategic Plan as required under Section 12 of the Grangegorman Development Agency Act 2005
5. Consulting effectively and fostering positive relationships with key stakeholders including carrying out specific consultation requirements as enshrined in the GDA Act of 2005.
6. Undertaking medium and long-term planning for approval by the Agency.
7. Leading and managing the implementation of the Agency's policies and decisions and reporting regularly to the Agency on all relevant matters.
8. Ensuring compliance with Government policies and the Transforming Public Services Agenda insofar as they relate to the Agency and effectively managing and implementing any change agenda that arises.
9. Supporting a culture of collaboration across the statutory and non-statutory sectors to deliver on developing Grangegorman into a modern city quarter combining health, education, mixed use development and community facilities.
10. Ensure full delivery for all construction into the future, a procurement mechanism, and a planning strategy to underpin efficient delivery of the project.
11. Leading the management team and ensuring that staff, financial and other resources are used effectively and efficiently.
12. Establishing and ensuring the effective operation of a performance management framework including measurable goals, outputs and outcomes, and reviewing the performance of the Agency in the implementation of its statutory remit.
13. Nurturing the innovation, creativity and enthusiasm of individual managers and staff in the Agency whilst promoting a culture of collaboration, personal and team performance accountability.
14. Such other responsibilities as may be assigned from time to time by the Agency and the Minister for Further & Higher Education, Research, Innovation and Science

Role of the Board Member

1. Establish vision, mission and values of the Agency
2. Foster positive relationships with other Board Members
3. Support delivery of the goals and objectives of the Agency
4. Conform with the best standards of corporate governance
5. Provide Strategic Leadership in delivery of the functions of the Agency
6. Ensure that the Agency's organisational structure and capability are appropriate for implementing the chosen strategies.



7. Determine the company's appetite for risk and to engage in the process of backing a robust risk management programme
8. Ensure that internal controls are effective.
9. Communicate with Senior Management.

Induction for New Members of the Board

The induction is a process by which Board Members are received and welcomed to the organisation. It is a method of formally introducing them to the Agency and the other elected Board Members. The induction allows for a clear understanding of their duties, role and responsibilities. The mission, vision and values of the Agency will be provided. An effective Induction process will ensure that the Board Member is supported in their role. It will also ensure that the Board Member is aware of the importance of the workings of the Agency, the consensus decision role of the Board and under possible areas of conflict of interest.

On the appointment of new Board members, the Secretary to the Board will provide them with the following information:

- a formal schedule of matters reserved to the Board for decision
- procedures for obtaining information on relevant new laws and regulations;
- procedures to be followed when, exceptionally, decisions are required between Board meetings;
- a schedule detailing the composition of all Board committees and their terms of reference;
- a statement explaining the Board members' responsibilities in relation to the preparation of the financial statements, the State body's system of internal control and audit and for reporting on the business as a going concern with supporting assumptions or qualifications as necessary;
- a statement informing Board members that they have access to the advice and services of the Secretary to the Board. The duties of the Secretary to the Board are being undertaken by an executive staff member in the GDA, who is responsible to the Board for ensuring that Board procedures are followed and that these procedures comply with the applicable rules and regulations;
- a copy of the code of ethics/conduct for Board members, including requirements for disclosure of Board members' interests and procedures for dealing with conflict of interest situations;
- specific information on the role and responsibilities of the State body;
- a copy of relevant legislation (or excerpts thereof) together with the most up to date version of this Code and any relevant circulars and/or guidance notes; and
- A listing of the statutory requirements relating to the State body.

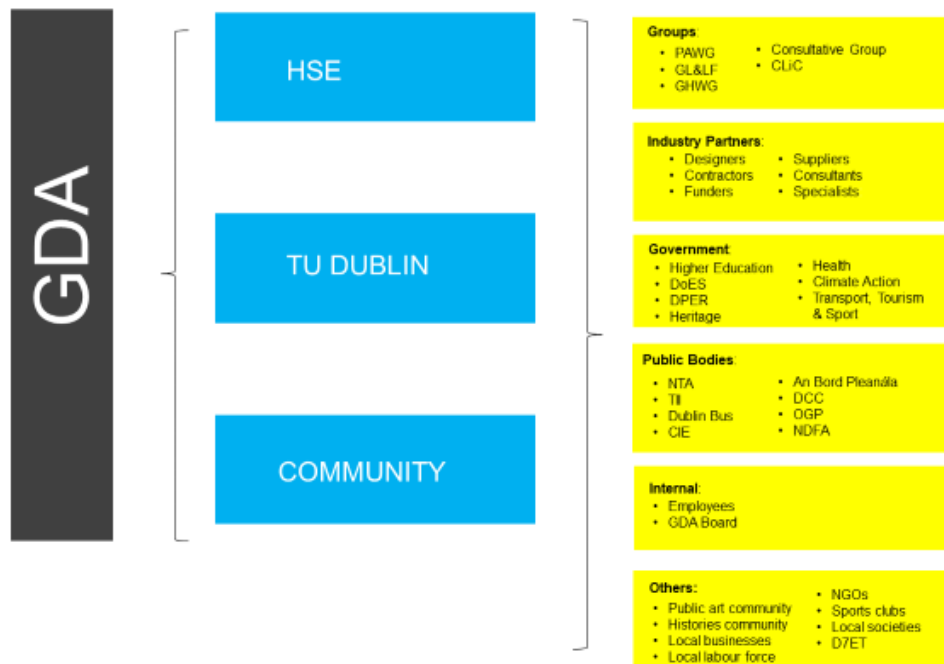


Incoming Board members will be offered the opportunity to consult with and seek guidance from departing Board members. These appointments will be arranged by the Agency on request.

A tour of the site will be arranged for incoming Board members and presentations be given by members of the Executive.

GDA Stakeholders

KEY STAKEHOLDERS



Grangegorman Development Agency | Gníomhaireacht Forbartha Gráinseach Ghormáin



Gender Balance, Diversity and Inclusion

Board

In line with the Code of Practice for the Governance of State Bodies: Annex on Gender Balance, Diversity and Inclusion, September 2020 the Agency undertakes to observe the following:

- To ensure that the current gender composition of the Board is highlighted when making submissions to the Minister on Board appointments and re-appointments.
- To ensure that the Board evaluation process incorporates a detailed analysis of the gender, diversity and skills mix within the Board, including where relevant a critical assessment of the reasons why gender balance in Board membership has not yet been achieved.
- To take the necessary measures to meet the Government target of a minimum of 40% representation of each gender in the membership of State Boards
- To include an account in the Annual Report of the approach being adopted in regard to the promotion of diversity and inclusion, including with regard to gender, in the specific context of the organisation; and on the progress and achievements in this regard.

Agency

The Agency undertakes:

- To fulfil its statutory obligation in the performance of its functions by having regard to the need to eliminate discrimination, promote equality of opportunity and protect human rights of staff and service users as set out in Section 42 of the Irish Human Rights and Equality Commission Act 2014.
- To assess, address and report on progress in relation to equality and human rights, in a manner accessible to the public.
- To integrate the Public Sector Equality & Human Rights Duty in strategic plans and annual reports
- To monitor, review, and develop measures to implement this Duty in each strategic planning cycle
- To develop policies and good practice in relation to human rights and equality within the Agency.



Agency Communications

In order that the Agency can deliver on its mission, it is crucial that it maintains efficient and effective communication channels. These involve multiple stakeholders and therefore it is vital that clearly focused messages are consistently delivered via the appropriate media. There are three types of Communication which the Agency must undertake as follows:

- Day to day communications.
- Strategic communications.
- Board communications.

Day to day communications

This type of Communication is carried out by the Communications Manager. It normally consists of information which may be of relatively minor importance or interest or may be only of significant importance to one audience, such as residents in a particular area. It is not information which could likely have an effect on the overall project or the reputation of the organisation.

This type of information would normally be disseminated by the Communications using one or more media such as e-mail, letter drop, social media or door to door calls or through the website.

From time to time, certain day to day communications may begin to attract a higher level of interest. At this time it will be for the Communications Manager, in discussion with the Chief Executive Officer, to decide if the Chief Executive Officer will make a statement on this matter through the media or other form of communication.

There is also an on-going need for the Agency to formally communicate with other organisations. This is generally done by either a Project Co-ordinator, Corporate Affairs or the Communications Manager on behalf of the Chief Executive Officer.

Strategic Communications

This type of communication refers to any message which is likely to gain wide public interest and media interest. It can often be something which could have an effect on the project or the reputation of the organisation. Strategic Communication is the responsibility of the Chief Executive Officer, generally in consultation with the Communications Manager. There will be occasions where another person will be designated to speak on behalf of the organisation at this time. This will normally relate to an area of expertise and will be in consultation with the Chief Executive Officer and the Communications Manager.

This type of communication will usually take the form of a media interview, press release or formal letter. Any member of staff or Board members are required to pass all media queries or formal queries of a strategic nature onto the Communications Manager or Chief Executive Officer.

Crisis Communications also fall under this heading as it is often the case that reputation or the project itself may be at risk. On these occasions it is the Chief Executive Officer who must act as the spokesperson and all communications must take place through him in consultation with the Communications Manager and other staff as necessary.



It is a vital aspect of the brand and reputation of the project and the organisation that the Chief Executive Officer is the main spokesperson. This avoids the risk of mixed messages or a conflict in messages emanating from the Agency.

Board Communications

From time to time, it is necessary for the Board of the Agency to communicate both internally and externally. It is best practice that the Board will communicate internally to the staff of the organisation through the Chief Executive Officer. All correspondence addressed to Board members at the GDA is to be opened and recorded by the secretariat and redirected to the individual concerned. Correspondence labelled “Strictly Private & Confidential – Addressee only” is exempt. Any matter deemed to be of relevance to the Board must be channelled through the Executive.

The Board will communicate externally through the Chairperson and the Chairperson, in turn, will ensure communication on behalf of the Board has been agreed at Board level. This will be done in consultation with the Chief Executive Officer. When deciding on communications from the Board it is important to remember several key points:

- Is the matter within the remit of the Board?
- Is the message in line with the Board’s responsibility to the organisation as well as to the parent department?
- Does the matter conflict with the Board’s confidentiality obligations?
- Is the message mindful of the organisation’s key stakeholders?

Written/Telephone Procedure for Board Decisions

Situations may arise where it is necessary for the efficient business of the Agency that decisions need to be made by the Board between Board meetings or at urgent notice. To address this requirement the Board confirms the following procedure.

The Chairperson may seek to have a matter arising at or between meetings decided and actioned by written or telephone/teleconference procedure. Members will be briefed; either at a meeting or in writing by posted document or by email, on the issue and their views will be sought, by telephone/teleconference or in writing by post or email. The Chairperson shall identify the deadline time and date for receipt of Members’ responses.

The quorum and majority voting rules for Agency meetings set out in Section 19 of the Grangegorman Development Agency Act 2005 shall similarly apply to this written procedure.

A record of all decisions/actions taken in this way will be submitted to the earliest subsequent meeting of the Board for their information.



Risk Management Protocol for Board Members

1. The Board approves the risk profile of the organisation together with the types of risks that it deems acceptable based on information supplied to it by management.
2. The Board should ensure significant risks under these key areas are identified:
 - Strategic Risks: Risks external to GDA, such as the economic climate.
 - Operational Risks: Risks relating to procedures/technologies employed to achieve particular objectives.
 - Financial Risks: Risks relating to the procedures/systems/accounting records in place to ensure that GDA is not exposed to avoidable financial risks.
 - Reputation Risks: Risks to the public reputation of GDA.
3. The Board approach to Risk Management should be driven by GDA's objectives as detailed in its Corporate Strategy.
4. The Board should approve the risk management strategy and monitor its effectiveness.
5. The Board will review material risk incidents and note or approve management's actions as appropriate.
6. The Board will assume responsibility for delegating authority levels, treasury and risk management policies.
7. The Board should ensure the Risk Management strategies and programmes are focused on those items that could prevent the achievement of the strategic objectives specified in these plans.
8. The Board should ensure that all key risks be identified and controlled or deemed acceptable.
9. The Board should ensure that all risk events be reported and fully investigated.
10. The Board should ensure the appropriate weight is assigned to the risk.
11. The Board is responsible for overseeing the implementation of GDA's risk management process. This is delegated to the Audit Committee who will advise and report to the Board.



The Risk Matrix

The risk matrix is used to describe both the Likelihood of a risk occurring and the Impact that risk would have on an occurrence. Both the types of likelihoods and impacts can be categorised according to a key. The key is presented as follows:

Key Abbreviation	Meaning
VL	Very Low
L	Low
M	Medium
H	High
VH	Very High

The next step is the presentation of the Risk Matrix. This risk matrix is now presented below:

Likelihood	VH					
	H					
	M					
	L					
	VL					
	VL	L	M	H	VH	
	Impact					



Terms of Reference (Duties) of the Workforce & Remuneration Committee

Meetings

A minimum of two meetings should be held each year. Any additional meetings shall be on an 'as required' basis with the option of being held via teleconference.

A quorum consists of the Chairperson plus two other members. In the absence of the Chairperson, a Member of the Workforce & Remuneration Committee, agreed by the other members present, will chair the meetings. A duly convened meeting at which a quorum is present can exercise its duties.

The members of the Committee shall have no personal interest in the recommendations of the Committee. Individual members of the Workforce & Remuneration Committee must pay particular attention to the avoidance of conflicts (or potential conflicts) of interests in any business of the Committee. Should potential conflict arise, the Workforce & Remuneration Committee should be informed.

Function

The Committee shall deal with any activity within its terms of reference.

Recommendations from the Committee shall be submitted to the Board for approval.

Role

The role of the Committee shall be to:

1. Review the structure, notice period, and Terms and Conditions of the standard GDA employment contract in line with Department of Public Expenditure and Reform guidelines.
2. Review the Departmental Ranking and the Organisational Structure to enable delivery of the functions as set out in the GDA Act.
3. Review the workforce and succession planning for the Agency and align with the strategic needs of the Agency.
4. Determine the remuneration policy for the CEO and staff members of the Agency in line with contract and in accordance with:
 - a) Civil service pay guidelines.
 - b) Code of Practice for the Governance of State bodies.
 - c) Similar State Agencies.
5. Make recommendations in relation to remuneration of the CEO for consideration by the Board and, if approved, refer to the Department of the Minister for Education and



Skills. The CEO should not be involved in any decisions relating to her/his remuneration.

6. Review the suitability of performance measurement criteria for the CEO, in line with the appraisal system in place for Agency staff members. The Chair of the GDA Board will undertake the CEO's appraisal with the support of the Chair of the Workforce & Remuneration Committee.
7. Review the appraisal system for the Agency staff members. With the exception of the position of CEO, responsibility for carrying out the appraisal for the team will be with the Executive.
8. Have the scope and authority to review matters of concern raised by the CEO relating to other staff members' contract/ remuneration as and when deemed necessary.
9. Have the scope and authority to investigate any matter within its terms of reference and the resources and information, which it needs. (The Committee, with Board approval, may obtain outside independent professional advice and secure the attendance of consultants with relevant experience and expertise, if it considers this necessary).
10. Carry out such other duties as may be assigned to it by the Board from time to time.
11. Review the Committee terms of reference on a regular basis and report to the Board with any recommendations.



Terms of Reference (Duties) of the Audit & Risk Committee

Meetings

There will be a minimum of four meetings per annum in addition to special meetings that may be called as needed. Meetings may be held, if required, via teleconference.

Members of the executive may attend A&RC meeting as requested by the members.

Role & Function

The Committee shall deal with any activity within its terms of reference. Recommendations from the Committee shall be submitted to the Board.

Membership

Membership of the Audit & Risk Committee will be comprised of at least four members appointed by the Chair.

The Audit and Risk Committee may co-opt additional members to provide specialist skills at a particular time and to procure specialist advice at reasonable and approved expense to the organisation to assist the ARC with specific areas of the committees business.

A quorum consists of the Chairperson plus at least two other members. In the absence of the Chairperson a Member of the Audit & Risk Committee agreed by the other members present will chair the meetings. A duly convened meeting at which a quorum is present can exercise its duties.

The Audit and Risk Committee meeting agenda and papers should be circulated at least one week, or by a time agreed by the Chair, prior to the Audit and Risk Committee meeting.

Resolutions

The Audit and Risk Committee shall reach decisions where possible by consensus, and where not, by a simple majority of those voting on the issue in question. If the number of votes for and against a certain proposal are equal, the Audit and Risk Committee Chair shall have a casting vote.

Duties

The Committee should carry out the duties below:

1. Financial Reporting.
 - a) Ensure compliance of accounting standards, adequate disclosure and comprehensibility of the Agency's financial statements through reviews with management.



- b) Review significant travel and subsistence expenses annually for compliance with the GDA and Government Policy.

2. Internal Audit

- a) Generally foster the development of best practice in the Internal Audit function.
- b) Approve a charter, which clearly defines the purpose, authority, roles and responsibilities and reporting relationships of Internal Audit.
- c) Review compliance with statutory and administrative requirements in relation to the approval of the number, grading, and conditions of appointment of all staff and report to the Board the effectiveness of the policies, in line with Department of Finance circulars and sanctions.
- d) Review compliance with Revenue reporting and filing obligations.
- e) Review approval authority levels and treasury limits.
- f) The Audit and Risk Committee will provide the Board with an Annual Report, timed to support finalisation of the annual report and financial statements, summarising its conclusions from the work it has done during the year and report to the Board the effectiveness of the Agency's system of internal financial control.
- g) Approve the selection of auditors to undertake the Internal Audit function. Request the Internal auditor to attend the Audit and Risk Committee, and present reports and recommendations over the course of each year.
- h) Monitor implementation of the Internal Audit Plan on an on-going basis to ensure that the audit objectives are being achieved.
- i) Request special reports from Internal Audit as considered appropriate.
- j) Advise and make recommendations to the Board and senior management on any matter pertaining to the Internal Audit function within the GDA that the Audit and Risk Committee considers necessary or appropriate including its organisation, resources, training, the use of technology etc.
- k) Assess the outcome of the audit process having regard to findings, recommendations and management responses.
- l) Report any internal audit/audit items that relate to the Board's areas of responsibilities to the Board as soon as they are identified.
- m) Provide assistance to the Board in fulfilling its fiduciary responsibilities relating to accounting and reporting practices.
- n) The ARC has explicit authority to investigate any matters within its terms of reference, as well as the obtaining the resources and outside professional advice it needs to do so, and full access to information.



3. External Audit
 - a) Consider the implications of the findings and comments of the Comptroller and Auditor General (C&AG) published in the audit report and management letter of the C&AG on the financial statements.
 - b) Assess the implementation of agreed corrective actions by management having regard to follow up audits.

4. Risk Management
 - a) Review the risk management policy, set the Agency's risk appetite and approve the risk management plan and risk register annually.
 - b) Report on material risk to the Board.
 - c) Review with management any significant issues concerning litigation, contingencies, claims or assessments.
 - d) Evaluate the efficiency of expenditure against strategic goals and Programme spend against available funding.
 - e) Review with the Board and Management any decision to seek independent professional advice. This should be considered on a "value for money" basis considering the necessity and the budget of the Agency.
 - f) Investigate any matters within its terms of reference and avail of independent professional advice if necessary.
 - g) Deal with any other matters added to its terms of reference by the Board.

5. Information Requirements
 - a) Corporate Risk Register.
 - b) Reports from Internal Auditor.
 - c) Reports from External Auditor.
 - d) Management Accounts & Cashflow.
 - e) Project Cost Forecasts.
 - f) Reports on management of major incidents, 'near misses' and lessons learned.



Terms of Reference (Duties) of the Strategy & Property Committee

Meetings

A quorum consists of the Chairperson plus two other members. In the absence of the Chairperson, a Member of the Strategy & Property Committee agreed by the other members present will chair the meeting(s). A duly convened meeting at which a quorum is present can exercise its responsibilities. If required, meetings can be held via teleconference.

Function

The Committee shall deal with any activity within its terms of reference. Recommendations from the Committee shall be submitted to the Board.

Role

The responsibilities of the Committee shall be to:

1. Monitor and review the delivery of the Strategic Plan, in particular:
 - i) Examining mechanisms of enhancing delivery;
 - ii) Suggesting alternative methods of delivery where necessary; and
 - iii) Advising on relevant development proposals in the general Grangegorman area, which have the potential to impact on the Planning Scheme or the Strategic Plan.
2. Consider and advise on property matters.
3. Consider and advise on potential opportunities and challenges for the Agency.
4. Consider and advise on opportunities or initiatives to promote the project.
5. Report to the Board on these discussions, the issues arising and the strategy options that are available.
6. Deal with any other matters added to its terms of reference by the Board.



Terms of Reference (Duties) of the Health & Safety Committee

Meetings

A quorum consists of the Chairperson plus two other members. In the absence of the Chairperson, a Member of the Health & Safety Committee agreed by the other members present will chair the meetings(s). A duly convened meeting at which a quorum is present can exercise its responsibilities. If required, meetings can be held via teleconference.

1. Decisions made by consensus (i.e. members are satisfied with the decision even though it may not be their first choice). If not possible, committee chair has the casting vote.
2. The Chair is responsible for reporting back to the board.

Meeting agendas/minutes will be provided by (GDA). This includes preparing agendas and supporting papers /preparing meeting notes and information. The GDA is the custodian of the committee procedures and advises the Chair, members and attendees accordingly.

Purpose

The purpose of the Health & Safety committee is to monitor and review existing health and safety procedures and provide strategic direction and leadership to ensure the delivery of the Grangegorman Project in the safest possible manner in accordance with current Irish Health and Safety legislation. The Health and Safety Committee sets out to assist in achieving the GDA vision “Our aim is to adopt a collaborative Health and Safety approach across boundaries”. Recommendations from the committee shall be submitted to the Board.

Roles and Responsibilities

The H&S Committee is accountable for:

- Monitoring, reviewing and anticipating H&S obstacles to GDA’s successful delivery of the project
- Monitoring GDA’s compliance with H&S legislation
- Monitoring GDA’s compliance with HSA Best Practice Guidelines for Clients in Construction

Members of the H&S Committee will expect:

1. That each member will be provided with complete, accurate and meaningful information in a timely manner (e.g.) quarterly project Health and Safety statistics
2. To be given reasonable time to make key decisions
3. To be alerted to potential risks (both internal & external) and issues that could impact the project, as they arise



4. To receive, consider and make recommendations on (i) reports from enforcing authorities, internal inspections etc. and (ii) reports and proposals submitted from stakeholders including the Community, TU Dublin, HSE & others
5. Regular updates on ongoing 'health checks' to verify the overall status and 'health' of the Grangegorman Project
6. Roles and responsibilities within the GDA and the individual project teams to be clearly defined and communicated
7. To be advised of the schedule for effective monitoring, audit and review of Sitewide and project safety
8. To be advised of accidents/incidents, occupational illness, dangerous occurrences, near misses and any other occurrences on a quarterly basis in advance of board meetings
9. To be advised on the TU Dublin Grangegorman Safety Forum planning for major incidents, and be advised on incidents if they occur
10. To be offered safe pass training and up to date certification



Procurement

All Grangegorman Development Agency (GDA) procurement shall be undertaken in compliance with stated Government policy and EU Directives.

Policy on Procurement Procedures

The GDA shall follow the public procurement guidelines, The Department of Finance Public Procurement Guidelines, (and other applicable guidelines, for example, those on eTenders), issued by the National Public Procurement Policy Unit and shall comply as appropriate with:

1. Department of Finance and other applicable circulars in relation to procurement.
2. EU Directive 2004/18/EC as transposed into Irish law by the European Communities (Award of Public Authorities Contract) Regulations 2006 (S.I. No. 329 of 2006).

GDA Service, Supply and Works Contracts

Supply & Service Contracts

The Chief Executive Officer will be responsible for dealing directly with the award of contracts up to and including €500K in value (excluding VAT).

Contracts in excess of €500K (excluding VAT) will be referred to the Board for approval in advance of execution by the Chief Executive Officer.

Works Contracts (Other than PPP Contracts)

The Chief Executive Officer will be responsible for dealing directly with the award of contracts up to and including €500K (excluding VAT) in value.

Contracts in excess of €500K (excluding VAT) will be referred to the Board for approval in advance of execution by the Chief Executive Officer.

PPP Contracts

All PPP contracts will approved in conjunction with the Framework for Public Private Partnerships, EU and national procurement rules and guidelines.



Authorisation for Authentication of Seal and Recording Use of Seal

In accordance with Section 38 (2) of the Grangegorman Development Agency Act 2005 and in accordance with this Agency Board Policy the following persons are authorised to authenticate, by signature, the seal of the Agency:

- a) The Chairperson of the Agency.
- b) The CEO of the Agency.
- c) The Chairperson of the Audit & Risk Committee.
- d) The Corporate Affairs Manager.

Any two of the above signatories together are authorised to use the GDA seal and to sign GDA Agency sealed documents.

A log of the use of the company seal will be maintained by the Agency.



Protected Disclosures Policy

Policy statement

The Grangegorman Development Agency is committed to the highest standards of property, quality, honesty, openness and accountability.

These Procedures are designed to ensure fundamental protection for individuals who choose to disclose wrongdoing.

The Grangegorman Development Agency's policy can be summarised as follows:

- a) The Grangegorman Development Agency is committed to creating a workplace culture that (i) encourages the making of protected disclosures and (ii) provides protection for disclosers.
- b) Disclosure of alleged wrongdoing in accordance with these Procedures (and in accordance with legislation) is welcomed.
- c) The emphasis of management will be on approval and support of such disclosure.

These Procedures set out in detail the workplace disclosure options that are available.

These Procedures also set out in detail the protections that the Grangegorman Development Agency provides for disclosers.

These Procedures are prepared in line with the provisions of the Protected Disclosure Act 2014 ("the Act of 2014"). They follow the format of the precedent Procedures prepared by the Department of Public Expenditure and Reform. They are intended to comply with the obligation on public bodies to establish and maintain procedures for the making of protected disclosures. This policy replaces former Corporate Governance Document 08 Code of Ethics – Whistleblowing Policy.

The Act of 2014 is available online at the Department's website:

What is a protected disclosure?

Making a protected disclosure refers to a situation where a worker discloses information in relation to wrongdoing. This is sometimes referred to as "whistleblowing".

For the purposes of these Procedures, such a worker is referred to as a "worker" or "discloser" and disclosing information in relation to alleged wrongdoing in accordance with the Act of 2014 is referred to as "making a disclosure".

The Act of 2014 provides specific remedies for workers who are penalised for making a disclosure in the public interest and for connected purposes.

For the purpose of these Procedures, the term "penalisation" includes dismissal and causing detriment to a worker. A person to whom a disclosure is made must also take reasonable steps to protect the identity of the discloser.

The Act of 2014 provides significant forms of redress for penalisation and also allows a claim for loss suffered as a result of a failure to protect a discloser's identity.



Purpose of procedures and board/management commitment

These Procedures set out the process by which a worker can make a disclosure, what will happen when a disclosure is made and what the Grangegorman Development Agency will do to protect a discloser.

Both the Grangegorman Development Agency and all levels of management team are committed to the following:

- a) Facilitating the disclosure of wrongdoing;
- b) Encouraging workers to make protected disclosures at the earliest possible opportunity;
- c) Providing workers with guidance as to how to make protected disclosures;
- d) Assisting, supporting and protecting workers who make protected disclosures;
- e) Protecting a worker's identity in a manner consistent with the requirements of the Act of 2014 and taking action where those requirements have been breached;
- f) Assessing any disclosure made, conducting an investigation, where warranted, and addressing all findings that require attention;
- g) Providing that workers are not to be penalised for reporting relevant wrongdoings; and
- h) Taking appropriate action against workers who make disclosures without a reasonable belief in the truth of the disclosure.

Responsibility

Overall responsibility for these Procedures rests with the Board Members of the Grangegorman Development Agency.

Day-to-day responsibility for these Procedures is delegated to the CEO.

The CEO will be responsible for convening investigations and related matters and this is also set out in detail later in these Procedures.

Application

These Procedures apply to all workers as defined in section 3 of the Act of 2014, which includes current and former employees, independent contractors and agency staff.

Protected disclosures: guidance on terminology.

A protected disclosure is defined in the Act of 2014 as:

A disclosure of information which, in the reasonable belief of the worker, tends to show one or more relevant wrongdoings, which came to the attention of the worker in connection with the worker's employment and is disclosed in the manner prescribed in the Act.



Relevant wrongdoing

Section 5 of the Act of 2014 provides protection for workers who disclose information in relation to the following wrongdoings:

- a) The commission of an offence;
- b) The failure of a person to comply with any legal obligation, other than one arising under the worker's contract of employment or other contract whereby the worker undertakes to do or perform personally any work or services;
- c) A miscarriage of justice;
- d) A danger to the health and safety of any individual;
- e) Damage to the environment;
- f) An unlawful or otherwise improper use of funds or resources of a public body, or of other public money;
- g) An act or omission by or on behalf of a public body that is oppressive, discriminatory or grossly negligent or constitutes gross mismanagement; or
- h) Information tending to show any matter falling within any of the preceding paragraphs (a) to (g) has been, is being, or is likely to be concealed or destroyed.

It is immaterial whether a relevant wrongdoing occurred, occurs or would occur in Ireland or elsewhere and whether the law applying to it is that of Ireland or that of any other country or territory.

The term “wrongdoing” or “wrongdoings” referenced in these Procedures is to be taken to refer to one or more of the relevant wrongdoings referenced in section 5 of the Act of 2014.

Disclosure of information

A disclosure should contain “information” which tends to show wrongdoing.

The ordinary meaning of disclosing “information” is conveying facts, such as stating that particular events have occurred. This is different to simply making an allegation, for example, that a law is being breached.

It is very important to note that workers are not required or entitled to investigate matters themselves to find proof of their suspicion and should not endeavour to do so.

All workers need to do, and should do, is disclose the information that they have, based on a reasonable belief that it discloses a wrongdoing.

Workers should also be satisfied that the information is necessary to disclose that wrongdoing and should not access, process, disclose or seek to disclose information about individuals that is not necessary for the purpose of disclosing the wrongdoing.



Reasonable belief

A worker must have a reasonable belief that the information disclosed tends to show a wrongdoing.

The term “reasonable belief” does not mean that the belief has to be correct. A worker is entitled to be mistaken in their belief, so long as their belief was based on reasonable grounds.

It may be quite reasonable for a worker to believe that a wrongdoing is occurring on the basis of what he or she observes. A worker may not know all the facts of the case and as noted above in section 6.3, the worker is not obliged to find proof of their suspicion.

In such a case the worker may have reasonable grounds for believing that some form of wrongdoing is occurring but it may subsequently turn out that the worker was mistaken.

No worker will be penalised simply for getting it wrong, so long as the worker had a reasonable belief that the information disclosed showed, or tended to show, wrongdoing.

In connection with their employment

The information must come to the attention of the worker in connection with their employment. However, a disclosure of any wrongdoing which is the worker’s (or the worker’s employer’s) function to detect, investigate or prosecute (for example auditors) does not come within the terms, or attract the protections and redress, of the Act of 2014.

Making a disclosure

A worker must make a disclosure in the manner set out in the Act of 2014 to gain the protections of the Act. Different standards apply depending on the person or body to whom the worker discloses. A disclosure can be made in the following ways:

Disclosures to the Grangegorman Development Agency

We encourage all workers to make disclosures internally to the Grangegorman Development Agency and to use the internal procedures. Such disclosures will be taken seriously and the worker making a protected disclosure will receive appropriate protection.

Protected disclosures should be made to the CEO, as referred to in Section 4.2 of these Procedures.

If for any reason, the worker believes that it is not appropriate to make a disclosure to the CEO, a disclosure may instead be made to the Chairperson of the Grangegorman Development Agency who will nominate an appropriate investigating officer. However, the Grangegorman Development Agency anticipates that disclosures will normally be made to the CEO.



Disclosure outside the Grangegorman Development Agency

The Act of 2014 allows a worker make a disclosure to persons other than their employer in certain circumstances. Different requirements need to be met in different cases, as set out at (a) to (e) below:

a) Other responsible person

Where the worker reasonably believes that the wrongdoing relates to the conduct of a person other than the worker's employer, or to something for which that other person has legal responsibility, then the worker can disclose to that other person.

b) A prescribed person

Certain persons are prescribed by Statutory Instrument 339 of 2014 ("SI 339") to receive disclosures ("prescribed persons"). This includes the heads or senior officials of a range of statutory bodies. The list is available at:

<http://www.irishstatutebook.ie/eli/2014/si/339/made/en/print>

A worker may make a disclosure to a prescribed person if the worker reasonably believes that the relevant wrongdoing falls within the description of matters in respect of which the person is prescribed under SI 339.

However, it is very important to note that the Act of 2014 also provides an additional requirement in this case. The worker must believe that the information disclosed, and any allegation contained in it, are substantially true.

c) A Minister of the Government

The Act of 2014 provides that if a worker is (or was) employed in a public body, they may make a disclosure to the Minister on whom any function related to the public body is conferred or imposed by or under any enactment.

In the case of the Grangegorman Development Agency, the Minister for the Department of Education and Skills is the relevant Minister.

d) A legal adviser

The Act of 2014 allows a disclosure to be made by a worker in the course of obtaining legal advice from a barrister, solicitor, trade union official or official of an excepted body.

e) Alternative external disclosures (in very limited circumstances)

The Guidance issued by the Department of Public Expenditure makes it clear that it is preferable in most circumstances to disclose to the employer (ie, the Grangegorman Development Agency) and, if that is not appropriate, to one of the disclosure options at (a) to (d) above.



The Department notes that it will rarely be appropriate to make alternative external disclosures where the disclosure could be dealt with through one of the other disclosure options above.

It is very important to note that there are stringent requirements for alternative external disclosures to qualify as protected disclosures under the Act of 2014.

The protections will only be available if the following conditions are met:

- The worker must reasonably believe that the information disclosed, and any allegation contained in it, are substantially true; AND
- The disclosure must not be made for personal gain; AND
- At least one of the following conditions at (i) to (iv) must be met:
 - i. At the time the disclosure was made the worker reasonably believed that they would be penalised if they made the disclosure to the employer, a responsible person, a prescribed person or a Minister; or
 - ii. Where there is no relevant prescribed person, the worker reasonably believed that it was likely that evidence would be concealed or destroyed if the worker made the disclosure to the employer or responsible person; or
 - iii. The worker has previously made a disclosure of substantially the same information to the employer, a responsible person, a prescribed person or a Minister; or
 - iv. The wrongdoing is of an exceptionally serious nature.

And

In all these circumstances, it is reasonable for the worker to make an alternative external disclosure.

The assessment of what is reasonable takes account of, among other things:

- a) The identity of the person to whom the disclosure is made.
- b) The seriousness of the wrongdoing.
- c) Whether the wrongdoing is ongoing or likely to occur in future.
- d) Whether any action had been taken in cases where a previous disclosure was made.
- e) Whether the worker complied with any procedures in place when making that previous disclosure.

Penalisation (including dismissal and detriment)

It is recognised that the decision to report a concern can be a difficult one to make, not least because of the fear of victimisation by the person named in the disclosure or by other decision makers.



Therefore, the Grangegorman Development Agency will not tolerate any harassment or victimisation (including informal pressures) and will take appropriate action which could include disciplinary or legal action in order to protect a person who raises a genuine concern even if they were mistaken.

The Act of 2014 provides specific remedies for workers who are penalised for making a disclosure.

Penalisation means any act or omission that affects a worker to the worker's detriment and includes:

- a) Suspension.
- b) Lay-off.
- c) Dismissal.
- d) Demotion.
- e) Loss of opportunity for promotion.
- f) Transfer of duties.
- g) Reduction in wages.
- h) Change in working hours.
- i) The imposition or administering of any discipline, reprimand or other penalty (including a financial penalty).
- j) Unfair treatment.
- k) Coercion.
- l) Intimidation.
- m) Harassment.

Penalisation can also include a detriment suffered by an individual because that individual, or a third party, has made a disclosure. A detriment in this context includes coercion, intimidation, harassment, discrimination, disadvantage, adverse treatment in relation to employment (or prospective employment), injury, damage, loss or threat of reprisal.

The Grangegorman Development Agency will take all appropriate steps to protect workers from penalisation.

Workers who experience any act of penalisation should notify the CEO and the notification will be assessed/investigated and appropriate action taken where necessary.

If the discloser believes that it is not appropriate to notify the CEO in line with Clause 8.7, the discloser may alternatively notify the Chairperson of the Grangegorman Development Agency.



Appropriate action may, depending upon the circumstances, include disciplinary action against any person who penalises a worker who discloses wrongdoing in line with the legislation.

Confidentiality / protection of identity

The Act of 2014 provides that a disclosure recipient (which in this context includes any person to whom a disclosure is referred in the performance of their duties) must not disclose to another person any information that might identify the discloser, except where:

- a) The disclosure recipient shows that he or she took all reasonable steps to avoid so disclosing any such information.
- b) The disclosure recipient reasonably believes that the discloser does not object to the disclosure of any such information.
- c) The disclosure recipient reasonably believes that disclosing any such information is necessary for:
 - i. The effective investigation of the relevant wrongdoing concerned.
 - ii. The prevention of serious risk to the security of the State, public health, public safety or the environment.
 - iii. The prevention of crime or prosecution of a criminal offence.

Or

The disclosure is otherwise necessary in the public interest or is required by law.

Where action is to be taken following a disclosure, except in exceptional cases, the disclosure recipient will contact the discloser and, where possible, gain the informed consent of the discloser, prior to any action being taken that could identify them.

Where it is decided that it is necessary to disclose information that may or will disclose the identity of the discloser, the discloser will be informed of this decision, except in exceptional cases.

The discloser will be apprised of their right to a review of the decision. The discloser may request a review of this decision and a review will be carried out, where practicable (except in exceptional cases).

All reasonable steps will be taken to protect the identity of the discloser, except as set out in Section 9.1 above.

Workers who are concerned that their identity is not being protected should notify the CEO (or, if it is not appropriate to notify the CEO, notify the Chairperson of the Grangegorman Development Agency).

Such notifications will be assessed and/or investigated and appropriate action taken where necessary.



Anonymous disclosures

There is a distinction between an anonymous disclosure (where identity is withheld by the discloser) and confidential disclosures (where identity is protected by the recipient).

Anonymous disclosures made by workers are not excluded from the protection of the Act of 2014 and we will act upon such disclosures to the extent that this is possible.

The Grangegorman Development Agency encourages workers to provide as much information as possible in relation to the alleged relevant wrongdoing. This may allow us to engage with the worker and seek further information as required.

It is very important to note that significant elements of these Procedures (e.g. keeping the discloser informed and protecting a discloser from penalisation) may be difficult or impossible to apply unless the worker is prepared to identify themselves.

Also, a worker cannot obtain redress under the Act of 2014 without identifying themselves.

Personal complaints vs protected disclosures

The Act of 2014 is intended to deal with disclosures in the public interest and for connected purposes. This normally involves wrongdoings that are likely to cause harm to the organisation itself or to the public at large, as opposed to personal complaints.

These Procedures are not intended to act as a substitute for normal day to day operational reporting or other internal employment procedures. Personal complaints should generally be dealt with under the Grangegorman Development Agency's procedures (such as the grievance procedure, for example).

For example, a worker may complain that there is a breach of the worker's own terms and conditions. That type of complaint should generally be dealt with under the grievance (or equivalent) procedure.

Alternatively, a worker may claim that they are being bullied or harassed by a colleague. That type of complaint should generally be dealt with under the Anti-Bullying Policy. If a complaint is made of penalisation contrary to the Act of 2014, then that complaint will be dealt with under these Procedures so as to ensure that the obligation to protect the identity of the discloser is complied with.

Motivation

The motivation of the worker for making a disclosure is irrelevant when determining whether or not it is a disclosure protected by the Act of 2014.

All disclosures will be dealt with regardless of the worker's motivation for making the disclosure, and the worker will be protected so long as the worker reasonably believes that the information disclosed tended to show a wrongdoing.

However, it is very important to note that a disclosure made in the absence of a reasonable belief will not attract the protection of the Act of 2014 and this may result in disciplinary action against the discloser. In addition, disclosure of a wrongdoing does not



confer any protection or immunity on a worker in relation to any involvement they may have had in that wrongdoing.

Assessment

When a disclosure of alleged wrongdoing is made, an initial screening process involving a risk assessment will be undertaken by the disclosure recipient (which will normally be the CEO unless a disclosure is made to the Chairperson in line with Section 9.5 above which allows for disclosure to the Chairperson if, for some reason, the CEO is not appropriate).

The screening process will involve an assessment of the disclosure 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 potentially protected disclosure, the CEO will treat the information as a protected disclosure (and protect the identity of the discloser, subject to Section 9 of these Procedures) until satisfied that the information is not a protected disclosure.

It may be necessary, as part of the screening process, to differentiate between protected disclosures and personal complaints.

This could arise, for example, where the information provided may involve a personal complaint and a protected disclosure.

In these circumstances, it may be necessary to disentangle the different elements of the complaint/disclosure and determine whether any specific disclosure of information relating to a relevant wrongdoing has taken place.

The risk assessment will consider:

- a) Whether the alleged wrongdoing is serious or minor.
- b) Whether it is something that can be investigated or not.
- c) If it can be investigated, what steps should be taken as part of such an investigation.

If an investigation is required, the Grangegorman Development Agency 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.

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.



Investigation

Where the report is deemed credible and warrants further consideration, an investigating officer will be appointed by the CEO. The investigating officer will have access to all necessary records and staff members and may co-opt other staff and resources as required, under the ultimate control of the CEO.

The CEO may request support from the Audit Sub-Committee and/or any other relevant competent external service provider at any time once the report has been evaluated.

The discloser will receive the protections provided by these Procedures.

For the purposes of the investigation, the investigating officer will have access to all necessary records, staff and facilities as required.

The investigation will proceed having due regard for the highest standards of professional investigations.

If an individual is the subject of an allegation, that individual will be afforded appropriate protection and the investigation will comply with the principles of natural justice and fair procedures.

It is important to note that where an individual is the subject of an allegation, their right to fair procedures may include the right to challenge the evidence against them. The individual's right to do this will be balanced against the rights of the discloser under the Act of 2014 (particularly the discloser's right to have their identity protected).

Section 9.1 of these Procedures notes that there is an exception to the general rule where there is a reasonable belief that disclosure of identity is necessary for the effective investigation of the relevant wrongdoing concerned.

Where this arises, however, the CEO, except in exceptional cases, will contact the discloser and, where possible, gain the informed consent of the discloser, prior to any action being taken that could identify them.

As referred to in Section 9.3, the discloser may request a review of a decision to disclose their identity and, in line with that Section, a review will be carried out, where practicable (except in exceptional cases).

If, after an appropriate investigation has been undertaken, it is determined that wrongdoing has occurred, then the findings will be addressed and appropriate action will be taken where necessary.

Disciplinary record of discloser and other related matters

Where a worker makes a disclosure of alleged wrongdoing it will be given appropriate consideration.

We will generally focus on the disclosure made (the message), as opposed to any disciplinary (or other) issues related to the person making the disclosure (the messenger).

In general where a disclosure is made during an investigation, disciplinary or other process, this should not affect those distinct processes.



However, an exception might be made where the worker can demonstrate that the investigation, disciplinary or other action is found to be a form of penalisation for making a protected disclosure.

Review

The discloser may seek a review of the following:

- a) Any decision made to disclose the identity of the discloser (except in exceptional cases).
- b) The outcome of any assessment/investigation undertaken in respect of the disclosure.
- c) The outcome of any assessment/investigation in respect of any complaint of penalisation.

A request for a review should be made to the Designated Officers and the person conducting the review will be appointed by the CEO.

Any review will be undertaken by a person who has not been involved in the initial assessment, investigation or decision.

Where a decision is taken to disclose the identity of the discloser, where at all possible, the discloser will be offered a review before their identity is disclosed.

There is no entitlement to two reviews in respect of the same issue.

Feedback

Workers making disclosures will be provided with periodic and appropriate confidential feedback in relation to the matters disclosed and will be advised when consideration of the disclosure is complete, except in exceptional cases.

When providing feedback no information will be communicated that could prejudice the outcome of the investigation or any action that ensues (e.g. disciplinary, or other legal action, including prosecution).

In addition, it may not be possible to inform the discloser of the outcome of confidential processes (such as a disciplinary process involving another employee).

The Grangegorman Development Agency will endeavour to provide satisfactory feedback where possible but at all times subject to any restrictions that may exist (for example, as set out in 17.2 and 17.3 above). The Grangegorman Development Agency will at all times observe the rights of all of the parties involved.



It is not possible to contract-out the act of 2014

The Act of 2014 provides that it is not permitted to have clauses in agreements that prohibit or restrict the making of protected disclosures, exclude or limit the operation of any provision of the Act, preclude a person from bringing any proceedings under, or by virtue of, the Act and/or precluding a person from bringing proceedings for breach of contract in respect of anything done in consequence of the making of a protected disclosure.

Similarly, it is not permitted to include clauses in agreements that prohibit or restrict the making of protected disclosures, limit or exclude any provisions of the Act of 2014 or restrict the ability of an individual to make a disclosure. Equally, an individual cannot be precluded from making protected disclosures in any way.

Mandatory reporting

The Act of 2014 does not oblige a worker to make a disclosure and it also does not absolve any worker from pre-existing mandatory obligations to report contained in other legislation.

The information that should be provided in a disclosure

Workers should be able to make disclosures in accessible formats e.g. verbally, electronically or in writing. When a disclosure which appears to be a protected disclosure is made verbally, it should be documented by the recipient.

Where practicable, the discloser should be asked to confirm the information provided to avoid dispute at a later date in relation to the information disclosed.

A list of the details that it is recommended should be included in a disclosure is to be found at Appendix A of these Procedures.

All records of disclosures will be securely maintained so as to comply with the requirements of confidentiality under the Act of 2014 and with relevant obligations under Data Protection legislation.

Register and annual report

The CEO will maintain a Register of disclosures made in line with these Procedures.

The CEO will also maintain a case management system to track and record protected disclosures. That system will monitor disclosures generally and record details of investigations and related matters. Among other things, the system will record details of any penalisation and steps taken by the Grangegorman Development Agency to mitigate against penalisation. The system will also assess on an ongoing basis whether the Procedures are effective at encouraging disclosers to come forward.

The Act of 2014 makes it mandatory for all public bodies to publish an Annual Report in relation to protected disclosures. The Grangegorman Development Agency will comply fully with its obligations in this regard.



Consultation

This policy has been developed in consultation with staff and it will be reviewed periodically to ensure it remains up-to-date and consistent with developments in good practice. All the Grangegorman Development Agency staff are welcome to contribute their experiences and opinions as part of this and staff will be notified of any revisions that are made.

Any queries in relation to these Procedures (or the Grangegorman Development Agency's policy generally) should be directed to the CEO or HR.

Review and amendments

These Procedures will be subject to periodic review (including an annual review by the Audit Subcommittee of the Board).

These Procedures may be revoked, replaced or amended at any time and you will be informed of any changes that are implemented.



Appendix A

Details that should be included in a disclosure

It is recommended that, at a minimum, disclosures should include the following details:

- a) That the disclosure is being made under the Procedure.
- b) The discloser's name, position in the organisation, place of work and confidential contact details.
- c) The date of the alleged wrongdoing (if known) or the date the alleged wrongdoing commenced or was identified.
- d) Whether or not the alleged wrongdoing is still ongoing.
- e) Whether the alleged wrongdoing has already been disclosed and if so, to whom, when, and what action was taken.
- f) Information in respect of the alleged wrongdoing (what is occurring/has occurred and how) and any supporting information.
- g) The name of the person(s) allegedly involved in the alleged wrongdoing (if any name is known and the worker considers that naming an individual is necessary to expose the wrongdoing disclosed).
- h) Any other relevant information.



Disposal of Assets and Access to Assets by Third Parties

The disposal of assets of the Grangegorman Development Agency (GDA) with an anticipated value at or above a threshold level of €150,000 should be by auction or competitive tendering process, other than in exceptional circumstances as approved by the Board.

1. The method used should be both transparent and likely to achieve a fair, market-related price. The anticipated value may be determined either by a reserve price recorded in advance in the GDA's records or by a formal sign-off by the Board on the advice of the Chief Executive or, if delegated by the Board, sign-off by the Chief Executive or a Member of the Board's Audit Committee, that, in its view, the anticipated value is likely to be less or greater than €150,000. In determining market value, regard should be had to accounting standards best practice in Ireland.
2. If an auction or competitive tendering process takes place and the highest bid is not accepted, then specific Board approval is required before the disposal of the asset or granting of access to property or infrastructure for commercial arrangements with third parties can be completed. For reasons of transparency, such approval, together with the reason why a lower bid was permitted to be accepted, should be noted in the minutes of the Board meeting concerned
3. If an auction or competitive tendering process does not take place, and the agreed price is €150,000 or more, then specific Board approval is required before negotiations start and also before the disposal of the asset can be completed.
4. No disposal of an asset or grant of access to property or infrastructure for commercial arrangements with third parties should be completed until the officer authorising the disposal has certified formally that (i) Board approval is not necessary, with the reasons therefor, or (ii) Board approval, where necessary, has been obtained.
5. Disposal of assets to Members, staff members or their families or connected persons should, as with all disposals, be at a fair, market-related price. Where the Board is considering a proposal for any such disposal, the Member connected to the potential purchase should absent him or herself from the Board deliberations on the issue. A record of all such disposals to such persons (to include details of the asset disposed of, price paid and name of the buyer) should be noted in a register kept for this purpose (minor disposals below a threshold of €500, as approved by the Board, may be omitted from the register). This register should be available for inspection, if requested, by the Board or by any Member of the Board. Any disposal above the approved threshold may not be made without having been formally endorsed by the Board, which may impose specific restrictions with regard to any such disposal.
6. Details of all disposals of assets to third parties (save for connected third parties which is dealt with above) below the threshold value of €150,000 without auction or competitive tendering process should be formally reported, with the paid price and the name of the buyer, to the Board on an annual basis.
7. Details of, and explanations for, disposal of assets to third parties above the threshold of €150,000 which have not been subject to auction or competitive tendering process, should be included in the Chairperson's annual report to the Minister for Education.
8. The Chairperson, in the annual report to the Minister for Education and Skills, is required to affirm that the disposal procedures, as outlined above, have been complied with.



Tax Compliance

The Grangegorman Development Agency (GDA) will be exemplary in compliance with taxation laws and will ensure that all tax liabilities are paid on or before the relevant due dates.

The GDA will not engage in 'offensive' tax avoidance transactions. Tax avoidance is deemed 'offensive' if it involves the use of the tax code for a purpose other than that intended by the Oireachtas with a view to reducing the amount of tax to be paid by the GDA or any other party to a transaction in which the GDA participates.

Where any doubt arises in a particular case, the GDA will consult the Revenue Commissioners.



Subsidiaries and Acquisitions

The Board of the Grangegorman Development Agency (GDA) acknowledges that the establishment or acquisition of subsidiaries, participation in joint ventures, and the acquisition of shares, by its subsidiaries or by joint ventures in which the GDA or its subsidiaries participate, is subject to the legal capacity of the GDA to do so and the prior written approval of the Minister for Education & Skills, given with the consent of the Minister for Finance.

Diversification

The Board of the GDA acknowledges that any intended action that would extend or change significantly the nature, scope or scale of the activities in which the GDA engages, is subject to the legal capacity of the GDA to do so and the approval of the Minister for Education & Skills. The consent of the Minister for Finance will be required if, in the view of Minister for Education & Skills, such changes would have significant financial consequences for the GDA.



Reporting Additional to Annual Report and Accounts

The Chairperson of the Grangegorman Development Agency (GDA) will furnish separately to the Minister for Education, with the annual report and accounts of the GDA, a comprehensive report in relation to the GDA:

1. Outlining all significant developments affecting the GDA in the preceding year and major issues likely to arise in the short to medium term.
2. Affirming that all appropriate procedures for financial reporting, internal audit, procurement and assets' disposals are being carried out.
3. Including a statement on the system of internal financial control in the format set out in Appendix V and including, in cases where a breach of this system has been identified, an outline of the steps that will be taken to guard against such a breach occurring in future.
4. Affirming that Codes of Business Ethics for Members and Staff Members have been put in place and adhered to.
5. Affirming that Government policy on the pay of Chief Executive and other GDA staff members is being complied with.
6. Affirming that Government guidelines on the payment of Members fees are being complied with.
7. Explaining any failure to comply with any of the above and stating any corrective action taken or contemplated.
8. Outlining significant post balance sheet events.
9. Confirming that the Guidelines for the Appraisal and Management of Capital Expenditure Proposals are being complied with.
10. Certifying that Government travel policy requirements are being complied with in all respects.
11. Confirming that this Code of Practice has been adopted and is being complied with.



Code of Business Conduct for the Board Members

This code of conduct elaborates on the Guiding Principles and provides a framework to guide the work of the Agency in order that ethical practices are followed and that confidence and trust in the Agency are established and maintained.

The central requirement of the Code is that Board Members (Members) must operate, and be seen to operate, to the highest standards of business ethics.

The principles of conduct are set out below:

Conflict of Interest

Members are statutorily obliged to comply with the provisions of Sections 28 and 29 of the Grangegorman Development Agency Act 2005 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Agency.

Members are also required to comply with Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts). The obligations in that regard are summarised in the Guidelines for Public Servants (5th Edition) published by the Standards in Public Office Commission and further explained in their letter dated 24 January 2007 (copies supplied).

A Member shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Agency a new declaration in the prescribed form.

Members shall ensure that there is no conflict of interest between the discharge of their duties as Members of the Agency and any outside employment/business interests/ beneficial or other interests they may have. In particular, individual Members shall avoid actual or apparent conflict of interests in relation to situations involving the potential award of a contract or the disbursement of monies.

To ensure appropriate practice, Members shall comply with the following requirements:

- Disclose all details relating to their connection to any persons or groups doing business with the Agency.
- Remove themselves from situations or decisions that may present a potential conflict of interest.
- Not participate, where an actual or apparent conflict of interest occurs, in discussions or votes on business transactions between the Agency and other parties.
- Not take advantage of their position for personal gain.

Where a question arises as to whether or not a case relates to the interests of a Member or a person or body connected with him or her, the Agency, whose decision shall be final, shall determine the question and shall record this decision in the minutes of the meeting.

Where a matter arises relating to the interests of the Chairperson, s/he shall delegate another member to chair the Board meeting in relation to that item and shall absent himself from deliberations or decisions on that matter.



Support and Loyalty

Members shall not undermine through action or omission the goals and objectives of the Agency.

Members shall support all actions taken by the Agency, even when they may be in a minority position with respect to such action. Members may identify that a decision or action was not their preference but shall do so in a manner that supports the collegiate decision and does not undermine that decision.

Fairness and Work Environment

Members place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

- The Agency complies with employment equality and equal status legislation;
- The Agency commits to fairness in all its commercial dealings;
- All parties in communication with the Agency are treated equitably and with courtesy;
- The Agency places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public;
- Any form of harassment of staff or Members is not tolerated.

Confidential Information

Members are statutorily obliged to comply with the provisions of Section 30 of the Grangegorman Development Agency Act 2005 concerning confidential information.

Members shall make themselves familiar with these statutory provisions which generally provide that:

- A Member shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Agency;
- Any Member who contravenes this requirement shall be guilty of an offence.

Confidential information includes:

- Information furnished to the Agency by a Government Department upon terms which forbid the disclosure of the information to the public;
- Information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court;
- Information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder;
- Information relating to the financial or business affairs of any individual;



- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter;
- Any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Agency, or the determination of any matter, affecting the Agency, (whether in either case, proceedings have been commenced or are in contemplation);
- Information that is expressed by the Agency or a Committee to be confidential either as regards particular information or as regards information of a particular class or description;
- Commercial information in relation to contractors, consultants, providers of finance or any other person;
- Proposals of a commercial nature or tenders submitted to the Agency by contractors, consultants or any other person;
- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Executive in circulating documents to the Members to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

Handling and Disposal of Confidential Information

Members in receipt of 'confidential' information shall:

- Only use it in accordance with the proper performance of their duties;
- Not divulge or use the information improperly;
- Keep the information secure and not make copies of it;
- Dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information will only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment will be made.

Members in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and/or loss.

Confidential information will be disposed of either:

- By shredding; or
- Making arrangements with the Agency for appropriate disposal.



Discussions at the Board and at Board Committees

In addition to the requirements outlined above in respect of confidential information, Members shall not repeat in a public setting or communicate to the media any discussions of the Board or its Committees concerning the Agency's business and practices, or any discussions of a personal nature concerning their peers or the Agency's executive Members in the course of their duties acquire information that has yet to be made public and is still confidential. Members shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Agency or anyone else.

Integrity

Board members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Agency.

Members acting in a personal capacity, or on behalf of a club, society or professional body, shall not solicit or request a gift, donation, support or sponsorship from suppliers/ contractors of goods or services to the Agency or from customers of the Agency. Unsolicited gifts, donations or sponsorship will only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

Retirement/ Resignation

Board members upon retirement/resignation have a responsibility to ensure the five principles of the Code of Business Conduct are not compromised and will be required by the Agency on cessation of their position to sign a declaration agreeing to this. Former Members will treat commercial information received while acting in that capacity as confidential.

Members will not retain confidential documentation obtained during their terms as Member and will return such documentation to the Chief Executive Officer or otherwise indicate to the Chief Executive Officer that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Members require access to Board papers from the time of their term on the Board, this can be facilitated by the Chief Executive Officer.

The GDA recommends that the acceptance of future employment/membership where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the State body has ceased.



Code of Conduct for Staff Members

This code of conduct provides a framework to guide the work of the Agency in order that ethical practices are followed and that confidence and trust in the Agency are established and maintained.

The central requirement of the Code is that Staff Members must operate, and be seen to operate, to the highest standards of business ethics.

Five principles of conduct are set out below covering:

1. Conflict of Interest
2. Support and Loyalty
3. Fairness and Work Environment
4. Confidential Information
5. Integrity.

Conflict of Interest

Staff Members are statutorily obliged to comply with the provisions of Sections 28 and 30 of the Grangegorman Development Agency Act 2005 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Agency.

Staff Members at a grade or a level specified are also required to comply with Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts). The obligations in that regard are summarised in the Guidelines for Public Servants (5th Edition) published by the Standards in Public Office Commission and further explained in their letter dated 24 January 2007 (copies supplied).

A Staff Member shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Agency a new declaration in the prescribed form.

Staff Members shall ensure that there is no conflict of interest between the discharge of their duties as employees of the Agency and any outside business interests/beneficial or other interests they may have. In particular, individual Members shall avoid actual or apparent conflict of interests in relation to situations involving the potential award of a contract or the disbursement of monies.

To ensure appropriate practice, Staff Members shall comply with the following requirements:

- a) Disclose all details relating to their connection to any persons or groups doing business with the Agency.
- b) Remove themselves from situations or decisions that may present a potential conflict of interest.
- c) Not participate, where an actual or apparent conflict of interest occurs, in discussions or votes on business transactions between the Agency and other parties.



- d) Not take advantage of their position for personal gain.

Where a question arises as to whether or not a case relates to the interests of a Staff Member or a person or body connected with him or her, the Agency, whose decision shall be final, shall determine the question and shall record this decision in the minutes of the meeting.

Support and Loyalty

Staff Members shall not undermine through action or omission the goals and objectives of the Agency.

Staff Members shall support all actions taken by the Agency, even when they may be in a minority position with respect to such action. Staff Members may identify that a decision or action was not their preference but shall do so in a manner that supports the collective decision and does not undermine that decision.

Fairness and Work Environment

Staff Members place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

- a) The Agency complies with employment equality and equal status legislation.
- b) The Agency commits to fairness in all its commercial dealings.
- c) All parties in communication with the Agency are treated equitably and with courtesy.
- d) The Agency places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public.
- e) Harassment of any form is not tolerated.

Confidential Information

Staff Members are statutorily obliged to comply with the provisions of Section 31 of the Grangegorman Development Agency Act 2005 concerning confidential information.

Staff Members shall make themselves familiar with these statutory provisions which generally provide that:

- a) A Staff Member shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Agency.
- b) Any Staff Member who contravenes this requirement shall be guilty of an offence.

Confidential information includes:

- a) Information furnished to the Agency by a Government Department upon terms which forbid the disclosure of the information to the public;



- b) Information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court.
- c) Information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder.
- d) Information relating to the financial or business affairs of any individual.
- e) Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter.
- f) Any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Agency, or the determination of any matter, affecting the Agency, (whether in either case, proceedings have been commenced or are in contemplation).
- g) Information that is expressed by the Agency or a Committee to be confidential either as regards particular information or as regards information of a particular class or description.
- h) Commercial information in relation to contractors, consultants, providers of finance or any other person.
- i) Proposals of a commercial nature or tenders submitted to the Agency by contractors, consultants or any other person.
- j) Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Executive in circulating documents to the Staff Members to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

Handling and Disposal of Confidential Information.

Staff Members in receipt of 'confidential' information shall:

- a) Only use it in accordance with the proper performance of their duties.
- b) Not divulge or use the information improperly.
- c) Keep the information secure and not make copies of it.
- d) Dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment should be made.



Staff Members in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss.

Confidential information should be disposed of either:

- a) By shredding.
- b) Making arrangements with the Agency for appropriate disposal.

Discussions at the Board and at Board Committees

In addition to the requirements outlined above in respect of confidential information, Staff Members shall not repeat in a public setting or communicate to the media any discussions of the Board or its Committees concerning the Agency's business and practices, or any discussions of a personal nature concerning their peers or the Agency's executive

Staff Members in the course of their duties acquire information that has yet to be made public and is still confidential. Staff Members shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Agency or anyone else.

Integrity

Staff Members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Agency.

Staff Members acting in a personal capacity or on behalf of a club, society or professional body shall not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to the Agency or from customers of the Agency. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

Gifts and Entertainment – Practical Guidelines

Nominal gifts may be accepted in circumstances where it is clear that in doing so, no obligation is imposed on either the Staff Member or the GDA.

- a) A meal may be accepted by a staff member during the normal course of business at a local venue (but this must not include residential stay);
- b) Under no circumstances may cash or cash / gift vouchers be accepted.

If foreign travel is necessary to investigate products or services, the GDA will pay for the trip. Supplier's offers of foreign travel and / or hotel should not be accepted.



These examples are intended only as guidelines to help make sensible decisions. Most cases will be obvious. However, if a doubt still exists the matter should be referred to the CEO.

Good Practice

As it is not possible for this document to provide for every situation which may arise Staff Members must bear in mind that it is primarily their personal responsibility to ensure that all their activities, whether covered specifically or otherwise in this document are governed by the ethical considerations in the Code of Conduct and in the Code of Practice for the Governance of State Bodies.

It is the responsibility of Staff Members to ensure that when carrying out any business of the Agency. This Code of Conduct, Internal Control Manuals and Procedures of the GDA must be adhered to at all times.

Retirement/Resignation

Staff Members upon retirement/resignation have a responsibility to ensure the five principles of the Code of business of conduct are not compromised and will be required by the Agency on cessation of their position to sign a declaration agreeing to this. Former Staff Members should treat commercial information received while acting in that capacity as confidential.

Staff Members should not retain confidential documentation obtained during their terms as an employee and should return such documentation to the CEO or otherwise indicate to the Executive that all such documentation in their possession has been disposed of in an appropriate manner.

The GDA recommends that the acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the State body has ceased.

Appendix 1 contains a document that will be sought from Staff Members in addition to the requirements as set out in employee's own contract.

Signed & Dated

Reviewed – October 2009



Appendix 1

RETIREMENT/RESIGNATION

In accordance with the Code of Business Conduct for Staff Members I agree that following my resignation as an employee of the Agency/Board to uphold the principles of this Code and to ensure that the ethical practices are followed. As a former employee, all commercial information received while acting in that capacity will be treated as confidential.

I can confirm I have returned to the Agency's CEO, or disposed of, the Agency's confidential documentation in an appropriate manner.

Name

Address

Signed & Dated



Code of Conduct for Seconded Staff Members

This code of conduct provides a framework to guide the work of the Agency in order that ethical practices are followed and that confidence and trust in the Agency are established and maintained.

The central requirement of the Code is that Seconded Staff Members must operate, and be seen to operate, to the highest standards of business ethics.

Five principles of conduct are set out below covering:

1. Conflict of Interest
2. Support and Loyalty
3. Fairness and Work Environment
4. Confidential Information
5. Integrity.

Conflict of Interest

Seconded Staff Members are statutorily obliged to comply with the provisions of Sections 28 and 30 of the Grangegorman Development Agency Act 2005 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Agency.

Seconded Staff Members at a grade or a level specified are also required to comply with Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts). The obligations in that regard are summarised in the Guidelines for Public Servants (5th Edition) published by the Standards in Public Office Commission and further explained in their letter dated 24 January 2007 (copies supplied).

A Seconded Staff Member shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Agency a new declaration in the prescribed form.

Seconded Staff Members shall ensure that there is no conflict of interest between the discharge of their duties whilst on secondment within the Agency and any outside business interests/beneficial or other interests they may have. Seconded Staff Members shall avoid actual or apparent conflict of interests in relation to situations involving their employer or clients of their employer.

To ensure appropriate practice, Seconded Staff Members shall comply with the following requirements:

1. Disclose all details relating to their connection to any persons or groups doing business with the Agency.
2. Remove themselves from situations or decisions that may present a potential conflict of interest.



3. Not participate, where an actual or apparent conflict of interest occurs, in discussions or votes on business transactions between the Agency and other parties.
4. Not take advantage of their position for personal gain.

Where a question arises as to whether or not a case relates to the interests of a Seconded Staff.

Member or a person or body connected with him or her, the Agency, whose decision shall be final, shall determine the question and shall record this decision in the Minutes of the meeting.

Seconded staff are required to remain aware of any changes to the Employer's client base and to draw to the attention of GGDA, any relationships which could be perceived as conflicts. Arrangements for managing any such issues should also be presented to GGDA for consideration.

Support and Loyalty

Seconded Staff Members shall not undermine through action or omission the goals and objectives of the Agency.

Seconded Staff Members shall support all actions taken by the Agency, even when they may be in a minority position with respect to such action. Seconded Staff Members may identify that a decision or action was not their preference but shall do so in a manner that supports the collegiate decision and does not undermine that decision.

Fairness and Work Environment

Seconded Staff Members place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

1. The Agency complies with employment equality and equal status legislation.
2. The Agency commits to fairness in all its commercial dealings.
3. All parties in communication with the Agency are treated equitably and with courtesy.
4. The Agency places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public.
5. Harassment of any form of staff or Members is not tolerated.

Confidential Information

Seconded Staff Members are statutorily obliged to comply with the provisions of Section 31 of the Grangegorman Development Agency Act 2005 concerning confidential information.



Seconded Staff Members shall make themselves familiar with these statutory provisions which generally provide that:

- A Seconded Staff Member shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Agency.
- Any Seconded Staff Member who contravenes this requirement shall be guilty of an offence.

Confidential information includes:

- Information furnished to the Agency by a Government Department upon terms which forbid the disclosure of the information to the public.
- Information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court.
- Information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder.
- Information relating to the financial or business affairs of any individual.
- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter.
- Any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Agency, or the determination of any matter affecting the Agency, (whether in either case, proceedings have been commenced or are in contemplation).
- Information that is expressed by the Agency or a Committee to be confidential either as regards particular information or as regards information of a particular class or description.
- Commercial information in relation to contractors, consultants, providers of finance or any other person.
- Proposals of a commercial nature or tenders submitted to the Agency by contractors, consultants or any other person.
- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Executive in circulating documents to the Staff Members to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

Handling and Disposal of Confidential Information

Seconded Staff Members in receipt of 'confidential' information shall:



- Only use it in accordance with the proper performance of their duties.
- Not divulge or use the information improperly.
- Keep the information secure and not make copies of it.
- Dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment should be made.

Seconded Staff Members in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss.

Confidential information should be disposed of either:

- By shredding.
- Making arrangements with the Agency for appropriate disposal.

Discussions at the Board and at Board Committees

In addition to the requirements outlined above in respect of confidential information, Seconded Staff Members shall not repeat, in a public setting, or communicate to the media, any discussions of the Board or its Committees concerning the Agency's business and practices, or any discussions of a personal nature concerning their peers or the Agency's Executive.

Seconded Staff Members, in the course of their duties, may acquire information that has yet to be made public and is still confidential. Seconded Staff Members shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Agency or anyone else.

Integrity

Seconded Staff Members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Agency.

Seconded Staff Members acting in a personal capacity or on behalf of a club, society or professional body shall not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to the Agency or from customers of the Agency. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.



Gifts and Entertainment – Practical Guidelines

Nominal gifts may be accepted in circumstances where it is clear that in doing so, no obligation is imposed on either the Seconded Staff Member or the GDA.

- A meal may be accepted by a staff member during the normal course of business at a local venue (but this must not include residential stay).
- Under no circumstances may cash or cash / gift vouchers be accepted.

If foreign travel is necessary to investigate products or services, the GDA will pay for the trip. Supplier's offers of foreign travel and / or hotel should not be accepted.

These examples are intended only as guidelines to help make sensible decisions. Most cases will be obvious. However, if a doubt still exists the matter should be referred to the CEO.

Good Practice

As it is not possible for this document to provide for every situation which may arise Seconded Staff Members must bear in mind that it is primarily their personal responsibility to ensure that all their activities, whether covered specifically or otherwise in this document are governed by the ethical considerations in the Code of Conduct and in the Code of Practice for the Governance of State Bodies.

It is the responsibility of Seconded Staff Members to ensure that, when carrying out any business of the Agency. This Code of Conduct, Internal Control Manuals and Procedures of the GDA must be adhered to at all times.

Retirement/Resignation

Seconded Staff Members upon retirement/resignation have a responsibility to ensure the five principles of the Code of Business of Conduct are not compromised and will be required by the Agency on cessation of their position to sign a declaration agreeing to this. Former Seconded Staff Members should treat commercial and/or sensitive information received while acting in that capacity as confidential.

Seconded Staff Members should not retain confidential documentation obtained during their terms as an employee and should return such documentation to the CEO or otherwise indicate to the Executive that all such documentation in their possession has been disposed of in an appropriate manner.

The GDA recommends that the acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the State body has ceased.

Appendix 1 contains a document that will be sought from Seconded Staff Members in addition to the requirements as set out in the employee's own contract.

Signed & Dated



Appendix 1

RETIREMENT/RESIGNATION

In accordance with the Code of Business and Conduct of Seconded Staff Members I agree that following my resignation as a seconded employee of the Agency/Board to uphold the principles of the Code of Conduct for Seconded Staff Members and to ensure that the ethical practices are followed. As a former Seconded Staff Member all commercial information received while acting in that capacity will be treated as confidential.

I can confirm I have returned to the Agency's CEO or disposed of the Agency's confidential documentation in an appropriate manner.

Name

Address

Date



Code of Conduct for Consultants & Advisers

This code of conduct provides a framework to guide the work of the Agency in order that ethical practices are followed and that confidence and trust in the Agency are established and maintained.

The central requirement of the Code is that Consultants and Advisers must operate, and be seen to operate, to the highest standards of business ethics.

Five principles of conduct are set out below covering:

- Conflict of Interest.
- Support and Loyalty.
- Fairness and Work Environment.
- Confidential Information.
- Integrity.

Conflict of Interest

Consultants and Advisers are statutorily obliged to comply with the provisions of Sections 28 and 30 of the Grangegorman Development Agency Act 2005 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Agency.

Consultants and Advisers shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Agency a new declaration in the prescribed form.

Consultants and Advisers shall ensure that there is no conflict of interest between the discharge of their duties whilst under contract with the Agency and any outside business interests/beneficial or other interests they may have. Consultants and Advisers shall avoid actual or apparent conflict of interests in relation to situations involving their employer or clients of their employer.

To ensure appropriate practice, Consultants and Advisers shall comply with the following requirements:

- Disclose all details relating to their connection to any persons or groups doing business with the Agency.
- Remove themselves from situations or decisions that may present a potential conflict of interest.
- Not participate, where an actual or apparent conflict of interest occurs, in discussions or votes on business transactions between the Agency and other parties.
- Not take advantage of their position for personal gain.



Where a question arises as to whether or not a case relates to the interests of Consultants and Advisers or a person or body connected with him or her, the Agency, whose decision shall be final, shall determine the question and shall record this decision in the Minutes of the meeting.

Consultants and Advisers are required to remain aware of any changes to the Employer's client base and to draw to the attention of GDA, any relationships which could be perceived as conflicts. Arrangements for managing any such issues should also be presented to GDA for consideration.

Support and Loyalty

Consultants and Advisers shall not undermine through action or omission the goals and objectives of the Agency.

Consultants and Advisers shall support all actions taken by the Agency, even when they may be in a minority position with respect to such action. Consultants and Advisers may identify that a decision or action was not their preference but shall do so in a manner that supports the collective decision and does not undermine that decision.

Fairness and Work Environment

Consultants and Advisers place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

- The Agency complies with employment equality and equal status legislation.
- The Agency commits to fairness in all its commercial dealings.
- All parties in communication with the Agency are treated equitably and with courtesy.
- The Agency places the highest priority on promoting and preserving the health and safety of its Members, staff members and the general public.
- Harassment of any form is not tolerated.

Confidential Information

Consultants and Advisers are statutorily obliged to comply with the provisions of Section 31 of the Grangegorman Development Agency Act 2005 concerning confidential information.

Consultants and Advisers shall make themselves familiar with these statutory provisions which generally provide that:

- Consultants and Advisers shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Agency.
- Any Consultants and Advisers who contravene this requirement shall be guilty of an offence.



Confidential information includes:

- Information furnished to the Agency by a Government Department upon terms which forbid the disclosure of the information to the public.
- Information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court.
- Information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder.
- Information relating to the financial or business affairs of any individual.
- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter.
- Any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Agency, or the determination of any matter affecting the Agency, (whether in either case, proceedings have been commenced or are in contemplation).
- Information that is expressed by the Agency or a Committee to be confidential either as regards particular information or as regards information of a particular class or description.
- Commercial information in relation to contractors, consultants, providers of finance or any other person.
- Proposals of a commercial nature or tenders submitted to the Agency by contractors, consultants or any other person.
- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Executive in circulating documents to the Consultants and Advisers to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

Handling and Disposal of Confidential Information

Consultants and Advisers in receipt of 'confidential' information shall:

- Only use it in accordance with the proper performance of their duties.
- Not divulge or use the information improperly.
- Keep the information secure and not make copies of it.



- Dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment should be made.

Consultants and Advisers in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss.

Confidential information should be disposed of either:

- By shredding.
- Making arrangements with the Agency for appropriate disposal.

Discussions at the Board and at Board Committees

In addition to the requirements outlined above in respect of confidential information, Consultants and Advisers shall not repeat, in a public setting, or communicate to the media, any discussions of the Board or its Committees concerning the Agency's business and practices, or any discussions of a personal nature concerning their peers or the Agency's Executive.

Consultants and Advisers, in the course of their duties, may acquire information that has yet to be made public and is still confidential. Consultants and Advisers shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Agency or anyone else.

Integrity

Consultants and Advisers shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Agency.

Consultants and Advisers acting in a personal capacity or on behalf of a club, society or professional body shall not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to the Agency or from customers of the Agency. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the Chairperson and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

Gifts and Entertainment – Practical Guidelines

Nominal gifts may be accepted in circumstances where it is clear that in doing so, no obligation is imposed on either the Consultants and Advisers or the GDA.

- A meal may be accepted by Consultants and Advisers during the normal course of business at a local venue (but this must not include residential stay);
- Under no circumstances may cash or cash / gift vouchers be accepted.



If foreign travel is necessary to investigate products or services, the GGDA will pay for the trip. Supplier's offers of foreign travel and / or hotel should not be accepted.

These examples are intended only as guidelines to help make sensible decisions. Most cases will be obvious. However, if a doubt still exists the matter should be referred to the CEO.

Good Practice

As it is not possible for this document to provide for every situation which may arise Consultants and Advisers must bear in mind that it is primarily their personal responsibility to ensure that all their activities, whether covered specifically or otherwise in this document are governed by the ethical considerations in the Code of Conduct and in the Code of Practice for the Governance of State Bodies.

It is the responsibility of Consultants and Advisers to ensure that, when carrying out any business of the Agency. This Code of Conduct, Internal Control Manuals and Procedures of the GDA must be adhered to at all times.

Retirement/Resignation

Consultants and Advisers upon retirement/resignation have a responsibility to ensure the five principles of the Code of Business of Conduct are not compromised and will be required by the Agency on cessation of their position to sign a declaration agreeing to this. Former Consultants and Advisers should treat commercial and/or sensitive information received while acting in that capacity as confidential.

Consultants and Advisers should not retain confidential documentation obtained during their term and should return such documentation to the CEO or otherwise indicate to the Executive that all such documentation in their possession has been disposed of in an appropriate manner.

Appendix 1 contains a document that will be sought from Consultants and Advisers in addition to the requirements as set out in their works/project contract with the Agency.

Signed & Dated



Appendix 1

RETIREMENT/RESIGNATION

In accordance with the Code of Business and Conduct of Consultants and Advisers I agree that following the cessation of my contract with the Agency, to uphold the principles of the Code of Conduct for Consultants and Advisers and to ensure that the ethical practices are followed. As a Consultant and Adviser all commercial information received while acting in that capacity will be treated as confidential.

I can confirm I have returned to the Agency's CEO or disposed of the Agency's confidential documentation in an appropriate manner.

Name

Address

Date



Protocol for Handling Confidential Information

Description of Confidential Information

Confidential information includes:

- Information furnished to the GDA by a Government Department upon terms (however expressed) which forbid the disclosure of the information to the public.
- Information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court.
- Information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office-holder.
- Information relating to the financial or business affairs of any individual.
- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter.
- Any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the GDA, or the determination of any matter, affecting the GDA, (whether in either case, proceedings have been commenced or are in contemplation).
- Information that is expressed by the GDA or the Minister to be confidential either as regards particular information or as regards information of a particular class or description (Section 31 GDA Act, 2005).
- Commercial information in relation to contractors, consultants, providers of finance or any other person (Section 31 GDA Act, 2005).
- Proposals of a commercial nature or tenders submitted to the GDA by contractors, consultants or any other person (Section 31 GDA Act, 2005).
- Any information so determined as confidential by the Chief Executive.

General

It is the responsibility of the Executive in circulating documents of the Grangegorman Development Agency (GDA), to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

Members, Staff, Consultants & Advisers may, in the course of their functions relating to the operation of the GDA, acquire information that has yet to be made public and is still confidential. It is a betrayal of trust to breach such confidences. Members, Staff, Consultants & Advisers should never disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the GDA or anyone else.



Member or staff members may request and have a right to see information which would otherwise be confidential if they can establish their “need to know” in order to perform their duties as a Member or staff member properly.

Disputes about the rights of staff members to confidential information on a “need to know” basis will be determined by the Chief Executive. Disputes about the rights of Members to confidential information on a “need to know” basis will be determined by the Chairperson, in consultation with the Chief Executive. In considering whether a Member or staff member has a legitimate “need to know”, the Chief Executive is entitled to inquire about the reasons for requesting the information. Without proper reasons, the request should be refused. Consequently, any individual wishing to see confidential files and papers must be prepared to show that the request is a proper one and to give reasons for requesting the information concerned.

Section 31 GDA Act 2005 - Disclosure of Confidential Information

Members, Staff, Consultants & Advisers of the GDA should be familiar with and observe the provisions of section 31 of the GDA Act, 2005, concerning prohibitions on the disclosure of confidential information and certain communications.

Members, Staff, Consultants & Advisers shall not disclose confidential information obtained while performing duties of the GDA unless authorised in writing by the GDA. Any Members, Staff, Consultants & Advisers who contravene this requirement shall be guilty of an offence.

Members, Staff, Consultants & Advisers should refer to the GDA Act, 2005 regarding the specific wording of section 31.

Circulation of Confidential Information.

For formally constituted meetings of the GDA, the circulation of items containing confidential information is restricted to:

- Members of the GDA.
- Staff members who have been identified by the Chief Executive as having a “need to know”.

All documentation so determined as confidential will be marked 'confidential'.

Transfer of Information by Electronic Means

Confidential information may only be circulated by electronic mail in exceptional circumstances i.e. when time is not available for other, more secure forms of communication. All confidential documents should be password protected/encrypted.

E-mails are an exposed form of communication and e-mail messages containing confidential information either in plain text or in an attached document should be password protected/encrypted.



Obligations on Members in Receipt of Confidential Information

Members or staff members in receipt of 'confidential' information should:

- Only use it in accordance with the proper performance of their duties.
- Not divulge or use the information improperly.
- Keep the information secure and not make copies of it.
- Dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, no comment should be made. If the Member or staff member who has received the information does not feel that such a response is appropriate in the circumstances, then he or she should draw the matter to the attention of the Chief Executive who will advise whether an exception can be made or other approach adopted.

As a general rule, the Chairperson or Members must not enter into any public correspondence or debate on a matter related to their official duties, or in respect of which they hold official information, unless this is done with the consent of the Chief Executive. Similar considerations exist covering the position of Members or staff members invited to participate in press interviews, radio or television, etc., where the subject relates directly or indirectly to their work for the GDA. Members or staff members invited to take part in such programmes should discuss the matter with the Chief Executive before replying to the invitation.

Discussions of the Board and Board Committees

In addition to the requirements outlined in respect of confidential information, no Member / staff member may communicate to the public or press, information about the discussions of the Board or any of its Committees.

Disposal of Confidential Information

Members / staff members in receipt of confidential information must ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss.

Confidential information should be disposed of either:

- By shredding.
- Making arrangements with the GDA for appropriate disposal.

Documentation containing confidential information must not under any circumstances be placed in ordinary waste or recycling bins.



Social Media Policy

This policy provides guidance for employee/seconded/consultant/intern (known collectively as the “Team”) and GDA connected Groups/Committee Members use of social media, which should be broadly understood for purposes of this policy to include blogs, wikis, microblogs, message boards, chatrooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner.

Procedures

The following principles apply to professional use of social media on behalf of the Grangegorman Development Agency (GDA) as well as personal use of social media when referencing the Grangegorman Development Agency.

- This policy should be read in conjunction with the GDA’s Code of Conduct, Corporate Governance documents, and other company policies when using social media in reference to the GDA.
- The Team should be aware of the effect their actions may have on their reputation, as well as the GDA reputation. The information that the Team post or publish may be in the public domain for a long time. Any item posted by a Team member is the responsibility of that Team member. Team members should be aware that the Internet never forgets and use common sense when posting.
- The Team should be aware that the GDA may observe content and information made available by them through social media. The Team should use their best judgment in ensuring that posted material is neither inappropriate nor harmful to the GDA, its staff, or stakeholders.
- Although not an exhaustive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libellous, or that can create a hostile work environment.
- The Team are not to publish, post or release any information that is considered confidential or not public. If there are questions about what is considered confidential, the Team should check with the Corporate Affairs Manager or Communications.
- Social media networks, blogs and other types of online content sometimes generate press and media attention or legal questions. The Team should refer these inquiries to authorized GDA spokespersons, the Corporate Affairs Manager or Communications.
- If the Team encounter a situation while using social media that threatens to become antagonistic and relates to the activity of the GDA they should disengage from the dialogue in a polite manner and seek the advice of the Corporate Affairs Manager/ Communications.
- The Team should get appropriate permission before referring to or posting images of current or former staff, agency members, vendors or suppliers. Additionally, the Team should get appropriate permission to use a third party’s copyrights, copyrighted material, trademarks, service marks or other intellectual property.



- Social media use should not interfere with the Team’s responsibilities at the GDA. The GDA’s equipment, computer and telecoms systems are provided for business purposes. When using agency computer and telecoms systems, use of social media for business purposes is allowed (e.g. Facebook, Twitter, blogs and LinkedIn) but personal use of social media networks or personal blogging of online content is discouraged and could result in disciplinary action.
- Subject to applicable law, after-hours online activity that violates any of the Agency’s code of conduct or governance documents or any other company policy may subject a staff member to disciplinary action.
- If any of the Team publish content after-hours that involves work or subjects associated with the GDA, a disclaimer should be used, such as this: “The postings on this site are my own and may not represent The Grangegorman Development Agency’s positions, strategies or opinions.”
- It is highly recommended that the Team keep GDA related social media accounts separate from personal accounts, if practical.



Treasury Management Policy

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Section A - Treasury Management Objectives and Principles

A 1. Introduction and background

Introduction

This document contains the policies to be applied by Grangegorman Development Agency (GDA) to its Treasury Management function. It has been approved by both the Audit & Risk Committee and the GDA Board. It is subject to formal review on a tri - annual basis, or as a need arises.

This policy has been developed in the context of GDA's strategic and financial objectives and its status as an Agency of the Department of Education and Skills.

Background

- GDA is a Government Agency established in 2006 under its own Act. Its Statutory Functions are set out in section 9 of that Act and it is to primarily promote the development of the Grangegorman site as a location for education, health and other facilities.
- The Agency may borrow with the approval of the Minister for Education and Skills and the consent of the Minister for Finance, up to a cumulative aggregated total of €100,000,000 (Section 15 of the Act).
- In Part 2 section 11 of the Act states that the Minister of Education and Science, may, from time to time, with the consent of the Minister of Finance, give to the Agency , a general directive in writing specifying the financial objectives of the Agency, the manner in which the Agency shall conduct its financial affairs and requiring the application of profits or other income or funds of the Agency in such manner(including application for the benefit of the Exchequer) as may be specified in the directive.
- All capital projects above Euro 20m undertaken by the GDA are subject to a review from National Development Finance Agency.
- The Financial Statements are presented to the Oireachtas and the GDA is subject to annual audit review by the Comptroller and Auditor General.
- GDA to comply with the Code of Practice for the Governance of State Bodies.

A 2. Purpose of policy

The purpose of the treasury policy is to regulate how treasury management activities and operations are to be conducted and how treasury-related risks are to be managed and controlled.

The policy seeks to ensure that activities undertaken will not subject GDA to undesired levels of risk and that management of treasury exposures will contribute to achievement of GDA objectives through focused management.



A 3. Attitude to risk

GDA is risk averse and the philosophy underlying its approach to treasury risk is one of risk management and reduction.

A 4. Objectives of treasury risk management

The primary objective is to manage treasury risks in a manner that contributes to the achievement of GDA strategic and financial objectives. A key objective will be to secure adequate sources of funding, maintain sufficient liquidity at all times, protect assets, and achieve acceptable returns from investments. To achieve these objectives the GDA will develop relationships with a range of banks that provide services, including debt financing, at attractive terms.

GDA Finance Office is committed to adhering to best practice financial management including management of treasury risks.

A 5. Principles of treasury risk management

To ensure that risk is managed and reduced in line with our risk averse approach the following principles will apply:

- GDA will ensure that assets are funded in Euro. All major contracts will be negotiated in Euro, thereby eliminating exchange rate risk. Occasionally, minor contracts may be entered into in foreign currencies where the exposure to exchange risk movement is low.
- GDA will invest surplus funds only with approved relationship banks.
- GDA will ensure there is sufficient liquidity at all times.
- Any hedges entered into will be for the purpose of minimising financial risk to the GDA. GDA will not engage in speculative activity.

There must be a valid business basis for all treasury transactions. The taking of speculative positions is strictly prohibited.

A 6. Management responsibility and structure for treasury

Management Responsibility

Ultimate responsibility for Treasury and its performance rests with the GDA Board. The Board approves the Treasury policy and reviews it on a tri-annual basis. The Board has delegated to the Audit & Risk Committee responsibility for ongoing monitoring of treasury risk management. The Audit & Risk Committee has delegated to the Director of Finance (DOF) responsibility for the management of treasury activities. The DOF has line responsibility for the management and performance of the Treasury function. Section B sets out roles and responsibilities for Treasury.

In addition to direct line reporting treasury activities will also be subject to Internal Audit review, as determined by the Audit & Risk Committee.



Treasury Structure

Treasury expertise is centralised within the GDA in the Finance Office and the DOF is responsible for all treasury transactions and managing treasury operations on a day-to-day basis.

The GDA operates a best practice approach to Treasury which includes documented and approved Treasury policies, procedures and controls, and the use of excel spreadsheets for recording all treasury transactions.

A 7. Nature, scale and impact of treasury exposures

Nature of Exposures

The main treasury exposures are financing, surplus cash investment, liquidity, counterparty risk, interest rate risk, and foreign exchange risk.

Financing exposures arise from the requirement to fund capital expenditure programmes and to have access to financing facilities for working capital and ongoing GDA requirements.

Surplus cash investment exposures arise from the timing mismatch between receipt of funds and payment of ongoing costs. They also arise in periods when there are no capital projects being undertaken.

Liquidity exposures arise from the day to day cash management requirements and the need to have sufficient funds to meet planned and unplanned payments.

Counterparty exposure arises from banks and financial institutions with which the GDA transacts treasury business – financing, cash investments, risk hedging for foreign exchange and interest rate exposures.

Interest rate exposures arise from bank borrowings and surplus cash investments.



Section B - Corporate Control & Governance Framework

This section of the Policy sets out the arrangements in place for the management and control of treasury activities in GDA. It is consistent with best practice and sound corporate governance.

B 1. Decision Making, Role and Responsibilities

<i>Party</i>	<i>Role</i>	<i>Responsibility</i>	<i>Frequency</i>
Board	Oversight Governance	Overall responsibility for Treasury Policy Approve policy and Strategy Framework Monitor treasury positions and performance.	As appropriate Tri-annual Report of all A&R Committee meetings
Audit And Risk Committee	Fiduciary, oversight, governance, strategy	Ongoing monitoring of Treasury positions and performance. Recommend Policy to Board Strategy Approval	Quarterly meetings, Tri-annual As Appropriate
DOF	Management of Finance Office and Treasury function Policy Planning and Budgeting Strategy Operations Reporting	Formulate policy. Develop, review and manage implementation of strategies. Overall management of exposures. Transaction execution Manage performance. Develop, implement and ensure compliance with procedures and controls. Manage banking relationships. Reporting to Audit & Risk Committee and Board	Ongoing



Finance Office personnel	Daily Treasury operations Policy compliance. Operations. Reporting. Treasury Administration. Short term Planning.	All day-to-day operations and reporting. Operational management of treasury exposures. Daily reporting Treasury accounting entries	Ongoing
GDA Departments	Compliance and operations.	Observe procedures and controls. Identify and report exposures. Input to Cash flow forecasting. Co-ordination with Company Treasury.	Ongoing

B 2. Authority Levels

Transaction	Authority Level	Approval Limits (€'m)
Approval of Borrowing Facilities and Guarantees	Audit & Risk Committee and Board	All
Placing of Deposits	DOF	All

B 3. Management Information

Party	Information
Board	Monthly management accounts
Audit & Risk Committee	Quarterly Audit & Risk meeting and Management accounts
DOF	Daily, weekly, monthly and quarterly treasury reports



B 4. Audit of Treasury

Responsible	Role
DOF	To provide assurance to the Board and Audit & Risk Committee that treasury policy and strategy are implemented and in full compliance with procedures and controls
Internal Auditors	<p>To independently assess for Audit & Risk Committee the effectiveness of treasury policy and strategy implementation</p> <p>To independently assess the effectiveness of internal operational controls and procedures</p>
External Auditors	To independently establish that policy and controls are effective and that treasury risks are well managed.



Section C – Treasury Policy Statements

C 1. Cash & liquidity management

The objective is to ensure that GDA has access at all times and at acceptable cost to sufficient levels of cash and funding facilities to enable the GDA meet its short-term funding requirements as set out in the annual budget.

The Finance Office will undertake and control cash and liquidity management centrally for GDA. This includes control over the opening and closing of all bank accounts in the name of the GDA and the provision of banking type services e.g., electronic payment facilities, etc.

Finance Office will establish clearing bank arrangements which facilitate the receipt and disbursement of funds in a cost-efficient and timely manner. Bank accounts will be denominated primarily in Euro but also in foreign currency where business requirements justify such accounts.

Cash Management arrangements will be operated with key relationship banks.

Overdraft and short term borrowing facilities are subject to the provisions of the Grangegorman Development Agency Act 2005.

The Agency does not use Credit Cards as a method of payment to suppliers or for expenses.

Petty Cash – A small Petty cash balance (less than €500) will be maintained to pay for minor cash disbursements (registered post, sundry office expenses, travel expenses). A petty cash book detailing receipt of petty cash and all expenses will be maintained with a weekly sub-total of balance and note of reconciliation to actual cash balance.

Cash flow forecasting will be central to liquidity management at the GDA. In addition to the annual budget there will be cashflow forecasts prepared for Audit & Risk Committee meetings and ongoing updates prepared by the Finance Office for day to day operational management.

Authorised Signatories (effective since 25 May 2016)

- For amounts up to and including €60,000, require the signatories of ANY TWO, from either Panel A or Panel B.
- For amounts in excess of €60,000, require the signatories of ANY TWO, at least one of which must be from Panel A.

Panel A Signatories	Panel B Signatories
Position	Position
Chairperson	Corporate Affairs Manager
CEO	Director Of Finance
GDA Board Member	
GDA Board Member	



C 2. Funding and debt management (not part of policy at present)

The objective is to establish a funding and debt management structure that is appropriate for and supports the implementation of the annual capital programme and protects the GDA from the financial impact of interest rate volatility. This will be achieved by developing reputable, low cost, flexible and committed sources of funding from a range of funding providers over time.

GDA policy is to secure a mix of funding sources at acceptable terms and conditions to ensure the GDA can finance strategic development programmes and meet financial obligations as they fall due. The range of funding sources will include, inter alia, bank financing (cash advances and term loans), project financing, approved financing under Finance Acts, etc.

National and international banks and other approved financial institutions may provide medium and long term debt funding.

Long-term funding facilities are subject to the provisions of the Grangegorman Development Agency Act 2005.

The GDA Board must formally approve all long-term borrowing requirements and associated funding documentation. The DOF will arrange all funding facilities centrally.

GDA can issue guarantees for subsidiary company borrowings where this is required by financing providers.

The DOF will determine the funding requirements annually with reference to capital programmes, strategic plans, and ongoing expenditure. This will be undertaken as part of the annual budget process with the CEO and Senior Executive Team.

All debt funding facilities must be capable of prepayment without penalty.

GDA policy in relation to debt management is to secure a low, stable, acceptable cost of funds over time, subject to acceptable levels of risk. This includes seeking to secure a cost of funds at or below the cost of funds included in the annual budget.

All debt will be denominated in Euro to the extent possible. Where there is a business justification, funding in foreign currency may be permitted but the currency risk will be eliminated via hedging the exposure back to Euro

– such cases will be considered on a case by case basis.

C 3. Investment of funds

The primary objective is the protection of the capital value of funds invested at all times through the use of appropriate investment instruments and the placing of funds with approved counterparties that meet defined criteria including credit rating.

A secondary objective is to protect GDA's Income Statement from adverse movements in interest rates by the active management of its funds to achieve acceptable returns on investments within defined credit risk parameters.



Where surplus funds are available for investment our policy will primarily focus on the security of the GDA capital and on GDA liquidity needs. When these requirements are satisfied we will then seek to achieve an acceptable return on investment subject to acceptable risk.

The Finance Office will manage the investment of all GDA investment funds.

GDA may have both short-term (less than one year) and medium-term (greater than one year) funds to invest. The availability of such funds will have an impact on the maximum time period for which such funds can be invested.

Short term funds must only be invested for periods for which the surplus cash balances are forecast to remain in place. This will be based on monthly cashflow data presented by the DOF.

The Finance Office may only invest in instruments or investment products where the capital value is guaranteed and which are approved by the Audit & Risk Committee and Board.

The Finance Office may not enter into any type of derivative in order to extend the maturity of specific deposits or achieve a higher rate of return.

C 4. Foreign exchange risk management

The objective is to protect the Income and Expenditure Statement and the Balance Sheet from material losses by managing foreign exchange risks that arise in the GDA.

Where possible all major contracts will be negotiated in Euro, thereby eliminating the exchange rate risk.

GDA will ensure to the extent possible that assets are funded in Euro.

The Finance Office is solely responsible for the purchase of foreign currency that forms part of the commercial activities (“transaction risk”) of GDA.

C 5. Interest rate risk management (not part of policy at present)

The objective is to protect interest income and interest expense in the Income and Expenditure Statement from significant volatility arising from movements in interest rates.

GDA policy is to manage interest rate exposure by ensuring the net exposure to interest rates on debt will at all times comprise of an appropriate balance of fixed and variable rate funding. What constitutes an appropriate balance will depend on circumstances at any one time and will be determined by such factors as forecast cashflows, interest rate outlook and loan financial covenant compliance.

In line with our risk averse approach to treasury risk management GDA will focus on securing the budget outcome in each financial year.

The Finance Office is solely responsible for the hedging of interest rate risk in the GDA.



The following derivatives can be used in order to manage interest rate risk on debt:

- Forward rate agreements (FRA's)
- Interest rate swaps
- Interest Rate Caps
- Interest Rate Collars

Related Documents:

- Grangegorman Development Agency Act 2005
- GDA Corporate Governance Documents
- Code of Practice for the Governance of State Bodies
- Budget Policy
- Purchases and Procurement Policy
- Banking Mandates
- Payment Authority Thresholds
- Cashflow Management Flowchart
- Risk Register

The Chief Executive Officer of the Agency shall carry on and manage, and control generally, the administration and business of the Agency and perform such other functions (if any) as may be determined by the Agency. (GDA Act part II section 23 (2))